MARKETPLACE TECHNOLOGIES PRIVATE LIMITED

ANNUAL ACCOUNTS FY 2019-2020

INDEPENDENT AUDITOR'S REPORT
To the Members of Marketplace Technologies Private Limited
Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion
We have audited the accompanying Ind AS financial statements of **Marketplace Technologies Private Limited** (hereinafter referred to as "Holding Company"), its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associates which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and Notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2020, of consolidated profit, (consolidated changes in equity) and its consolidated cash flows for the year then ended.

Basis of Opinion
We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates and jointly controlled entities in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report Thereon.
The Holding Company's Board of Directors is responsible for the other information. The other information comprises information included in the Board Report including, Annexures to the Board's Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charges with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
Our objectives are to obtain reasonable assurance about whether the Consolidated 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 Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated financial statements also include the Group's share of net loss of Rs. 0.67 lakhs for the year ended 31st March, 2020, as considered in the consolidated financial statements, in respect of Marketplace Ebix Technologies Services Private Limited (an Associate), whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

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c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, (the consolidated Statement of Changes in Equity) and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies incorporated in India, none of the directors of the Group companies, its associate companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **“Annexure A”**.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
   I. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates – Refer Note to the consolidated financial statements.
   II. The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
   III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies incorporated in India.

For Dalal Doctor & Associates
Chartered Accountants
FRN: 120833W

Amol Khanolkar
Partner
Membership No 116765
Mumbai, 15th April 2020.
UDIN:

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Annexure – A to the Auditor's Report
Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act 2013 ('the Act")

We have audited the internal financial controls over financial reporting of **Marketplace Technologies Private Limited** ("the Company") as on 31st March 2020 in conjunction with our audit of consolidated financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls
The respective Board of Directors of the Holding Company, its subsidiary companies, its associate companies, to whom reporting under clause (i) of sub-section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' responsibility
Our responsibility is to express an opinion on the internal financial controls over financial reporting with reference to Consolidated Financial Statement based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Consolidated Financial Statements.

Meaning of internal financial controls over financial reporting
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately

and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

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

Opinion

In our opinion and according to the information and explanations given to us, the Holding Company and its subsidiaries have in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Dalal Doctor & Associates
Chartered Accountants
Firm's Registration No. 120833W

Amol Khanolkar
Partner
Membership No 116765
Mumbai, 15th April 2020.
UDIN:

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2020

(Amt Rs.in Lakhs)

	Particulars	Note No	As at 31st March, 2020	As at 31st March, 2019
I.	**ASSETS**			
1	**Non-current assets**			
	(a) Property, Plant and Equipment	1	228	216
	(b) Intangible assets	1	357	262
	(c) Intangible assets under development	1	4	
	(d) Biological Assets other than bearer plants			
	(e) **Financial Assets**			
	(i) Investments	2		
	a.Investment in Subsidiaries	2	-	-
	b.Investment in Associates	2	138	139
	c.Other Investments	2	621	1,151
	(ii) Trade receivables			
	(ii) Loans			
	(iii) Others	3	63	66
	(f) Deferred Tax Assets (Net)	4	98	100
	(g) Other non-current assets	5	467	197
	Total non-current assets		**1,976**	**2,131**
2	**Current assets**			
	(a) Inventories			
	(b) Financial Assets			
	(i) Investments	2	2,328	1,620
	(ii) Trade receivables	6	1,064	753
	(iii) Cash and cash equivalents	7	47	68
	(iv) Bank balances other than Cash and Cash Equivalents		-	-
	(v) Loans			
	(vi) Others	3	1	6
	(c) Current Tax Assets (Net)	8	137	257
	(d) Other current assets	5	92	71
	Total current assets		**3,669**	**2,775**
	Total Assets		**5,645**	**4,906**
II.	**EQUITY AND LIABILITIES**			
	Equity			
	(a) Equity Share capital	9	500	500
	(b) Other Equity	9	3,777	3,336
	Total equity attributable to equity holders of the Company		**4,277**	**3,836**
	Non-controlling interests		-	-
	Total Equity		**4,277**	**3,836**
	LIABILITIES			
1	**Non-current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings		-	-
	(ii) Trade payables			
	(a) Dues of micro enterprises and small enterprises		-	-
	(b) Dues of creditors other than micro enterprises and small enterprises		-	-
	(iii) Other financial liabilities		-	-
	(b) Provisions	10	314	224
	(c) Deferred tax liabilities (Net)		-	-
	(d) Other Non current liabilities			
	Total non-current liabilities		**314**	**224**
2	**Current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings		-	-
	(i) Trade payables			
	(a) Dues of micro enterprises and small enterprises		-	
	(b) Dues of creditors other than micro enterprises and small enterprises	11	5	1
	(ii) Other financial liabilities		-	-
	(b) Other current liabilities	12	207	162
	(c) Provisions	10	794	683
	(d) Current Tax Liabilities (Net)	13	48	
	Total current liabilities		**1,054**	**846**
	Total Equity and Liabilities		**5,645**	**4,906**
			-	-

For Dalal Doctor & Associates
Chartered Accountants
Firm Reg. No:- 120833W

For and on behalf of Board of Directors

Amol Khanolkar
Partner
Membership No:- 116765

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Whole-time Director)
DIN: 00559680

Place : Mumbai
Date : April 15, 2020

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH, 2020

(Amt Rs.in Lakhs)

	Particulars	Note No	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
1	**Revenue**			
	Revenue From Operations			
a	Revenue from Sale of Services	14	5,114	4,459
b	Software license - Trading		605	369
c	**Other income**	15	238	176
	Total Income		**5,957**	**5,004**
2	**Expenses**			
	Employee benefits expenses	16	3,797	3,232
	Software / Hardware Purchases - Trading		591	369
	Service Provider Charges		274	406
	Depreciation and Amortisation Expenses	1	120	101
	Other expenses	17	548	417
	Total Expenses		**5,330**	**4,525**
3	Profit Before Exceptional And Extra ordinary Items and Tax (1 - 2)		627	479
4	Exceptional Items		-	-
5	Profit Before Extra ordinary Items and Tax (3 - 4)		627	479
6	Extraordinary Items		-	-
7	Share of Profit (Loss) of Associates		(0.67)	(1)
8	Profit Before Tax (5-6)		**626**	**478**
9	Tax Expenses			
	Current Tax		146	125
	Deferred Tax		13	(55)
	Tax For earlier years		0.11	(4)
10	Profit for the Year from Continuing Operation		**467**	**412**
11	Profit/(Loss) After Tax From Discontinuing Operations			
12	Net Profit for the year		**467**	**412**
13	**Other Comprehensive Income**			
a	(i) Items that will not be reclassified to profit or loss			
	Remeasurement of the defined benefit plan		**(35)**	**(4)**
	(ii) Income tax relating to items that will not be reclassified to profit or loss		**9.32**	**1**
b	(i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to tems that will be reclassified to profit or loss			
13	**Total Other Comprehensive Income for the year**		**(26)**	**(3)**
14	**Total Comprehensive Income for the year (11+13)**		**441**	**409**
15	**Profit attributable to:**			
	Owners of the company		**467**	**412**
	Non-controlling interests			
16	**Total comprehensive income attributable to:**			
	Owners of the company		**441**	**409**
	Non-controlling interests			
17	Earning Per Equity Share (For discontinued and continuing operations)		0.934	0.824
18	Diluted EPS		0.934	0.824
19	Par value of shares		1	1
20	Weighted average number of shares		50,000,000	50,000,000
	Significant Accounting Policies 1			

For Dalal Doctor & Associates
Chartered Accountants
Firm Reg. No:- 120833W

Amol Khanolkar
Partner
Membership No:- 116765

For and on behalf of Board of Directors

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Whole-time Director)
DIN: 00559680

Place : Mumbai
Date : April 15, 2020

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(Amt Rs.in Lakhs)

	Particulars		For the YearEnded 31 March, 2020		For the Year Ended 31st March, 2019	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**					
	Net profit Before Tax as per Financial Resluts			467		410
	Adjustments:					
	Provision for current and deferred taxes			160		64
	Depreciation and Amortisation			120		102
	Provision for Doubtful Debts			9		2
	Reversal of Tax for Earlier Years			-		-
	Interest Income			(2)		(15)
	Miscellaneous Income			-		-
	Provision for Employee Benefits			371		260
	Profit on Sale of Investments			-		-
	Dividend			(43)		(43)
	Allowances for expected credit losses on Financial Assets			-		-
	Fair Value Adjustment of Mutual Fund			(135)		(107)
	Provision for defined Employee benefit (OCI)			-		-
	Operating Profit before Working capital changes			**947**		**673**
	Adjustments for changes in:					
	Trade and Other Receivables			(324)		(79)
	Trade and Other Liabilities			(107)		(131)
	Taxes Paid			(309)		(353)
	Net Cash generated from Operating Activities	**A**		**207**		**110**
B.	**CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES**					
	Acquisition of Fixed Assets			(230)		(11)
	Redemption of units of Mutual funds			4,457		3,217
	Fixed Deposits Matured			-		337
	Fixed Deposits placed			-		-
	Purchase of units of Mutual funds (including dividend re-invested and Profit on redemption)			(4,501)		(3,682)
	Purchase of units of preference Shares of Subsidiary Company			700		-
	Purchase of units of preference Shares of Associate Company			-		(140)
	Purchase of units of Equity shares of Subsidiary Company			(700)		
	Reduction in Fixed Assets due to change in accounting			-		37
	Profit on sale of Mutual Fund units			-		106
	Interest Income			2		15
	(Increase)/Decrease in Fixed Deposit					
	Purchase of Investment					
	Dividend Income			43		43
	Net Cash (used in) / from Investing Activities	**B**		**(229)**		**(78)**
C.	**CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES**					
	Increase in Equity Share Capital			700		-
	Redemption in Preference Share Capital			(700)		
	Increase in Share Premium			-		-
	Dividend paid (incl Distribution Tax)			-		-
	Net Cash generated from / (used in) Financing Activities	**C**		**-**		**-**
	Net (Decrease) / Increase in Cash and Cash equivalents	**A+B+C**		**(22)**		**32**
	Opening Balance of Cash and Cash equivalents					
	Cash Balance					
	Bank Balance in Current Account		68		36	
	In Deposit Accounts			**68**		**36**
	Cash Balance					
	Bank Balance in Current Account		46		68	
	In Deposit Accounts			**46**		**68**
	Net (Decrease) / Increase in Cash and Cash equivalents			**(22)**		**32**

For Dalal Doctor & Associates
Chartered Accountants
Firm Reg. No:- 120833W

For and on behalf of Board of Directors

Amol Khanolkar
Partner
Membership No:- 116765

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Whole-time Director)
DIN: 00559680

Place : Mumbai
Date : April 15, 2020

Note 1. Property,Plant and Equipment and other Intangible Assets

(Amt Rs. In Lakhs)

Particulars	Buildings	Computers - Hardware and networking equipments - owned	Furniture & fixtures and office equipments	Office equipments	Motor vehicles	Tangible Total (A)	Software	Trademarks	Intangible Total(B)	Intangible assets under development	Total (A+B)
Cost or deemed cost											
Balance as at 1st April, 2018	**181**	**72**	**9**	**17**	**57**	**336**	**355**	**-**	355		691
Additions during the year	**-**	**7**	**-**	**4**	**-**	**11**	**-**	**1**	1		12
Deductions / adjustments	**-**	**3**	**-**	**-**	**57**	**60**	**-**	**-**	-		60
Acquisition through Business Combination						-			-		-
Balance as at 31st March, 2019	**181**	**76**	**9**	**21**	**-**	**287**	**355**	**1**	**356**	**-**	**643**
Balance as at 1st April, 2019	**181**	**76**	**9**	**21**	**-**	**287**	**355**	**1**	**356**	-	**643**
Additions during the period	-	45	-	2	-	47	179	-	179	4	230
Deductions / adjustments	-	-	-	2	-	2	-	-	-	-	2
Acquisition through Business Combination	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2020	**181**	**121**	**9**	**21**	**-**	**332**	**534**	**1**	**535**	**4**	**871**

Particulars	Buildings	Computers - Hardware and Networking Equipments - Owned	Furniture,fixtures and Office Equipments	Office equipments	Motor Vehicles	Tangible Total (A)	Software	Trademarks	Intangible Total(B)	Intangible assets under development	Total (A+B)
Accumulated depreciation and impairment											
Balance as at 1st Apri, 2018	**8**	**20**	**5**	**8**	**19**	**60**	**22**	-	**22**		**82**
Depreciation for the year	**4**	**19**	**2**	**4**	**-**	**29**	**72**	-	**72**		**101**
Deductions / Adjustments	**-**	**-**	**-**	**-**	**19**	**19**	**-**		**-**		19
Balance as at 31st March, 2019	**12**	**39**	**7**	**12**	**-**	**70**	**94**	**-**	**94**	**-**	**164**
Balance as at 1st April, 2019	12	39	7	12	-	70	94	-	94	-	164
Depreciation for the period	4	30	-	2	-	**36**	84	-	84	-	**120**
Deductions / Adjustments	-	-	-	2	-	**2**	-	-	-	-	**2**
Balance as at 31st March, 2020	**16**	**69**	**7**	**12**	**-**	**104**	**178**		**178**	**-**	**282**

Particulars	Buildings	Computers - Hardware and Networking Equipments - Owned	Furniture,fixtures and Office Equipments	Office equipments	Motor Vehicles	Tangible Total (A)	Software	Trademarks	Intangible Total(B)	Intangible assets under development	Total (A+B)
Net book value											
As at 31st March, 2020	**165**	**52**	**2**	**9**	**-**	**228**	**356**	**1**	**357**	**4**	**589**
As at 31st March, 2019	**169**	**37**	**2**	**9**	**-**	**217**	**261**	**1**	**262**	**-**	**479**

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
NOTES TO BALANCE SHEET

2.Financial Assets - Investments (Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
A. Non Current Investment		
Investment in Unquoted equity instruments at cost		
2a. Investments in subsidiaries	-	-
Marketplace Tech Infra Services Private Limited	701	1
(7,01,00,000 Equity Shares of Re 1/- each fully paid up)		
Elimination of Invstment in Subsidiary	(701)	(1)
Total Investments in subsidiary (A)	-	-
2b. Investments in Associates		
i) Marketplace Ebix Technology Services Private Limited	0.40	0.40
(4,000 Equity Shares of Re 10/- each fully paid up)		
ii) Marketplace Ebix Technology Services Private Limited		
(14,00,000 0.01% Non-cumulative Compulsarily Convertible Preference Share of Rs.10/ Each)	140	140
Share of Profit or Loss till date	(2)	(1)
Total Investments in Associates (B)	**138**	**139**
c. Other investment		
2c. Investments in Fellow Subsidiaries		
i) BSE CSR Integrated Foundation	0.50	0.50
(5,000 Equity Shares of Rs 10/- each fully paid up)		
Less: Provision for Dimuntion	(0.50)	
Subtota(i)	-	**1**
Investments in Quoted Bonds measured at amortized cost		
Hudco Bonds - (2,500 Units of Rs 1,000/- each)	26	26
Subtota(ii)	**26**	**26**
Investment in Units of Mutual Funds measured at FVTPL		
a) Units of Growth Oriented Debt Schemes of Mutual Fund		
Hdfc Fmp 1150d Feb 2017 (1) Growth Series 37	-	231
Idfc Fixed Term Plan Series 129 Direct Plan Growth (1147days)	-	347
HSBC Fiixed Term series 130 (HFTS 130)	297	273
KOTAK FMP Direct Growth Series 213	298	273
Subtota(iii)	**595**	**1,124**
Total Other investments (C=i+ii+iii)	**621**	**1,151**
Total Non Current Investment (A+B+C)	**785**	**1,316**
Non Current Investmenst		
Aggregate carrying value of un quoted investments	**138**	**140**
Aggregate carrying value of quoted investments	**621**	**1,151**
Aggregate market value of quoted investments	**621**	**1,151**
Aggregate amount of impairment in value of investments	-	-

C. Current Investment		
Investment in Unquoted preference shares at cost		
a) Investments in subsidiaries	**-**	**-**
Marketplace Tech Infra Services Private Limited		
70,00,000 1% Non-cumulative Redeemable Preference Share of Rs 10/- each fully paid up	-	700
Elimination of Invstment in Subsidiary		(700)
Total Investment in Subsidiaries (A)	**-**	**-**
Investment in Units of Mutual Funds measured at FVTPL		
a) Units of Dividend oriented Liquid Mutual Funds		
SBI Liquid Fund	1,185	**1,142**
b) Units of Growth Oriented Debt Schemes of Mutual Fund		
Hdfc Fmp 1150d Feb 2017 (1) Growth Series 37	249	-
Idfc Fixed Term Plan Series 129 Direct Plan Growth (1147days)	372	-
Idfc Super Saver Fund Medium Term	368	337
Hdfc Corporate Debt Opportunities Fund	154	141
Total Current Investment	**2,328**	**1,620**
Non Current Investmenst		
Aggregate carrying value of un quoted investments	**-**	**-**
Aggregate carrying value of quoted investments	**2,328**	**1,620**
Aggregate market value of quoted investments	**2,328**	**1,620**
Aggregate amount of impairment in value of investments	**-**	**-**

3. Other Financial Assets

(Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
A. Non Current Financial Assets		
a. Deposits	63	66
b. Receivable from Punjab & Sind Bank	316	316
Less: Allowance for Credit Losses	(316)	(316)
Net Receivable	-	-
Subtotal (A)	**63**	**66**
B. Current Financial Assets		
Deposits	1	6
Subtotal (B)	**1**	**6**
Total	**64**	**72**

4. Deferred Tax Asset

(Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Deferred Tax Asset	98	100
Total	**98**	**100**

5. Other Assets (Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
A. Other Non Current Assets		
Non Current Tax Assets (Net)	467	197
Subtotal (A)	467	197
B. Other Current Assets		
Advances recoverable in cash or in kind	38	22
Prepaid Expenses	54	49
Subtotal (B)		
Total	**92**	**71**

6. Trade Receivables (Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
A. Non current Trade Recievables		
Unsecured, considered good	-	-
B. Current Trade Recievables		
Unsecured, considered good	-	-
Unsecured, considered good	1,064	753
Unsecured, considered doubtful	14	8
Less: Impairment allowance for doubtfull debts	(14)	(8)
Total	**1,064**	**753**

1. Trade receivables are dues in respect of services rendered in the normal course of business and are subject to confirmation
2. There are no dues by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.
3. The company uses simplified approach by computing expected credit loss for trade receivables based on a provison matrix. The provision matrix takes in to account historical credit loss experience. The expected credit loss allowance is based on the ageing of the receivables that are due and allowances rate used in the provisin matrix.
4.Movement in expected credit loss allowance

PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
Balance at the beginning of the year	8	7
Impairement loss allowance during the year	9	5
Less : writeoff as baddebts	3	3
Balance at the end of the year	14	8

7. Cash and Cash Equivalents (Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Balances with banks		
In Current accounts	47	68
	47	68

8. Current Tax Assets (Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Income Tax Paid In Advance (net of provisions)	137	257
Total	**137**	**257**

9. Equity (Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Equity Share capital		
AUTHORISED		
50,000,000 Equity Shares of Re. 1 each	500	500
20,000,000 Preference Shares of Re. 1 each	200	200
Total	700	700
ISSUED, SUBSCRIBED AND PAID UP		
50,000,000 Equity Shares of Re. 1 each fully paid up with voting (3,00,00,000 Equity Shares of face value of Re 1 each issued by way of Bonus Issue)	500	500
Total	500	500

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

Particulars	As at 31st March, 2020	As at 31st March, 2019
No of shares at the beginning of the year	50,000,000	50,000,000
Additions during the year	-	-
No of shares at the end of the year	50,000,000	50,000,000

Rights, preferences and restrictions attached to shares

Equity Shares

The Company has one class of equity shares having a par value of ` 1 each. Each shareholder is eligible for one vote per share held and carry a right to dividend. The holders of equity shares are entitled to dividends, if any, proposed by the board of directors and approved by the shareholder at the Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Aggregate number and class of shares allotted as fully paid up by way of bonus shares.

Particulars	As at 31st March, 2020	As at 31st March, 2019
2016-17	30,000,000	30,000,000

Rights, preferences and restrictions attached to shares

Equity shares

The Company has only one class of shares referred to as equity shares having a par value of ` 1/-. Each holder of equity shares is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the board of directors and approved by the shareholder at the Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders

Shareholders holding more than 5% of equity share capital

Particulars	As at 31st March, 2020	As at 31st March, 2019
BSE Ltd - (Holding company)		
- Number of shares	50,000,000	50,000,000
- Percentage of shares	100	100

Equity Shares held by Holding Company, its subsidiaries and Associates

Particulars	As at 31st March, 2020	As at 31st March, 2019
BSE Ltd - (Holding company)	100	100

Other Equity		
Reserves & Surplus		
Retained Earnings		
Opening balance	3,336	2,932
Add: Profit for the period	441	404
Less: Appropriations	-	-
Total	**3,777**	**3,336**

10. Provisions (Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
A. Non Current Provisions		
Provision for Employee Benefits		
Provision for Gratuity	229	159
Provision for Leave Encashment	85	65
Subtotal (A)	**314**	**224**
B. Current Provision		
Provision for Employee Benefits		
Accrued employee benefits expense	429	406
Provision for Gratuity	5	7
Provision for Leave Encashment	281	203
Provision for expenses	79	67
Subtotal (B)	**794**	**683**
Total	**1,108**	**907**

11. Trade Payables (Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Payable to Service Providers	5	1
Total	**5**	**1**

12. Other Current Liabilities (Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Income Received in Advance	48	48
Statutory dues payable	158	108
Advances from customers	1	6
Total	**207**	**162**

13. Current Tax liabilities (Amt Rs.in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Current Tax liabilities (Net)	48	-
Total	**48**	**-**

14. Revenue from Operations (Amt Rs.in Lakhs)

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Revenue from Sale of Services		
Software license sales	147	222
Software development, Customization & Support Charges	4,477	3,710
Software maintenance income	490	527
Total	**5,114**	**4,459**

15. Other Income (Amt Rs.in Lakhs)

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
A. Interest income earned on financial assets that are measured at amortised cost:		
i) Interest Income on Fixed Deposits	-	13
ii) Interest Income on Bonds	2	2
B. Income earned on financial assets that are mandatorily measured as at fair value through profit or loss		
i) Net gain on sale of financial assets	135	107
ii)Dividend from Mutual Funds	43	43
Profit/Loss on Sale of investments [Current Investment]	-	0
Sundry Expenses written back	32	0
D.Other Non Operating Income	26	11
Total	**238**	**176**

16. Employess Benefit Expenses (Amt Rs.in Lakhs)

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Salaries, wages and bonus	3223	2,792
Contribution to provident fund and other funds	138	122
Staff welfare expenses	103	89
Leave encashment	333	229
Total	**3,797**	**3,232**

17. Other Operating Expenses (Amt Rs.in Lakhs)

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Payment to Auditors		
I. Statutory Audit Fees	3	6
ii. Statutory Auditor Fees - Taxation	1	-
iii. Statutory Auditors Out of Pocket Expenses	1	-
iv. Statutory Auditor Fees - Other services	-	-
Advertisement Expenses	4	-
Bad Debts Written Off	3	3
Business Promotion Exp	24	
Conveyance Expenses	11	9
Donations	-	1
Contribution to Corporate social responsibility	8	8
Electricity Charges	19	18
Empanelment Charges	10	13
Housekeeping Expenses	4	3
Insurance	50	48
Penalty and Interest on PF Contribution	17	0
Printing & Stationery Exp.	3	3
Professional Fees	60	68
Provision for Doubtful Debts	6	2
Rates and Taxes	12	3
Repair and Maintenance Computers & Softwares	4	1
Repair and Maintenance Others	4	6
Security Charges	8	8
Service Tax Penalty	41	0
Society Charges	2	2
Sponsorship Charges	5	12
Telephone Expenses	58	56
Travelling Expenses	73	62
Vehicle Expenses	85	72
Miscellaneous Expenses	32	13
Total	**548**	**417**

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
CONSOLIDATED STATEMENTS OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

(Amt Rs.in Lakhs)

For the year ended 31st March, 2019	EQUITY SHARE CAPITAL	OTHER EQUITY			Total equity attributable to equity holders of the Company
		Retained Earnings	Other Comprehensive income	Total Other Equity	
Balance as of 1st April, 2018	500	2,885	47	2,932	3,432
Changes in equity share capital during the year/period					
(a) Issue of fully paid up Bonus equity shares	-	-			
Total	**500**	**2,885**	**47**	**2,932**	**3,432**
					-
Profit / (loss) for the year		408		408	408
Remeasurement of the net defined benefit liability/asset, net of tax effect (acturial gian/ (loss)			(4)	(4)	(4)
Dividends (including corporate dividend tax)		-		-	-
					-
Balance as at 31st March, 2019	**500**	**3,293**	**43**	**3,336**	**3,836**

(Amt Rs.in Lakhs)

For the year ended 31st March, 2020	EQUITY SHARE CAPITAL	OTHER EQUITY			Total equity attributable to equity holders of the Company
		Retained Earnings	Other Comprehensive income	Total Other Equity	
Balance as of 1st April, 2019	500	3,293	43	3,336	3,836
Changes in equity share capital during the year/period					
	-	-			
Total	**500**	**3,293**	**43**	**3,336**	**3,836**
					-
Profit / (loss) for the year		467		467	467
Remeasurement of the net defined benefit liability/asset, net of tax effect (acturial gian/ (loss)			(26)	(26)	(26)
					-
Balance as at 31st March, 2020	**500**	**3,760**	**17**	**3,777**	**4,277**

Significant Accounting Policies and Notes to Accounts

Notes annexed to and forming part of Consolidated Financial Statements for the year ended March 31 2020.

1. Corporate information

Marketplace Technologies Private Ltd. ("MTPL" or "Company") was incorporated in 2005 as a wholly owned subsidiary of BSE Ltd. MTPL is engaged in providing IT solutions with focus on Commodities, Banking and Financial Services in India.

2. Significant Accounting Policies

2.1 Statement of compliance

The Consolidated financial statements as at and for the year ended March 31, 2020 have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2.2 Basis of Consolidation

The Company consolidate entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its subsidiaries and associate ("the Group"). Control exists when the Parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

a. the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
b. potential voting rights held by the Company, other vote holders or other parties;
c. rights arising from other contractual arrangements; and

d. any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Profit or Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.3 Basis of preparation and presentation:

These consolidated financial statements have been prepared in Indian Rupee which is the functional currency of the Company. These consolidated financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortized cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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.

2.4 Use of Estimates and Judgment:

The preparation of the consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Group to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the consolidated financial statements and the reported amounts of consolidated income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the consolidated financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets and fair value measurement of financial instruments, these are discussed below. Key sources of estimation of uncertainty in respect of revenue recognition, employee benefits and provisions and contingent liabilities have been discussed in their respective policies.

Impairment of goodwill
The Group estimates the value-in-use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the CGU's represent the weighted average cost of capital based on the historical market returns of comparable companies.

Useful lives of property, plant and equipment
The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets
The Group reviews the carrying amount of deferred tax assets at the end of each reporting period.

Fair value measurement of financial instruments
When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.5 Summary of significant accounting policies

The summary of significant accounting policies are set out below.

2.5.1 Revenue recognition

The Group has applied Ind AS 115 Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. The Group has adopted Ind AS 115 using the cumulative effect method.

The group derives revenues primarily from business IT services comprising of IT support, software development, customization, sale and maintenance services. Revenue from Service is recognized as and when the service is performed as per the relevant agreements and when there is a reasonable certainty of ultimate realization.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

- Time and Service Contracts:
  Revenues and costs relating to time and service contracts are recognized as the related services are rendered.

- Annual/monthly fees contract:

  Revenue from Annual / monthly fee contracts is recognized ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight line basis over the specified period or under some other method that better represents the stage of completion.

Revenue in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

Revenue from licenses where the customer obtains a “right to use” the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a “right to access” is recognized over the access period.

2.5.2 Investment Income:

Investment income consists of interest income on funds invested, dividend income and gains on the disposal of financial assets measured at FVTPL and amortised cost.

Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate exactly discounts the estimated future cash receipts through expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.5.3 Operating Leasing

Lease payments under operating leases are recognized as an income / expense on a straight line basis in the Statement of Profit and Loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

2.5.4 Foreign currency transactions and balances

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. All foreign currency current assets/liabilities are translated at the rates prevailing on the date of the Balance Sheet. Foreign Exchange rate differences arising on settlement(s) / conversion(s) are recognized in the Statement of Profit and Loss.

2.5.5 Taxation

Income Tax expenses comprise current tax (i.e. amount of tax for the period determined in accordance with the income tax-law) and deferred tax charge or credit (reflecting the tax effects of timing deference between accounting income and taxable income for the year).Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

a. Current Tax

Current tax is measured at the amount expected to be paid to the taxation authorities, using applicable tax rates and tax laws.

b. Deferred Tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset-to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

c. Minimum Alternate Tax(MAT)

In accordance with the guidance note issued by the Institute of Chartered Accountants of India (‘ICAI’) on accounting for credit available in respect of MAT under the Income-tax Act, 1961, the Company recognizes MAT credit as an asset only when and to the extent there is convincing evidence that the Company will be liable to pay normal income tax during the specified period.

d. Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.5.6 Financial Instruments

a. Initial recognition:

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

b. Subsequent measurement (Non derivative financial instruments)

i. Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii.Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

iv.Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

v.Cash and cash equivalents

Cash and cash equivalents considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

vi.Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognized by the Company are recognized at the proceeds received net off direct issue cost.

c. De-recognition of financial instruments:

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

d. Fair value of financial instruments:

In determining the fair value of its financial instruments, the company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

e. Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the "Revenue from Investments and Deposits" line item.

2.5.7 Employee benefits

a. Retirement benefit costs and termination benefits - Gratuity

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

b. **Short-term and other long-term employee benefits – Compensated absences**

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

2.5.8 Property, plant and equipment

Depreciation on tangible assets is provided on the 'Written Down Value' basis as per useful life of the assets as prescribed under Schedule II of the Companies Act, 2013 for the number of days the assets have been ready to put to use for their intended purposes.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit of loss.

Estimated useful lives of the tangible assets are as follows:

Building	60 years
Computer Equipment	3-6 years
Furniture, Fixtures	10 years
Office & Electronics Equipments	5-10 years

De-recognition of assets

The carrying amount of Property, plant and equipment shall be derecognised on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of Property, plant and equipment, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss.

2.5.9 Intangible assets

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use.

Any expense on software for support, maintenance, upgrades etc., payable periodically is charged to the Statement of Profit and Loss.

2.5.10 Impairment

a. **Financial assets (other than at fair value)**

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

b. Non-financial assets (Tangible and intangible assets)

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss.

2.5.11 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.5.12 Cash flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.5.13 Dividend Distribution

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Group's Board of Directors.

2.5.14 Trade Receivables

The average credit period provided to customers is 30 days. No interest is charged on overdue trade receivables. Allowances for doubtful debts are recognized against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

2.5.15 Current / Non-current classification

The company present assets and liabilities to be classified as either Current or Non-current.

Assets

- An asset is classified as current when it satisfies any of the following criteria:

a) it is expected to be realised in, or is intended for sale or consumption in, the entity’s normal operating cycle;
b) it is held primarily for the purpose of being traded;
c) it is expected to be realised within twelve months after the balance sheet date; or
d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date

- All other assets are classified as non-current.

Liabilities

- A liability is classified as current when it satisfies any of the following criteria:

a) it is expected to be settled in, the entity’s normal operating cycle;
b) it is held primarily for the purpose of being traded; it is due to be settled within twelve months after the balance sheet date; or
c) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

- All other liabilities are classified as non-current.

Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3. Related Party Transaction

(a) List and Transactions with Related Parties

Name	**Relationship**	
BSE Limited	**Holding Company**	
Transactions with Holding Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Software License, Customization and Maintenance charges	4,242	3,724
Expenditure	-	-
Professional and consultancy charges	-	-
Assets		
Receivables	573	456

Name	**Relationship**	
Central Depository Services (India) Limited	**Fellow Associate Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Sale of Software Licenses	-	-
Receivables	-	-
Expenditure		
Annual Custodial Charges	0.10	-

Name	Relationship	
CDSL Ventures Limited	**Fellow Associate Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Sale of Software Licenses	-	-

Name	Relationship	
BSE Institute Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Sale of Software License / Customization charges	0.59	13
Assets		
Receivables	0.59	7

Name	Relationship	
Indian Clearing Corporation Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rsin lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Software License, IT Support and Maintenance charges	611	542
Assets		
Receivables	58	48

Name	Relationship	
BSE CSR INTEGRATED FOUNDATION	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Assets		
Investments	0.25	0.25
Receivables	-	-

Name	Relationship	
Marketplace Ebix Technology Services Private Limited	**Associate Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Software, Customization charges	-	-
Assets		
Receivables	-	-
Investments	140.40	140.40

Name	Relationship	
INDIA INTERNATIONAL EXCHANGE (IFSC) LIMITED	**Fellow Subsidiary Company**	
Transactions with Holding Company		**(Amt Rs. in lakhs)**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Software Support charges	2.39	-
Assets		
Receivables	0.31	-

b) Key Management Personnel (KMP): Rs. In Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Pranav Trivedi - Whole time Director	63	57
Animesh Jain –Whole time Director	83	66

4. Employee Benefits

a. <u>Defined Benefit Plan – Gratuity</u>

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee’s compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees.

Such plan exposes the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities and debt instruments.

Interest risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The total amount of net liability / asset to be recorded in the balance sheet of the Institute, along with the comparative figures for previous period, is shown in the table below:

Amt Rs in lakhs

	Particulars	**Year Ended March 31 2020**	**Year Ended March 31 2019**
Change in benefit obligations			
	Benefit obligations at the beginning	166.00	134.00
	Current Service Cost	26.00	21.00
	Interest on defined benefit obligation	13.00	11.00
	Re-measurements - Actuarial Loss / (Gain)	35.00	4.00
	Benefits Paid	(6.00)	(4.00)
	Closing Defined Benefit Obligation	234.00	166.00

Change in plan assets			
	Opening Fair Value of Plan Assets	-	-
	Contributions by Employer	-	-
	Interest on Plan Assets	-	-
	Re-measurements - Actuarial Loss / (Gain)	-	-
	Benefits Paid	-	-
	Closing Fair Value of Plan Assets	-	-
Funded status			

b. Profit and Loss Account Expense

The expenses charged to the profit & loss account for the period along with the corresponding charge of the previous period is presented in the table below:

Amt Rs in lakhs

IV	Particulars	March 31,2020	March 31, 2019
	Current Service Cost	26.00	21.00
	Acturial (Gains) Losses	-	-
	Interest on net defined benefit obligations / (asset)	13.00	11.00
	Total Included in "Employee Benefit Expense"	39.00	32.00

c. Amount Recorded in Other Comprehensive Income

The total amount of re-measurement items and impact of liabilities assumed or settled, if any, which is recorded immediately in Other Comprehensive Income (OCI) during the period is shown in the table below:

Amt Rs. In Lakhs

IV	Particulars	March 31,2020	March 31,2019
	Re-measurement for the period – Obligation (gains) / losses	35.00	4.00
	Re-measurement for the period – Plan asset (gains) / losses	-	-
	Total amount recognized in "Other Comprehensive Income"	35.00	4.00

d. <u>Principle Actuarial Assumptions</u>

II	Assumptions	March 31,2020	March 31,2019
	Discount Rate	6.82%	7.78%
	Salary escalation	6.00%	6.00%
	Employee Turnover	2.00%	2.00%
	Mortality Rate during Employment	*	*
	Mortality Rate after Employment	N.A	N.A

*Note -Mortality rate during employment is as per Indian Assured Lives Mortality (2006-08)

- <u>Discount Rate</u>: The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

- <u>Salary Escalation Rate</u>: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

e. Summary of Membership data

The following table summarizes the relevant information provided to us for valuation in respect of active servicing members of the scheme.

Particulars	March 31,2020	March 31, 2019
No of employees	413	407
Total Monthly Salary	73 lakhs	62 lakhs
Average Monthly Salary	0.28 lakhs	0.26 lakhs
Average Age	31.82 Years	31.82 Years
Average Past Service	3.77 Years	3.77 Years

f. Projected Plan Cash Flow

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

Rs in lakhs		
Maturity Profit	**March 31,2020**	**March 31,2019**
Expected benefits for year 1	4.88	6.46
Expected benefits for year 2	8.78	3.98
Expected benefits for year 3	5.68	4.39
Expected benefits for year 4	6.27	4.78
Expected benefits for year 5	6.64	12.90
Expected benefits for years 6 to 10	46.96	37.43
Expected benefits for years11and above	552.13	413.52

5. **Contingent Liabilities (to the extent not provided for)**

During the year, the company has received notice of demand under section 156 of the Income Tax Act, 1961 for the A.Y. 2017-18. The Income Tax Department has disallowed expenses of Rs. 3.16 crores on account of provision for recovery from Punjab and Sindh Bank claimed as business expenditure in the return filed by the assessee in the relevant assessment year resulting in tax liability of Rs. 1.04 crore payable by the company. The said liability of 1.04 crore has been adjusted against refund due to the company for the relevant assessment year and refund due to the company has been reduced to Rs. 48 lakhs.

On the basis of the favourable judicial precedence, the company has filed an appeal before the Honourable CIT (A) for deleting the additions. In light of the above, no accounting provision for liability has been made in the books by the company.

6. **Expenditure in Foreign Currency : (on Accrual basis)**

(Rs. in lakhs)

Particulars	**March 31,2020**	**March 31,2019**
Software Expenses	-	-
Hardware Procurement	-	-
Service provider charges	25	3

7. Critical accounting judgments and estimates

In the course of applying the policies outlined in all notes stated above, management makes estimations and assumptions that impact the amounts recognized in the financial statements. The Company believes that critical judgment and estimation have been made in the following areas:

i. **<u>Intended use, useful lives and residual value of property, plant and equipment and intangible assets</u>**

Based on technical evaluations, management of the Group makes its judgment when property, plant and equipment and intangible assets are capable to operate in the manner intended by them.

Group reviews the useful lives and residual values of property, plant and equipment and intangible assets at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs.

ii. **Provisions and liabilities**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgment to existing facts and circumstances which may be subject to change.

iii. **Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

iv. **Income taxes**

The Group's tax jurisdiction is in India. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions.

v. **Defined employee benefit assets/liabilities**

Determined based on the present value of future pension obligations using assumptions determined by the Company with advice from an independent qualified actuary.

vi. **Other estimates**

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Group estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

8. Financial Instrument

Risk Management

The Company has developed and implemented a risk management framework for Identification of elements of risk, which in the opinion of the Board may threaten the existence of the Company.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Our business relies in providing IT solutions with focus on Commodities, Banking and Financial Services in India. It is important that we remain focused on the effectiveness of strategic programs in improving our competitive position and differentiation in market segments, the momentum of new initiatives to achieve our long term aspirations.

Top risks are reviewed and monitored regularly. Risk evaluation and management is an ongoing process within the organization. Major risks identified are systematically addressed through mitigating actions on a continuing basis.

Credit Risk

Credit risk is the risk that one party to a financial asset will fail to discharge an obligation and cause the other party to incur a financial loss.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers.

Liquidity risk

The Company is the cash-generating company. The Company, as a policy, does not prefer to invest its surplus cash in high risk assets such as equities or low liquidity assets like real estate. The primary area of risk for the Company's market exposures are related to the interest rate risk on its investment securities. To mitigate interest rate risk, all surplus funds are invested in appropriate avenues upon a review by the investment committee. All investment decisions are driven by certain guiding principles including the safety of investments, liquidity, and returns. Further, the

Company reviews performance of the treasury operations on quarter to quarter basis and gives its recommendations to the Board. This further strengthen the process of investment and mitigate gaps.

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company has no outstanding bank borrowings. The company believes that the working capital is sufficient to meet its current requirements and to accelerate the growth. Accordingly, no liquidity risk is perceived.

9. Categories of Financial Instruments

(Rs. in lakhs)							
		Carrying Value	**Carrying Value**	**Carrying Value**	**Fair Value**	**Fair Value**	**Fair Value**
	Particulars	**As at March 31, 2020**	**As at March 31, 2019**	**As at March 31,2018**	**As at March 31, 2020**	**As at March 31, 2019**	**As at March 31, 2018**
I)	**Financial Assets**						
a)	**Measured at Amortised Cost**						
	Investment in Debt Instrument	26.00	26.00	26.00	26.00	26.00	26.00
	Trade Receivable	1064.00	753.00	534.00	1064.00	753.00	534.00
	Cash and Cash Equivalent	47.00	68.00	15.00	47.00	68.00	15.00
	Bank balances other than Cash and Cash Equivalents	-	-	337.00	-	-	337.00
	Loans		-	-	-	-	-
	Other Financial Assets	-	69.00	66.00	-	69.00	66.00
	Investment in Preference Shares		840.00	700.00		840.00	700.00
b)	**Measured at Fair Value through Profit or Loss**						
	Investment in Mutual Funds	2923.00	2744.00	1908.00	2923	2744.00	1908.00
	Investment in Equity	840.40	1.40	1.00	840.40	1.40	1.00

	Shares						
	Total Financial Assets (a+b)	5900.00	4022.00	3588.00	5900.00	4022.00	3588.00
II)	**Financial Liabilities**						
a)	**Measured at Ammortised Cost**						
	Borrowings						
	Trade Payables	5.00	-	27.00	5.00	-	27.00
	Other Financial Liabilities	-	-	13.00	-	-	15.00
	Total Financial Liabilities	5.00	-	40.00	5.00	-	42.00

9.1 The following table presents fair value hierarchy of assets as at March31, 2020

(Rs in lakhs)				
Particulars	**Fair Value As of March 31, 2020**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	2923.00	2923.00	-	-
Investment in Equity Shares	840.40	-	-	840.40

1.1 The following table presents fair value hierarchy of assets as at March31, 2019:

(Rs in lakhs)				
Particulars	**Fair Value As of March 31, 2019**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	2280.00	2280.00	-	-
Investment in Equity Shares	1.40	-	-	1.40

10. Earnings per Share

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The company did not have any potentially dilutive securities in any of the periods presented.

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
No. of Equity Shares (Issued and paid up)	5,00,00,000	5,00,00,000
Basic EPS (In Rs.)	0.934	0.824
Diluted EPS (In Rs.)	0.934	0.824
Par value of Shares (In Rs.)	1	1

11. Income Tax Expense:

The following are the details of income tax assets as of March 31, 2020 and March 31, 2019

(Rs in lakhs)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Net Current tax at the beginning (Assets)	455	220
Current Income Tax Provision	(146)	(125)
Earlier Years Adjustments	(27)	-
Income tax paid (Including TDS)	279	360
Balance at the end	561	455

A reconciliation of Income tax provision to the amount computed by applying the income tax rate to the profit before tax for year ended March 31, 2020 and year ended March 31, 2019

(Rs in lakhs)

Particular	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Profit before tax from continuing operations	626	580
Income tax expense calculated at 25.17% (A)	158	160
Adjustment:		
Effect of income that is exempt from taxation	(45)	(30)
Effect of expenses that are not deductible in determining taxable profit	98	58
Effect of expenses that are deductible in determining taxable profit	(1)	(1)
Effect of expenses that are allowed on payment basis in determining taxable profit	(57)	(37)
Effect of Book Depreciation and Tax Depreciation	(6)	(9)
Effect of Carried forward losses under tax	0	0
Tax saving due to reduced rate on capital gain	0	(18)
Total (B)	**(11)**	**(36)**
Adjustments recognized in the current year in relation to the current tax of prior years (C)	-	-
Minimum Alternate Tax (Tax under MAT less Tax as per Normal provision) (D)	-	-
Income tax expense recognized in profit or loss (relating to continuing operations) (A-B-C-D)	**147**	**124**

12. The financial statements were approved for issue by the board of directors in their meeting held on April 15, 2020.

13. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

14. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors,

Ashishkumar Chauhan	Pranav Trivedi
Chairman	Whole-time Director
DIN : 00898469	DIN: 00559680

Place; Mumbai

Date: April 15, 2020

INDEPENDENT AUDITOR'S REPORT
To the Members of Marketplace Technologies Private Limited
Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **Marketplace Technologies Private Limited** ("the Company"), which comprise the Balance sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the Ins AS Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred as "Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Companies Act 2013("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st , 2020 and its profit including total Comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS Financial Statements.

Information Other than the Financial Statements and Auditor's Report Thereon.

The Company's Board of Directors is responsible for the other information. The other information comprises information included in the Board Report including, Annexures to the Board's Report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charges with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the Ind AS financial position, financial performance including other comprehensive income, changes in equity and cash flow of the Company in accordance with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder 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 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial Statements, management is 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 this Ind AS Financial Statements.

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

- Identify and assess the risks of material misstatement of the Ind AS 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

We communicate with Board of Directors/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 Board of Directors/those charges 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.

From the matters communicated with Board of Directors/those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143(11) of the Companies Act, 2013 we give in the "**Annexure A"**, a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income) the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
e) On the basis of the written representations received from the directors as on 31st March 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer to our separate report in **"Annexure B"**.
g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    I. The Company has disclosed the impact of any pending litigations as at 31 March 2020 on its financial position – Refer Note **6** to the significant accounting policies attached to the financial statements
    II. The Company does not have any outstanding long-term contracts including derivative contracts as at the year end. Hence the question of any material foreseeable losses does not arise.
    III. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

For Dalal Doctor & Associates
Chartered Accountants
FRN: 120833W

Amol Khanolkar
Partner
Membership No 116765
Mumbai, 15th April 2020.
UDIN:

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in "Report on Other Legal and Regulatory Requirements" of the Independent Auditors' Report of even date to the members of on the financial statements for the year ended 31st March, 2020:

i a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets

b. The Company has a regular program of physical verification of its fixed assets by which fixed assets are verified once every year. The fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c. The According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

ii The Company is a service company, primarily in rendering software services. Accordingly, it does not hold any physical inventories. Hence reporting under paragraph 3(ii) of the Order is not applicable.

iii In our opinion and according to the information and explanations given to us, the Company has not granted any loans to entities covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

iv To the best of our knowledge and according to the information and explanations given to us, the company investments made or provided any guarantee or security are in compliance with terms of provisions of section 185 and 186 of the Companies Act, 2013.

V The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

vi As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

vii a According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable is respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable except those reported below:

Name of the Statute	Nature of Dues	Period to which it relates	Amount*	Forum where dispute pending
Income Tax Act, 1961	Income Tax	A.Y. 2017-18	1,04,47,908	CIT (Appeals)

* The amount has adjusted by the department against refund receivable.

b According to the information and explanation given to us, there are no dues of income tax, sales tax, goods and service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

viii In our opinion and according to the information and explanations given to us, the Company has not taken any loan either from financial institutions, or banks or from the government and has not issued any debentures. Hence reporting under paragraph 3(viii) of the Order is not applicable.

ix Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

x Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

xi In our opinion and according to the information and explanations given to us, the Company has not paid/provided any managerial remuneration during the period. Accordingly, paragraph 3 (xi) of the Order is not applicable.

xii In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

xiii In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

xv Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected to its directors and thus provisions of Section 192 of the Companies Act. 2013 are not applicable. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

xvi In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Dalal Doctor & Associates
Chartered Accountants
Firm's Registration No. 120833W

Amol Khanolkar
Partner
Membership No 116765
Mumbai, 15th April 2020.
UDIN:

Annexure – B to the Auditor's Report
Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act 2013 ('the Act")

We have audited the internal financial controls over financial reporting of **Marketplace Technologies Private Limited** ("the Company") as on 31st March 2020 in conjunction with our audit of Ind AS financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

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

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Dalal Doctor & Associates
Chartered Accountants
Firm's Registration No. 120833W

Amol Khanolkar
Partner
Membership No 116765
Mumbai, 15th April 2020.
UDIN:

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH 2020

(Amt Rs. in Lakhs)

	Particulars			Note No	As at 31st March, 2020	As at 31st March, 2019
I.	**ASSETS**					
1	**Non-current assets**					
	(a)	Property, Plant and Equipment		1	226	215
	(b)	Other Intangible assets		1	27	1
	(c)	**Financial Assets**				
		(i)	Investments	2		
			a.Investment in Subsidiaries		701	1
			b.Investment in Associates		140	141
			c.Other Investments		621	1,150
		(ii)	Trade receivables		-	-
		(iii)	Loans		-	-
		(iv)	Others	3	62	62
	(d)	Deferred Tax Assets (Net)		4	107	110
	(e)	Non Current Tax Assets (Net)			423	197
	Total non-current assets				**2,307**	**1,877**
2	**Current assets**					
	(a)	Inventories				
	(b)	Financial Assets				
		(i)	Investments	2	1,710	1,856
		(ii)	Trade receivables	6	848	665
		(iii)	Cash and cash equivalents	7	10	20
		(iv)	Bank balances other than Cash and Cash Equivalents		-	-
		(v)	Loans		-	-
		(vi)	Others	3	1	6
	(c)	Current Tax Assets (Net)		8	138	187
	(d)	Other current assets		5	90	63
	Total current assets				**2,797**	**2,797**
	Total Assets				**5,104**	**4,674**
II.	**EQUITY AND LIABILITIES**					
	Equity					
	(a)	Equity Share capital		9	500	500
	(b)	Other Equity			3,440	3,219
	Total Equity				**3,940**	**3,719**
	LIABILITIES					
1	**Non-current liabilities**					
	(a)	Financial Liabilities				
		(i)	Borrowings		-	-
		(ii)	Trade payables			
			(a) Dues of micro enterprises and small enterprises		-	-
			(b) Dues of creditors other than micro enterprises and small enterprises		-	-
		(iii)	Other financial liabilities		-	-
	(b)	Provisions		10	280	206
	(c)	Deferred tax liabilities (Net)			-	-
	(d)	Other Non current liabilities			-	-
	Total non-current liabilities				**280**	**206**
2	**Current liabilities**					
	(a)	Financial Liabilities				
		(i)	Borrowings		-	-
		(ii)	Trade payables			
			(a) Dues of micro enterprises and small enterprises		-	-
			(b) Dues of creditors other than micro enterprises and small enterprises	11	5	1
		(iii)	Other financial liabilities		-	-
	(b)	Other current liabilities		12	175	149
	(c)	Provisions		10	704	599
	(d)	Current Tax Liabilities (Net)			-	-
	Total current liabilities				**884**	**749**
	Total Equity and Liabilities				**5,104**	**4,674**

Dalal Doctor & Associates
Chartered Accountants
Firm Reg. No:- 120833W

For and on behalf of Board of Directors

Amol Khanolkar
Partner
Membership No:- 116765

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Whole-time Director)
DIN: 00559680

Place : Mumbai
Date : April 15, 2020

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
STATEMENT OF FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH, 2020

(Amt Rs. in Lakhs)

	Particulars	Note No	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
1	**Revenue**			
	Revenue From Operations			
a	Revenue from Sale of Services	13	4,422	4,051
b	Software license - Trading		605	369
c	Other income	14	176	151
	Total Income		**5,203**	**4,571**
2	**Expenses**			
	Employee benefits expenses	15	3,304	2,920
	Software License - Trading		591	369
	Service Provider Charges		430	430
	Depreciation and Amortisation Expenses	1	39	32
	Other expenses	16	512	389
	Total Expenses		**4,876**	**4,140**
3	Profit Before Exceptional And Extra ordinary Items and Tax (1 - 2)		327	431
4	Exceptional Items		-	-
5	Profit Before Extra ordinary Items and Tax (3 - 4)		327	431
6	Extraordinary Items		-	-
7	Profit Before Tax (5-6)		**327**	**431**
8	Tax Expenses			
	Current Tax		73	120
	Deferred Tax		11	(62)
9	Profit for the Year from Continuing Operation		**243**	**373**
10	Profit/(Loss) After Tax From Discontinuing Operations			
11	Net Profit for the year		**243**	**373**
12	**Other Comprehensive Income**			
a	(i) Items that will not be reclassified to profit or loss			
	Remeasurement of the defined benefit plan		(30)	(4)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		8	1
b	(i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to tems that will be reclassified to profit or loss			
13	**Total Other Comprehensive Income for the year**		(22)	(3)
	Total Comprehensive Income for the year (11+13)		**221**	**370**
14	Earning Per Equity Share (For discontinued and continuing operations)			
	Basic EPS		0.486	0.746
	Diluted EPS		0.486	0.746
	Par value of shares		1	1
	Weighted average number of shares		50,000,000	50,000,000

Dalal Doctor & Associates
Chartered Accountants
Firm Reg. No:- 120833W

Amol Khanolkar
Partner
Membership No:- 116765

For and on behalf of Board of Directors

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Wholetime Director)
DIN: 00559680

Place : Mumbai
Date : April 15, 2020

	MARKETPLACE TECHNOLOGIES PRIVATE LIMITED					
	STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020					
						(Amt Rs. In Lakhs)
	Particulars		**For the Year Ended 31st March, 2020**		**For the Year Ended 31st March, 2019**	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**					
	Net profit after tax Tax as per Financial Resluts			**243**		**373**
	Adjustments:					
	Provision for Current and deferred taxes			84		58
	Depreciation and Amortisation			39		32
	Provision for Doubtful Debts and bad debts written off			9		2
	Reversal of Tax for Earlier Years			-		-
	Miscellaneous income					-
	Interest Income			(2)		(15)
	Provision for Employee Benefits			324		233
	Profit on Sale of Investments			-		
	Dividend			(20)		(20)
	Fair Value Adjustment of Mutual Fund			(135)		(107)
	Operating Profit before Working capital changes			**542**		**556**
	Adjustments for changes in:					
	Trade and Other Receivables			(205)		(151)
	Trade and Other Liabilities			(146)		(92)
	Taxes Paid			(258)		(304)
	Net Cash generated from Operating Activities	**A**		**(67)**		**9**
B.	**CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES**					
	Acquisition of Fixed Assets			(76)		(9)
	Redemption of units in Mutual funds			4,099		2,929
	Fixed Deposits Matured			-		337
	Fixed Deposits placed			-		-
	Purchase of units of Mutual funds (including dividend re-invested and Profit on redemption)			(3,988)		(3,299)
	Redemption Units of Preference shares of Subsidiary Company			700		
	Purchase of Units of Preference shares of Associate Company			-		(140)
	Purchase of Units of Equity shares of Subsidiary Company			(700)		
	Reduction in Fixed Assets due to change in accounting			-		37
	Profit on sale of Mutual Fund units			-		106
	Interest Income			2		15
	(Increase)/Decrease in Fixed Deposit			-		
	Dividend Income			20		20
	Net Cash (used in) / from Investing Activities	**B**		**57**		**(4)**
C.	**CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES**					
	Increase in Share Capital			-		-
	Increase in Share Premium			-		-
	Increase/(Decrease) in Term Loan			-		-
	Increase/(Decrease) in Bank Borrowing			-		-
	Increase/(Decrease) in Other Loan			-		-
	Interest on Loan			-		-
	Dividend paid (incl Distribution Tax)			-		-
	Net Cash generated from / (used in) Financing Activities	**C**		**-**		**-**
	Net (Decrease) / Increase in Cash and Cash equivalents	**A+B+C**		**(10)**		**5**
	Cash and Cash equivalents at the beginning of the period					
	Cash Balance		-		-	
	Bank Balance in Current Account		20		15	
	In Deposit Accounts			20		15
	Cash and Cash equivalents at the end of the period					
	Cash Balance		-		-	
	Bank Balance in Current Account		10		20	
	In Deposit Accounts			**10**		20
	Net (Decrease) / Increase in Cash and Cash equivalents			**(10)**		**5**

Dalal Doctor & Associates
Chartered Accountants
Firm Reg. No:- 120833W

For and on behalf of Board of Directors

Amol Khanolkar
Partner
Membership No:- 116765

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Whole-time Director)
DIN: 00559680

Place : Mumbai
Date : April 15, 2020

Note 1. Property,Plant and Equipment and other intangible assets

(Amt Rs. In Lakhs)

Particulars	Buildings	Computers Hardware and networking equipments - owned	Furniture & fixtures and office equipments	Office equipments	Motor vehicles	Tangible Total (A)	Software	Trademarks	Other Intangible Total (B)	Total (A+B)
Cost or deemed cost										
Balance as at 1st April, 2018	181	72	9	17	57	336	8		8	344
Additions during the year		5	-	4	-	9		1	1	10
Deductions / adjustments		3	-		56	59			-	59
Balance as at 31st March, 2019	**181**	**74**	**9**	**21**	**1**	**286**	**8**	**1**	**9**	**295**
Balance as at 1st April, 2019	**181**	**74**	**9**	**21**	**1**	**286**	**8**	**1**	**9**	**295**
Additions during the period		45	-	**2**		47	29	-	29	**76**
Deductions / adjustments		-	-	2	1	3			-	3
Balance as at 31st March, 2020	**181**	**119**	**9**	**21**	**-**	**330**	**37**	**1**	**38**	**368**

Particulars	Buildings	Computers Hardware and Networking Equipments - Owned	Furniture,fixtures and Office Equipments	Office equipments	Motor Vehicles	Tangible Total (A)	Software	Trademarks	Other Intangible Total (B)	Total (A+B)
Accumulated depreciation and impairment										
Balance as at 1st Apri, 2018	8	20	5	8	19	60	5	-	5	**65**
Depreciation for the year	4	19	2	4	-	29	3	-	3	**32**
Deductions / Adjustments					19	19			-	19
Balance as at 31st March, 2019	**12**	**39**	**7**	**12**	**-**	**70**	**8**	**-**	**8**	**78**
Balance as at 1st April, 2019	12	39	7	12	-	70	8	-	8	78
Depreciation for the period	4	30	**-**	**2**		**36**	**3**	**-**	3	**39**
Deductions / Adjustments				2	-	2			-	2
Balance as at 31st March, 2020	**16**	**69**	**7**	**12**	**-**	**104**	**11**	**-**	**11**	**115**

Particulars	Buildings	Computers Hardware and Networking Equipments - Owned	Furniture,fixtures and Office Equipments	Office equipments	Motor Vehicles	Tangible Total (A)	Software	Trademarks	Other Intangible Total (B)	Total (A+B)
Net book value										
As at 31st March, 2020	**165**	**50**	**2**	**9**	**-**	**226**	**26**	**1**	**27**	**253**
As at 31st March, 2019	**169**	**35**	**2**	**9**	**1**	**216**	**-**	**1**	**1**	**217**

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
NOTES TO BALANCE SHEET

2.Financial Assets - Investments (Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
A. Non Current Investment		
Investment in Unquoted equity instruments at cost		
2a. Investments in subsidiaries		
Marketplace Tech Infra Services Private Limited	701	1
(701,00,000 Equity Shares of Re 1/- each fully paid up)		
Total Investments in subsidiary (A)	**701**	**1**
2b. Investments in Associates		
i) Marketplace Ebix Technology Services Private Limited	0.40	0.40
(4,000 Equity Shares of Rs 10/- each fully paid up)		
ii) Marketplace Ebix Technology Services Private Limited		
(14,00,000 0.01% Non-Cumulative Compulsarily Convertible Preference Share of Rs.10/ Each)	140	140
Total Investments in (B)	**140**	**141**
c. Other investment		
Investments in Fellow Subsidiaries		
i) BSE CSR Integrated Foundation	0.25	0.25
(2,500 Equity Shares of Rs 10/- each fully paid up)		
Less Provision for Dimuntion	-	-
Subtota(i)	-	0.25
Investments in Quoted Bonds measured at amortized cost		
Hudco Bonds - (2,500 Units of Rs 1,000/- each)	26	26
Subtota(ii)	26	26
Investment in Units of Mutual Funds measured at FVTPL		
a) Units of Growth Oriented Debt Schemes of Mutual Fund		
Hdfc Fmp 1150d Feb 2017 (1) Growth Series 37	-	231
Idfc Fixed Term Plan Series 129 Direct Plan Growth (1147days)	-	347
HSBC Fixed Term series 130 (HFTS 130)	297	273
KOTAK FMP Direct Growth Series 213	298	273
Subtota(iii)	**595**	**1,124**
Total Other investments (C=i+ii+iii)	**621**	**1,150**
Total Non Current Investment (A+B+C)	**1,462**	**1,292**
Aggregate carrying value of un quoted investments	**841**	**142**
Aggregate carrying value of quoted investments	**621**	**1,150**
Aggregate market value of quoted investments	**622**	**1,160**
Aggregate amount of impairment in value of investments		

B. Current Investment		
Investment in Unquoted preference shares at cost		
a) Investments in subsidiaries		
Marketplace Tech Infra Services Private Limited		
70,00,000 1% Non-Cumulative Redeemable Preference Shares of Rs. 10/- Each fully paid up	-	700
Investment in Units of Mutual Funds measured at FVTPL		
a) Units of Dividend oriented Liquid Mutual Funds		
SBI Liquid Fund	567	678
b) Units of Growth Oriented Debt Schemes of Mutual Fund		
Hdfc Fmp 1150d Feb 2017 (1) Growth Series 37	249	-
Idfc Fixed Term Plan Series 129 Direct Plan (1147days)	372	-
Idfc Super Saver Fund Medium Term	368	337
Hdfc Corporate Debt Opportunities Fund	154	141
Total Current Investment	**1,710**	**1,856**
Non Current Investmenst		
Aggregate carrying value of un quoted investments	**-**	**700**
Aggregate carrying value of quoted investments	**2,277**	**1,834**
Aggregate market value of quoted investments	**2,277**	**1,834**
Aggregate amount of impairment in value of investments	**-**	**-**

3. Other Financial Assets (Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
A. Non Current Financial Assets		
a. Deposits	62	62
b. Receivable from Punjab & Sind Bank	316	316
Less: Allowance for Credit Losses	(316)	(316)
Net Receivable	-	-
Subtotal (A)	**62**	**62**
B. Current Financial Assets		
a. Deposits	1	6
Subtotal (B)	**1**	**6**
Total	**63**	**68**

4. Deferred Tax Asset (Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
Deferred Tax Asset	107	110
Total	**107**	**110**

5. Other Assets (Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
A. Other Non Current Assets		
Income Tax Paid in Advance		
(net of provisions)	423	197
Subtotal (A)	**423**	**197**
B. Other Current Assets		
Advances recoverable in cash or in kind	36	14
Prepaid Expenses	54	49
Subtotal (B)	**90**	**63**
Total	**513**	**260**

6. Trade Receivables (Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
A. Non current Trade Recievables		
Unsecured, considered good	-	-
B. Current Trade Recievables		
Unsecured, considered good	848	665
Unsecured, considered Doubtful	14	8
Less: Impairment allowance for doubtfull debts	(14)	(8)
Total	**848**	**665**

1. Trade receivables are dues in respect of services rendered in the normal course of business and are subject to confirmation
2. There are no dues by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.
3. The company uses simplified approach by computing expected credit loss for trade receivables based on a provison matrix. The provision matrix takes in to account historical credit loss experience. The expected credit loss allowance is based on the ageing of the receivables that are due and allowances rate used in the provisin matrix.
4.Movement in expected credit loss allowance

PARTICULARS	For the year ended March 31, 2020	For the year ended March 31, 2019
Balance at the beginning of the year	8	7
Impairement loss allowance during the year	9	5
Less : writeoff as baddebts	3	3
Balance at the end of the year	14	9

7. Cash and Cash Equivalents (Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
Cash in hand	-	-
Balances with banks		
In Current accounts	10	20
	10	20

8. Current Tax Assets

(Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
Income Tax Paid In Advance (net of provisions)	138	187
Total	**138**	**187**

9. Equity

(Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
Equity Share capital		
AUTHORISED		
50,000,000 Equity Shares of Re. 1 each	500	500
20,000,000 Preference Shares of Re. 1 each	200	200
Total	**700**	**700**
ISSUED, SUBSCRIBED AND PAID UP		
50,000,000 Equity Shares of Re. 1 each fully paid up with voting rights (3,00,00000 Equity Shares of face value of Re 1 each issued by way of Bonus Issue)	500	500
Total	**500**	**500**

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year		
Particulars	**As at 31 st March, 2020**	**As at 31st March, 2019**
No of shares at the beginning of the year	**50,000,000**	**50,000,000**
Additions during the year	**-**	**-**
No of shares at the end of the year	**50,000,000**	**50,000,000**

Rights, preferences and restrictions attached to shares

Equity Shares

The Company has one class of equity shares having a par value of ` 1 each. Each shareholder is eligible for one vote per share held and carry a right to dividend. The holders of equity shares are entitled to dividends, if any, proposed by the board of directors and approved by the shareholder at the Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Aggregate number and class of shares allotted as fully paid up by way of bonus shares.		
Particulars	**As at 31 st March, 2020**	**As at 31st March, 2019**
2016-17	**30,000,000**	**30,000,000**

Shareholders holding more than 5% of equity share capital

Particulars	As at 31 st March, 2020	As at 31st March, 2019
BSE Ltd - (Holding company)		
- Number of shares	**50,000,000**	**50,000,000**
- Percentage of shares	**100**	**100**

Equity Shares held by Holding Company, its subsidiaries and Associates

Particulars	As at 31 st March, 2020	As at 31st March, 2019
BSE Ltd - (Holding company)	**100**	**100**

Other Equity		
Reserves & Surplus		
Retained Earnings		
Opening balance	3,219	2,850
Add: Total comprehensive Income for the period	221	369
Less: Appropriations	-	-
Total	**3440**	**3219**

10. Provisions (Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
A. Non Current Provisions		
Provision for Employee Benefits		
Provision for Gratuity	212	149
Provision for Leave Encashment	68	57
Subtotal (A)	**280**	**206**
B. Current Provision		
Provision for Employee Benefits		
Accrued employee benefits expense	394	380
Provision for Gratuity	5	6
Provision for Leave Encashment	250	182
Provision for expenses	55	31
Subtotal (B)	**704**	**599**
Total	**984**	**805**

11. Trade Payables (Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
Dues of micro enterprises and small enterprises		
Dues of creditors other than micro enterprises and small enterprises	5	1
Total	**5**	**1**

The company is in the process of compilation of data of the Micro Small and Medium enterprises
Trade payables are subject to confirmation

12. Other Current Liabilities (Amt Rs. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31st March, 2019
Income Received in Advance	48	48
Statutory dues payable	126	95
Advances from customers	1	6
Total	**175**	**149**

13. Revenue from Operations (Amt Rs. in Lakhs)

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Revenue from Sale of Services		
Developed Software license sold	147	222
Software Customization & Support Charges	3785	3302
Software maintenance Charges	490	527
Total	**4,422**	**4,051**

14. Other Income (Amt Rs. in Lakhs)

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
A. Interest income earned on financial assets that are measured at amortised cost:		
i) Interest Income on Fixed Deposits	-	13
ii) Interest Income on Bonds	2	2
B. Income earned on financial assets that are mandatorily measured at fair value through profit or loss		
i) Net gain on financial assets	135	107
ii) Dividend from Mutual Funds	20	20
C. Other Non operating Income	19	9
Total	**176**	**151**

15. Employess Benefit Expenses (Amt Rs. in Lakhs)

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Salaries, wages and bonus	2,810	2522
Contribution to provident fund and other funds	119	109
Staff welfare expenses	87	85
Leave Encashment	288	204
Total	**3,304**	**2,920**

16. Other Expenses (Amt Rs. in Lakhs)

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Payment to Auditors		
I. Statutory Audit Fees	2	2
ii. Tax Audit fees	1	1
iii. Statutory Auditors Out of Pocket Expenses	-	-
iv. Statutory Auditor Fees - Other services	-	-
Advertisement Expenses	4	6
Bad Debts Written Off	3	3
Business Promotion Expenses	24	0
Bank Charges	-	-
Conveyance Expenses	10	8
Contribution to Corporate social responsibility	8	8
Donations	-	1
Electricity Charges	19	18
Empanelment Charges	3	5
Housekeeping Expenses	4	3
Insurance	50	48
Provident fund penalty	17	-
Printing & Stationery Expenses	3	3
Professional Fees	54	60
Provision for Doubtful Debts	6	2
Rates and Taxes	4	3
Repair and Maintenance Computers & Softwares	4	1
Repair and Maintenance Others	4	6
Security Charges	8	8
Service Tax Penalty	41	-
Society Charges	2	2
Sponsorship Charges	5	12
Telephone Expenses	49	42
Travelling Expenses	73	63
Vehicle Expenses	85	72
Miscellaneous Expenses	29	12
Total	**512**	**389**

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
STATEMENTS OF CHANGE IN EQUITY FOR THE ENDED 31ST MARCH, 2020

(Amt Rs. In Lakhs)

For the Year ended 31st March, 2019	EQUITY SHARE CAPITAL	OTHER EQUITY			Total equity attributable to equity holders of the Company
		Retained Earnings	Other Comprehensive income	Total Other Equity	
Balance as of 1st April, 2018	500	2,806	44	2,850	3,350
Changes in equity share capital during the year/period					
(a) Issue of fully paid up Bonus equity shares	-	-			
Total	500	2,806	44	2,850	3,350
					-
Profit / (loss) for the year		373		373	373
Remeasurement of the net defined benefit liability/asset, net of tax effect (acturial gain/ (loss)			**(4)**	(4)	(4)
Dividends (including corporate dividend tax)		-		-	-
Balance as at 31st March, 2019	**500**	**3,179**	**40**	**3,219**	**3,719**

For the Period ended 31st March, 2020	EQUITY SHARE CAPITAL	OTHER EQUITY			Total equity attributable to equity holders of the Company
		Retained Earnings	Other Comprehensive income	Total Other Equity	
Balance as of 1st April, 2019	500	3,179	40	3,219	3,719
Changes in equity share capital during the year/period					
Total	500	3,179	40	3,219	3,719
					-
Profit / (loss) for the period		243		243	243
Remeasurement of the net defined benefit liability/asset, net of tax effect (acturial gain/ (loss)			**(22)**	(22)	(22)
Dividends (including corporate dividend tax)		-		-	-
					-
Balance as at 31st March, 2020	**500**	**3,422**	**18**	**3,440**	**3,940**

Significant Accounting Policies and Notes to Accounts

Notes annexed to and forming part of Standalone Financial Statements for the year ended March 31 2020.

1. **Corporate information**

   Marketplace Technologies Private Ltd. ("MTPL" or "Company") was incorporated in 2005 as a wholly owned subsidiary of BSE Ltd. MTPL is engaged in providing IT solutions with focus on Commodities, Banking and Financial Services in India.

2. **Significant Accounting Policies**

2.1 Statement of compliance

The financial statements as at and for the year ended March 31, 2020 have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2.2 Basis of Preparation:

These financial statements have been prepared in Indian Rupee which is the functional currency of the Company. These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortized cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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.

2.3 Use of Estimates and Judgment:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets and fair value measurement of financial instruments, these are discussed below. Key sources of estimation of uncertainty in respect of revenue recognition, employee benefits and provisions and contingent liabilities have been discussed in their respective policies.

Impairment of investments in subsidiaries:

The Company reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful lives of property, plant and equipment:

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. The useful life are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets:

The Company’s tax jurisdiction is in India. Significant judgments are involved in determining the provision for income taxes, deferred tax assets and liabilities including the amount expected to be paid or recovered in connection with uncertain tax positions. The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy has been explained under respective head.

Impairment of trade receivables:

The Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

Fair value measurement of financial instruments:

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The policy has been further explained under relevant head.

2.4 Summary of significant accounting policies:

The summary of principal accounting policies are set out below:

2.4.1 Revenue recognition

The Company has applied Ind AS 115 Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. The Company has adopted Ind AS 115 using the cumulative effect method.

The Company derives revenues primarily from business IT services comprising of IT support, software development, customization, sale and maintenance services. Revenue from Service is recognized as and when the service is performed as per the relevant agreements and when there is a reasonable certainty of ultimate realization.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

- Time and Service Contracts:

  Revenues and costs relating to time and service contracts are recognized as the related services are rendered.

- Annual/monthly fees contract:

Revenue from Annual / monthly fee contracts is recognized ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight line basis over the specified period or under some other method that better represents the stage of completion

Revenue in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues)

Revenue from licenses where the customer obtains a “right to use” the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a “right to access” is recognized over the access period.

2.4.2 Investment **Income:**

Investment income consists of interest income on funds invested, dividend income and gains on the disposal of financial assets measured at FVTPL and amortised cost.

Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate exactly discounts the estimated future cash receipts through expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.4.3 Operating Lease

Lease payments under operating leases are recognized as an income / expense on a straight line basis in the Statement of Profit and Loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

2.4.5 Foreign currency transactions and balances

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. All foreign currency current assets/liabilities are translated at the rates prevailing on the date of the Balance Sheet. Foreign Exchange rate differences arising on settlement(s) / conversion(s) are recognized in the Statement of Profit and Loss.

2.4.6 Taxation

Income Tax expenses comprise current tax (i.e. amount of tax for the period determined in accordance with the income tax-law) and deferred tax charge or credit (reflecting the tax effects of timing deference between accounting income and taxable income for the year).Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

a. Current Tax

Current tax is measured at the amount expected to be paid to the taxation authorities, using applicable tax rates and tax laws.

b. Deferred Tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset-to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

c. Minimum Alternate Tax(MAT)

In accordance with the guidance note issued by the Institute of Chartered Accountants of India (‘ICAI’) on accounting for credit available in respect of MAT under the Income-tax Act, 1961, the Company recognizes MAT credit as an asset only when and to the extent there is convincing evidence that the Company will be liable to pay normal income tax during the specified period.

d. Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.4.7 Financial Instruments

a. Initial recognition:

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

b. Subsequent measurement (Non derivative financial instruments)

i. Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii.Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

iv.Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

v.Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

vi.Cash and cash equivalents

Cash and cash equivalents considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

vii.Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognized by the Company are recognized at the proceeds received net off direct issue cost.

c. De-recognition of financial instruments:

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

d. Fair value of financial instruments:

In determining the fair value of its financial instruments, the company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

e. Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the "Revenue from Investments and Deposits" line item.

2.4.8 Employee benefits

a. Retirement benefit costs and termination benefits - Gratuity

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

b. Short-term and other long-term employee benefits – Compensated absences

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.4.9 Property, plant and equipment

Depreciation on tangible assets is provided on the 'Written Down Value' basis as per useful life of the assets as prescribed under Schedule II of the Companies Act, 2013 for the number of days the assets have been ready to put to use for their intended purposes.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit of loss.

Estimated useful lives of the tangible assets are as follows:

Building	60 years
Computer Equipment	3-6 years
Furniture, Fixtures	10 years
Office & Electronics Equipments	5-10 years

Derecognition of assets

The carrying amount of Property, plant and equipment shall be derecognised on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of Property, plant and equipment, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss.

2.4.10 Intangible assets

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use.

Any expense on software for support, maintenance, upgrades etc. and payable periodically is charged to the Statement of Profit and Loss.

2.4.11 Impairment

a. **Financial assets (other than at fair value)**

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

b. **Non-financial assets (Tangible and intangible assets)**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and thevalue-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss.

2.4.12 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.4.13 Cash flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.3.14 Dividend Distribution

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

2.3.15 Trade Receivables

The average credit period provided to customers is 30 days. No interest is charged on overdue trade receivables. Allowances for doubtful debts are recognized against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

2.3.16 Operating Segment

The CEO & MD of the company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company’s performance and allocates resources based on only one class of operations, i.e. providing IT solutions with focus on Commodities, Banking and Financial Services in India, hence there are no reportable segments as per Indian Accounting Standard 108 “Operating Segments”.

2.3.17 Current / Non-current classification

The company present assets and liabilities to be classified as either Current or Non-current.

Assets

- An asset is classified as current when it satisfies any of the following criteria:

a) it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;

b) it is held primarily for the purpose of being traded;

c) it is expected to be realised within twelve months after the balance sheet date; or

d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date

- All other assets are classified as non-current.

Liabilities

- A liability is classified as current when it satisfies any of the following criteria:

a) it is expected to be settled in, the entity's normal operating cycle;

b) it is held primarily for the purpose of being traded; it is due to be settled within twelve months after the balance sheet date; or

c) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

- All other liabilities are classified as non-current.

Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3. **Related Party Transaction**

(a) **List and Transactions with Related Parties**

Name	**Relationship**	
BSE Limited	**Holding Company**	
Transactions with Holding Company	**Rs in lakhs**	
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Software License, Customization and Maintenance charges	4,242	3,724
Expenditure	-	-
Professional and consultancy charges	-	-
Assets		
Receivables	573	456

Name	**Relationship**	
Marketplace Tech Infra Services Private Limited	**Subsidiary Company**	
Transactions with Subsidiary Company	**Rs in lakhs**	
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Rent	0.60	**-**
Expenditure		
Service Provider Charges	225	313
Assets		
Investments	701	701
Receivables	-	-

Name	Relationship	
Central Depository Services (India) Limited	**Fellow Associate Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Sale of Software Licenses	-	-
Receivables	-	-
Expenditure		
Annual Custodial Charges	0.10	-

Name	Relationship	
CDSL Ventures Limited	**Fellow Associate Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Sale of Software Licenses	-	-

Name	Relationship	
BSE Institute Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Sale of Software License / Customization charges	0.59	13
Assets		
Receivables	0.59	7

Name	Relationship	
Indian Clearing Corporation Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rsin lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Software License, Customisation and Maintenance charges	611	542
Assets		
Receivables	58	48

Name	Relationship	
BSE CSR INTEGRATED FOUNDATION	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Assets		
Investments	0.25	0.25
Receivables	-	-

Name	Relationship	
Marketplace Ebix Technology Services Private Limited	**Associate Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2020**	**Year Ended 31 March 2019**
Income		
Software, Customization charges	-	-
Assets		
Receivables	-	-
Investments	140.40	140.40

(b) Key Management Personnel (KMP): Rs. In Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Pranav Trivedi - Whole time Director	63	57
Animesh Jain –Whole time Director	83	66

4. Employee Benefits

a. <u>Defined Benefit Plan – Gratuity</u>

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees.

Such plan exposes the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities and debt instruments.

Interest risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The total amount of net liability / asset to be recorded in the balance sheet of the Institute, along with the comparative figures for previous period, is shown in the table below:

Amt Rs in lakhs

	Particulars	Year Ended March 31 2020	Year Ended March 31 2019
Change in benefit obligations			
	Benefit obligations at the beginning	156.00	125.00
	Current Service Cost	23.00	19.00
	Interest on defined benefit obligation	12.00	10.00
	Re-measurements - Actuarial Loss / (Gain)	30.00	4.00
	Benefits Paid	(4.00)	(2.00)
	Closing Defined Benefit Obligation	217.00	156.00
Change in plan assets			
	Opening Fair Value of Plan Assets	-	-
	Contributions by Employer	-	-
	Interest on Plan Assets	-	-
	Re-measurements - Actuarial Loss / (Gain)	-	-
	Benefits Paid	-	-
	Closing Fair Value of Plan Assets	-	-
Funded status			

b. Profit and Loss Account Expense

The expenses charged to the profit & loss account for the period along with the corresponding charge of the previous period is presented in the table below:

Amt Rs in lakhs

IV	Particulars	March 31,2020	March 31, 2019
	Current Service Cost	23.00	19.00
	Acturial (Gains) Losses	-	-
	Interest on net defined benefit obligations / (asset)	12.00	10.00
	Total Included in "Employee Benefit Expense"	35.00	29.00

c. Amount Recorded in Other Comprehensive Income

The total amount of re-measurement items and impact of liabilities assumed or settled, if any, which is recorded immediately in Other Comprehensive Income (OCI) during the period is shown in the table below:

Amt Rs. In Lakhs

IV	Particulars	March 31,2020	March 31,2019
	Re-measurement for the period – Obligation (gains) / losses	30.00	4.00
	Re-measurement for the period – Plan asset (gains) / losses	-	-
	Total amount recognized in "Other Comprehensive Income"	30.00	4.00

d. Principle Actuarial Assumptions

II	Assumptions	March 31,2020	March 31,2019
	Discount Rate	6.82%	7.78%
	Salary escalation	6.00%	6.00%
	Employee Turnover	2.00%	2.00%
	Mortality Rate during Employment	*	*
	Mortality Rate after Employment	N.A	N.A

*Note -Mortality rate during employment is as per Indian Assured Lives Mortality (2006-08)

- Discount Rate: The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

- Salary Escalation Rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

e. Summary of Membership data

The following table summarizes the relevant information provided to us for valuation in respect of active servicing members of the scheme.

Particulars	March 31,2020	March 31, 2019
No of employees	290	345
Total Monthly Salary	58 lakhs	56 lakhs
Average Monthly Salary	0.16 lakhs	0.16 lakhs

Average Age	31.82 Years	31.82 Years
Average Past Service	3.77 Years	3.77 Years

f. <u>Projected Plan Cash Flow</u>

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

Rs in lakhs		
Maturity Profit	**March 31,2020**	**March 31,2019**
Expected benefits for year 1	4.88	6.46
Expected benefits for year 2	8.78	3.98
Expected benefits for year 3	5.68	4.39
Expected benefits for year 4	6.27	4.78
Expected benefits for year 5	6.64	12.90
Expected benefits for years 6 to 10	46.96	37.43
Expected benefits for years11and above	552.13	413.52

5. Critical accounting judgments and estimates

In the course of applying the policies outlined in all notes stated above, management makes estimations and assumptions that impact the amounts recognized in the financial statements. The Company believes that critical judgment and estimation have been made in the following areas:

i. <u>Provisions and liabilities</u>

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

ii. <u>Contingencies</u>

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

iii. Defined employee benefit assets/liabilities

Determined based on the present value of future pension obligations using assumptions determined by the Company with advice from an independent qualified actuary.

iv. Other estimates

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

6. Contingent Liabilities (to the extent not provided for)

During the year, the company has received notice of demand under section 156 of the Income Tax Act, 1961 for the A.Y. 2017-18. The Income Tax Department has disallowed expenses of Rs. 3.16 crores on account of provision for recovery from Punjab and Sindh Bank claimed as business expenditure in the return filed by the assese in the relevant assessment year resulting in tax liability of Rs. 1.04 crore payable by the company. The said liability of 1.04 crore has been adjusted against refund due to the company for the relevant assessment year and refund due to the company has been reduced to Rs. 48 lakhs.

On the basis of the favourable judicial precedence, the company has filed an appeal before the Honourable CIT (A) for deleting the additions. In light of the above, no accounting provision for liability has been made in the books by the company.

7. Expenditure in Foreign Currency : (on Accrual basis)

(Rs. in lakhs)

Particulars	**March 31,2020**	**March 31,2019**
Software Expenses	-	-
Hardware Procurement	-	-
Service provider charges	25	3

8. Financial Instrument

Risk Management

The Company has developed and implemented a risk management framework for Identification of elements of risk, which in the opinion of the Board may threaten the existence of the Company.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Our business relies in providing IT solutions with focus on Commodities, Banking and Financial Services in India. It is important that we remain focused on the effectiveness of strategic programs in improving our competitive position and differentiation in market segments, the momentum of new initiatives to achieve our long term aspirations.

Top risks are reviewed and monitored regularly. Risk evaluation and management is an ongoing process within the organization. Major risks identified are systematically addressed through mitigating actions on a continuing basis.

Credit Risk

Credit risk is the risk that one party to a financial asset will fail to discharge an obligation and cause the other party to incur a financial loss.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs.848.00 lakh and Rs.665.00 lakhs as of March 31, 2020, and March 31, 2019, respectively and Trade receivables are typically unsecured and are derived from revenue earned from customers.

Liquidity risk

The Company is the cash-generating company. The Company, as a policy, does not prefer to invest its surplus cash in high risk assets such as equities or low liquidity assets like real estate. The primary area of risk for the Company’s market exposures are related to the interest rate risk on its investment securities. To mitigate interest rate risk, all surplus funds are invested in appropriate avenues upon a review by the investment committee. All investment decisions are driven by certain guiding principles including the safety of investments, liquidity, and returns. Further, the Company reviews performance of the treasury operations on quarter to quarter basis and gives its recommendations to the Board. This further strengthen the process of investment and mitigate gaps.

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company has no outstanding bank borrowings. The company believes that the working capital is sufficient to meet its current requirements and to accelerate the growth. Accordingly, no liquidity risk is perceived.

9. Categories of Financial Instruments

(Rs. in lakhs)							
		Carrying Value	**Carrying Value**	**Carrying Value**	**Fair Value**	**Fair Value**	**Fair Value**
	Particulars	**As at March 31, 2020**	**As at March 31, 2019**	**As at March 31,2018**	**As at March 31, 2020**	**As at March 31, 2019**	**As at March 31, 2018**
I)	**Financial Assets**						
a)	**Measured at Amortised Cost**						
	Investment in Debt Instrument	26.00	26.00	26.00	26.00	26.00	26.00
	Trade Receivable	848.00	665.00	534.00	848.00	665.00	534.00
	Cash and Cash Equivalent	10.00	20.00	15.00	10.00	20.00	15.00
	Bank balances other than Cash and Cash Equivalents	-	-	337.00	-	-	337.00
	Loans		-	-	-	-	-
	Other Financial Assets	64.00	69.00	66.00	64.00	69.00	66.00
	Investment in Preference Shares	840.00	840.00	700.00	840.00	840.00	700.00
b)	**Measured at Fair Value through Profit or Loss**						

	Investment in Mutual Funds	2304.00	2028.00	1908.00	2304	2280.00	1908.00
	Investment in Equity Shares	1.40	1.40	1.00	1.40	1.40	1.00
	Total Financial Assets (a+b)	4093.00	4022.00	3587.00	4093.00	3121.00	3587.00
II)	**Financial Liabilities**						
a)	**Measured at Ammortised Cost**						
	Borrowings						
	Trade Payables	-	-	27.00	-	-	27.00
	Other Financial Liabilities	-	-	13.00	-	-	15.00
	Total Financial Liabilities	-	-	40.00	-	-	42.00

9.1 The following table presents fair value hierarchy of assets as at March31, 2020:

(Rs in lakhs)				
Particulars	**Fair Value As of March 31, 2020**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	2304.00	2304.00	-	-
Investment in Equity Shares	1.40	-	-	1.40
Investment in Bonds				

1.1 The following table presents fair value hierarchy of assets as at March31, 2019:

(Rs in lakhs)				
Particulars	**Fair Value As of March 31, 2019**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	2208.00	2208.00	-	-
Investment in Equity Shares	1.00	-	-	1.00
Investment in Bonds				

10. Earnings per Share

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The company did not have any potentially dilutive securities in any of the periods presented.

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
No. of Equity Shares (Issued and paid up)	5,00,00,000	5,00,00,000
Basic EPS (In Rs.)	0.486	0.748
Diluted EPS (In Rs.)	0.486	0.748
Par value of Shares (In Rs.)	1	1

11. Income Tax Expense:

The following are the details of income tax assets as of March 31, 2020 and March 31, 2019

(Rs in lakhs)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Net Current tax at the beginning (Assets)	384	200
Current Income Tax Provision	(73)	(120)
Earlier Years Adjustments	-	-
Income tax paid (Including TDS)	250	304
Balance at the end	561	384

A reconciliation of Income tax provision to the amount computed by applying the income tax rate to the profit before tax for year ended March 31, 2020 and year ended March 31, 2019

(Rs in lakhs)

Particular	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Profit before tax from continuing operations	327	537
Income tax expense calculated at 25.17% (A)	82	149
Adjustment:		
Effect of income that is exempt from taxation	(40)	(36)
Effect of expenses that are not deductible in determining taxable profit	84	66
Effect of expenses that are deductible in determining taxable profit	(1)	(1)
Effect of expenses that are allowed on payment basis in determining taxable profit	(51)	(44)
Effect of Book Depreciation and Tax Depreciation	(2)	2
Effect of Carried forward losses under tax	0	0
Tax saving due to reduced rate on capital gain	0	(18)
Total (B)	**(9)**	**(30)**
Adjustments recognized in the current year in relation to the current tax of prior years (C)	-	-
Minimum Alternate Tax (Tax under MAT less Tax as per Normal provision) (D)	-	-

Particular	For the year ended March 31, 2020	For the year ended March 31, 2019
Income tax expense recognized in profit or loss (relating to continuing operations) (A-B-C-D)	73	120

12. The financial statements were approved for issue by the board of directors in their meeting held on April 15, 2020.

13. Covid-19 impact on business: So far being an IT support company the business is not much impacted as all support teams are working form home to meet the customer requirements.

14. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors,

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
Whole-time Director
DIN: 00559680

Place; Mumbai
Date: April 15, 2020