Date: September 03, 2022

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400001
Scrip Code: 543333

To,
Listing Department,
National Stock Exchange of India Limited
Exchange plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra East,
Mumbai – 400051
Scrip Symbol: CARTRADE

ISIN: INE290S01011

Dear Sir/Madam,

Sub: The Annual Report and the Notice of the 22nd Annual General Meeting of the members of CarTrade Tech Limited ("**the Company**") for the financial year ended March 31, 2022**.**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations"),** this is to inform you that the **22nd Annual General Meeting ("AGM'") of the Company is scheduled to be held on Tuesday, September 27, 2022 at 11:00 A.M. (IST)** through Video Conference ("**VC**")/ Other Audio Visual Means (**"OAVM"**) in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI Listing Regulations, read with Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 issued by SEBI and other applicable circulars issued in this regard (collectively referred to as "**Circulars**").

Pursuant to Regulation 34 of SEBI Listing Regulations, we are enclosing herewith the following:

1. Annual Report of the Company for the financial year ended March 31, 2022 **(**the **"Annual Report")**; and
2. Notice of the 22nd AGM of the Company.

In accordance with the aforesaid circulars, the Annual Report and the Notice convening 22nd AGM are being sent through electronic mode to all the members of the Company whose e-mail addresses are registered with the Company /Depositories.

The Annual Report and the Notice convening 22nd AGM are also uploaded on the Company's website at https://www.cartradetech.com/annual-report.html.

The Company has provide the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all resolutions (as set out in the 22nd AGM notice) to those members, who hold share(s) either in physical or in electronic form as on **Tuesday, September 20, 2022**

("Cut-off date"). The remote e-voting shall commence on Friday, September 23, 2022 at 9.00 A.M. (IST) and ends on Monday, September 26, 2022 at 5.00 P.M. (IST).

The above is for your information and record.

Yours faithfully
For CarTrade Tech Limited

PAL LAL BAHADUR DEEPNARAYAN Digitally signed by PAL LAL BAHADUR DEEPNARAYAN

Lalbahadur Pal
Company Secretary and Compliance officer
Mem. No. A40812

Enclosed:

1. Annual Report of the Company for the financial year ended March 31, 2022 **("Annual Report")**; and
2. Notice of the 22nd Annual General Meeting of the Company.

CarTrade Tech

Annual Report 2021-22

AUTOMOTIVE BUYING & SELLING SIMPLIFIED.

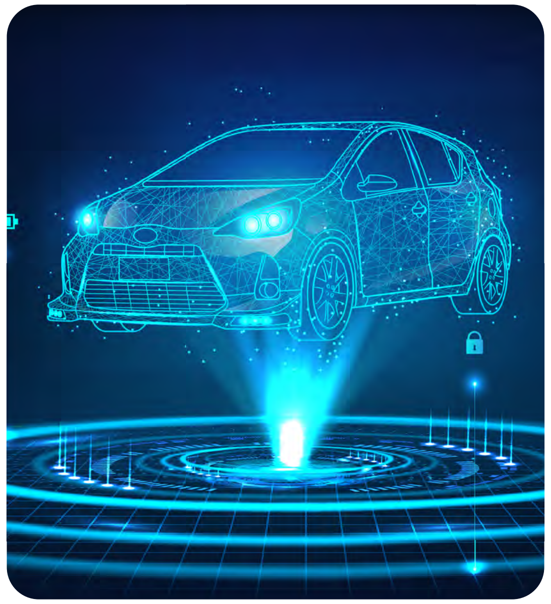
carwale | BikeWale | CarTrade.com | SHRIRAM automall THE POWER OF CHOICE | ADROIT AUTO

Contents

More information at
www.cartradetech.com

Automotive Buying and Selling Simplified

We envision a tomorrow built on the promise of technology, where we empower consumers and simplify automotive buying and selling.



The automotive ecosystem is a fragmented one, and can be complex for both buyers and sellers. The industry requires technological ingenuity to provide solutions for the existing problems. Since inception, we have been focusing on these complex challenges and putting together a comprehensive digital automotive ecosystem that facilitates a seamless experience when it comes to vehicle buying and selling.

We envision creating an ecosystem that empowers everyone connected to our platforms. We want to be the automotive industry's only complete digital platform that provides everything, creating a 'one-click' experience for all.

FY22 Highlights

Growing Scale

3 crores
Average monthly unique visitors[1]

86%
Organic unique visitors

12+ lakhs
Auction listings

160+ locations
Physical presence

Profitable Growth

₹358 crores
Revenue

28%
Revenue y-o-y growth

₹97 crores
Adjusted EBITDA[2]

₹56 crores
Adjusted PAT[2]

Strong Balance Sheet

Asset Light
Business

Zero
Debt

₹1,000+ crores
Liquid Funds

[1] We define a monthly unique visitor as an individual who has visited our websites or apps (CarWale, CarTrade, and BikeWale) within a calendar month, based on data as measured by Google Analytics and Firebase. If an individual accesses more than one of our websites and apps within a given month, the first access to each website or app by each such individual is counted as a unique visitor. Percentage of Organic Unique Visitors = Average monthly unique organic visitors as a percentage of the sum of average monthly unique organic visitors and average monthly unique visitors from paid sources. If a visitor has visited through both organic and paid sources, then such visitor will get counted as unique under both categories.

[2] Adjusted EBITDA is calculated as profit before tax, plus depreciation, amortization expenses and finance costs and share based payments to employees. Adjusted PAT is calculated as profit before share based payments to employees and DTA (Deferred Tax Adjustments).

Message from the Chairman and Managing Director

Simplifying India's Auto Journey

We at CarTrade are truly grateful to our 3 crores monthly unique consumers and to all our dealer and OEM partners who are part of our ecosystem. We are building a future through technology, to provide a seamless one-click experience to all our users.

Dear Stakeholders,

As we embark on our journey as a listed public Company, it is with great joy that I present to you CarTrade Tech's very first Annual Report, shedding light on our performance in FY22. This will provide our stakeholders a better insight into the operations and profitability of the Company, and we look forward to continuing this endeavour each year, with utmost levels of transparency.

Eleanor Roosevelt had once said, "The future belongs to those who believe in the beauty of their dreams". When we kickstarted our journey in 2009, getting listed seemed like a far-fetched dream. Today, it is a matter of immense pride that we have become the first automotive digital marketplace to be listed in India. We began with the aim to create a lasting impact on the automotive industry. With time, effort, and an intricate understanding of our domain, we were able to successfully achieve this goal. Over the years, our dream has evolved into building a connected automotive ecosystem that encompasses consumers, manufacturers, dealers, banks, and other stakeholders. While we have come a long way, we recognise there is still much more exciting work to do to fully achieve our vision.

We have always believed in attaining 'profitable growth' while delivering a fantastic experience to our customers.

This belief has become a reality with our agile business model and the relentless hard work and commitment of the CarTrade Tech family. The pandemic presented unprecedented challenges over the last two years. Supply chain disruptions led to a shrinking market size and significant degrowth. Despite these challenges, we were able to smoothly navigate towards a robust financial performance, owing to the immense resilience displayed by our people. I want to express my deepest gratitude to every member as their contributions have made it possible for us to consistently improve our customer experience. It is their passion and energy that keeps me inspired and fuels my purpose.

THE YEAR IN REVIEW

I am pleased to announce that in FY22, we recorded healthy and profitable growth, achieving our highest ever revenue of ₹358 crores, growing y-o-y at 28%. We also clocked the highest ever adjusted EBITDA of ₹97 crores, growing y-o-y at 25%. Our adjusted PAT stood at ₹56 crores.

Our revenue growth was matched by our EBITDA growth, reflecting the success of our business strategy. During the year, we also incurred a 19% y-o-y increase in our employee costs. This was mostly owing to salary increments and initiatives taken towards nurturing our employees.

Our marketing costs for this year were less than 7% of our revenue, a testament to the high brand affinity of our Company. We concentrated on growing our business across our consumer platforms–CarWale, CarTrade and BikeWale–garnering 3 crores average unique visitors every month, with over 86% of them being organically generated. Our commitment to improving our customers' experience has made our brand synonymous with trust, quality and reliability.

On the remarketing business side, our listings have increased to 12+ lakhs across 120 Automalls and online auctions. Our proprietary technology is built to cater to the large volumes of phygital auctions across all vehicle types, supply sources and geographies.

We will be committed to our agenda of creating profitable growth, and leveraging our agile and scalable business model. With an investable surplus of ₹1,000+ crores, we will continue to remain debt-free. Our profitability and surplus cash allow us to invest in widening our offerings and thereby serving our customers better.

CAPITALISING ON TRENDS TO CREATE A DIGITAL ECOSYSTEM

The pandemic brought many headwinds to the industry but it also accelerated digitalisation on a large scale, leading to an evolution in consumer dynamics. The entire vehicle buying journey has seen a structural shift, with an increasing number of buyers using digital platforms for pre-purchase research on pricing, comparisons, dealer discovery, financing options and other value-added services. The past two years have also seen an increase in the amount of sellers using online platforms for selling their vehicles via price discovery and identification of potential buyers. We at CarTrade Tech were well-poised to capitalise on the emerging opportunities brought about by the evolving trends within the automobile space.

We have made considerable progress on our digital initiative that enables our customers to buy a vehicle through our 'one-click' experience. To further our value proposition, we have partnered with banks and other financial institutions to help our customers get loan approvals in a convenient manner. During the year, we also launched our CarWale abSure platform, which offers quality handpicked used cars, thoroughly vetted by CarWale. The platform provides 4s promises–Sure, Secure, Safe, Smart. These vehicles are sold on our online platforms, as well as through our 47 outlets across the country. We plan to expand to 120+ outlets by FY23.

LOOKING AHEAD

Backed by our robust business model, we are looking to expand our operations and increase our value proposition significantly in the coming years. As a continuously evolving auto platform, we are committed to meeting the needs of our consumers, dealers, and OEMs. We made considerable progress in achieving our Company's mission and will continue on this path in the future.

I am thankful to all our stakeholders who have extended their unwavering support to all our endeavours. I am truly grateful to our 3 crores monthly unique consumers who have shown faith in our brand. Their trust has helped us retain our #1 position in search popularity on Google Trends, much ahead of our key competitors. I also wish to extend my gratitude to our new vehicle and used vehicle dealer partners, who will always remain integral buyers and sellers on our platform. Auto manufacturers, banks, and NBFCs are also key pillars within our ecosystem, enabling us to provide unique offerings to our customers. This is just the beginning and there is tremendous passion and belief at CarTrade Tech. I assure all our stakeholders that we will remain on track and consistently deliver on our promises, creating shared value for the long term, focused on customer experience.

Warm Regards,

Vinay Vinod Sanghi

Chairman and Managing Director

CarTrade Tech

Our Journey

First Auto Digital Marketplace to be Listed

Our vision is to create a global digital automotive ecosystem that provides a unique and superior customer experience.

We, CarTrade Tech Limited, are proud to become the first auto digital marketplace to be listed on the stock exchanges with effect from August 20, 2021.

2010

Launch of B2B and C2B Auctions

2012

- Launch of CarTrade.com and CarTradeExchange.com
- Started marketplace for new and used cars

2014

Investment from Warburg Pincus, a leading global private equity firm

2015

Investment from March Capital, a top-tier venture capital and growth equity firm

2016

- Acquired CarWale and BikeWale
- Investment from Temasek Holdings, a global investment company
- Investment from JP Morgan, a global leader in financial services

2017

- Acquired Adroit Auto
- Started inspection and valuation services for used vehicles

2018

- Acquired stake in Shriram Automall
- Started Phygital (online and offline) auctions

2021

- The first auto portal to be listed in August 2021
- Launched CarWale abSure

Who We Are

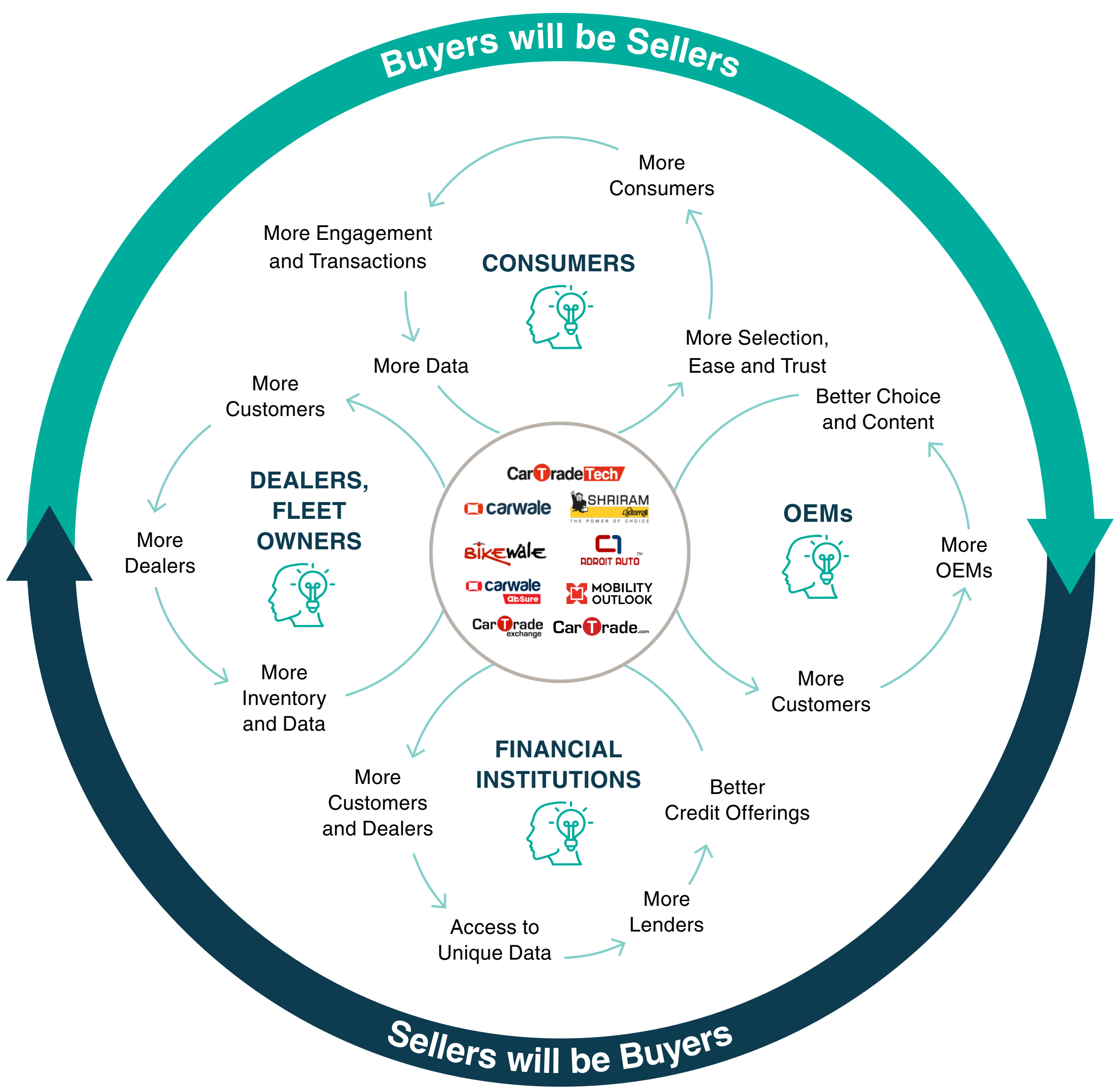
Creating a tech-led ecosystem

We are India's leading multi-channel auto platform that connects various players in the automotive value chain. We are an online and offline marketplace with an average monthly unique visitors of 3 crores and cater to more than 12+ lakhs auctions listings in a year. We help facilitate and simplify the auto journey across India.

Driving Powerful Network Effects across Various Stakeholders

We create a virtuous cycle, benefitting all of our stakeholders including consumers, dealers, fleet owners, original equipment manufacturers (OEMs), vehicle leasing companies, and financial institutions.

CREATING A VIRTUOUS CYCLE



We offer a variety of solutions across the automotive transaction value chain such as the buying, selling, marketing, valuation, and financing of new and pre-owned cars, two-wheelers, commercial vehicles, and farm and construction equipment. Through our various platforms, we help customers, vehicle dealerships, vehicle OEMs, and other businesses to buy and sell their vehicles.

#1
Car and two-wheeler auto portal in India[3]

86%
Organic unique visitors

12+ lakhs
Auction listings

[3] Based on relative online search popularity on Google Trends when compared to our key competitors.

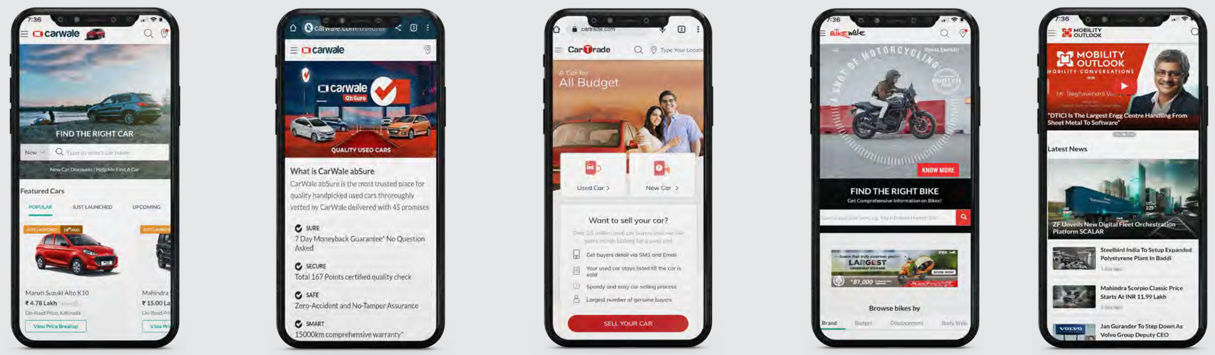
House of Brands

CarTradeTech

CONSUMER GROUP | NEW AND USED VEHICLES

Read more on pg 18

carwale | carwale abSure | CarTrade.com | BikeWale | MOBILITY OUTLOOK



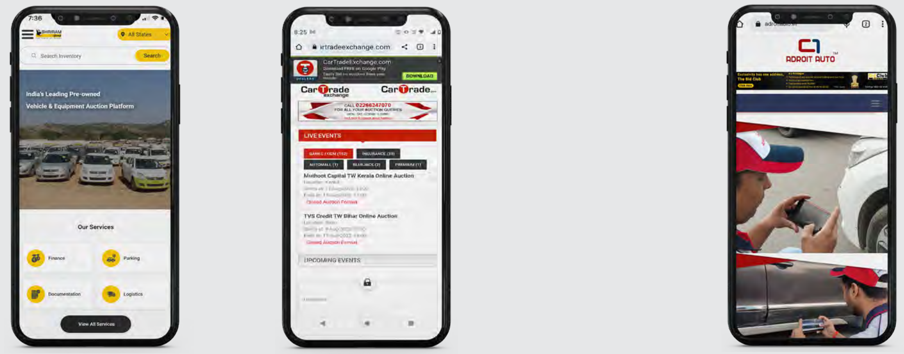
Online Platforms for customers, dealers, and OEMs, to buy and sell new and used vehicles seamlessly. Powered by tech-enabled ERP and CRM solutions.

Mobility-focused industry intelligence

REMARKETING | AUCTION PLATFORMS

Read more on pg 26

SHRIRAM automall THE POWER OF CHOICE | CarTrade exchange | ADROIT AUTO™



Online-offline auction platform used by consumers, business sellers, dealers, and fleet owners

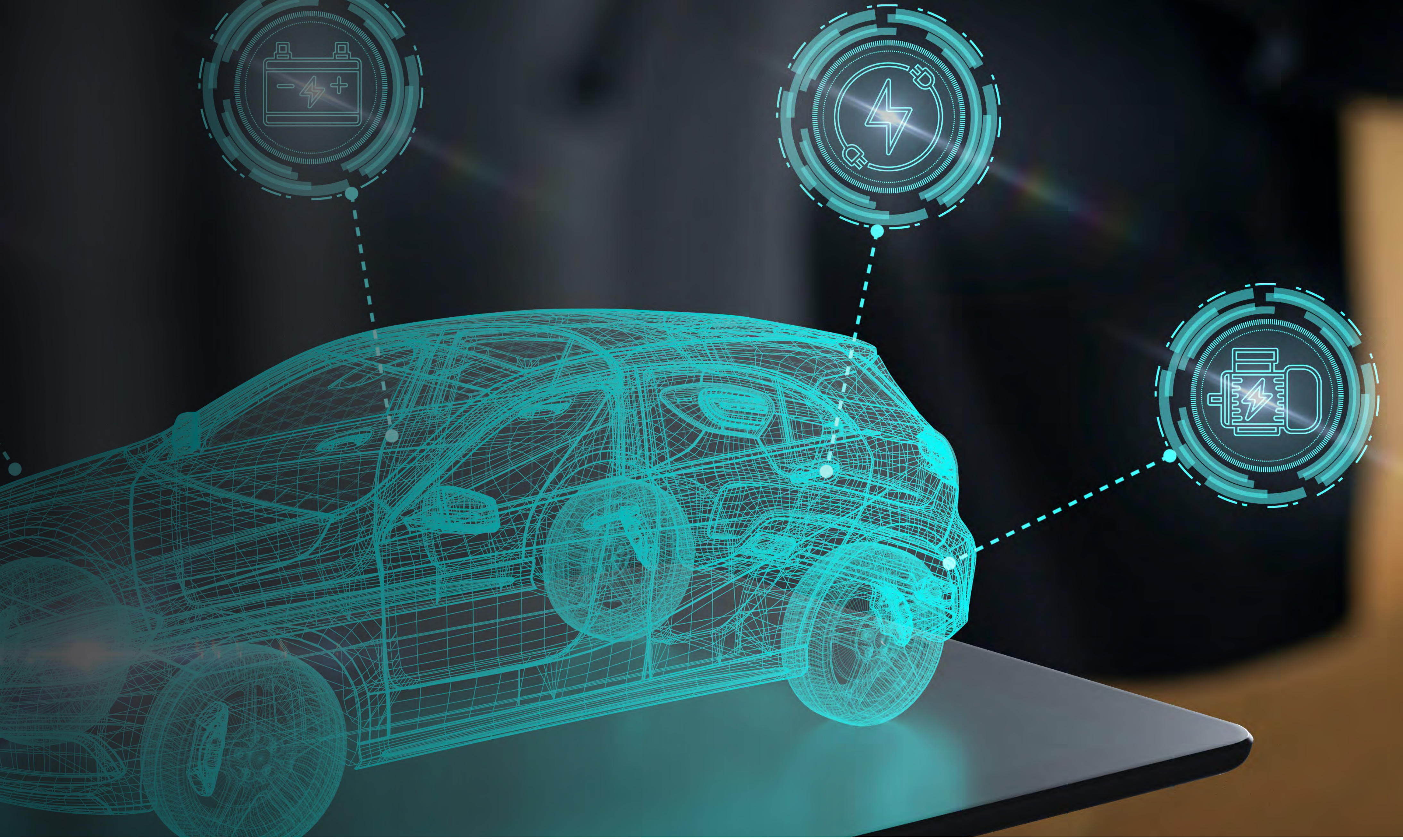
Inspection and valuation services for insurance companies, banks, and other financial institutions

CarTradeTech

Investment Case

Ahead of the Curve

Our ability to tap into the lucrative auto market and achieving growth comes from the strengths of our brand and a technology-backed business model. As a leading player, we are committed to setting benchmarks for the rest of the industry and evolving our products to serve the needs of buyers and sellers.



Large addressable market

Fast-growing addressable market supported by demographic, socio-economic, and lifestyle changes. The country's growth in digital adoption and the fact that India is to become the third-largest automobile industry by volume by FY25 in the world bodes well for us.

$14 billion
Total Addressable Market

Scalable and agile business model

Our investments in technology have made our platforms scalable in a highly capital-efficient manner. Our asset-light business model has also allowed us to use cash for acquisitions which has been an important part of our strategy. This has enabled us to be on the path of sustainable profitable growth.

Asset light model

₹358 crores
Revenue

₹97 crores
Adjusted EBITDA

Strong brand visibility

We enjoy high brand visibility and affinity. We believe that the trust, quality, and reliability imparted by our brands are key attributes that help our business strengthen consumer confidence and drive consumption.

carwale BikeWale CarTrade.com carwale absure ADROIT AUTO SHRIRAM automall

Highest
Index score amongst peers on google trends

Driving powerful network effects

We believe that the diversity and number of users across all our platforms provide value to our buyers and sellers and brings about a network effect in our businesses. The network so created can also be leveraged for increasing across business transactions.

3 crores
Average monthly unique visitors

12+ lakhs
Auction listings

86%
Average Organic unique visitors

Founder-led management team

We are led by our Chairman and Managing Director Vinay Vinod Sanghi, who has over 31 years of experience in the automobile industry. Our experienced leadership team enables us to successfully create, build and grow new businesses as well as to create value through inorganic growth. We believe that we have created a distinct entrepreneurial structure within our organisation, with each of our business lines being managed as an independent profit centre.

Strong Balance Sheet

We are the only profitable automotive digital platform among our key peers. In addition to being cash positive, we have created a significant liquid fund for our future investments.

Zero
Debt

₹1,000+ crores
Liquid funds

Proprietary Technology

Driving Home Innovation

Our end-to-end, in-house technology platforms enable us to offer seamless solutions to our customers. Our deep understanding and technology penetration in each of the businesses we run, helps us service the needs of consumers, automotive dealers, OEMs, financial institutions, and fleet owners in the best possible manner.

Better insights resulting in improvements in product and user experience

Dealers

Consumers

OEMs and Other Partners

Plethora of Data Gathered

- On site user behaviour
- Auction buying and bidding patterns
- Consumer / Dealer buying and selling patterns
- Insights from digital marketing
- Auto transactions
- Vehicle registration records
- Demographic information
- Macroeconomic data
- Qualitative dealer, OEM and consumer feedback

Via Multiple Platforms

- carwale
- bikewale
- CarTrade.com
- SHRIRAM automall – THE POWER OF CHOICE
- CarTrade exchange
- ADROIT AUTO™

Is used to create Proprietary Solutions

Consumer Solutions

- Search Technology Advanced Filters
- Sale Conversion
- Personalised Ads
- Recommendation Tool
- Vehicle Pricing
- Real Time & Personalised Financing

Dealer / OEM / Institutional Solutions

- CRM Solutions
- Optimal Online Ads
- Dealer Management Systems (DMS)
- Auction Technology
- Call Center Solutions
- Dynamic Inspection/Valuation

Better experience and product leads to a higher number of participants

Board of Directors

Our Leadership

Our Board of Directors passionately steer the Company to new avenues of growth, with a strong commitment to achieving our vision.

Vinay Vinod Sanghi
Chairman and Managing Director

M C M M M

Over 31+ years of experience in the automobile industry

Aneesha Menon
Executive Director and CFO

M M C

15 years of experience in the field of finance.

Victor Anthony Perry III
Non-executive and Non-Independent Director

M

Former president and chief executive officer of TrueCar, Inc.

Lakshminarayanan Subramanian
Non-executive and Independent Director

M C

An Ex-IAS, he has served as a Secretary in Ministry of Home Affairs

Kishori Jayendra Udeshi
Non-executive and Independent Director

C M

Former deputy governor of the Reserve Bank of India from June 2003 to October 2005.

Vivek Gul Asrani
Non-executive and Independent Director

C M M

Over 26+ years of experience in setting up distribution networks, manufacturing systems and overall people and process management.

Snapshot

50% Independent directors	36+ years Average experience of Board directors	33% Women Directors

Audit Committee
Risk Management Committee
Stakeholders Relationship Committee
Nomination and Remuneration Committee
Corporate Social Responsibility Committee
M Member
C Chairperson

Leadership Team

Founder-led Management Team

Our founder-led management team comprises members with significant industry experience. The team works collectively to imbibe entrepreneurial zeal into the organisation.

22+ years
Average experience of leadership team

12+ years
Association with CarTrade Tech

Vinay Vinod Sanghi
Chairman and Managing Director

Qualification

Bachelor's degree in commerce from the University of Bombay.

Experience

Vinay Sanghi is the founder and the driving force of CarTrade Tech since its inception in 2009. He has been instrumental in building the vision of the Company and taking it from a start-up to a leading automotive marketplace. With more than three decades in the ecosystem, Vinay has established a standard of excellence in the auto industry. Previously, he was employed with Mahindra First Choice Wheels Ltd.

Currently also serving as an Independent Director of HDFC Ergo General Insurance Company Ltd.

Association with CarTrade: 13 years

Aneesha Menon
Executive Director and CFO

Qualification

Chartered Accountant.
CFO Certification Programme from IIM Kolkata

Experience

She joined CarWale in 2015. She has been instrumental in taking the Company Public. Had a 9 year stint with S.R.Batliboi & Co. LLP (Ernst & Young) as a Statutory auditor and has over 15 years of experience in the field of Finance.

Association with CarTrade : 7[4] years

Banwari Lal Sharma
CEO, Consumer Business

Qualification

Bachelor's degree in engineering (Computer Science and Engineering) from Rajiv Gandhi Technical University, Bhopal, M.P.

Experience

Founding member of CarWale since 2004. Under his leadership he has steered CarWale to become a leading automotive marketplace. Over 18 years of experience in building product, tech and business solutions for the Auto Ecosystem.

Association with CarWale: 18[5] years

Sameer Malhotra
CEO, Shriram Automall India Limited

Qualification

Bachelor's degree in commerce from University of Delhi, Post Graduate diploma in financial management from Sardar Patel College of Communication and Management.

Experience

He is a founding member of Shriram Automall with over 32 years of experience. In the last decade he has led Shriram Automall to become India's largest and preferred used vehicle auction platform. Previously, he was employed with Ritchie Bros.

Association with SAMIL: 12[6] years

Vikram Alva
Chief Strategy Officer

Qualification

Bachelor's degree in engineering from the University of Pune, Post Graduate diploma in Management from the Institute of Management Development & Research, Pune, India.

Experience

He was previously employed with Tata International Limited, Webneuron Services Ltd (JobsAhead.com) and Solutions Integrated Marketing Services Private Limited (Solutions DIGITAS). He has 25+ years of experience in building businesses, product management and marketing.

Association with CarTrade : 10 years

Akshay Shankar
Chief Product Officer

Qualification

Master's degree in science (with honours) from University of Twente, Netherlands.

Experience

He has 15+ years of experience in product management across consumer and enterprise software. He started his career at ABN AMRO Central Enterprise Services Private Limited. He was also one of the founders of the CarTradeIndia.com portal in 2007.

Association with CarTrade : 13 years

[4] Aneesha Menon joined Automotive Exchange Private Limited (an erstwhile Subsidiary which was subsequently amalgamated with our Company)
[5] Banwari Lal Sharma joined Automotive Exchange Private Limited (an erstwhile Subsidiary which was subsequently amalgamated with our Company)
[6] Sameer Malhotra is the Chief Executive Officer and Whole Time Director of Shriram Automall India Limited, our Material Subsidiary Company

Key Performance Indicators

Profitable Growth

"We recorded the highest-ever revenue and EBITDA during the year, despite multiple headwinds in the underlying automotive industry. The COVID-19 impact too could not deter us from becoming cash positive for the fifth consecutive year. We made significant investments to enhance customer and user experience, strengthen our human capital happiness quotient, and expanded our marketing scope to reach a wider audience. The affiliation of our customers and users to our brand has enabled us to maintain strong growth in organic visitors. Our debt-free status and strong cash balance enable us to execute calibrated expansion plans and investments for future profitable growth."

Aneesha Menon
Executive Director and CFO

Financial Parameters

Revenue
(₹ in cr)

358 cr

FY22	358
FY21	281
FY20	318
FY19	266
FY18	149

28% y-o-y growth | 24% 5-year CAGR

Adjusted EBITDA
(₹ in cr)

97 cr

FY22	97
FY21	77
FY20	72
FY19	65
FY18	8

25% y-o-y growth | 81% 5-year CAGR

Financial Parameters (contd.)

Adjusted PAT
(₹ in cr)

56 cr

FY22	56
FY21	46
FY20	40
FY19	36
FY18	(3)

Liquid funds
(₹ in cr)

1,056 cr

FY22	1,056
FY21	739
FY20	355
FY19	334
FY18	289

51% y-o-y growth | 41% 5-year CAGR

Cash generated from operations
(₹ in cr)

63 cr

FY22	63
FY21	35
FY20	17
FY19	27
FY18	(11)

79% y-o-y growth

Operational Parameters

Monthly visitors
(in cr)

3.0 cr

FY22	3.0
FY21	2.5
FY20	2.0
FY19	1.9
FY18	1.9

19% y-o-y growth | 12% 5-year CAGR

Organic unique visitors
(%)

86%

FY22	86
FY21	88
FY20	67
FY19	65
FY18	59

14% y-o-y growth | 20% 5-year CAGR

Auction listing
(in lakh)

12 lakh

FY22	12
FY21	8
FY20	8
FY19	7
FY18	2

43% y-o-y growth | 48% 5-year CAGR

y-o-y growth | 5-year CAGR

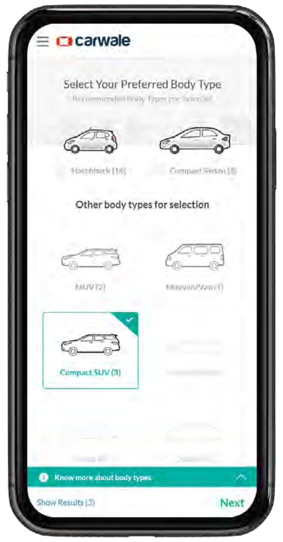
Consumer Group

Simplifying Buying and Selling

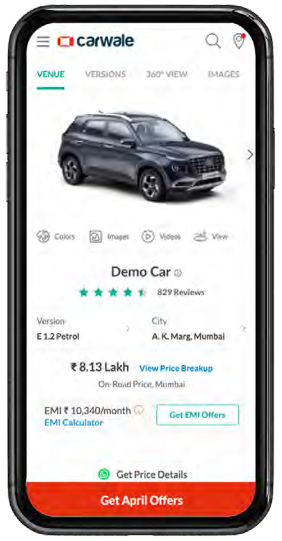
We have simplified the auto purchase and sale journey for our consumers and partners through our technology platform and value-added offerings.

We want to enable a seamless experience for our customers to buy or sell a vehicle and thereby simplify the whole process. The key elements of our customer experience include research, enquiry, auto finance, and trade-in. They help in empowering customers to make informed decisions at every stage of the vehicle ownership life cycle. Through our best-in-class experience, we succeed in driving a large amount of traffic to our websites and apps.

Recommender

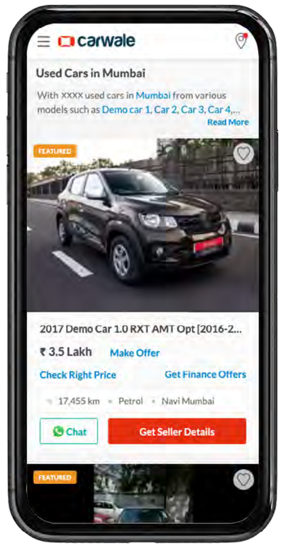


Details

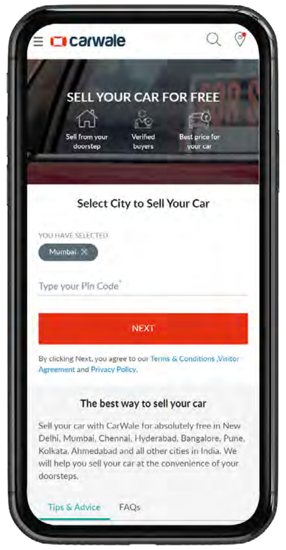


Reviews

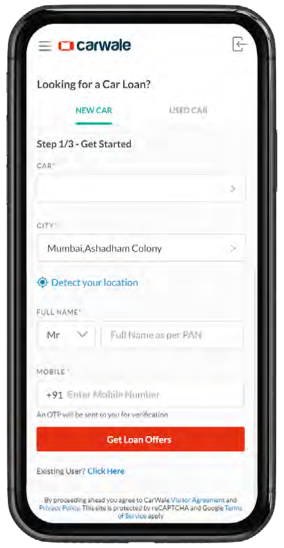
Listings



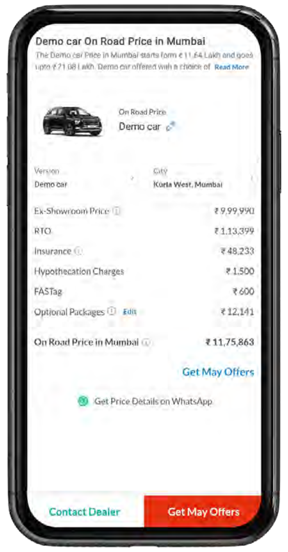
Trade-in Solutions



Financing



Price Quote



Connect and Buy

With a large organic user base of 3 crores average monthly unique visitors, our Consumer Group provides media services to automotive manufacturers, dealers, financiers, auto ancillaries, etc. with highly targeted marketing solutions for brand promotion, brand image management, new model release, and sales promotions.

OUR GROUP OFFERINGS

Lead Generation
Help OEMs, dealers get enquiries for their cars and bikes

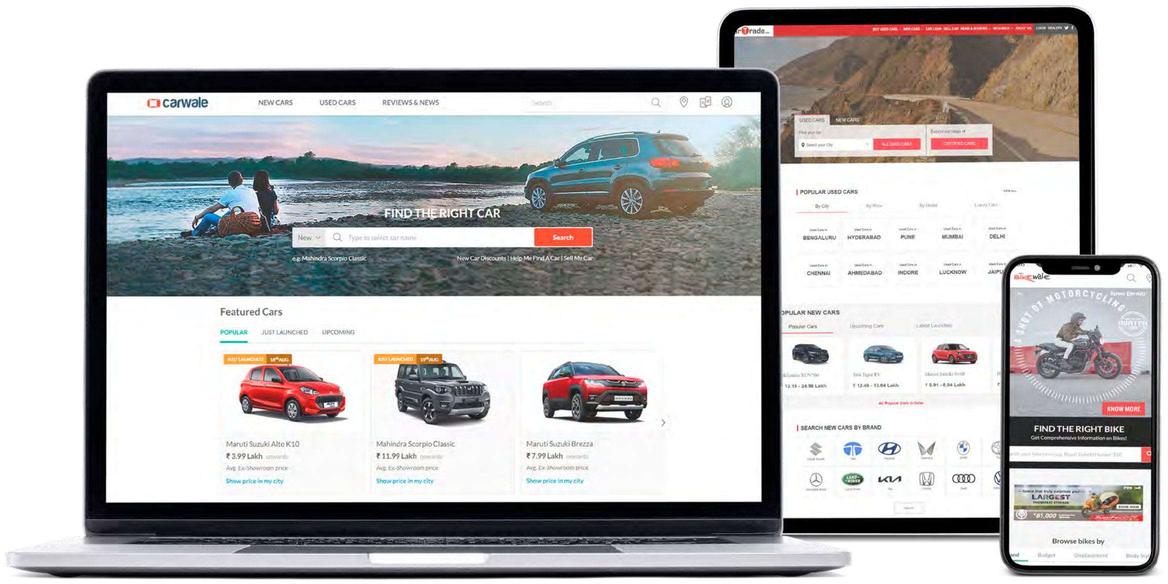
Branding and Content
Innovative media and branding solutions for OEMs, dealers, auto ancillary companies and financiers to target consumers looking to buy a car / two wheeler

Generate Sales
Work with OEMs and dealers to generate sales of Cars and Bikes

Consumer Insights
Gain insights on consumer buying sentiments & preferences to help build strategies for the future

Value Added Services
Assisting OEMs, dealers, and financiers with value added services such as price guides, auto finance, and last mile delivery.

Technology Solutions
End-to-end tech solutions for OEMs, banks, and dealers



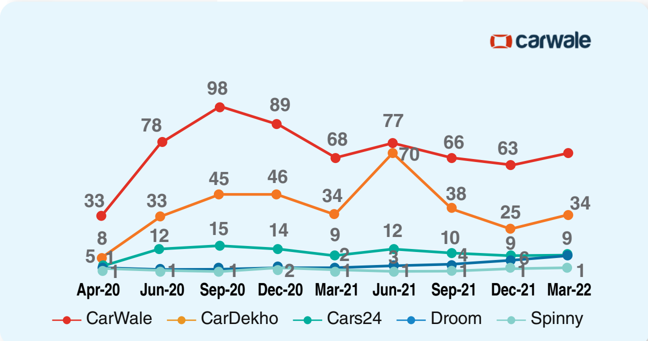
Consumer Group

Best in class Customer Experience

Our platforms facilitate the buying and selling of new and used vehicles. We leverage the information gathered on our platforms to create meaningful insights for our customers. We envision creating a smooth journey for stakeholders across the new and used vehicle value chain.

LEADERSHIP ON RELATIVE ONLINE SEARCH POPULARITY

Google Trends - Relative Search Interest (April 2020–March 2022)



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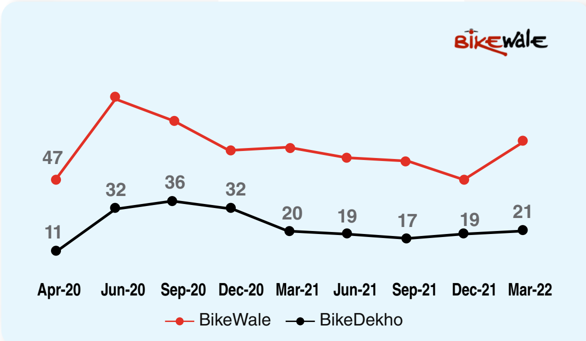
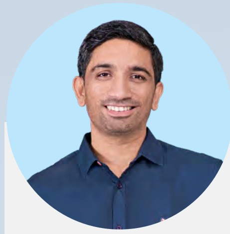


Highest index
score among competitors

86%
Organic traffic

Brands
synonymous with trust, quality and reliability

3 crores
monthly unique visitors



Our plans for the future

Our brands CarWale and BikeWale's leadership position is a testimony to our customer-centric approach. We have consistently been the partner of choice for all the stakeholders in the auto ecosystem – consumers, OEMs, dealers, financiers, insurance companies, etc. We are committed to a seamless ownership experience and are investing heavily into creating a one-click buying and selling journey. Integrating financing solutions into our existing suite of services will continue to be a key initiative in the one-click experience. We will continue to focus on consumer experience and build technology to ensure that all our stakeholders get a world-class experience.

Banwari Lal Sharma
CEO, Consumer Business

Our monetisation mechanism

Our platforms–CarWale, BikeWale and CarTrade.com enjoy a wide digital presence, and we utilise this to provide and generate insights for OEMs, dealers, banks, and other financial institutions. Our consumer group generates revenue from:

- Running paid advertisements and marketing campaigns for OEMs, dealers, banks, insurance companies, and other financial institutions.
- Lead generation revenue by originating customer leads for business partners.

₹156 crores
Revenue

43%
Of total revenue

39%
Revenue y-o-y growth

Key initiatives

'ONE CLICK' BUYING AND SELLING
Building products and services that will help consumers buy or sell vehicles of their choice efficiently and conveniently.

CARWALE ABSURE
Create a world class online-offline buying experience for used cars with the perfect blend of technology and retail presence.

AUTO FINANCE
Build India's largest online auto finance marketplace to enable consumers to finance their vehicles easily with customised loans offers across a wide range of financiers.

Consumer Group: Auto Finance

One-click Auto Finance

As part of our ongoing efforts to set up a robust digital automotive ecosystem with a keen focus on customer experience, we envision to build an end to end 'one click' auto finance solution across our platforms.

Auto finance penetration in the Indian market is low as compared to other western countries due to the lack of understanding and clarity when it comes to loan eligibility and offers as well as the formalities involved.

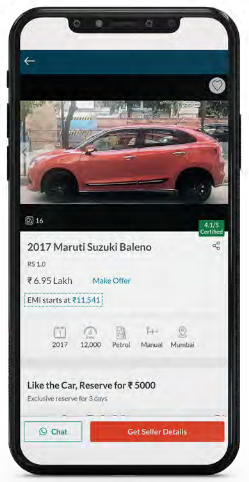
This year, we expanded our auto-financing solutions to our CarWale, CarTrade and BikeWale platforms with the intention of giving customers access to easy and flexible auto finance approvals and offers. We intend to make auto finance a bigger part of our customer experience to ensure that buyers can get the loan of their choice in a simple and easy manner. Besides powering auto finance on our own portals, we also make our auto finance technology available to OEMs and dealers as a Software as a Service solution (SAAS).

OUR VISION FOR AUTO FINANCE

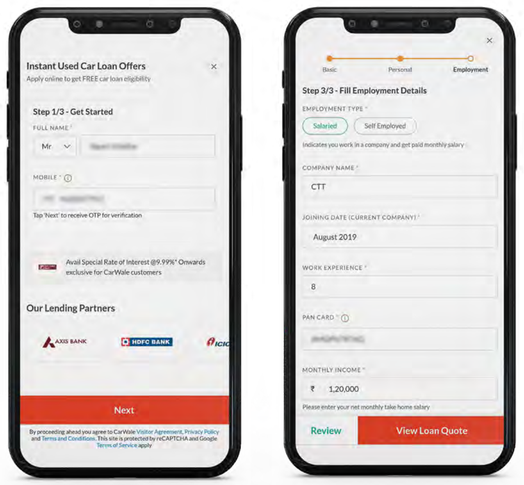
Striving to create India's #1 digital auto loan marketplace with a seamless customer experience

Convenience	Choice	Customised Offers
Instant Auto Loan Approvals	**Multiple banks and NBFCs**	**Innovative products**

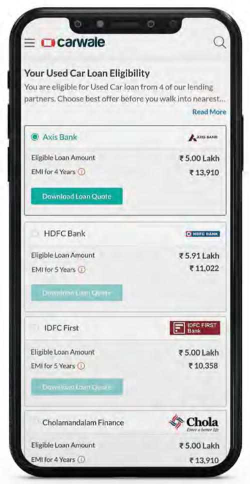
OUR AUTO FINANCE PROCESS



Get finance



Capture Customer details



Instant approval

We are also working closely with leading financiers to build an innovative 'one click' auto finance solution that includes loan eligibility, approval, and disbursement.

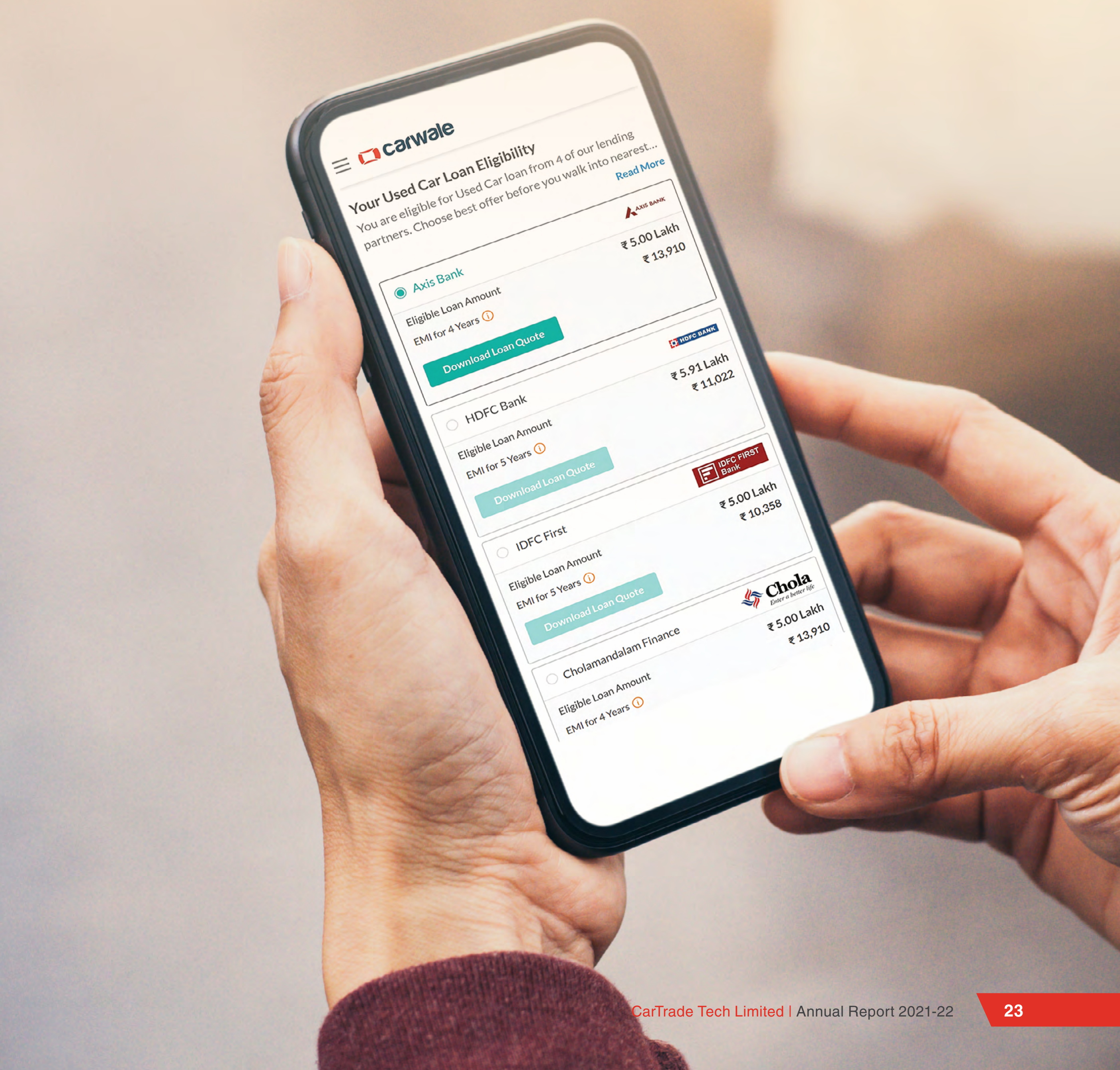
Bank Partnerships

We work with several financiers to create innovative and digital loan journeys

AXIS BANK | HDFC BANK | TATA CAPITAL | kotak Kotak Mahindra Prime

ICICI Bank | Chola Enter a better life | BAJAJ FINANCE LTD - AF | YES BANK

IndusInd Bank | TVS CREDIT | IDFC FIRST Bank



Consumer Group: CarWale abSure

Buying a quality used car in one click

The Indian used car market is large and complex with numerous pain points. CarWale abSure addresses these pain points and delivers an enhanced vehicle buying journey.

47
Physical abSure outlets

120+
Planned physical abSure outlets by FY23

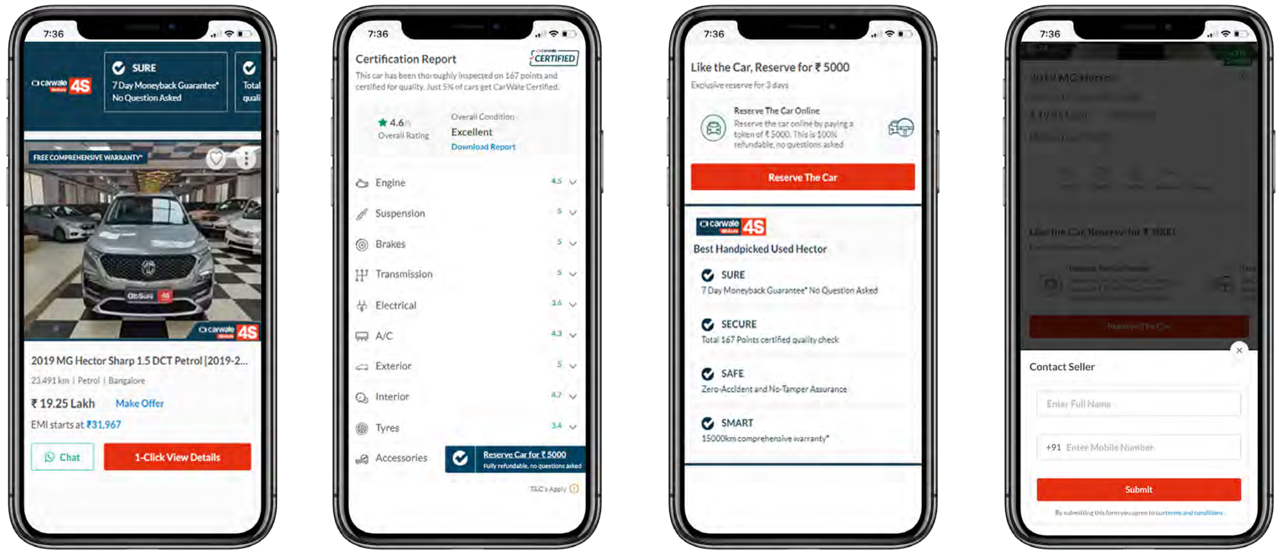
CARWALE ABSURE

CarWale abSure has been curated to redefine the used-car buying experience by instilling 'Peace of mind' at its core. It is a unique proposition that strives to provide a 'one click experience' with a quality promise synonymous with a new car experience and extending a return window, which will definitely change the way customers perceive used cars going forward. CarWale abSure brings the best of digital convenience to find a car of your choice and further complements it with the opportunity to complete your buying experience at our branded showroom near you.

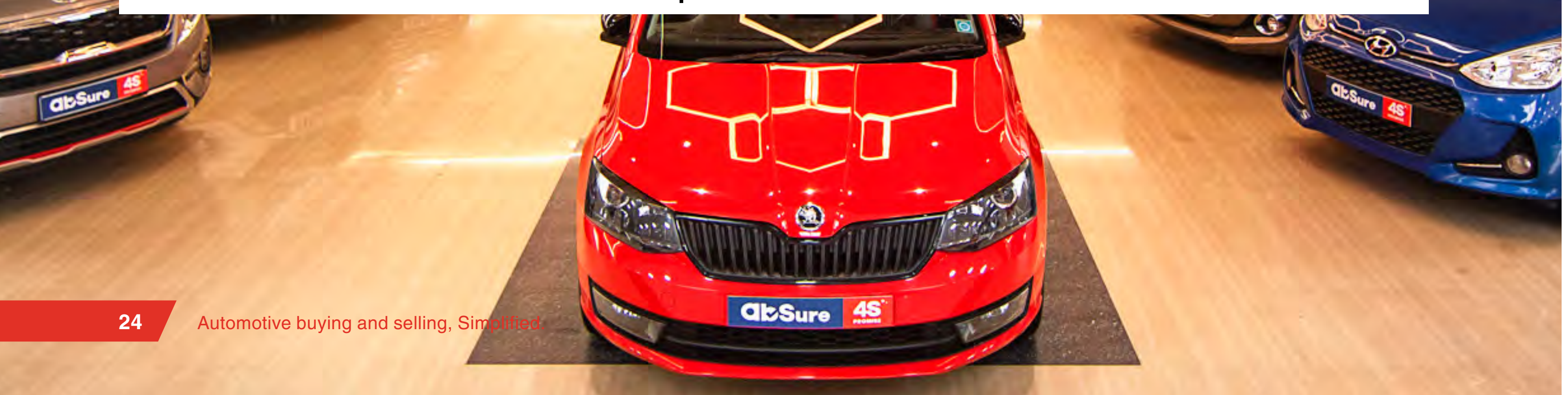
Abhishek Patodia
President - CarWale Used Cars

ONLINE USED CAR SHOPPING EXPERIENCE

CarWale abSure provides a world class online experience for our customers

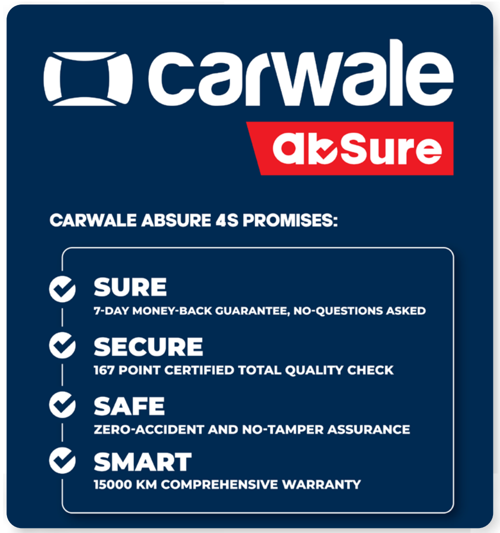


Find the car | Certification Report | Peace of Mind | Book it



FOR CUSTOMERS

We create an environment of trust through our infrastructure, processes, and 4S promise to guarantee quality of used vehicles sold on our platforms.



FOR DEALER PARTNERS

- Brand Association, experience and increased customers
- Procurement and Selling expertise and access to our ecosystem
- Providing cutting-edge technology
- Best in class processes and reviews

DEALER TESTIMONIAL

abSure has brought in a good feel essence to the pre-owned car industry. Apart from the unmatched services provided by them, it's their transparency and family kind relationship which builds the trust required for a long-time business relationship. Talbros is proud to be an associate of abSure

Mr. Rajnish Talwar,
CEO - Talbros Motors, Jamshedpur

I have been associated with CarWale abSure from last 1 year and through the systematic support in Branding, Procurement, Sales, Inventory funding, Manpower Support, Process Implementation, Warranty Support our business has grown from 6 retails per month to 30 retails per month. We are very happy associating with CarWale abSure and look forward to open new outlets in nearby cities

Mr. Rinku Bhatia,
CEO - Shri Sai Cars, Kanpur

CUSTOMER TESTIMONIAL

In CarWale abSure Kolkata Car Bazaar, we got the confidence to buy a used car as they had a large stock in budget and we also got a one year warranty from CarWale abSure along with the service history. It gave us mental peace on our purchase and the process from booking to name transfer was very smoothly done.

Ayushi Tekriwal
Kolkata

The CarWale app was easy to use and to find the right car in price. I took 80 % of the decision by seeing the car images and video in the app. I was very satisfied with the car quality of CarWale abSure.

Md Quamruddin
Jamshedpur

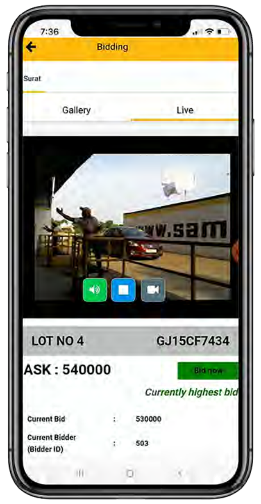
Remarketing

India's Largest Phygital Pre-owned Marketplace

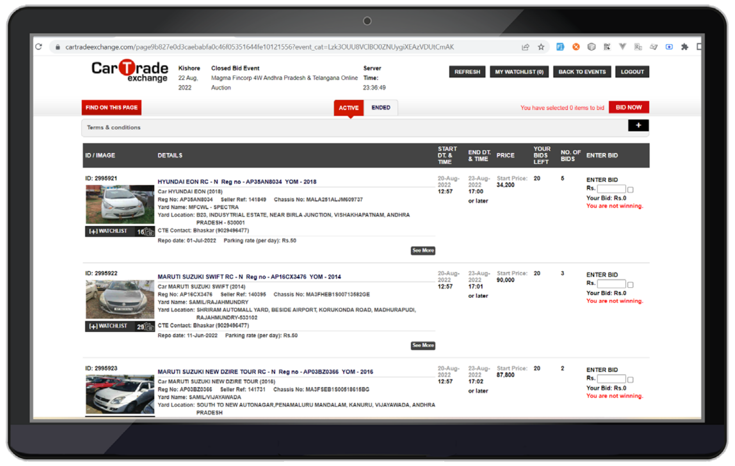
We are a leading auto auction player that offers full-stack, fast, simple, reliable, and organised auctions and allied services across all vehicle types. We pioneered the 'Phygital Auction' format–a seamless online and offline integration with real-time video streaming of events. We are responsible for transforming the way auction events are conducted in the industry.

12+ lakhs
Listings for tech-enabled auctions

120+
Automalls



Live stream auction



Online auction

Facilitating sales of all types of used vehicles

Two Wheelers | Three Wheelers | Cars | Commercial Vehicles | Farm Equipment | Construction Equipment

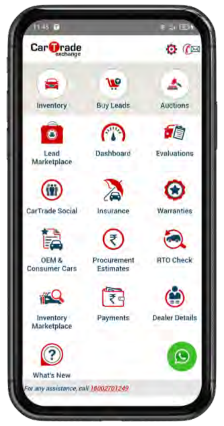
and used by all stakeholders in the auto value chain

Consumers | Dealers | OEMs | Fleet Operators | Financial Institutions | Insurance Companies

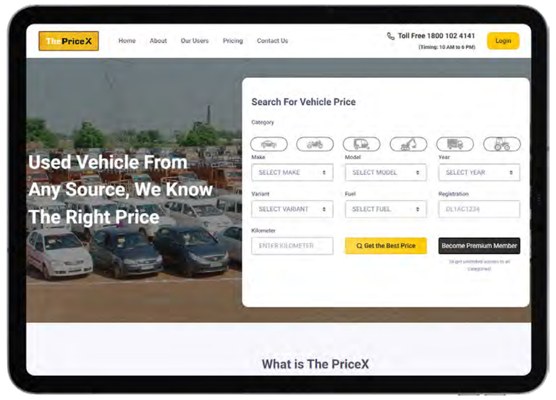
Auction services for buyers to procure vehicles

Automall

Online auction



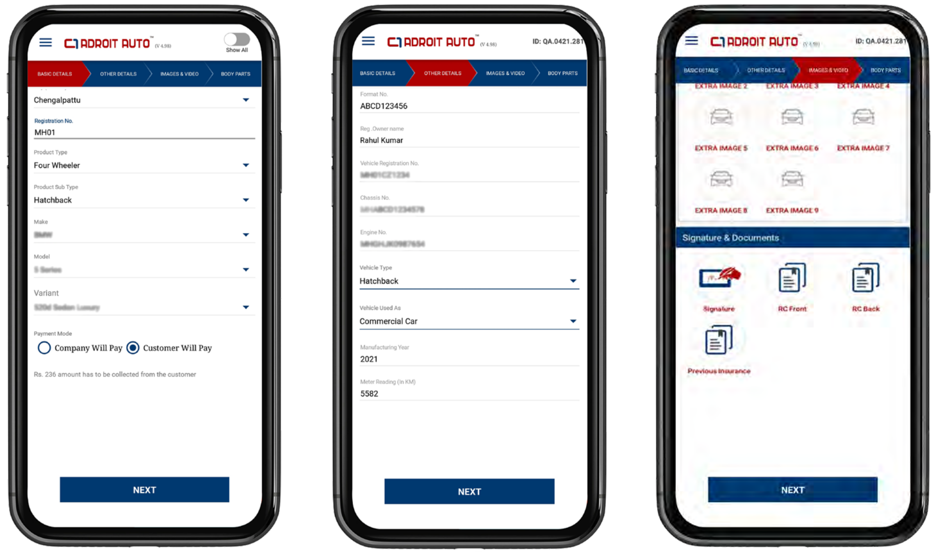
Price guide



Auction services are provided by our online platforms and Phygital automalls which are spread across India. We also offer value added services such as our price guide tool to help our buyers, and sellers.

ADROIT AUTO™

Inspection and Valuation Services



Our dynamic mobile app for on-site inspections & valuations serves insurance companies, banks and others.

Remarketing

One India, One Market, One Click

Our remarketing business provides a single platform for the transaction of vehicles via auctions. We bring different stakeholders on a single platform and help in creating a unified market.

12+ lakhs	120+
Number of listings for Auction	Number of Automalls

VALUE PROPOSITION

- Large and wide range of inventory
- Quick and efficient buying and selling
- Transparent process
- Pan India Phygital presence
- Good price realisation

Our monetisation mechanism

Our platform – Shriram Automall India Limited (SAMIL) provides a variety of integrated solutions for buyers and sellers of any kind of pre-owned vehicle and equipment. Our revenue generation model relies on the monetisation of the integrated solutions we provide. Our remarketing business generates revenues from:

- Commission and fees from the auction and remarketing services of used vehicles for retail customers, banks and other financial institutions, insurance companies, OEMs, leasing companies, and fleet and individual operators
- Technology-based services to OEMs, dealers, banks, and other financial institutions and insurance companies
- Commissions and fees paid for our allied services such as inspections, valuations, etc.

₹205 crores	57%	20%
Revenue	Of total revenue	Revenue y-o-y growth

Our plans for the future

Shriram Automall India Limited (SAMIL) has been a revered name in the Industry for Auction of pre-owned vehicles and equipment in India for over a decade. Our widespread infrastructure in cities and towns of all sizes provides for a strong network effect that rewards both buyers and sellers with access to a wide range of selection, quality products, competitive pricing and many other services. Our endeavour is to take forward this legacy of unmatched customer experience by blurring the physical boundaries and creating a "One India, one-click market". We believe that our unique phygital proposition will amplify the joy of owning a Vehicle of your choice from anywhere in India.

Sameer Malhotra
CEO, Shriram Automall India Limited

Key initiatives

STRATEGIC SUPPLY TIE-UPS
We plan to strengthen our strategic tie ups with OEMs and dealers to build vehicle supply. We also want to enhance our customer offerings to increase our retail supply.

BUYER ENGAGEMENT
We plan to enhance our service offerings for our buyers including loyalty programmes to build and have a deeper connect with them.

ENHANCED TECH AND SERVICE
We will continue to invest in tech and services such as pricing tools (PriceX), logistics, and documentation to ensure that consumers and dealers from any part of the country can buy vehicles from a different state or territory.

Investing in the Automotive Ecosystem

Leveraging Opportunities

Our acquisition strategy leverages our existing foundation comprising of proprietary technology and large visitor base. We look for players that have synergies with our existing platforms to create an automotive ecosystem.

Leverage our Key Strengths: Brand, Technology, Data and Team

- Leading marketplace with 3+ crores average monthly unique visitors, with 86% being organic and more than 12+ lakhs listings for auction
- #1 brand with great customer experience which drives powerful network effects for all stakeholders
- Proprietary end-to-end technology platform
- Focus on data science to provide superior solutions
- Profitable and scalable business model
- Founder-led management team

Track record of successful integration

carwale | BikeWale | ADROIT AUTO™ | SHRIRAM automall THE POWER OF CHOICE

Over the last few years, we have focused on our consumer group and remarketing business to build scale. Going forward, we will be looking at opportunities including franchising, auto finance, and electric vehicles among others.

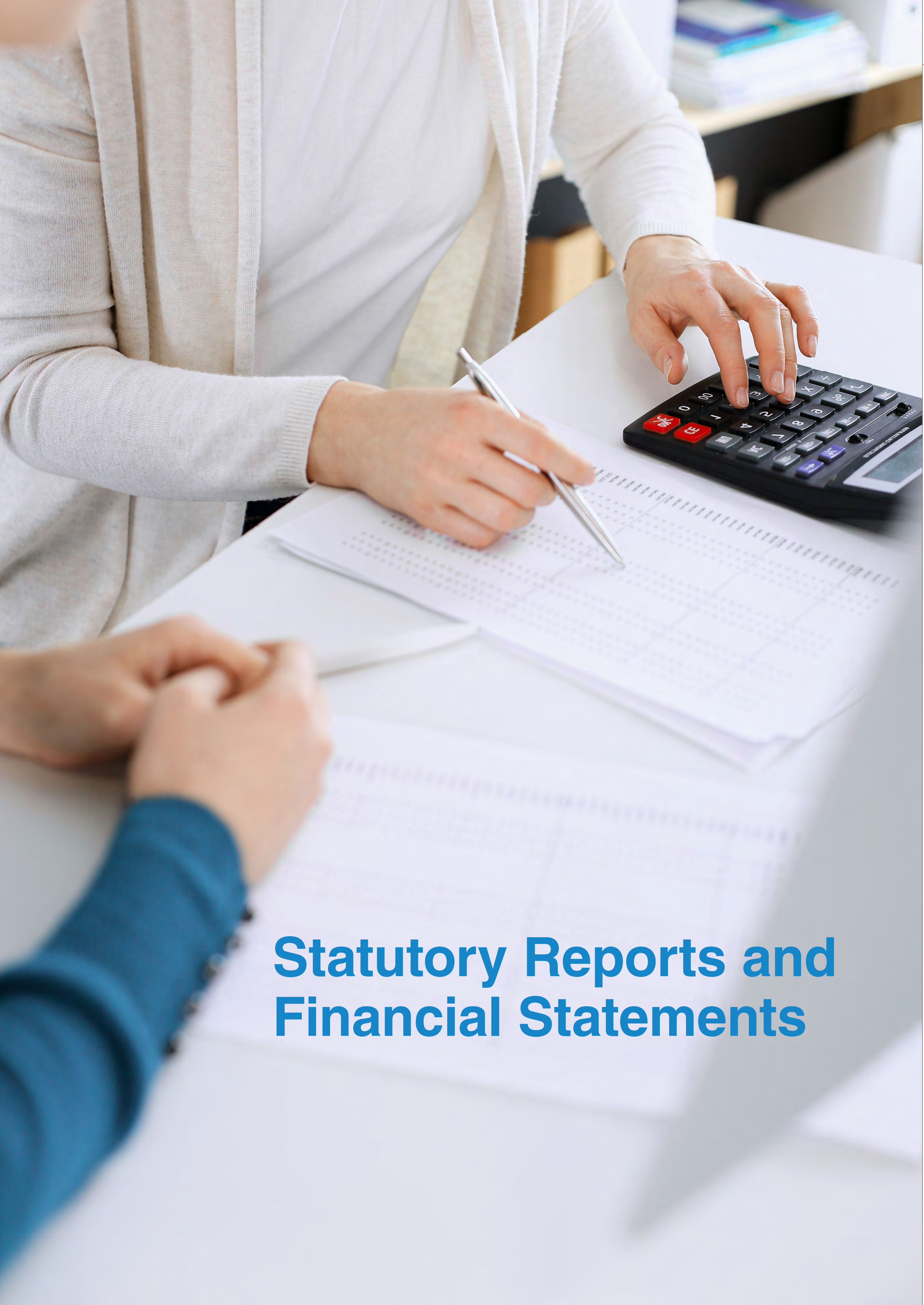
Our Focus Areas

CarTradeTech

Consumer Group	Auto Finance and Insurance	Retail and Franchising
New Cars Used Cars Two-Wheelers	Auto Finance Auto Insurance Leasing Subscription	CarWale abSure Retail Offerings

Remarketing	Software Services (SAAS)	Others
Retail Auctions Business Auctions Trade In Inspections	Domestic Market International Market	Electric Vehicles Ownership/Rideshare Connected Vehicles Emerging Trends

- ₹ 1,000+ crores Liquid Funds
- 3 crores Average monthly unique visitors
- 12+ lakhs Auction listings
- 160+ physical locations



Management Discussion and Analysis

1. COMPANY REVIEW

CarTrade Tech Limited is a multi-channel auto platform with coverage and presence across vehicle types and value-added services. We offer a variety of solutions across the automotive transaction value chain such as the buying, selling, marketing, valuation, and financing of new and pre-owned cars, two-wheelers, commercial vehicles, and farm and construction equipment. We operate through several platforms: CarWale, CarTrade, Shriram Automall, BikeWale, CarTrade Exchange, Adroit Auto, and our new vehicle CRM solution Autobiz. Our platforms enable new and used automobile customers, vehicle dealerships, vehicle OEMs, and other businesses to buy and sell their vehicles in a simple and efficient manner.

Our Platforms

CarWale and CarTrade

CarWale and CarTrade provide research services to customers looking for new and used cars and connect them with dealers, OEMs, and other partners to sell and buy cars.

In addition, we engage with financing and automotive ancillary companies to offer their products and services.

BikeWale

BikeWale provides research services to customers looking for new and used two-wheelers and connects them with dealers, OEMs, and other partners to sell and buy two-wheelers.

In addition, we engage with financing and automotive ancillary companies to offer their products and services.

Mobility Outlook

Mobility-focused industry intelligence - offering insightful perspectives on the entire mobility ecosystem all in one place.

CarTrade Exchange

CarTrade Exchange is an online auction platform and a used vehicle enterprise resource planning ("ERP") tool. It is used by consumers, business sellers, dealers, and fleet owners to sell vehicles to automotive dealers and fleet owners. Automotive dealers also use CarTrade Exchange to manage their processes for procurement, inventory management, and customer relationship management ('CRM').

Shriram Automall

Shriram Automall is an auto auction platform which facilitates sales of pre-owned cars, two-wheelers, commercial vehicles, three-wheelers, and farm and construction equipment.

Adroit Auto

Adroit Auto offers vehicle inspection and valuation services used by insurance companies, banks, and other financial institutions.

CarWale abSure

We launched a new platform under our CarWale brand called CarWale abSure to address challenges faced by buyers in the used car market. Under our CarWale abSure, we provide quality cars with great service standards.

The 4S Promise of CarWale abSure

Sure	Secure	Safe	Smart
We offer a 7-day moneyback guarantee on all vehicles sold	We run 167-point certified quality checks on all vehicles sold	We offer a zero-accident and No-Tamper Assurance on all vehicles sold	We offer a 15,000km comprehensive warranty on all vehicles sold

We operate under two key segments:

- **Consumer group**

  Our consumer business comprises of CarWale, BikeWale and CarTrade where we provide platforms for consumers to research and connect with dealers, OEMs, and other partners to buy and sell new and used vehicles. In addition, we engage with financing and automotive ancillary companies to offer their products and services on these platforms.

- **Remarketing**

  Our remarketing business provides retail sellers, automotive dealers, financial institutions, insurance companies, fleet, and individual operators, leasing companies, OEMs, and other institutional sellers with fast and convenient solutions to sell their used vehicles at scale. It facilitates sales of pre-owned cars, two-wheelers, commercial vehicles, three-wheelers, and farm and construction equipment. Under our remarketing business, we have:

  - Shriram Automall, supported by CarTrade Exchange and Adroit Auto provides retail sellers, automotive dealers, financial institutions, insurance companies, fleet, and individual operators, leasing companies, OEMs, and other institutional sellers with fast, convenient, and transparent solutions to sell their used vehicles at scale.
  - CarTrade Exchange is an online auction platform and a used vehicle enterprise resource planning ('ERP') tool. Automotive dealers also use CarTrade Exchange to manage their processes for procurement, inventory management, and customer relationship management ('CRM').
  - Adroit Auto offers vehicle inspection and valuation services used by insurance companies, banks, and other financial institutions.

1.1 Strengths

Leading Marketplace for Automotive Sales with a Synergistic Ecosystem

Our custom-built platforms provide an intuitive vehicle buying and selling experience. We offer a variety of solutions across the automotive transaction value chain from discovery and research tools, pricing and auto financing information to connecting consumers with dealers and OEMs for both used and new vehicle purchases. We believe that our end-to-end model allows us to offer a superior solution and experience to all stakeholders while reducing our cost of operations and enhancing our ability to offer complementary products and services and derive multiple revenue streams from a single customer. We have a large digital and physical presence through our platforms. Our physical and digital reach allows us to utilise insights by combining data from our various platforms and derive synergistic benefits for our business. For example, we use data collected from offline and online transactions on CarWale, CarTrade, CarTrade Exchange, and Shriram Automall, to get insights into vehicle pricing and leverage price and supply differences across India.

Brands and Customer Experience Driving Powerful Network Effects

Our brands are trusted by automotive buyers and sellers. Our consumer business platforms, CarWale and BikeWale ranked number one in relative online search popularity compared to our competitors. On the remarketing business, our platform, Shriram Automall is one of the leading used vehicle auctions platforms based on the number of vehicles listed for auction. This is testament to the strength of our brand and the association of trust, quality, and reliability with our products and services.

Proprietary End-to-End Technology Platforms

Our end-to-end technology platform has been developed by our in-house team and allows our business model to be scalable and flexible. We leverage our technological capabilities by guiding our customers on their vehicle search, enabling better price discovery, and providing efficient inventory management solutions for used car dealers and institutional sellers.

Focus on Data Science to Provide Superior Solutions

Our platforms give us the ability to analyse vehicle sales using data science and proprietary algorithms based on a number of factors, including vehicle-specific information on automotive transactions, vehicle registration records, consumer buying patterns and behaviour, demographic information, and macroeconomic data. The popularity of our platforms allows us to have a large dataset on vehicles in India and help mine accurate insights about vehicle purchasing and selling behaviour in India.

We leverage the data collected on our platforms to provide pricing tools, product reviews and market insights and reports to consumers, dealers, financial institutions and OEMs through our web and mobile user interfaces. We also rely on insights from our quantitative data analysis to maximise operational metrics. For example, our data allows used car dealers to make educated buying decisions and guides new car dealers in executing trade-ins. We also use data science to maximise relevance of our digital advertisements to visitors on our platforms.

We believe that our data analytics-driven decision making provides us with a key competitive advantage in designing offerings which can be deployed to third parties such as dealers, OEMs, fleet owners, financial institutions, and other stakeholders. We believe that our optimal usage of data also results in superior products and services for our customers, increased business efficiencies for us and our customers, and thus increased profitability for our Company.

Profitable and Scalable Business Model

Our business model, enabled by our proprietary technology, has made us the first and only automotive digital platform to become profitable in 2019.

We operate on an asset-light business model, operating across 120+ automalls, a large majority of which we lease or rent from third parties. Our growing scale has resulted in a decrease in the share of fixed costs. We undertake significant investment in building our digital platforms that can manage considerably increased offerings in a highly capital-efficient manner. Further, we use cash on our balance sheet for strategic acquisitions.

Founder-led Management Team

We have a capable management team with significant industry experience. Our key managerial personnel has been with us for twelve years on average. We are led by our Chairman and Managing Director, Vinay Vinod Sanghi, who has over 31 years of experience in the automobile industry. Under his leadership, our Company has made several strategic acquisitions and successfully integrated these businesses. Our efforts have created a distinct entrepreneurial structure within our organisation, with each of our business lines being managed as an independent profit centre. We strive to motivate our management team by providing them with employee stock options, thereby enabling a strong alignment of their interests with our performance. As a result, we have developed a skilled and experienced pool of talent across our engineering, customer experience, and design, technology, and other departments.

2. ECONOMIC REVIEW

2.1 Global Economy

After the challenges of the pandemic in 2020, the global economy made a strong recovery in the first half of 2021. The swift vaccination rollout and opening of economies led to a rebound in industrial activity. According to the latest projections by IMF, the global economy achieved a growth rate of 6.1% in 2021 compared to a degrowth of 3.5% in 2020. The strength of the recovery varied significantly across countries and depending on access to medical interventions, the effectiveness of policy support, and exposure to cross-country spillovers. Another notable development during the year was the rebound of international trade. Global trade volume recovery was sharper than output growth and grew at 10.1% in 2021.

Outlook

The global economy is forecasted to grow at 3.6% in 2022. The growth outlook has been tempered by the conflict between Ukraine and Russia. Apart from output slowdown, the conflict is expected to ramp up inflationary pressures on key commodities such as oil, natural gas, and wheat among others, which will hit vulnerable populations in low-income countries the hardest. According to a new study done by the National Institute of Economic and Social Research, the war has led to a 30% increase in oil prices, a 90% increase in European gas prices, and a 17% increase in food prices.

Even before the onset of the Ukraine-Russia conflict, significant inflationary pressures were present in many economies around the world. As a result, many central banks were following a tightened monetary policy regime. In the coming months, interest rates are expected to rise further, most notably in advanced economies, causing a dampening of economic activity.

World Economic Outlook Projections (%)

Particulars	Actual 2021	Projected 2022	Projected 2023
World Output	6.1	3.6	3.6
Advanced Economies	5.2	3.3	2.4
Emerging and Developed Economies	6.8	3.8	4.4
India	8.9	8.2	6.9

Source: IMF

2.2 Indian Economy

After degrowth of 6.6% in 2020, the Indian economy reported a growth of 8.7% in 2021, making India one of the fastest growing economies in 2021. The recovery of the Indian economy was slowed down owing to the spread of the delta variant of the COVID-19 virus. The resultant restrictions, albeit localised, lowered the recovery pace during the first half of 2021. However, the Indian economy made a swift recovery in the second half of 2021. The easing of COVID-related restrictions, an impressive vaccination campaign, and a strong policy response from the Government of India and the reserve bank were critical in ensuring this recovery.

Outlook

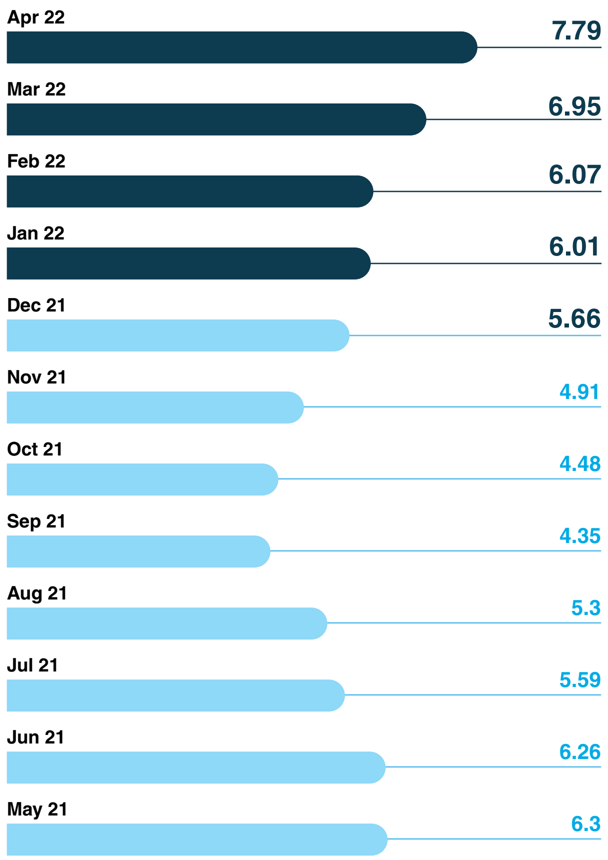
The economic growth in India for FY23 is expected to be 8.2%. Pro-development budget announcement with higher capital expenditure and continued government support is expected to help keep up the momentum. Although global geo-political factors and inflations are expected to dampen the momentum, especially in the first half of the fiscal.

India Growth Projections (%)

	FY21	FY22 (P)	FY23 (P)
India GDP growth rate (%)	(6.6)	8.9	8.2

Source: National Statistical Office (NSO)

Monthly CPI Inflation rate (%)



Source: RBI

Key Foundational Pillars of Digitalisation in India

Government Initiatives

The Government of India has set the objective of making India into a digital hub.

Ubiquitous Accessibility

India has a nationwide 4G network, which is crucial for enabling future digitalisation efforts to be successful.

680+ mn
Unique 4G connections

High Affordability

India has one of the lowest data prices globally. The cheap affordability enables any digitalisation initiative (from the Government or services by private players) to reach rural India.

$0.09 PER GB
Average cost of data prices in India

Push for FTTH Roll-out

There is a push within the Indian digital ecosystem to adopt and build infrastructure which supports a 5G network. The swiftness of data transfers over a 5G network is expected to increase the services offered in the Indian digital ecosystem.

3. INDUSTRY REVIEW

Being a digital automotive platform, we have a close connection with the general digital and E-commerce megatrends, the Indian automotive industry, and the auto-tech industry.

3.1 India's Digital and E-commerce Trends

In the last decade, India has emerged as an economy enabled by the internet. India's internet penetration rate stood at 15% in 2015 and has more than doubled to reach a level of 43% in 2020. Several factors have contributed to this rise in digital penetration. The Government of India has initiated several initiatives such as Jan Dhan Yojanaa, the India Stack, and increased integration of Adhaar and UPI among others to accomplish its vision of a digital India. Other factors such as the very low cost of internet data and wide accessibility have also aided the rise mentioned above.

With a strengthened digital ecosystem, there are two primary mega-trends relevant to our Company. First, Indian consumers have become accustomed to a user-centric experience from products and services on digital platforms. Second, the increase in internet penetration is expected to generate synergies in the Indian digital ecosystem. Lastly, both of these trends are expected to grow stronger because of a favourable policy environment by the Government of India. As a reflection of this anticipated growth, the internet user base is forecasted to reach a size of 800 million by 2027 while smartphone users will likely touch 1 billion by 2027.

Indian consumer Internet GTV-overall market

(in $ bn)

	FY21	FY22 (P)	FY26 (P)
	90+	125+	>300
CAGR		42%	+25%

3.2 Indian Automotive Industry

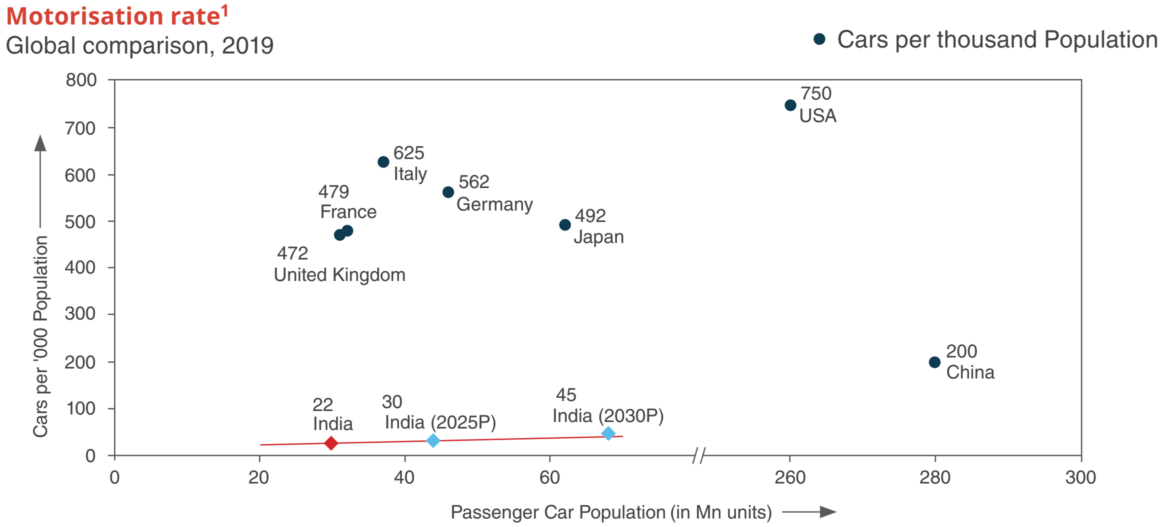
According to SIAM, the Indian automotive industry consisted of 17.53 million units in FY22. The Indian automotive industry has faced several challenges over the last few years. The underlying fault lines were further exacerbated by the pandemic, semi-conductor shortages, and inflationary pressures. However, the structural conditions of the Indian economy are a source of optimism for the Indian automotive industry going forward. India, being one of the fastest growing economies in the world, is expected to witness an exponential increase in the number of automotive vehicles (used or new) produced and sold in the country. India's motorisation rate which stands at 22 cars per thousand population in 2019 is one of the lowest in the world (compare, for example, the US which is at 750 per thousand population), is expected to increase, aided by favourable demographics, a rising middle class, an aspiring, young millennial population, and access to car financing.

Growth Drivers in the Automotive Industry

- Robust Demand: India has one of the largest middle-income and youngest populations in the world. As the young population matures and economic prosperity increases, there is an expected rise in demand for automotive vehicles (specifically, passenger vehicles)
- Rising Investment: India is positioned as one of the fastest economies in the world, makes it an attractive destination for foreign direct investment (FDI). As a result, FDI inflows are expected to increase and eventually trickle down to the automotive industry.
- Policy Support: The Government of India has initiated several schemes to boost India's manufacturing capabilities such as the PLI scheme for automotive and auto-component manufacturers. In addition, the government is also helping facilitate the adoption of EVs through its FAME II scheme.

Motorisation rate[1]

Global comparison, 2019



[1] The motorisation rate is defined as the number of passenger cars per 1000 inhabitants.

Global semi-conductor shortage: Impact on the Indian automotive industry Indian Automotive Industry

The economic slowdown forced by the COVD-19 pandemic caused the supply-demand mismatch in the semi-conductor industry. The onset of the pandemic exacerbated underlying fault lines in the semi-conductor industry, causing automakers to re-strategise their production plans–both globally and in India.

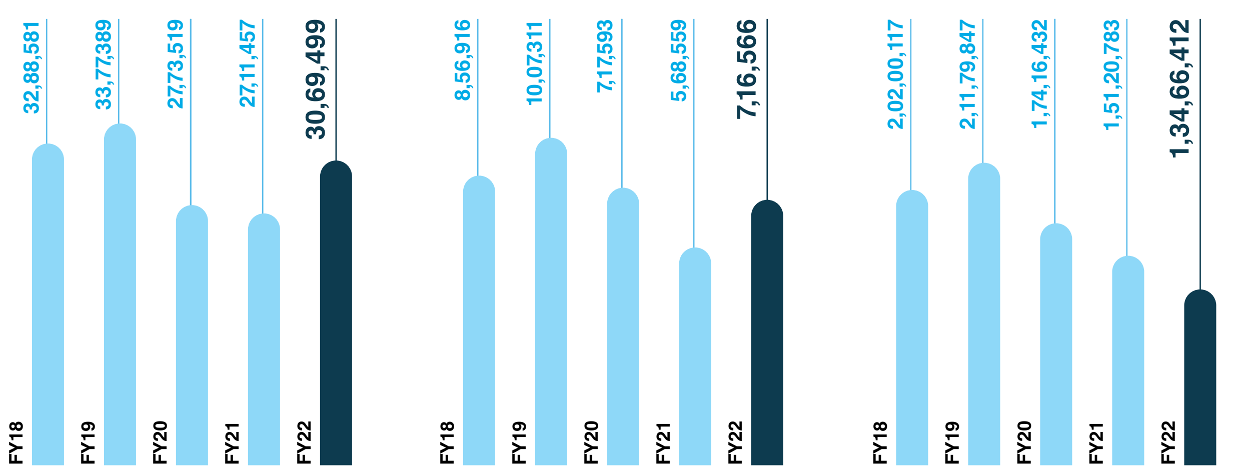
Semi-conductor production, meanwhile, continued to be impacted due to shortage of critical components, causing many such plants to stop production. The semi-conductor chip's design process requires matching the specific manufacturing process of automotive partners. This makes their production process long and cumbersome.

As the pandemic subsided, the resurgence of automotive demand could not be matched by the global supply of semi-conductors. For an industry already reeling under challenges, this has not helped.

Indian Automotive Domestics Sales Trends

The Indian automotive industry has faced significant challenges in the last several years. As a result, the industry has experienced degrowth in domestic sales volume. However, the outlook is positive in FY22 as domestic sales of passenger vehicles and commercial vehicles grew to 3.06 million and 0.71 million units respectively. At the same time, Two-wheelers continued its trajectory of degrowth and shrunk to 13.46 million units.

Automotive Domestics Sales, by vehicle type



Source: SIAM

Government Initiatives to boost Automotive Production

The Government of India to achieve its vision of making India more self-reliant has introduced two schemes to boost the automotive industry:

Production Linked Incentive (PLI)

The Government of India announced the PLI scheme for the automotive industry to improve India's comparative advantage vis-à-vis other countries. Under the scheme, there are incentives of up to 18%, to encourage the industry to make fresh investments in indigenous supply chain of Advanced Automotive Technology (AAT) products.

It is expected that the scheme will lead to fresh investments of over ₹ 42,500 crores, incremental production of over ₹ 2.3 lakh crores, and will create additional employment opportunities of over 7.5 lakh jobs.

Faster Adoption and Manufacturing of Hybrid & Electric Vehicles (FAME) II

Faster Adoption of Manufacturing of Electric Vehicles (FAME) II, with an outlay of ₹ 10,000 crores, is aimed to boost EV adoption. It aims to generate demand by way of supporting 7000 e-Buses, 5 lakh e-3 Wheelers, 55000 e-4 Wheeler Passenger Cars (including Strong Hybrid), and 10 lakh e-2 Wheelers.

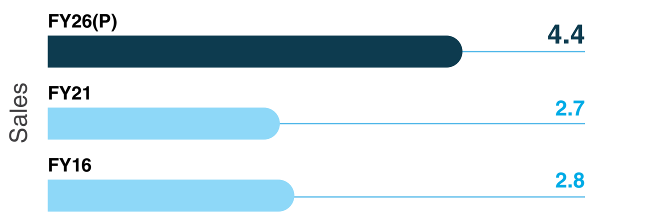
Vehicle Scrappage Policy 2021

This was introduced by the Government of India to effectively remove vehicles, which are creating pollution and harming the enviroment. Older vehicles that fail to meet fitness standards will be scrapped and replaced. This is expected to generate demand for new vehicles, and make scrapped metals cheaper.

New Vehicle Market

Within the automotive industry, a similar positive outlook exists for vehicle sales. New car sales were 2.7 million units in FY21 and are expected to reach a size of 4.4 million units at a CAGR of 10% through 2026.

New Car Sales (in mn units)



Source: RedSeer analysis

Passenger Vehicle Market

Domestic sales of passenger vehicles rose 13% from 2.7 million units to reach 3 million units in FY22. The COVID-19 pandemic had limited domestically produced passenger vehicles. As a result, the production declined due to the shutdown of manufacturing facilities and lockdowns. With the stringent social distancing norms and nationwide lockdown imposed, the production units of different OEMs were completely shut down, and the raw material transport was halted, directly or indirectly affecting thousands of dependent workers, and the entire industry stumbled. However, as the recent figures indicate, the passenger vehicle market is poised to make a swift recovery.

Commercial Vehicle Market

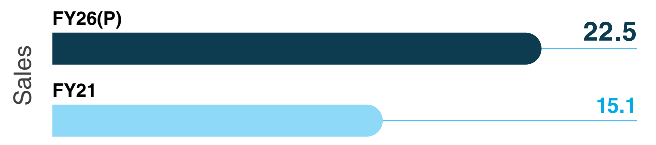
Domestic sales of passenger vehicles rose 26% from 5.6 lakh units to reach 7.1 lakh units in FY22. This was, like the passenger vehicle market, a remarkable turnaround for the industry despite facing challenges like the impact of COVID, shortage of semiconductors, rising input costs and diesel prices.

Two-Wheeler Market

India is the largest two-wheeler manufacturer in the world. In FY22, domestic sales of two-wheeler fell 10.9% to 13.4 million units. The second wave and third wave of the pandemic differed from the first wave in their higher spread to rural areas. As a result, there was a fall in purchasing power of rural India and rural demand was reduced significantly. As a result, the two-wheeler industry faced significant challenges. However, as with the overall automotive sector, the business environment is expected to normalise, and the two-wheeler segment is expected to make a buoyant recovery.

The two-wheeler market in India is expected to grow at a CAGR of approximately 8% to reach around 23 million units in the financial year 2026, driven by increased demand in urban and semi-urban areas and the relatively low cost of ownership of two-wheelers, which makes them the preferred alternative to public transport and four-wheelers.

New Two Wheeler Sales (in mn units)



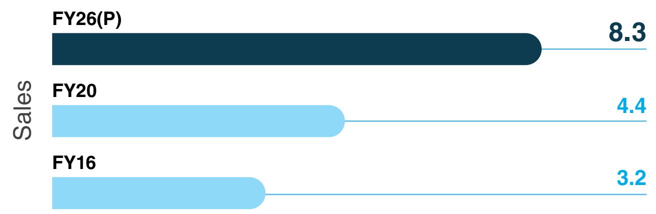
CAGR 8%

Source: RedSeer analysis

Used Vehicle Market

The used car market in India is in a nascent stage. The parc turn rate is 16% in India, indicating significant headroom for growth. Thus, the used car market is expected to experience high growth in this decade at an estimated CAGR of 11% in the next five years and reach a size of 8.3 million in FY26. This growth is expected to be driven by trends such as decreasing replacement cycles times and increasing preference of first-time buyers for used cars.

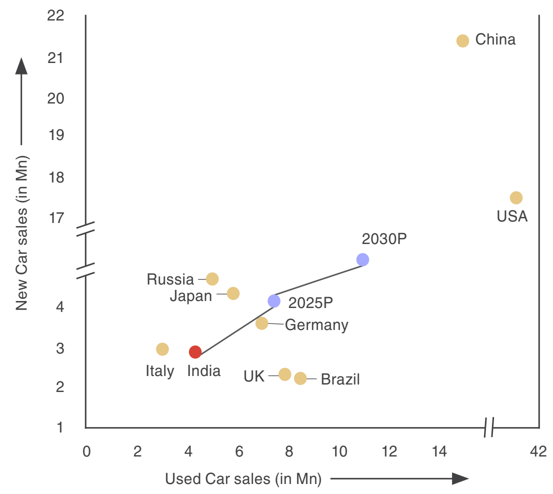
Used Car Market (in mn units)



Source: RedSeer analysis

Ratio of used to new car sold in India is ~1.5 while in the major economies it is in between 2-3

Used vs New Car Sales Ratio Global comparison, 2019[1]



Entry-level cars account for approximately 50% of the used car market in India in terms of volume. Many used car buyers are first-time car buyers who prefer entry-level models due to the low cost of ownership. The average age and price of used cars sold in the market is four years and less than US$ 5,000 per unit, respectively.

Used Commercial Vehicle Market

The market for used commercial vehicle sales in terms of volume is expected to grow at a CAGR of 7% over the next five years from an estimated 1–1.2 million in FY20 to 1.5-1.7 million in FY25.

Used Two Wheeler Market

The market for used two wheeler sales in terms of volume is expected to grow at a CAGR of 8% over the next five years from estimated 20 million in FY20 to 30 million in FY25.

Auction and Remarketing services in the Automotive Industry

There is a growing trend of consumers, fleet and individual partners, banks, other financial institutions, etc. to rely on automotive platforms to sell their inventory of vehicles.

(FY20, in mn units)

Used cars (Transaction breakdown)	FY20 (in mn units)
C2C	1.4
B2C (direct sales to consumers)	3
Auction and remarketing*	4.1
Total	**8.5**

*(Includes Consumer auctions, Bank Repo Auctions, Insurance Salvage, Corporate, dealer exchanges, fleet and individual operators, trade-ins, and other auctions)

Of all cars and commercial vehicles auctioned in financial year 2020, it is estimated that approximately 870,000 cars and commercial ehicles were repossessed and sold by banks. In addition, approximately 170,000 'salvaged' cars and commercial vehicles were auctioned by insurers in financial year 2020.

CarTrade auction and remarketing opportunity landscape

Growing used vehicle sales combined with consumers and businesses wanting to sell via organised auction players with Online Offline presence makes us well positioned to take advantage.

$1.15 billion

Total Addressable Market for auctions and remarketing[2]

[2] Source: RedSeer Analysis, as of FY20

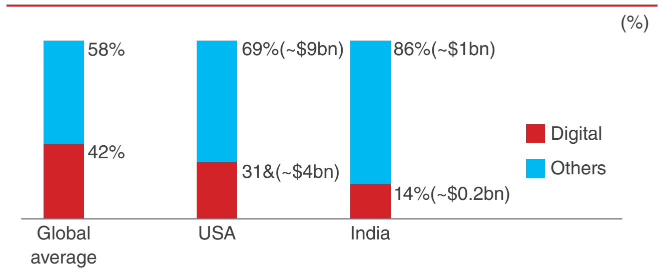
The digital advertising market in the Indian Automotive Industry

Globally, both OEMs and dealers spend a significant part of their advertising budgets on digital channels, a trend that is likely to be followed in India. Compared to other countries, Indian car and two-wheeler OEMs spend comparatively less of their advertising budget on digital platforms, indicating significant headroom for growth.

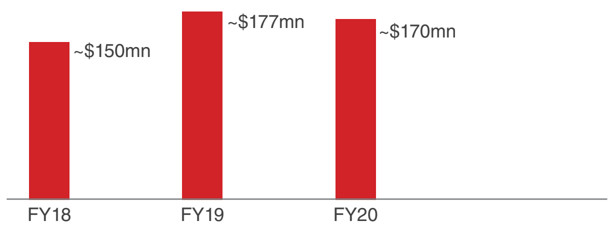
Digital marketing spending by OEMs is expected to increase in line with the growth of the digital advertising market in India. Historically, the digital adverting market has achieved strong growth and grew at a CAGR of 20% from FY18 to FY20. In other words, digital marketing spends by OEMs is expected to achieve its potential and reach a similar level (as a % of advertising budget) as mature markets such as the US soon.

A promising sign of this anticipated growth is the number of used car dealers in India subscribing to paid services on online automotive portals which is expected to increase to 11,000 dealers from 4000 dealers through FY25 at a CAGR of 22%. Further, according to a report by RedSeer, there are 7,000 to 8,000 new car dealers that are connected online via the OEM network and receive online direct leads through OEMs. Within these, 20% of new car dealers, 1,500 to 2,000 dealers, also use online automotive portals independently for lead generation services and pay for such services. In other words, digital spending by OEMs is expected to be on a high growth trajectory and as a result, automotive platforms are expected to benefit.

Auto OEMs advertising spend split by channel, Global and USA (CY19), India (FY20)



Indian Auto OEMs (Cars and 2W) Ad spend on digital, US$ mn, FY18-FY20



Used car Dealer spend on marketing –International Benchmarks

	USA	Germany	France	UK	India
Year	2017	2019	2018	2019	2020
Online spend (% of total marketing)	25%	50%	60%	90%	6-8%
Total online spend	$2.2 bn	$350 mn	$140 mn	$407 mn	$10 mn

CarTrade advertising opportunity landscape

The comparative potential of digital marketing expenditure by OEMs compared to other countries, coupled with the increasing digitalisation of the Indian economy, implies that OEMs and dealers are expected to spend more and more on digital automotive platforms such as CarTrade.com, CarWale, BikeWale among others. The monetisation mechanisms of our consumer group platforms are expected to benefit from this shift and our Company is well-positioned to take advantage of shifting mega-trends.

$1.75 billion

Total Addressable Market for ad spends[3]

[3] Source: RedSeer Analysis, as of FY20

3.3 Auto-tech Industry

The auto-tech industry which helps simplify the journey for the stakeholders, in both new car and used car market has seen continued growth, despite slowdown in underlying automobile industry. The automotive ecosystem, which is highly fragmented, complex, and inefficient with multiple intermediaries and exchanges, has been ready for change. Online platforms are helping to streamline this ecosystem, by reducing the multiplicity of transactions and bringing stakeholders from across the country on single platforms.

Digitally transforming journey across stakeholders

Customers: The entire vehicle buying journey is undergoing digital transformation, from pre-purchase browsing and researching, to pricing comparison, dealer discovery, financing options, value-added services discovery, and purchase. Similarly, the customer's process of selling their vehicles is also increasingly getting digitised, from online price discovery to identification of potential buyers and dealers, auctioning process, payments, and post-sale process.

The value add includes improved customer experience through the availability of a variety of options, data transparency, price discovery, aggregation of inventory for easier vehicle discovery, intuitive search results, fast purchasing, comparison tools, greater convenience, easy access to auto finance options, ease-of-use, and time effectiveness.

Dealers and OEMs: Dealers and OEMs have realised the value of online platforms and have started using them for services such as listings, sourcing vehicles, lead generation, pricing comparisons, transactions, auctions, and value-added services such as inspections.

Improved efficiency through inexpensive customer acquisition, ability to reach a wider audience, ability to target potential purchasers more accurately, improved inventory sourcing, effective trade-in execution, efficient floor space usage, availability of vehicle financing and improvements with respect to the determination of an optimal pricing strategy has led to an increase in overall online media spend across the automotive portals.

Auto financiers: Auto finance, especially in the pre-owned vehicles market, is a highly under-penetrated market, and thus has potential for growth. There is significant headroom for financing penetration in both new and used cars in India. The digital user base provides the right target audience and a means to reach a large and engaged audience, leading to more inquiries with high probability of conversion.

Key trends to drive Growth

- **Digitalisation in dealerships:** It is estimated that most new car dealerships are now connected online via the OEM online network, and benefit from targeted leads (vis OEMs and auto portals). Additionally, of the ~30,000 used car dealerships, ~4,000 are already spending on online auto portals.
- **Growth in the used car market:** Millennial workforce has changed user behaviour leading to a reduced ownership period for cars; the average ownership period reduced to 3-5 years in 2019 compared to 8-10 years in 2009. Other factors like the transition from BS-IV to BS-VI, GST rates differential on purchase of a used car vs new car, etc. are some of the growth drivers for increasing used cars.
- **Shifting profit centres:** Data monetisation, in-vehicle connectivity, subscriptions, rental, charging, and long-term maintenance packages are expected to command a larger share in the profit pool.

Auto Value-Added Services

Value-added services such as accessories, automotive insurance, auto finance and inspection and valuation markets having been growing steadily with the growth in the underlying market, demographic changes, and government policies. They provide huge opportunities in terms of expansion for the online automobile platforms.

Auto Finance

According to a recent report by the RBI, ₹3,29,522 crores of vehicle loans were outstanding in FY22. According to the same report, compared to FY21, outstanding vehicle loans rose by 13.9%, indicating increased financial penetration of the banking sector. However, auto finance, especially in the used vehicle market, remains a highly under-penetrated market. As a stylised fact which indicates this, in FY20, 17% of used cars were purchased with auto finance compared to 75% for new cars. Moreover, the penetration of auto finance in India is low, as compared to international peers, such as the US.

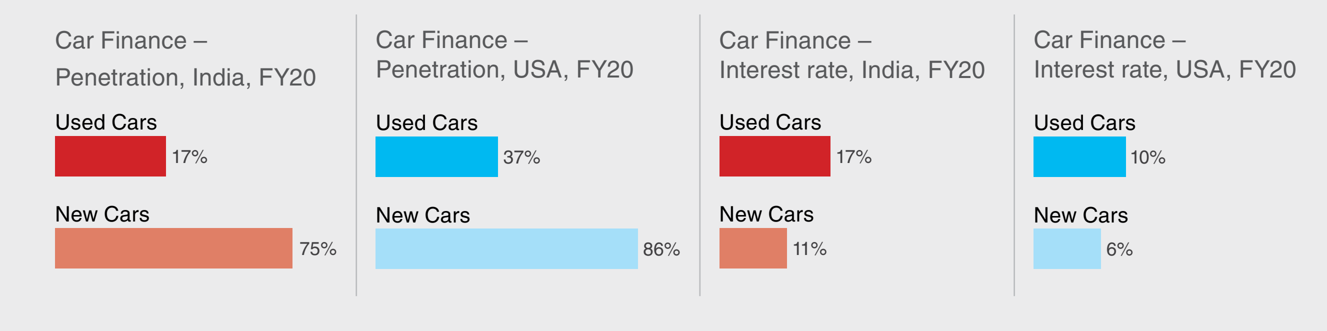
CarTrade auto finance opportunity landscape

The huge headroom for growth in auto finance penetration and the digitalisation initiatives taken by financiers present a large opportunity to our platforms such as, CarWale, CarTrade and BikeWale, given our large customer base, dealer penetration, tech and valuation capabilities. Adroit Auto aims at increasing financial penetration by providing analytics and quality-based inspections to certify cars. CarWale, CarTrade and BikeWale focus on the consumer side by offering auto finance services on their platform. The focus on both the consumer and supplier of credit, through our platforms, makes us well-positioned to take advantage of increased auto finance penetration.

$1.43 billion

Total Addressable Market for auto finance[4]

[4] Source: RedSeer Analysis, as of FY20



Accessories (Automotive Aftermarket)

The automotive aftermarket in India has grown at a moderate pace, with major drivers of growrh being stable y-o-y automotive demand and increased vehicle parc turn rate. The automotive aftermarket in India is expected to grow from $15.4 billion in FY20 to $19 billion in FY26.

Automotive Insurance

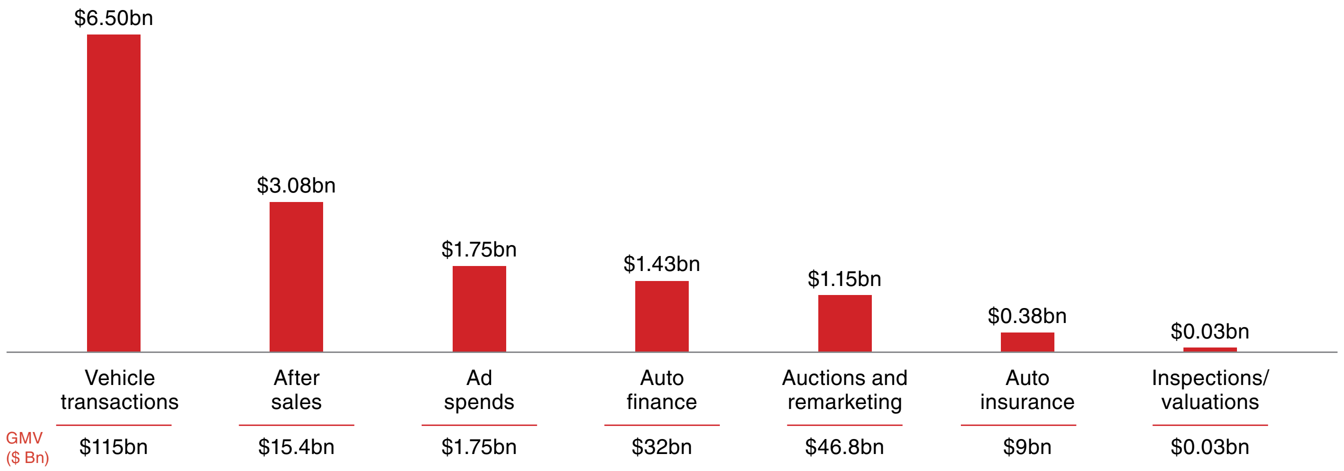
Premiums on automotive insurance account for approximately 40% of non-life insurance premiums. Premiums on automotive insurance grew at a CAGR of 12.6% from FY16 to FY20 to reach a size of $8.6 billion.

Inspections and Valuations

Inspection and valuation services cater to used vehicle loan financing industry, as well as to the secondary market for insurance renewals. Approximately 6.5 million inspections and valuations were conducted in FY20.

Auto portals, TAM – Revenue pool available, FY20, US$ bn

TAM - Revenue pool: $14.3bn



Source: RedSeer estimates

In financial year 2020, the total addressable market ('TAM'), or the revenue pool for online automotive portals in India was approximately US$14.3 billion as shown above.

The revenue lines for automotive portals are as follows:

- Transactions: Take rate/commissions on transactions, and auctions/trade-ins;
- Media: Listing subscriptions and ad revenues from OEMs, dealerships and other advertisers;
- Software services: Marketplace and software solutions for OEMs, dealerships and banks; and
- Others/Value-added services: Auto finance, automotive insurance, accessories, servicing and inspections.

The growth drivers for the business are our digital ecosystem, product and technology DNA, large consumer base, phygital infrastructure, asset light and profitable business model.

4. OPERATIONAL REVIEW

Our business can be categorised into two key segments:

- Consumer group
- Remarketing

4.1 Consumer Group

During FY22, our consumer group achieved a revenue of ₹ 156 crores, which was 43% of total revenue, while the adjusted EBITDA margin was 24%. Our platforms CarWale and BikeWale both ranked number one on relative online search popularity compared to our competitors. In addition, the platforms received an average monthly unique visitors of 3 crores in FY22, of which 86% were organic. Our healthy revenue and EBITDA figures for the year, is a testament to the resilience and strengths of our business model. We continue to focus on consumer experience and build technology to ensure that all our stakeholders get a world-class experience. This makes our consumer group well-positioned to be on a high growth trajectory going forward.

Highlights of FY22

₹156 crores
Revenue

43%
Of total revenue

39%
Revenue y-o-y growth

4.2 Remarketing

During FY22, our remarketing business achieved a revenue of ₹ 205 crores, which was 57% of total revenue, with an adjusted EBITDA margin of 25% on the back of a record number of auctions. We registered an impressive 12+ lakhs listings on our auction platforms in FY22. The synergistic strengths of our remarketing platforms, with Adroit Auto and Shriram Automall working in tandem, make us confident that our remarketing business is well-positioned to scale new heights in the future.

Highlights of FY22

₹205 crores
Revenue

57%
Of total revenue

20%
Revenue y-o-y growth

4.3 Outlook

The Indian automotive industry is expected to undergo a sharp recovery in the next few years. The growth driver of this recovery is because of an increase in the size of the middle class, which is projected to lead to a higher demand for both new and used vehicles. This trend translates into healthy growth in vehicle transactions on our platforms. The recovery of the Indian automotive industry also implies an increased demand for remarketing and valuation services, and we expect to see an increase in listed vehicles on our remarketing platforms. Our business model enables us to take advantage of these opportunities. Our business is asset light and technology driven. Our balance sheet enables us to make strategic investments and acquisitions. We have plans to increase the products and services on our platforms and create a world-class digital ecosystem in India.

5. FINANCIAL REVIEW

Profit and Loss Statement

(₹ in lakhs)

Particulars	As on 31/03/2022	As on 31/03/2021	y-o-y growth
Income			
Revenue from operations	31,272.35	24,968.32	25%
Other income	4,622.67	3,184.04	45%
Total revenue	**35,895.02**	**28,152.36**	**28%**
Purchase of Stock-in-trade (Including Inventory Change)	875.02	125.46	597%
Total Net Revenue (A)	**35,020.00**	**28,026.90**	**25%**
Employees benefit expense (Excluding ESOP)	14,758.58	12,356.17	19%
Marketing	2,130.03	1,317.81	62%
Other expenses	8,406.00	6,577.72	28%
Total expenses (B)	**25,294.61**	**20,251.70**	**25%**
Adjusted EBITDA (C=A-B)	9,725.39	7,775.20	25%
Adjusted EBITDA % (D=C/A)	28%	28%	
Finance cost	645.21	429.78	50%
Depreciation and amortisation expense	2,473.61	1,992.73	24%
Adjusted EBITDA Before Tax	6,606.57	5,352.69	23%
Tax expenses	954.57	744.70	28%
Adjusted PAT	5,652.00	4,607.99	23%
Deferred tax adjustment[5]	(731.09)	(6,387.31)	(89%)
ESOP[6]	18,518.29	654.82	2,728%
PAT	(12,135.20)	10,340.48	(217%)
Total Other comprehensive Income / (loss)	(28.05)	57.08	(149%)
Total comprehensive income / (loss) for the year	**(12,163.25)**	**10,397.56**	**(217%)**

[5] Till March 31, 2020, the Company did not recognise deferred tax asset ('DTA') on the timing differences mainly arising from brought forward losses and unabsorbed depreciation due to the absence of reasonable certainty in accordance with Ind-AS 12. Pursuant to the changes in the Finance Bill 2021, goodwill of a business or profession is not to be considered as depreciable asset and no depreciation to be allowed in any situation for assessment years beginning on April 1, 2020. Depreciation on goodwill was one of the larger components contributing to accumulation of losses till foreseeable future for the Company. Given this proposed change in law, the Company has revised its estimate with respect to utilisation of certain portion of its brought forward losses and unabsorbed depreciation relating to earlier years, to the extent it can be offset against future taxable profits and has accordingly recorded a Deferred Tax Asset during year ended March 31, 2021 in view of reasonable certainty based on revised estimates due to change in law.

[6] Employee benefit expenses includes non-cash share based payment expenses as per the provisions of Ind-AS 102 'Share-Based Payments', of ₹ 18,518.29 lakhs for the year ended March 31, 2022. The above includes a cost of ₹ 14,469.15 lakhs for the year ended March 31, 2022 pertaining to 1,500,000 options that were granted on March 31, 2021 which have a vesting period of 1 year (fully vested at March 30, 2022.

Total Revenue

Total revenue increased by 28% y-o-y to ₹35,895.02 lakhs compared to ₹28,152.36 lakhs in the previous year. Despite a challenging business environment, we were able to achieve strong revenue growth. This was because of strong brand visibility from our consumer group and impressive increase in vehicles transacted on our auction platforms.

Employees benefit expense (Excl. ESOP)

Employee benefit expenses (Excl. ESOP) increased by 19% y-o-y to ₹14,758.58 lakhs compared to ₹12,356.17 lakhs in the previous year. Employee cost is 19% higher not just from FY21 but from FY20, since in FY21 there were no Company-wide increments.

Marketing

Marketing expenses increased by 62% y-o-y to reach a level of to ₹2,130.03 lakhs compared to ₹1,317.81 lakhs in the previous year. Taking a bird's eye view, whilst marketing expenses in FY22 are 62% higher than FY21, it still is lower than FY20 spends. The muted expenditure in FY21 was because of the outbreak of the pandemic. Our organic reach afforded us the ability to reduce our marketing expenses in FY21 without affecting our revenue and profitability.

Total Expenses

Total expenses increased by 25% to ₹25,294.61 lakhs compared to ₹20,251.70 lakhs in the previous year. This was because of an increase in employee benefit expenses, which consisted of an increment of salary levels which we initiated to reflect the contribution of our employees to our Company.

Adjusted EBITDA

Adjusted EBITDA by 25% y-o-y to ₹9,725.39 lakhs compared to ₹7,775.20 lakhs in the previous year. Our profitability growth almost matched our revenue growth, which is a testament to our business model.

Adjusted EBITDA Margin

We achieved a adjusted EBITDA Margin of 28% compared to 28% last year. We managed to maintain our profitability margin, despite incurring an increase in our employee benefit expenses.

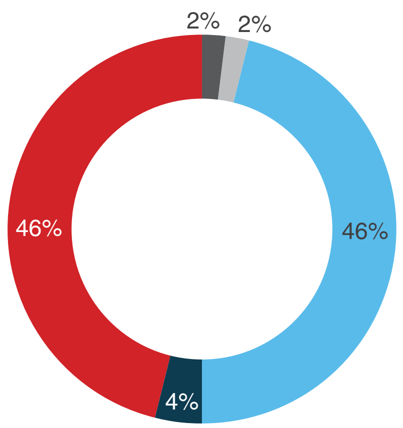
Adjusted PAT

We achieved an adjusted PAT of ₹5,652.00 lakhs compared to ₹4,607.99 lakhs in the previous year at a y-o-y growth of 23%.

PAT

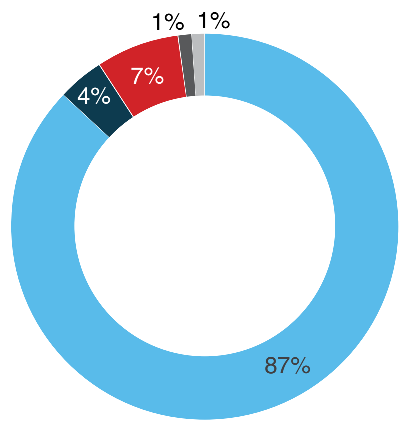
We recorded a PAT of (₹12,135.20) lakhs compared to ₹10,340.48 lakhs. This fall in PAT was because of a one-time planned expense incurred in lieu of ESOPs for our employees worth ₹18,518.29 lakhs.

Assets



- Tangible & Intangible assets
- Taxes
- Liquid Funds
- Trade receivables
- Other Assets

Liabilities



- Equity and Reserves
- Non Controling Interest
- Other Financial Liabilities & Lease Liabilities
- Trade Payables
- Other Liabilities & Provisions

Liquidity Position

We have a strong liquidity position with over ₹1,056 crores in cash and cash equivalents, bank balance and investments. This allows us the opportunity to explore new avenues of adding value to our customers and undertake strategic acquisitions and investments to grow our business.

Key Financial Ratios

Ratios	Units	March 31, 2022	March 31, 2021	Variance
Debtors Turnover Ratio	Times	7.05	5.31	33%
Inventory Turnover Ratio	Times	6.25	1.57	297%
Interest Coverage Ratio		NA	NA	
Current Ratio	Times	7.98	7.12	12.08%
Debt Equity Ratio		NA	NA	
Net Profit Margin %	%	(38.80%)	41.41%	(193.70%)
Operating Profit Margin %	%	(38.99%)	17.86%	(318.35%)
Return on net worth	%	(6.33%)	6.68%	(194.66%)
Return on Capital Employed	%	(11.95%)	6.09%	(296%)

Debtors Turnover Ratio

The debtor turnover ratio is a measure that quantifies a Company's effectiveness in collecting its trade receivables. The ratio is arrived by dividing Net sales by Average debtors. Improvement in collection period has resulted in an improvement in the ratio.

Inventory Turnover Ratio

The inventory turnover ratio is calculated by dividing cost of goods sold by average inventory. Increase in sale of used cars during the year has resulted in an improvement in the ratio.

Net Profit Margin[7]

The formula for Net profit Margin is Net Profit/(Loss) after taxes divided by Revenue from operations.

Operating Profit Margin[7]

Operating Profit Margin % is arrived by dividing Earning before Interest and Tax by Revenue from Operations.

Return on net worth[7]

The ratio is calculated by dividing Profit after tax by Average Shareholder's Equity.

Return on Capital Employed[7]

The formula for Return on Capital Employed is EBIT divided by Capital employed. Capital employed includes Tangible Networth,Total debt and deferred tax liability.

[7] Decrease in the ratios is primarily driven by increase in Share based payment expenses as explained in footnote 6.

6. RISK MANAGEMENT

Amidst an uncertain business environment, we follow a robust framework that identifies internal and external threats, along with development of effective mitigation strategies. We follow an on-going process, where risk identification, analysis, mitigation, and monitoring are undertaken periodically by the Management Team and overseen by the Risk Management Committee. Post-assessment mitigation plans are developed, and a report is submitted periodically to the Risk Management Committee of the Board.

We have identified the following risks to our business:

Pandemic Risk

The continued of COVID-19 outbreaks poses substantial risks to our business. As the world witnessed in 2020, COVID-19 outbreaks can cause significant economic slowdowns, which can translate into lower spending on our business by our customers.

- Mitigation strategy

  Our mitigation strategy relies on leaning into the strengths of our business model. Our reliance on utilising investment in technology rather than conventional fixed assets gives us the ability to grow in a business environment with headwinds. For example, after the pandemic struck, despite significant headwinds, we managed to achieve healthy revenue and profitability growth.

Operational Risks

Under operational risks, we face threats from:

- Data Security

  Our reliance on digital platforms makes us vulnerable to disruptions or failure of our technology platforms due to software or hardware malfunctions, system implementations or upgrades, computer viruses, third-party security breaches, employee error, misuse, power disruptions or other causes could lead to extended interruptions of our operations, a corresponding loss of revenue and profits, cause breaches of data security, loss of intellectual property or critical data, or the release and misappropriation of sensitive information, or otherwise impair our operations.

  - Mitigation strategy

    We are constantly in the process of strengthening our digital infrastructure in terms of technical safeguards and ongoing monitoring of new and existing threats. We are focused on ensuring that data security risks are minimised and that it has a minimal impact on our operations.

- Obsolescence

  The 21st century is characterised by rapid technological change, changes in user and customer requirements and preferences, frequent introduction of new services and products embodying new technologies, including apps, and the emergence of new industry standards and practices that could render our existing websites, apps and technology obsolete.

  - Mitigation strategy

    We have invested heavily in our technological capabilities across our platforms. Our balance sheet allows us the space to pursue strategic investments and aquisations, which we can utilise to be on the cutting-edge of technology.

Strategic Risks

Under strategic risks, we face:

- Competition Risk

  The digital automotive ecosystem is competitive, with more and more players expected to enter our industry. Maintaining a leadership position is a critical priority for our business, in terms of our brand position. The recognition and reputation of our brands is critical for the growth and continued success of our business.

  - Mitigation strategy

    We have put in place mechanism and metrics to track our position vis-à-vis our competition. Our strategic priorities in terms of our investments and acquisitions are geared to ensuring our investment case is stronger than our competition.

Regulatory Risks

Under regulatory risk, we face threats from our business environment in terms of content liability fraud. Fraudulent postings or profiles on our websites or auction listings by some users may damage our reputation and make us vulnerable to claims. In addition, we face regulatory risk in terms of frequent changes in laws that are applicable to us.

- Mitigation strategy

  We have put in mechanisms and measures to minimise regulatory risk for our Company. We have put in data filters on our platforms to maintain the quality of listings. In addition, we ensure that our organisation is aware and dynamic enough to anticipate and respond to changes in laws and regulation.

7. TECHNOLOGY AND INFRASTRUCTURE

We have an advanced and sophisticated technology platform. Our technology platforms are both scalable and vertically integrated across the entire value chain, which allows us to address each step of the vehicle life cycle. The end-to-end technology platforms largely developed by our in-house team allow us to offer a seamless solution to our customers.

Our business, financial and support applications and databases are primarily deployed using cloud hosting services across multiple providers. These services give us flexibility to quickly provide additional infrastructure resources, either by increasing capacity in the event of increased traffic or deploying infrastructure with different specifications as required for specific applications and allow for business continuity when we are faced with sudden increased demand. Further, our infrastructure is configured such that we can recreate critical infrastructure on another environment when needed to recover from a disaster. Our engineers are responsible for ensuring availability, stability and integrity of our infrastructure.

In addition, we use various automatic disaster mitigation and recovery measures, such as regular and automated backups, monitoring tools and infrastructure components with built-in redundancy.

Further, to ensure redundancy and continuity in the event of an outage at a particular data center, we deploy our critical applications and databases in at least two locations. In case of a failure at one location, another location will be available to allow continued availability of our applications. Backups of our critical data and application code are automatically maintained at data centers that are geographically isolated from the original data source, allowing us to restore data when needed.

Refer to Page 10 for more details on technology and infrastructure.

8. DATA SECURITY AND PRIVACY

Our data-driven digital platforms operate on an integrated technology infrastructure which is powered by our self-collected data and analytics. Our websites and apps handled millions of user sessions per day and directly deliver the relevant data into our systems. Our team of statisticians and data scientists has developed complex and proprietary algorithms to transform this data into useable information that power our platforms and scale as traffic increases. We leverage data to increase the effectiveness of our brands, enhance the customer experience, analyse market dynamics at scale, calibrate the search results on our platforms and optimise the inventory management by dealers and OEMs. We present such information through our web and mobile user interface that is immersive, simple and intuitive.

When expanding and operating our technology platforms, we constantly focus on security and reliability. We maintain stringent policies and practices relating to data security with many of our privacy policies posted on our websites for users. We design our platforms, offerings, and policies to facilitate compliance with evolving privacy and data security laws and regulations. To achieve such resilient technology platforms, we have implemented various state-of-the-art security measures, in particular:

- Cloud storage
- Firewalls
- Automated backups
- Encryption of sensitive data
- Internal audits
- Penetration and security testing
- A virtual private network
- Information sharing based on a strict need-to-know principle
- Code reviews by peer programmer or team lead
- Multi-factor authentication

9. HUMAN RESOURCES

We are committed to providing an energetic, enabling, and open work environment for our employees. CarTrade Tech and our subsidiary, Shriram Automall, have been certified as a great workplace for the period from March 2021 to February 2022 by the Great Place to Work Institute, India. This is testament to the value we place on guaranteeing employee satisfaction.

As an organisation, we are committed to creating a culture of talent to deliver high quality products in the market place. We recruit talent from various sources, including leading engineering institutions and business schools.

Employee Stock Option Plan (ESOP)

Our ESOP scheme is formulated with the objective of sharing wealth with our employees and is an important part of our employee retention and compensation programme. They help us meet the dual objective of motivating key employees and retention while aligning their long-term career goals with that of the Company.

At our Company, we place high values on ownership and having an entrepreneurial spirit. Our ESOP is aimed towards fulfilling this objective by ensuring our employees' incentives are aligned with our companies.

10. SUSTAINABILITY FOCUS

Sustainability forms an integral part of our business model. We empower Indian, smaller businesses such as vehicle dealers, most of whom are local in terms of size and reach, to access a pan-India ecosystem. By bringing transparency, liquidity, and simplicity to the Indian vehicle market, we make this market accessible for everyone.

Customers use our portals to research their used or new vehicle purchase online, reducing the need to visit dealerships and thus carbon footprint created during the vehicle buying process. We also educate customers on the fuel efficiency and provide information on fuel efficient options for the vehicles that they are interested in purchasing.

11. INTERNAL CONTROL

We have a strong and well-ingrained internal control framework. The Audit function reassures the Board about the adequacy and efficacy of internal controls, advises management on the dynamic risk landscape, and helps anticipate and mitigate emerging and evolving risks. The internal audit plan is developed in consultation with Statutory Auditors and focuses on critical risks that matter and that are aligned to the business objectives of the Company. The progress and planning of key internal audit findings are reviewed by the Audit Committee each quarter. The Audit Committee also monitors the status of management actions emanating from internal audit reviews. Our focus continues to be on the automation of internal audit procedures and the use of technologies such as data analytics, artificial intelligence, and machine learning through the implementation of a continuous monitoring tool.

12. INVESTOR RELATIONS

We constantly endeavour to improve our investor services and benchmark our performance against industry best practices. We have a dedicated investor relations desk, which caters to the interest of the investing community through regular contact and by providing timely communication, engaging global investors and shareholders in ongoing management meetings.

The Chairman, Managing Director and Chief Executive Officer, the Executive Director and Chief Financial Officer, and investor relations team manage and represent our Company in interactions with investors, the media, and various governments. We ensure that all critical information about our Company is available to all investors by uploading such information on our website (www.cartradetech.com). The site contains a dedicated 'For Investors' section where relevant information meant for shareholders is available, including information on the Directors, shareholding pattern, quarterly reports, financial results, annual reports, announcements and various policies. Material developments during the quarter that might impact revenue or earnings are intimated to the stock exchanges and through the website.

13. CAUTIONARY STATEMENT

Some information in this Report may contain forward-looking statements, which include statements regarding the Company's expected financial position and results of operations, business plans and prospects, among others, and are generally identified by forward-looking words, such as 'believe', 'plan', 'anticipate', 'continue', estimate', 'expect', 'may', 'will' or other similar words. Forward-looking statements are dependent on assumptions made in good faith, and through our understanding of the external landscape as well as abilities, and believe them to be reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Directors Report

To,
The Members,
CarTrade Tech Limited

Your Directors take pleasure in presenting the twenty second Annual Report covering the highlights of the finances, business and operations of CarTrade Tech Limited (the "Company") along with the Audited Financial Statements of the Company (standalone and consolidated) for the financial year ended March 31, 2022.

HIGHLIGHTS OF FINANCIAL PERFORMANCE

₹ in lakhs

Particulars	Standalone			Consolidated		
	March 31, 2022	March 31, 2021	Y-o-Y Change (%)	March 31, 2022	March 31, 2021	Y-o-Y Change (%)
Income						
Revenue from operations	12,484.60	9,279.40	35%	31,272.35	24,968.32	25%
Other income	3,211.95	2,045.27	57%	4,622.67	3,184.04	45%
Total revenue	**15,696.55**	**11,324.67**	**39%**	**35,895.02**	**28,152.36**	**28%**
Purchase of Stock-in-trade (Including Inventory Change)	875.02	125.46	597%	875.02	125.46	597%
Total Net Revenue (A)	**14,821.53**	**11,199.21**	**32%**	**35,020.00**	**28,026.90**	**25%**
Employees benefit expense (Excluding ESOP)	6,753.27	5,607.09	20%	14,758.58	12,356.17	19%
Marketing	1,993.16	1,126.89	77%	2,130.03	1,317.81	62%
Other expenses	2,300.57	1,424.35	62%	8,406.00	6,577.72	28%
Total expenses (B)	**11,047.00**	**8,158.33**	**35%**	**25,294.61**	**20,251.70**	**25%**
Adjusted EBITDA (C=A-B)	**3,774.53**	**3,040.88**	**24%**	**9,725.39**	**7,775.20**	**25%**
Adjusted EBITDA % (D=C/A)	**25%**	**27%**		**28%**	**28%**	
Finance cost	67.19	27.78	142%	645.21	429.78	50%
Depreciation and amortization expense	488.02	483.85	1%	2,473.61	1,992.73	24%
Adjusted EBITDA Before Tax	**3,219.32**	**2,529.25**	**27%**	**6,606.57**	**5,352.69**	**23%**
Tax expenses	-	1.83	(100%)	954.57	744.70	28%
Adjusted PAT	**3,219.32**	**2,527.42**	**27%**	**5,652.00**	**4,607.99**	**23%**
Deferred tax adjustment	(586.47)	(5,918.68)	(90%)	(731.09)	(6,387.31)	(89%)
ESOP	18,412.43	505.34	3544%	18,518.29	654.82	2,728%
PAT	**(14,606.64)**	**7,940.76**	**(284%)**	**(12,135.20)**	**10,340.48**	**(217%)**
Total Other comprehensive Income/(loss)	(22.58)	10.86	(308%)	(28.05)	57.08	(149%)
Total comprehensive income/(loss) for the period/year	**(14,629.22)**	**7,951.62**	**(284%)**	**(12,163.25)**	**10,397.56**	**(217%)**

OPERATIONS AND COMPANY'S PERFORMANCE

During the year under review, the Company's total revenue from operations on a standalone basis was ₹ 12,484.60 lakhs against ₹ 9,279.40 lakhs in the previous financial year 2020-21. The Company has incurred a loss of ₹ 14,606.64 lakhs during the financial year 2021-22 as against net profit of ₹ 7,940.76 lakhs in the previous financial year 2020-21.

During the year under review, the Company's total revenue from operations on a consolidated basis was ₹ 31,272.35 lakhs against ₹ 24,968.32 lakhs in the previous financial year 2020-21. The Company has incurred a loss of ₹ 12,135.20 lakhs during the financial year 2021-22 against net profit of ₹ 10,340.48 lakhs in the previous financial year 2020-21.

TECHNOLOGY DRIVEN ORGANIZATION

Going hand in hand with the latest technological developments, the Company offers multi-channel auto platform with coverage and presence across vehicle types and value-added services. The platforms operate under several brands: CarWale, CarTrade, Shriram Automall, BikeWale, CarTradeExchange, Adroit Auto and AutoBiz. Through these platforms, we enable new and used automobile customers, vehicle dealerships, vehicle OEMs and other businesses to buy and sell their vehicles in a simple and efficient manner.

With focus on technology initiatives we endeavour to provide quality services to our customers with effective monitoring and reporting mechanism.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company and its subsidiaries for FY 2021-22 are prepared in compliance with the applicable provisions of the Act and as stipulated under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The audited consolidated financial statement together with the Independent Auditor's Report thereon form part of this Annual Report.

Pursuant to the provisions of Section 136 of the Act, the Company will make available the said financial statements of the subsidiary companies upon a request by any member of the Company or its subsidiary companies. The members can send an e-mail to investor@cartrade.com upto the date of the AGM. The financial statements (standalone and consolidated) of the Company, along with other relevant documents and the financial statements of the subsidiary companies would also be available on the Company's website at https://www.cartradetech.com/.

Subsidiaries, Joint Ventures or Associate Companies;

The Company has five subsidiaries and one associate Company as on March 31, 2022. There are no joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

Sr. No.	Name of the Company	Subsidiary/ JV/ Associate
1	M/s Shriram Automall India Limited	Subsidiary
2	M/s CarTradeExchange Solutions Private Limited	Step down Subsidiary
3	M/s Adroit Inspection Services Private Limited	Step down Subsidiary
4	M/s Augeo Asset Management Private Limited	Associate
5	M/s CarTrade Finance Private Limited	Subsidiary
6	M/s Cartrade Foundation #	Subsidiary

incorporated during the year under review on July 12, 2021.

1. Shriram Automall India Limited ("SAMIL");

   SAMIL, material unlisted subsidiary company of the Company provides fee-based facilitation services for the sale of pre-owned commercial and passenger vehicles, agricultural and construction equipment, dealer's stock of pre-owned two wheelers, etc. repossessed by banks and financing companies. SAMIL has Automalls located across the country. As per the audited financial statements for the year ended March 31, 2022, its total income from operations and Net Profit was ₹ 15,654.87 lakhs (previous year: ₹ 12,794.41 lakhs) and ₹ 2,864.80 lakhs (previous year: ₹ 2,636.47 lakhs) respectively.

2. CarTradeExchange Solutions Private Limited ("CTE");

   CTE is engaged in the business of facilitation services for sale and disposal of new/used and/or repossessed/ refurbished vehicles through online bidding platform.

   During the year under review, the total income from operations was ₹ 1,917.08 lakhs (previous year: ₹ 1,569.60 lakhs) and the net profit was ₹ 166.88 lakhs (previous year: ₹ 358.84 lakhs).

3. Adroit Inspection Services Private Limited ("Adroit");

   Adroit is a prominent company strategically engaged in automobile inspection, valuation, certification and other allied service in the automobile segment. The Adroit renders most effective services to diverse ensemble of clients which includes general insurance companies, financial institutions, NBFCs and Banks.

   During the year under review, the total income from operations was ₹ 1,660.32 lakhs (previous year: ₹ 1,670.55 lakhs) and the net profit was ₹ 30.20 lakhs (previous year: ₹ 71.56 lakhs).

4. Augeo Asset Management Private Limited ("AUGEO");

   AUGEO is engaged in the business of providing "E-listing and Auction" platform to facilitate trade of Plant and Machinery, Properties, Salvage/scrap, Commodities and others (excluding automobiles), primarily in the IBC business space and related auction services.

   During the year under review, the total income from operations was ₹ 83.32 lakhs (previous year: ₹ 86.60 lakhs) and the loss incurred was ₹ 119.07 lakhs (previous year loss was ₹ 142.51 lakhs).

5. CarTrade Finance Private Limited ("CTF");

   CTF is yet to start its activities during the year under review.

6. CarTrade Foundation;

   CarTrade Foundation is yet to start its activities during the year under review.

Pursuant to Section 129 of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statement of Subsidiaries, Joint Ventures or Associate Companies in Form AOC 1 forms part of this Director's Report as **Annexure I**;

The consolidated financial statements forming part of this Annual Report are prepared in compliance with the applicable Indian Accounting Standards and Listing Regulations. Pursuant to the provisions of Section 136 of the Act, this Annual Report is available on the website of the Company at https://www.cartradetech.com/financial-statements.html.

The Company's policy on material subsidiary is also available on the website at https://www.cartradetech.com/pdf/corporate-governance/CT-Policy-for-determination-of-Material-Subsidiary.pdf.

DIVIDEND

Pursuant to Regulation 43A of SEBI Listing Regulations, the Board of Directors of the Company have formulated a Dividend Distribution Policy. The Policy is also available on the Company's website at https://www.cartradetech.com/pdf/corporate-governance/CT-Dividend-Policy.pdf.

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's dividend policy and considering the loss incurred by the Company, has decided that it would be prudent, not to recommend any dividend for the financial year ended March 31, 2022.

TRANSFER TO RESERVES

There was no amount proposed to be transferred to reserves for the financial year ended March 31, 2022.

RECOGNITIONS

The Company is officially now Great Place to Work® Certified

We are happy to inform that the Company, has been certified as a Great Place to Work® for the period from December 2021 to December 2022 by the Great Place to Work Institute, India.

Shriram Automall India Limited is officially now Great Place to Work® Certified

Shriram Automall India Limited has received certificate for Great Place to Work® on February 16, 2022 for the period February 2022 to February 2023.

Best online market place in pre-owned Automobile Industry at the International Service Pride Awards 2022

CarTradeExchange Solutions Private Limited has won the award for "Best online market place in pre-owned Automobile Industry" at the International Service Pride Awards 2022 for seamless and efficient services for all kinds of pre-owned vehicles and equipment.

The Most Trusted market place for pre-owned Vehicles and Equipments at the Business Tycoon Award

Shriram Automall India Limited has been accolade with the award "The Most Trusted market place for pre-owned Vehicles and Equipment" at the Business Tycoon Award for its holistic solutions under a single roof in the pre-owned Automobile Industry.

SHIFTING OF REGISTERED OFFICE AND CHANGE IN CONSTITUTION

During the year under review the Company has undergone the following changes;

1. The Company has changed its Registered office from C/o Suraj Sanghi Service Centre Dr. Annie Besant Road, Worli, Mumbai – 400018 to 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705 pursuant to board and shareholder's resolution passed on March 30, 2021 and March 31, 2021 respectively;
2. The name of the Company has been changed from MXC Solutions India Private Limited to CarTrade Tech Private Limited vide fresh Certificate of Incorporation after change of name dated April 20, 2021; and
3. The Company has been converted from Private Limited Company to a Public Limited Company. Pursuant to the said conversion the name of your Company has changed from CarTrade Tech Private Limited to CarTrade Tech Limited vide fresh Certificate of Incorporation consequent upon conversion dated May 12, 2021.

INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any amounts due or outstanding as at Balance Sheet date to be credited to the Investor Education and Protection Fund.

HUMAN RESOURCES

The Company had a total employee base of 656 full-time employees as of March 31, 2022. The Company's focus remains towards attracting capable talent, retaining and training talent with an objective of creating a strong talent pipeline. The Company is committed to creating a healthy and safe environment for all its employees, promote internal talent and develop cross functional expertise. It also recognises that employees have a key role to play in achieving the Company's growth objectives. The Company established Whistle Blower Policy encourages Directors and employees to bring to the Company's attention instances of unethical behaviour, actual or suspected incidents of fraud or violation of the conduct. The policy framework ensures that no employee is victimised or harassed for bringing such incidents to the attention of the Company. The practice of the Whistle Blower Policy is overseen by the Board of Directors and is available on the Company's website https://www.cartradetech.com/pdf/corporate-governance/CT-VIGIL-MECHANISM-and-Whistle-Blower-Policy.pdf. The Company has not seen any cases of worker strikes or lockouts in FY 2021-22.

INITIAL PUBLIC OFFERING & LISTING

During the year under review, your Company made an Initial Public Offering ("IPO") of 1,85,32,216 equity shares of face value of ₹ 10/- each ("Equity Shares") for cash at a price of ₹ 1,618/- per equity share (including share premium of ₹ 1,608/- per equity share), through an offer for sale of 1,85,32,216 equity shares aggregating to ₹ 2,99,851.25 lakhs ("Offer For Sale" or "Offer"), consisting of 22,64,334 Equity Shares by CMDB II aggregating to ₹ 36,636.92 lakhs, 84,09,364 Equity Shares by Highdell Investment Ltd aggregating to ₹ 1,36,063.51 lakhs, 50,76,761 Equity Shares by Macritchie Investments Pte. Ltd. aggregating to ₹ 82,141.99 lakhs, 17,65,309 Equity Shares by Springfield Venture International aggregating to ₹ 28,562.70 lakhs, and 1,83,333 Equity Shares by Bina Vinod Sanghi (jointly held with Vinay Vinod Sanghi) aggregating to ₹ 2,966.33 lakhs, 70,000 Equity Shares by Daniel Edward Neary aggregating to ₹ 1,132.60 lakhs, 2,62,519 Equity Shares by Shree Krishna Trust aggregating to ₹ 4,247.56 lakhs, 50,546 Equity Shares by Victor Anthony Perry III aggregating to ₹ 817.83 lakhs, 450,050 Equity Shares by Vinay Vinod Sanghi (jointly held with Seena Vinay Sanghi) aggregating to ₹ 7,281.81 lakhs. The offer constituted 40.43% of Company's post-offer paid-up equity share capital.

The issue opened on August 9, 2021 and closed on August 11, 2021. The issue was led by book running lead managers viz., Axis Capital Limited, Citigroup Global Markets India Private Limited, Kotak Mahindra Capital Company Limited and Nomura Financial Advisory and Securities (India) Pvt Ltd.

The Company is happy to inform that the issue was oversubscribed by 20.29 times (i.e., around 2.75 times in RII, 35.45 times in the QIB and 41 times in the NII category). Your Company's entire paid-up share capital consisting of 4,58,34,067 equity shares were listed and admitted for dealing on the National Stock Exchange of India Limited and BSE Limited with effect from August 20, 2021, subject to fulfilment of lock-in conditions on certain shares.

Your Company confirms that it has paid the Annual Listing Fees for the year 2021-22 to National Stock Exchange of India Limited and BSE Limited.

SHARE CAPITAL

Authorized Share Capital

The Authorised Share Capital of the Company is ₹ 6,073.00 lakhs, comprising of 6,07,30,000 equity shares of ₹ 10 (Rupees ten only) each.

Issued Share Capital

During the year under review, the Company allotted (i) 17,16,752 equity shares of ₹ 10/- each of the Company pursuant to conversion of 17,16,752 share warrants vide board resolution dated April 8, 2021 (ii) 13,36,310 equity shares of ₹ 10/- each of the Company on private placement basis vide board resolution dated April 8, 2021; (iii) 3,91,96,702 equity shares of ₹ 10/- each of the Company vide board resolution dated July 21, 2021, pursuant to the terms and conditions of the outstanding 8% Non-cumulative Compulsorily Convertible Preference Shares under the Sixth Amended and Restated Shareholders Agreement dated January 30, 2020 read with the Waiver Cum Amendment Agreement dated May 4, 2021 before filing of the updated draft red herring prospectus in connection with the IPO of the Company; (iv) 6,91,000 equity shares of ₹ 10/- each of the Company upon exercise of vested ESOP Options under Employee Stock Option Plan 2011 and Employee Stock Option Plan 2015, vide circular resolution dated October 19, 2021; and (v) 97,500 equity shares of ₹ 10/- each of the Company upon exercise of vested option under Employee Stock Option Plan 2011 vide Board Resolution dated March 28, 2022.

With the above said allotments, the paid-up equity share capital was increased from ₹ 358.43 lakhs consisting of 35,84,303 equity shares of ₹ 10/- each to ₹ 4,662.26 lakhs consisting of 4,66,22,567 equity shares of ₹ 10/- each as on March 31, 2022.

EMPLOYEES STOCK OPTION SCHEME (ESOP):

The Company has six ESOP schemes viz., ESOP 2010, ESOP 2011, ESOP 2014, ESOP 2015, ESOP 2021 (I) and ESOP 2021 (II) ("ESOP Schemes"). Pursuant to the shareholders' approval dated April 29, 2021 the Board has transferred all ungranted, cancelled and lapsed ESOP options of ESOP 2010, ESOP 2011, ESOP 2014 and ESOP 2015 to ESOP 2021 (I). Post IPO, the ESOP 2021 (I) and ESOP 2021 (II), which are in compliance with the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, is available for further grants.

In view of the new scheme i.e. ESOP 2021 (I) and ESOP 2021 (II), no further grant of employee stock options will be made under the of ESOP 2010, ESOP 2011, ESOP 2014 and ESOP 2015.

Post IPO of equity shares of the Company, ESOP 2021 (I) has been ratified, as per the requirements of 12(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations 2021"), by the members of the Company through Postal Ballot on May 03, 2022.

The Company has obtained certificate from Secretarial Auditors confirming that ESOP Schemes are implemented in accordance with the SEBI SBEBSE Regulations 2021 and resolution(s) passed by the members of the Company.

The said certificates will be made available for inspection by the members electronically at the Annual General Meeting of the Company.

Directors Report (Contd.)

The disclosures regarding Employee Stock Options (ESOP) pursuant to Rule 12 of Chapter IV of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

Sr. No.	Particulars	During Financial year 2021-22		
		Old ESOPs	ESOP 2021 (I)	ESOP 2021 (II)
1	Options granted	-	2,30,000	-
2	Options vested	15,69,768	57,500	16,25,000
3	Options exercised	7,88,500	-	-
4	The total number of shares arising as a result of exercise of option	7,88,500	-	-
5	Options lapsed	-	-	-
6	The exercise price	1. For 1,30,000 at ₹ 21 each; 2. For 1,12,500 at ₹ 34 each; 3. For 5,03,500 at ₹ 140 each and 4. For 42,500 at ₹ 472 each.	NA	NA
7	Variation of terms of options	None	None	None
8	Money realized by exercise of options	₹ 971.05 lakhs	NA	NA
9	Total number of options in force	16,84,768	2,30,000	20,00,000
10	Employee wise details of options granted to:			
10.1	Key managerial personnel	NA	1. Mrs. Aneesha Menon – 80,000 ESOP options 2. Mr. Lalbahadur Pal – 5,000 ESOP options	NA
10.2	Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year:	NA	1. Mr. Banwari Lal Sharma – 50,000 ESOP options 2. Mr. Abhishek Patodia – 45,000 ESOP options 3. Mr. Varun Sanghi – 20,000 ESOP options	
10.3	Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	NA	None	NA

Note: Old ESOPs includes ESOP 2010, ESOP 2011, ESOP 2014 and ESOP 2015.

CREDIT RATING

During the financial year under review the Company has not obtained any credit rating.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company comprises of six (6) Directors with optimum combination of Executive and Non-Executive Directors i.e., two Executive Directors, one Non-Executive Non-Independent Director and Three Non-Executive Independent Directors including two-woman Directors and each of them are professionals in their respective areas of specialization and have held eminent positions as on March 31, 2022.

CHANGES IN THE BOARD OF DIRECTORS DURING THE YEAR

Appointment of Directors:

Mr. Vinay Vinod Sanghi was appointed as a Chairman and Managing Director of the Company in the Board meeting held on April 23, 2021 and by the shareholders in their meeting held on April 29, 2021. Further, Mrs. Aneesha Menon was appointed as an Additional Executive Director of the Company in the Board Meeting held on April 23, 2021 and her appointment was regularised by the shareholders in their meeting held on April 29, 2021. Further, Mr. Hemant Hansraj Luthra, Mrs. Kishori Jayendra Udeshi and Mr. Vivek Gul Asrani were appointed as an Additional Independent Directors of the Company in the board meeting held on April 23, 2022 and their appointment was regularised by the shareholders in their meeting held on April 29, 2021. Further, Mr. Lakshminarayanan Subramanian was appointed as an Additional Independent Director of the Company in the board meeting held on May 12, 2021 and his appointment was regularised by the shareholders in their meeting held on July 21, 2021.

Mr. Victor Anthony Perry III was re-appointed as a director retiring by rotation in the last 21st Annual General Meeting held on July 21, 2021.

Resignation of Directors:

Mr. Siddharth Narayan, Mr. Sumant Mandal, Mr. Avneet Singh Kochar and Mr. Rajan Jitendra Mehra resigned from their office w. e. f. April 26, 2021. Furthermore, Mr. Hemant Hans Raj Luthra resigned from his office w. e. f. May 11, 2021.

RETIREMENT OF DIRECTOR BY ROTATION

Mrs. Aneesha Menon (DIN 07779195), Executive Director of the Company shall retire by rotation at the ensuing 22nd Annual General Meeting (AGM) and being eligible, has offered herself for re-appointment. Her profile is given in the Notice of the 22nd Annual General Meeting, forming part of this Annual Report. The Nomination and Remuneration Committee and the Board of directors recommend to the Members, passing of the ordinary resolution for re-appointment of Mrs. Aneesha Menon, as director retiring by rotation.

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and have complied with the code for independent directors specified under Schedule IV of the Act. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfil the conditions specified in Act as well as the Rules made thereunder and are independent of the management.

None of the Directors of the Company are disqualified for being appointed as Directors as specified under Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has in place a familiarization program for its Independent Directors. The objective of the program is to familiarize Independent Directors on the Board with the business of the Company, industry in which the Company operates, business model, challenges etc. through various programs which largely revolves around interaction with subject matter experts within the Company and meetings with our business leads and functional heads on a regular basis.

The familiarization program and other disclosures as specified under the Listing Regulations is available on the Company's website at https://www.cartradetech.com/pdf/corporate-governance/CT-Familiarization-Programme-for-Independent-Directors.pdf

POLICY ON NOMINATION AND REMUNERATION OF DIRECTORS

The management of the Company is immensely benefitted from the guidance, support and mature advice from members of the Board of Directors who are also members of various committees. The Board consists of directors possessing diverse skill and rich experience to enhance quality of its performance. The Company has adopted a Policy on Board Diversity formulated by the Board of Directors. The Company's Nomination and Remuneration Policy has laid down a framework for remuneration of Directors (Executive and Non-Executive), Key Managerial Personnel and Senior Management Personnel. These Policies are available on the Company's website at the web link: https://www.cartradetech.com/pdf/corporate-governance/CT-Nomination-and-Remuneration-Policy.pdf.

We confirm that the remuneration paid to Directors, Key Managerial Personnel and Senior Management Personnel is in accordance with the said policy of the Company. The statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached to this report as **Annexure- II**.

PERFORMANCE EVALUATION AT BOARD AND INDEPENDENT DIRECTORS' MEETINGS

The annual evaluation process of the Board of Directors, Individual Directors and Committees was conducted in accordance with the provisions of the Act and the SEBI Listing Regulations.

The Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees for the financial year 2021-22. The evaluation was conducted on the basis of a structured questionnaire which comprises performance criteria such as performance of duties and obligations, independence of judgement, level of engagement and participation, attendance of directors, their contribution in enhancing the Board's overall effectiveness, etc. The Board has expressed their satisfaction with the evaluation process. The observations made during the evaluation process were noted and based on the outcome of the evaluation and feedback of the Directors, the Board and the management agreed on various action points to be implemented in subsequent meetings.

The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, frequency of meetings of committee, participation of members in committee meetings, implementation of terms of reference etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The evaluation process endorsed cohesiveness amongst directors, smooth communication between the Board and the management and the openness of the management in sharing the information with the Board and placing various proposals for the Board's consideration and approval.

In a separate meeting of Independent Directors, the performance of Non–Independent Directors, the Board as a whole and Chairman was evaluated. They assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

The Independent Directors expressed satisfaction over the performance and effectiveness of the Board, individual Non-Independent Directors and the Chairman. Considering the unhealthy and stressful background of lockdown, the performance of the Managing Director and Chief Financial Officer was found to be outstanding and exemplary in cutting costs, ensuring collections and team building. The Independent Directors also expressed improvement in the flow of information between the company's management and the Board.

The Independent Directors played active role in the committee meetings including Audit Committee.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure II** to this report.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules forms part of this report.

NUMBER OF MEETINGS OF THE BOARD

The Board of Directors of the Company met 15 (fifteen) times during the year under review. The details of the meetings of the Board of Directors of the Company held and attended by the Directors during the financial year 2021-22 are given in the Corporate Governance Report which forms part of this Annual Report.

The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Act and the Listing Regulations.

COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.

The following are the Committees constituted by the Board which functions according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Internal Complaints Committee

Details of composition, terms of reference and number of meetings held for respective committees are given in the Report on Corporate Governance, which forms a part of the Annual Report. During the year under review, all recommendations made by the various committees have been accepted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, the Directors confirm that, to the best of their knowledge and belief:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures and there are no material departures from the same;

b) The accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year 2021-22 and of the loss of the Company for that financial year;

c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The annual accounts have been prepared on a going concern basis.

e) The Company had followed the internal financial controls laid down by the directors and that such internal financial controls are adequate and were operating effectively.

f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

KEY MANAGERIAL PERSONNEL

There was no change (appointment/resignation) in the Key Managerial Personnels namely, Managing Director, Chief Financial Officer and the Company Secretary & Compliance Officer of the Company during the financial year. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have elevated and re-designated Mr. Vinay Vinod Sanghi as Chairman and Managing Director with effect from April 23, 2021. The Board of Directors also elevated and re-designated Mrs. Aneesha Menon, as Executive Director and Chief Financial Officer, with effect from April 23, 2021.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel (KMPs) of the Company:

- Mr. Vinay Vinod Sanghi – Chairman and Managing Director;
- Mrs. Aneesha Menon – Executive Director and Chief Financial Officer;
- Mr. Lalbahadur Pal – Company Secretary and Compliance Officer

INTERNAL FINANCIAL CONTROL SYSTEM

The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal financial controls ensure efficiency of operations, protection of resources and compliance with the applicable laws and regulations. Moreover, the Company continuously upgrades its systems and undertakes review of policies.

AUDITORS AND AUDITOR'S REPORTS

Statutory Auditor

M/s S.R. Batliboi & Associates LLP Chartered Accountants having FRN 101049W/E300004 were appointed as Statutory Auditor of the Company for a period of 5 (five) years commencing from the conclusion of 19th Annual General Meeting until the conclusion of 24th Annual General Meeting, to examine and audit the accounts of the company for the financial years 2019-20 to 2023-24, at the 19th Annual General Meeting of the members of the Company.

The Auditors have confirmed that they are not disqualified and continue to be eligible to act as the Auditors of the Company for the financial year 2022-23.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Standalone Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

There was no fraud reported by the Auditors of the Company under the Section 143(12) of the Act to the Audit Committee.

Internal Auditor

The Company has appointed M/s MGB & Co. LLP, Chartered Accountants having FRN 101169W/W-100035 as Internal auditor for the financial year 2021-22 and 2022-23 subject to ratification after the completion of 1st financial year. The Internal Audit report for the financial year ended March 31, 2022 was placed and discussed by the Audit Committee and Board of Directors in their meeting held on May 04, 2022.

Secretarial Auditor

The Board of Directors of the Company, on the recommendation made by the Audit Committee, have appointed M/s S. P. Imartey & Associates, Practicing Company Secretary, (Certificate of Practice No.4545) (Membership No. FCS 5933), as the Secretarial Auditor to conduct an audit of the secretarial records of the Company for the financial year 2021-22, based on consent received from Mr. Shriram P. Imartey.

The Secretarial Audit Report of the Company and its material unlisted subsidiary company i.e. M/s Shriram Automall India Limited for the financial year 2021-22 under the Act read with Rules made thereunder and Regulation 24A of the Listing Regulations, is set out in **Annexure III** to this Report.

The Secretarial Compliance Report received from Mr. Shriram P. Imartey, for the financial year 2021-22, in relation to compliance of all applicable Securities and Exchange Board of India ("SEBI") Regulations/Circulars/ Guidelines issued thereunder, pursuant to requirement of Regulation 24A of the Listing Regulations, is set out in Annexure IV to this Report.

As required by Schedule V of the Listing Regulations, the Auditors Certificate on Corporate Governance received from Mr. Shriram P. Imartey is annexed to the Corporate Governance Report forming part of this Annual Report.

The Secretarial Audit Report and Secretarial Compliance Report for the financial year 2021-22, does not contain any qualification, reservation, or adverse remark.

CORPORATE GOVERNANCE DISCLOSURE

Pursuant to Regulation 34 read with Schedule V of the SEBI LODR Regulations the following Reports/Certificates form part of the Annual Report:

i. the Report on Corporate Governance;

ii. the Certificate duly signed by the Chairman & Managing Director & Chief Financial Officer on the Financial Statements of the Company for the year ended March 31, 2022 as submitted to the Board of Directors at their meeting held on May 04, 2022;

iii. the declaration by the Chairman & Managing Director regarding compliance by the Board members and senior management personnel with the Company's Code of Conduct;

iv. the Management Discussion & Analysis Report;

v. The Certificate from Practicing Company Secretary on Corporate Governance; and

Directors Report (Contd.)

vi. The certificate on non-disqualification of Directors in pursuance of sub clause (i) of clause 10 of Part C of Schedule V of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report is annexed and forms part of the Annual Report.

ANNUAL RETURN

In accordance with the provisions of Section 92(3) of the Act, Annual Return of the Company is available on the website of the Company at https://www.cartradetech.com/.

DISCLOSURES AS PER THE SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014;

CONSERVATION OF ENERGY, TECHNICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is as follows:

a. The Company has no major activity involving conservation of energy.

b. The Company has no major activity involving technology absorption.

c. The Foreign Exchange Earnings during the reporting period was ₹ 392.35 lakhs

d. Foreign Exchange Outgo during the reporting period was ₹ 309.23 lakhs

LOANS, GUARANTEE OR INVESTMENTS IN SECURITIES

The particulars of loans, guarantees and investments have been disclosed in the notes to the standalone financial statements which forms a part of the Annual Report of the Company.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Related Party Transactions (RPTs) were entered in ordinary course of business and on arm's length basis and were in compliance with the provisions of the Act. There are no materially significant related party transactions made by the Company with Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act along with the justification for entering into such contract or arrangement in Form AOC-2 is annexed to this report as **Annexure V**. Omnibus approval was obtained in the audit committee meeting for the RPTs of repetitive nature. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company. For details of the transactions with Related Party refer to the Note 29 to the standalone financial statements.

The Company has adopted revised Policy on materiality of related party transactions and dealing with related party transactions in line with the amendments made in Regulation 23 of the SEBI Listing Regulations pursuant to resolution dated May 04, 2022 passed by the Board of Directors on the recommendation of Audit Committee after the closure of the financial year.

Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board and was uploaded on the Company's website and can be accessed at web-link: https://www.cartradetech.com/pdf/corporate-governance/CT-Materiality-policy-for-related-party-transactions.pdf.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR Report for the Financial Year 2021-22 is annexed to this report as **Annexure VI**. The composition of CSR Committee and the details of the ongoing CSR projects/programs/activities are included in the CSR report/section. The CSR Policy is uploaded on the Company's website at the web link: https://www.cartradetech.com/pdf/corporate-governance/CT-CSR-Policy.pdf.

RISK MANAGEMENT

The Company's Risk Management Policy deals with identification, mitigation and management of risks across the organization. The same has been dealt with the Management Discussion and Analysis as required under Schedule V of the SEBI Listing Regulations which is provided separately in the Annual Report.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company's Whistle Blower policy provides a mechanism under which an employee/director of the Company may report unethical behaviour, suspected or actual fraud, violation of code of conduct and personnel policies of the Company. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behaviour. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website: https://www.cartradetech.com/pdf/corporate-governance/CT-VIGIL-MECHANISM-and-Whistle-Blower-Policy.pdf.

CODE FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

This Code of Conduct also includes Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which has been made available at https://www.cartradetech.com/pdf/corporate-governance/CT-Fair-Disclosure-Code-and-Legitimate-Purpose-Policy.pdf.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted Anti-Sexual Harassment Policy on prevention, prohibition and Redressal of Sexual harassment at workplace in line with the requirement of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013 and has duly authorized officer of the Company to handle the complaints. The Company is committed to provide a safe and conducive work environment to its employees.

The Company has re-constituted Internal Complaints Committee (ICC) pursuant to Board Resolution dated April 23, 2021, to redress complaints received regarding Sexual Harassment.

The following is a summary of Sexual Harassment complaints received and closed during the FY 2021-22:

No. of complaints received: Nil

No. of complaints closed: Not Applicable

OTHER DISCLOSURES

i. There were no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of the Directors' report. The impact of pandemic has been dealt with in the Management Discussion and Analysis which forms a part of this Annual Report.

ii. There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future. For other orders, please refer to Note 34 of the standalone financial statement containing details of the contingent liabilities.

iii. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

iv. The Company has not resorted to any buy back of its equity shares during the year under review.

v. There was no change in the nature of business of the Company.

vi. The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the financial statement.

vii. During the year under review, the Company has duly complied with Secretarial Standard 1 dealing with Meetings of the Board of Directors & Secretarial Standard 2 dealing with General Meetings, as issued by the Institute of Company Secretaries of India.

viii. Section 148(1) of the Companies Act 2013 read with the Companies (Cost Records and Audit) Rules, 2014, maintenance of cost record is not applicable to the Company.

ix. There were no applications made by the Company or upon the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review. There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016 by/against the Company as on March 31, 2022;

x. During the year under review, there were no settlements made by the Company for any loan/borrowing taken from the Banks or Financial Institutions and hence we have no comment with regard to the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

WAY FORWARD:

Going forward in financial year 2022-23, the Company aims to achieve consistent growth in its businesses as a part of our growth plans. We have a strong platform for progress and we look forward to working with our customers and our stakeholders to seize the opportunities that lie ahead of us.

ACKNOWLEDGEMENT

The Board of Directors would like to place on record their gratitude for the guidance and cooperation extended by regulatory authorities. The Board takes this opportunity to express their sincere appreciation for the excellent patronage received from the Customers, Banks and Financial Institutions, Group Companies and for the continued enthusiasm, total commitment, dedicated efforts of the executives and employees of the Company at all levels. We are also deeply grateful for the continued confidence and faith reposed on us by all the Stakeholders including Shareholders.

For and on behalf of the Board of Directors of
CarTarde Tech Limited

Vinay Vinod Sanghi
Chairman and Managing Director;
(DIN: 00309085)

Aneesha Menon
Executive Director and CFO
(DIN: 07779195)

Place: Mumbai
Date: August 27, 2022

Annexure – I

FORM NO. AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART "A": SUBSIDIARIES

₹ in lakhs

Sr. No.	Particulars	Details				
1	Sr. No.	1	2	3	4	5
2	Name of the subsidiary	CarTrade Finance Private Limited	CarTradeExchange Solutions Private Limited	Adroit Inspection Service Private Limited	Shriram Automall India Limited	CarTrade Foundation
3	The date since when subsidiary was acquired	July 1, 2019	May 1, 2018	February 6, 2018	February 6, 2018	July 12, 2021
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-	-	-
5	Country	India	India	India	India	India
6	Reporting currency	INR	INR	INR	INR	INR
7	Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA	NA	NA	NA
8	Share capital	250.00	4.50	21.70	3,000.00	1.00
9	Reserves & surplus	(57.51)	753.51	412.84	14,654.45	-
10	Total assets	193.09	2,562.64	1,365.79	31,631.39	1.01
11	Total Liabilities	0.60	1,804.63	931.25	13,976.94	0.01
12	Investments	-	386.46	-	3,483.31	-
13	Turnover	-	1,917.08	1,660.32	15,654.87	-
14	Profit/(Loss) before taxation	(7.30)	209.14	33.07	3,787.38	-
15	Provision for taxation	-	42.26	2.87	922.58	-
16	Profit/(Loss) after taxation	(7.30)	166.88	30.20	2,864.80	-
17	Proposed Dividend	-	-	-	-	-
18	Extent of shareholding (in percentage)	100%	55.43%	55.43%	55.43%	100%

Notes:

1. Names of subsidiaries which are yet to commence operations – CarTrade Foundation and CarTrade Finance Private Limited
2. Names of subsidiaries which have been liquidated or sold during the year – None

PART "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

₹ in lakhs

Name of associates/Joint Ventures	Augeo Asset Management Private Limited
1. Latest audited Balance Sheet Date	March 31, 2022
2. Date on which the Associate or Joint Venture was associated or acquired	08-01-2020
3. Shares of Associate or Joint Ventures held by the company on the year end	30.40% stake through Shriram Automall India Limited
No. of share	6,07,300
Amount of Investment in Associates/Joint Venture	151.96
Extent of shareholding (in percentage)	54.85% stake by Shriram Automall India Limited
4. Description of how there is significant influence	As per Shareholders Agreement
5. Reason why the associate/Joint venture Is not consolidated	NA
6. Net worth attributable to shareholding as per latest audited Balance Sheet	(83.54)
7. Profit/Loss for the year	
i. Considered in Consolidation	(118.00)
ii. Not Considered in Consolidation	NA

Notes:

1. Names of associates or joint ventures which are yet to commence operations – None
2. Names of associates or joint ventures which have been liquidated or sold during the year – None

For and on behalf of the Board of Directors of
CarTarde Tech Limited

Vinay Vinod Sanghi
Chairman and Managing Director
(DIN: 00309085)

Aneesha Menon
Executive Director and CFO
(DIN: 07779195)

Place: Mumbai
Date: August 27, 2022

Annexure – II

Particulars of employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 and forming part of the Board's Report for the financial year ended March 31, 2022.

Pursuant to provisions of Section 136 of the Act, the Annual Report excluding the aforesaid information, is being sent to all the members of the Company and others entitled thereto. Any Member interested in obtaining such particulars may write to the Company Secretary and Compliance Officer of the Company. The same shall also be available for inspection by members at Registered Office of the Company.

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each Director and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year ended March 31, 2022 and percentage increase in remuneration compared to last financial year:

Name of the Director/KMP	Designation	% increase in remuneration compared to last FY	Ratio to median remuneration of employees
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	12	127.29
*Mrs. Aneesha Menon	*Executive Director and CFO	40	16.55
#Mr. Lalbahadur Pal	#Company Secretary and Compliance Officer	50	2.23

Note:

1. Share based payment is not considered for calculation of increase in remuneration and Ratio to median remuneration; and
2. Non-Executive Directors had not received any remuneration except sitting fees from the Company during FY 2021-22.

* Appointed as Executive Director and CFO w.e.f April 29, 2021

\# Appointed as Company Secretary and Compliance Officer w.e.f May 13, 2021.

2. Percentage increase in the median remuneration of employees in the financial year ended March 31, 2022: There was an increase in the median by 6.16%. This has been arrived by comparing the median remuneration of the cost-to-the Company as on March 31, 2022 as compared to previous year as on March 31, 2021.
3. No. of permanent employees on the rolls of Company as on March 31, 2022 was 542.
4. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

   There was an increase of 14.34% in remuneration of employees other than managerial personnel against 12.00% increase in remuneration of managerial personnel. The increase in remuneration of employees other than the managerial personnel is considerably in line with the increase in remuneration of managerial personnel.
5. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board of Directors of
CarTarde Tech Limited

Vinay Vinod Sanghi
Chairman and Managing Director
(DIN: 00309085)

Aneesha Menon
Executive Director and CFO
(DIN: 07779195)

Place: Mumbai
Date: August 27, 2022

Annexure – III

Form No. MR-3

Secretarial Audit Report for the financial year ended March 31, 2022

[Pursuant to sub-section (1) of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Cartrade Tech Limited,
CIN: L74900MH2000PLC126237
12th Floor Vishwaroop IT Park Sector 30A,
Vashi Navi Mumbai - 400705

We have conducted Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CarTrade Tech Limited ("hereinafter called as the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made thereunder:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2022 and made available to me, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. The Company does not have any Overseas Direct Investment and External Commercial Borrowings during the financial year;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014;

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008#;

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009#;

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018#; and

   (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Regulations or Guidelines, as the case may be were not applicable for the period under review.

The list of Acts, Laws and Regulations specifically applicable to the Company as identified by the Management of the Company are given below:

(i) The Information Technology Act, 2000 and the rules made thereunder

(ii) New Telecom Policy, 1999 modified by the Department of Telecommunication, Government of India on August 05, 2016

(iii) The Telecom Regulatory Authority Act of India, 1997

(iv) Data Privacy Bill, 2019

(v) Consumer Protection Act , 2019

(vi) The Trademarks Act, 1999

(vii) Environment Regulations i.e. Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981

Annexure – III

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards on Meetings of the Board of Directors (SS-1) issued by The Institute of Company Secretaries of India; and

(ii) Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above to the extent applicable.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the review of the compliance reports/certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has undertaken the following events/actions which had bearing on the Company's affairs in pursuance of the above referred laws rules, regulations, guidelines standards etc.:

1. The Company has completed the initial public offering ('IPO') through an offer for sale of 1,85,32,216 equity shares of face value of ₹ 10 each at a price of ₹ 1618/- per equity share aggregating upto ₹ 2998.51 crores. The equity shares of the Company were listed on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') on August 20, 2021

2. Members approval was obtained at the Extra Ordinary General Meeting held on April 29, 2021 for approving conversion of Company from private limited to public limited and consequent change in name of the Company and alteration of Memorandum of Association, approval was obtained for appointment and remuneration to be paid to Managing Director and appointment of whole-time director, non-executive and independent directors in the Company.

3. Members' approval was obtained at the Extra Ordinary General Meeting held on May 04, 2021 for approving remuneration of Whole Time Director and alteration of Articles of Association.

4. Members approval was obtained at the Extra Ordinary General Meeting held on October 05, 2021 for considering and approving Article 102(c) of the Articles of Association of the Company and approving the amendment in old ESOP Schemes of the Company.

For **S P Imartey & Associates**,
Company Secretaries

Sd/-

Shriram P. Imartey
Practising Company Secretary
Mem. No.: F 5933
C. P. No.: 4545
UDIN: F005933D000270111

Date: May 04, 2022
Place: Mumbai

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

Annexure A:

To,
The Members,
Cartrade Tech Limited
CIN: L74900MH2000PLC126237

Our Secretarial Audit Report for the financial year ended on March 31, 2022 of even date if to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on their secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of laws, rules, regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to verification of procedure on random test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S P Imartey & Associates,**
Company Secretaries

Sd/-

Shriram P. Imartey
Practising Company Secretary
Mem. No.: F 5933
C. P. No.: 4545
UDIN: F005933D000270111

Date: May 04, 2022
Place: Mumbai

Form No. MR-3

Secretarial Audit Report

For the financial year ended on March 31, 2022
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SHRIRAM AUTOMALL INDIA LIMITED
CIN: U50100TN2010PLC074572
Regd. Off.: Sri Towers, Plot No: 14A, South Phase, Industrial Estate, Guindy, Chennai Tamil Nadu-600032

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHRIRAM AUTOMALL INDIA LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification on test check basis, of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and as per the explanations given to us and the representations made by the management, we hereby report that in our opinion, the company has during the audit period covering the financial year ended on 31st March, 2022 ("the Financial Year"), generally complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained and made available to us by the company for the financial year ended on March 31, 2022 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder – **Not Applicable to the Company during the Audit Period;**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company during the Audit Period;**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – **Not Applicable to the Company during the Audit Period;**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 – **Not Applicable to the Company during the Audit Period;**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable to the Company during the Audit Period;**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **Not Applicable to the Company during the Audit Period;**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not Applicable to the Company during the Audit Period;**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable to the Company during the Audit Period;**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable to the Company during the Audit Period; and**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable to the Company during the Audit Period.**

*The Company being a material subsidiary of **CARTRADE TECH LIMITED**, directors and certain employees of the Company have been categorized as Designated Persons and are covered by the Code of Conduct under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, of **Cartrade Tech Limited.**

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) The Listing Agreements entered into by the Company with Stock Exchange(s) – **Not Applicable to the Company during the Audit Period;**

(iii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable – **Not Applicable to the Company during the Audit Period;**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors There were no changes in the composition of the Board of Directors that took place during the period under review.

The change in the Key Managerial Personnel of the Company which is Company Secretary that took place during the period under review was carried out in compliance with the provisions of the Act. Mr. Nitin Dnyaneshwar Lokhande has resigned from the post of Company Secretary on January 31, 2022 and Ms. Reema Prafulchandra Desai has been appointed as a Company Secretary of the Company from 01/02/022.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except for two Board Meetings where consent for shorter notice was obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Further, Annual General Meeting of the Company was convened at shorter notice and requisite consent has been taken from requisite members before the meeting.

All decisions made at Board Meetings and Committee Meetings have unanimous consent as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by me the Company has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As per the representations made by the management and relied upon by us, the company has generally complied with applicable laws including applicable state/municipal/local laws and rules/regulations made thereunder and order issued thereto, wherever its factories/establishments/units are situated in addition to the laws stated above.

Further declare that for the compliances of the applicable provisions of Financial/Taxation laws and rules made thereunder, we have relied upon the management representation letter and the reports given by the Statutory Auditors/Tax Auditors or other designated professionals.

We have also examined compliance with the applicable clauses of the Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

Further on the basis of disclosure of interest in form MBP-1 under section 184 and declaration in form DIR-8 under section 164 (2) of the Act, given by all the directors to the company, we hereby report that the directors have not incurred any disqualification during the period under review.

During the period under review, the company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that during the audit period no specific events/actions occurred which had a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

As represented by the management, we further report that the company has responded appropriately to the notices received from the various statutory/regulatory authorities and initiated actions for corrective measures, wherever found necessary.

Place: Delhi
Date: April 26, 2022

For **Joshi Prakash & Co**
Company Secretaries in Practice

(Prakash Joshi)
Proprietor
M. No.: ACS 58723
C P No.: 24260
UDIN: A058723D000231852

This report is to be read along with our letter of even date as stated in **Annexure-A** and forms an integral part of this report.

Annexure – A

To,
The Members,
SHRIRAM AUTOMALL INDIA LIMITED
CIN: U50100TN2010PLC074572
Regd. Off.: Sri Towers, Plot No: 14A, South Phase, Industrial Estate, Guindy, Chennai Tamil Nadu-600032

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. We have obtained the management representation about the compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations made thereunder is the responsibility of the management. Our examinations were limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Delhi
Date: April 26, 2022

For **Joshi Prakash & Co**
Company Secretaries in Practice

(Prakash Joshi)
Proprietor
M. No.: ACS 58723
C P No.: 24260
UDIN: A058723D000231852

Annexure – IV

SECRETARIAL COMPLIANCE REPORT OF CARTRADE TECH LIMITED FOR THE YEAR ENDED MARCH 31, 2022

To,
The Members,
Cartrade Tech Limited,
12th Floor Vishwaroop IT Park Sector 30A,
Vashi Navi Mumbai - 400705

I have examined

(a) all the documents and records made available to us and explanation provided by Cartrade Tech Limited ("listed entity");

(b) the filings/ submissions made by the listed entity to the stock exchanges;

(c) website of the listed entity;

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

  (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

  (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the Review Period);

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the listed entity during the Review Period);

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the Review Period); and

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars guidelines issued thereunder in so far as it appears from our examination of those record;

(c) There were no actions taken against the listed entity its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder.

(d) This is the first report issued to the listed entity post listing and therefore no action was required to be taken for any previous reports.

(e) The reporting of clause 6(A) and 6(B) of the circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

For **S P Imartey & Associates**,
Company Secretaries

Sd/-

Shriram P. Imartey
Practising Company Secretary
Mem. No.: F 5933
C. P. No.: 4545
UDIN: F005933D000270131

Date: May 04, 2022
Place: Mumbai

Annexure – V

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

   There were no contracts or arrangements or transactions entered into during the year ended March 31, 2022, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

   There were no material contracts or arrangements or transactions entered into during the year ended March 31, 2022.

For and on behalf of the Board of Directors of
CarTarde Tech Limited

Vinay Vinod Sanghi
Chairman and Managing Director
(DIN: 00309085)

Aneesha Menon
Executive Director and CFO
(DIN: 07779195)

Place: Mumbai
Date: August 27, 2022

Annexure – VI

REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR FINANCIAL YEAR 2021-22

1. Brief outline on CSR Policy of the Company:

A brief outline of the company's Corporate Social Responsibility ("CSR") policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs at https://www.cartradetech.com/pdf/corporate-governance/CT-CSR-Policy.pdf;

In terms of Section 135 of the Companies Act, 2013 ('the Act') read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has adopted a CSR Policy which helps contribute towards betterment of the society focusing on providing education, vocational training, providing health care facilities to economically weaker and underprivileged section of the society, promoting gender equality and environment sustainability and to do such other activities as may be permissible under the Act. The Company's CSR policy is available on website of the Company.

2. Composition of CSR Committee;

Name	Category
Mrs. Aneesha Menon	Chairperson, Executive Director
Mr. Vivek Gul Asrani	Member, Independent Director
Mr. Vinay Vinod Sanghi	Member, Managing Director

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

   a) CSR Committee: https://www.cartradetech.com/board-of-company-and-committees.html

   b) CSR Policy: https://www.cartradetech.com/pdf/corporate-governance/CT-CSR-Policy.pdf

   c) CSR projects approved by the Board: Not Applicable

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of rule 7 (3) of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

₹ in lakhs

Sr. No.	Financial Year	Amount available for set-off from preceding financial years	Amount required to be setoff for the financial year, if any
1	NA	NIL	NIL

6. Average net profit of the company as per section 135(5): ₹ (435.73) lakhs

7. Prescribed CSR Expenditure (two per cent of the amount as in item 6 above):

   (a) Two percent of Average net profit of the Company for last three financial year as per section 135(5): Nil

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: None

   (c) Amount required to be set off for the financial year, if any: None

   (d) Total CSR obligation for the financial year (7a+7b+7c): ₹ NIL

8. Details of CSR spent during the financial year:

   (a) Details of CSR amount spent or unspent for the financial year 2021-22:

₹ in lakhs

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NIL	Not Applicable				

   (b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

   (c) Details of CSR amount spent against other than ongoing projects for the financial year: Not Applicable

   (d) Amount spent in Administrative Overheads: NIL

   (e) Amount spent on Impact Assessment, if applicable: Not Applicable

   (f) Total amount spent for the Financial Year (8b+8c+8d+8e): NIL

   (g) Excess amount for set off, if any: Not Applicable

₹ in lakhs

Sr. No.	Particular	Amount
i.	Two percent of average net profit of the company as per section 135(5)	NIL
ii.	Total amount spent for the Financial Year	NIL
iii.	Excess amount spent for the financial year [(ii)-(i)]	-
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

   (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

   (a) Date of creation or acquisition of the capital asset(s): NIL

   (b) Amount of CSR spent for creation or acquisition of capital asset: NIL

   (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: NIL

   (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital: NIL

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). Not Applicable

For and on behalf of the Board of Directors of
CarTarde Tech Limited

Vinay Vinod Sanghi
Chairman and Managing Director

Place: Mumbai
Date: August 27, 2022

Aneesha Menon
(Chairperson of CSR Committee)

Corporate Governance Report

The Corporate Governance Report for the financial year ended March 31, 2022 on compliance by CarTrade Tech Limited ("the Company") with the Corporate Governance provisions as prescribed under the SEBI Listing Regulations is given below.

BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is aimed at (a) enhancing long term shareholder value through assisting the top management in taking sound business decisions and prudent financial management. (b) achieving transparency and professionalism in all decisions and activities of the Company (c) achieving excellence in Corporate Governance by conforming to the prevalent guidelines on Corporate Governance, and excelling in, wherever possible and reviewing periodically the existing systems and controls for further improvements.

The Company firmly believes that Corporate Governance is critical to success of its business and its governance practices are reflected in its strategy, plan, culture, policies and relationship with stakeholders.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46 of the SEBI Listing Regulations, wherever applicable, with regard to corporate governance.

The details of the board structure and the various committees that constitute the governance structure of the Company are covered in detail in this report.

BOARD OF DIRECTORS

The Board of Directors of the Company as on March 31, 2022, comprised of six (6) Directors with optimum combination of Executive and Non-Executive Directors i.e., two Executive Directors, one Non-Executive Non-Independent Director and Three Non-Executive Independent Directors including two-woman Directors and each of them are professionals in their respective areas of specialization and have held eminent positions. The Board Members are not related to each other, and the number of Directorships/Committee memberships held by Executive and Non-Executive Independent Directors are within the permissible limits under Listing Regulations and Companies Act, 2013.

The Company has put in place an internal governance structure. The Board of Directors of the Company consists of professionals from varied disciplines. The day to day management of the affairs of the Company is entrusted with the senior management personnel, headed by the Chairman and Managing Director, who functions under the overall supervision, direction and control of the Board of Directors (the **"Board"**) of the Company. The Board meets regularly to discuss, review and decide upon the matters such as policy formulation, setting up of goals, appraisal of performances with the goals and control functions, etc. In order to facilitate the day-to-day operations, the Board constitutes from time to time various committees and delegated necessary powers to the Committees. The Board has also delegated certain powers of day-to-day management of affairs of the Company to the Chairman & Managing Director and Executive Director & CFO relating to operational matters. The Board thus exercises close control over the overall functioning of the Company with a view to enhance the stakeholder's value.

The Independent Directors have made disclosures confirming that there are no material, financial and/or commercial transactions between Independent Directors and the Company which could have potential conflict of interest with the Company at large.

BOARD MEETING AND PROCEDURES

The notes on Agenda setting out the business to be transacted at the Board Meeting were sent to each Director. The financial results were generally tabled at the Board meeting held as and when necessary. In view of COVID-19 pandemic and to adhere to the lockdown and social distancing norms, all the Board Meetings, Committee Meetings and 21st Annual General Meeting of the Company were held during the financial year 2021-22 through video conferencing (**"VC"**) or other audio-visual means (**"OAVM"**). During the financial year 2021-22 the Board of Directors also passed one resolution by circulation on October 19, 2021.

During the year under review, 15 (fifteen) meetings of the Board of Directors were held on April 8, 2021, April 23, 2021, May 3, 2021, May 12, 2021, May 13, 2021, July 13, 2021, July 21, 2021, July 28, 2021, August 12, 2021, September 13, 2021, October 28, 2021, December 9, 2021, December 16, 2021, January 25, 2022 and March 28, 2022. The necessary quorum was present for all the meetings and maximum gap between any two meetings was not more than one hundred and twenty days.

Pursuant to Section 165 of the Companies Act, 2013 and rules made thereunder, none of the Directors of the Company serves as a Director in more than ten public companies. Further, as mandated by proviso under Regulation 17A (1) of the Listing Regulations as of March 31, 2022, none of the Directors of the Company served as a Director or as an Independent Director in more than seven listed entities and as per Regulation 26 of Listing Regulations none of the Directors is a member of more than ten Committees or acting as Chairperson of more than five Committees of the companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors. The names and categories of Directors, their attendance at Board Meetings held during the Financial Year and at the last Annual General Meeting (AGM), number of Memberships/Chairmanships of Directors in other Boards and Committees of Board, Category of directorship and names of listed entities where person is a director are as follows:

COMPOSITION OF BOARD

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors. The composition of Board of Directors is given in the table below and is in conformity with Regulation 17(1) of the Listing Regulations and other applicable regulatory requirements.

Name of the Director and Category of Directorship	No. of Board Meetings attended during the FY 2021-22	Whether attended the last AGM held on July 21, 2021	Total no. of Directorships	Member-ships in Audit/ Stakeholders Relationship Committee	Chairmanships in Audit/ Stakeholders Relationship Committee	Category of director-ship and Names of listed entities where person is a director.	Number and % of Equity Shares held in the Company
Mr. Subramanian Lakshminarayanan* Non-Executive Independent Director DIN: 02808698	11	Yes	5	3	2	Non-executive Independent Director (i) Shriram Transport Finance Company Limited; and (ii) Godfrey Phillips India Limited.	NIL
Mrs. Kishori Jayendra Udeshi# Non-Executive Independent Director DIN: 01344073	13	Yes	7	6	1	Non-executive Independent Director (i) ION Exchange (India) Limited; (ii) HALDYN Glass Limited; (iii) Thomas Cook (India) Limited; (iv) Kalyan Jewellers India Limited; and (v) Shriram Transport Finance Company Limited.	NIL
Mr. Vivek Gul Asrani# Non-Executive Independent Director DIN: 00114447	13	Yes	3	0	0	Non-Executive Independent Director (i) GRP Limited	NIL
Mr. Victor Anthony Perry III Non-Executive Non-Independent Director DIN: 06992828	6	Yes	0	0	0	None	50546 equity Shares, 0.11%
Mr. Vinay Vinod Sanghi Executive Non-Independent Director DIN: 00309085	15	Yes	2	1	0	Non-Executive Independent Director (i) HDFC ERGO General Insurance Company Limited.	980763 equity Shares, 2.10%
Mrs. Aneesha Menon# Executive Non-Independent Director DIN: 07779195	13	Yes	1	0	0	None	NIL

appointed with effect from April 23, 2021.

*appointed with effect from May 12, 2021.

Notes:

1. In the above table, the total number of Directorships of a Director excludes his/her Directorships in the Company, Section 8 Company, Private Limited Companies and Foreign Companies.
2. The Memberships and Chairmanships of Directors in Committees do not include their Memberships and Chairmanships in the Company.
3. None of the above Directors are related inter-se.
4. Independent Directors of the Company do not hold any shares and convertible instruments in the Company.

Report on Corporate Governance (Contd.)

The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, expertise, experience and knowledge for its continued effectiveness and serving the Company's governance and strategic needs. The Directors possess necessary experience, skills and ability relevant to the Company's business and affairs.

The following Table give details of the skills/expertise/competence identified by the Board of Directors pursuant to Regulation 34(3) read with Schedule V Part (C) (2)(h)(ii) of Listing Regulations and currently available with the Board.

Name of Director	Skills/Expertise/Competence of Directors						
	Leadership knowledge of Financial Service and Banking Industry	Strategic & Business Planning	Governance, Ethics & Regulatory Oversight	Audit & Risk Management	Sustainability	Human Resource	Information Technology knowledge
Mr. Subramanian Lakshminarayanan Non-Executive and Independent Director	✓	✓	✓	✓	✓	✓	✓
Mrs. Kishori Jayendra Udeshi Non-Executive and Independent Director	✓	✓	✓	✓	✓	✓	
Mr. Vivek Gul Asrani Non-Executive and Independent Director	✓	✓	✓	✓	✓	✓	✓
Mr. Victor Anthony Perry III Non-Executive and Non-Independent Director	✓	✓		✓	✓		✓
Mr. Vinay Vinod Sanghi Chairman and Managing Director	✓	✓	✓	✓	✓	✓	✓
Mrs. Aneesha Menon Executive Director and CFO	✓	✓	✓	✓	✓	✓	✓

The brief profiles of Directors are also available on the website of the Company https://www.cartradetech.com/board-of-company-and-committees.html.

Pursuant to Clause C(2)(i) of Schedule V read with Regulation 34(3) of Listing Regulations, in the opinion of the Board, the independent directors fulfil the conditions as specified in the Listing Regulations and are independent of the management.

MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met on March 31, 2022 without the presence of Executive Directors or members of management. The meeting was attended by two Independent Directors. In the meeting, the Independent Directors reviewed performance of Non-Independent Directors, Board as a whole, Chairman and Independent Directors. The Directors were evaluated on parameters such as functioning of the Board, frequency of meetings of the board and committees of directors, level of participation of directors at the board and committee meetings, independence of judgments, performance of duties and obligations by directors, implementation of good corporate governance, safeguarding the interest of all other stakeholders etc. They assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board. The Independent Directors were satisfied with the overall functioning of the Board, its various Committees and with the performance of other Executive and Non-Executive directors. They placed on record appreciation of the outstanding and exemplary performance of the Chairman and Managing Director and the Chief Financial Officer in cutting costs, ensuring collections and team building in spite of the unhealthy and stressful background of lockdown due to COVID-19 pandemic.

FAMILIARIZATION PROGRAMME

Pursuant to Regulation 25(7) of the Listing Regulations, the Company has put in place a system to familiarize its Independent Directors about the Company, its financial products, the industry and business model of the Company. During the financial year 2021-22, the independent directors were updated from time to time on continuous basis on the significant changes in the regulations including those pertaining to duties and responsibilities of Independent Directors under the Companies Act 2013. The Company conducted various programs/meetings during the financial year 2021-22 and the time spent by Independent Directors was in the range of 5 hours. Pursuant to Regulation 46 of the SEBI Listing Regulations the details of Familiarization Programme is uploaded on the Company's website at the web link: https://www.cartradetech.com/pdf/corporate-governance/CT-Familiarization-Programme-for-Independent-Directors.pdf.

POLICY FOR PROHIBITION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015, as amended, the Company has adopted Prohibition of Insider Trading Code and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Code also provides for pre-clearance of transactions by designated persons. The said code is uploaded on the Company's website at the web link: https://www.cartradetech.com/corporate-governance.html.

COMMITTEES OF THE BOARD OF DIRECTORS

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act 2013 ('the Act') and Regulation 18 read with Part C of the Schedule II of the SEBI Listing Regulations. All the members of the Committee have wide experience in the fields of Finance and Accounts.

Terms of reference

The terms of reference of the Audit Committee, inter alia includes:

1. Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of our Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a) Matters required to be included in the director's responsibility statement to be included in the Board's report, in terms of the Companies Act, 2013;
    b) Changes, if any, in accounting policies and practices and reasons for the same;
    c) Major accounting entries involving estimates based on the exercise of judgment by management;
    d) Significant adjustments made in the financial statements arising out of audit findings;
    e) Compliance with listing and other legal requirements relating to financial statements;
    f) Disclosure of any related party transactions; and
    g) Qualifications and modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Examination of the financial statement and auditor's report thereon;
7. Monitoring the end use of funds raised through public offers and related matters;
8. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
10. Approval or any subsequent modification of transactions of the Company with related parties. With effect from January 1, 2022, all transactions with related parties shall be approved by only those members of the audit committee who are independent directors of the Company;
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the Company, wherever it is necessary;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussion with internal auditors of any significant findings and follow up thereon;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
18. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

20. To review the functioning of the whistle blower mechanism;

21. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

22. Carrying out any other function as may be required/ mandated by the Board from time to time and/or mandated as per the provisions of the SEBI Listing Regulations, the Companies Act, 2013, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws;

23. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;

24. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee shall mandatorily review the following information:

1) Management discussion and analysis of financial condition and results of operations;

2) Statements of significant related party transactions (as defined by the Audit Committee), submitted by management;

3) Management letters/letters of internal control weaknesses issued by the statutory auditors;

4) Internal audit reports relating to internal control weaknesses;

5) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee; and

6) Statement of deviations as and when becomes applicable:

   a) Quarterly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the year The Audit Committee was constituted by the Board in its meeting held on April 23, 2021 and re-constituted by the Board in its meeting held on May 12, 2021 and Mr. S Lakshminarayanan, Non-Executive Independent Director, was appointed as member of the Audit Committee with effect from May 12, 2021.

During the year, the terms of reference of Audit committee was amended by a meeting of the Board held on October 28, 2021, in line with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 dated August 3, 2021.

The Company has appointed M/s MGB & Co. LLP, Chartered Accountants as Internal auditor for the financial year 2021-22 and 2022-23 subject to ratification after the completion of one financial year.

During the year under review, three meetings of the Audit Committee were held on July 13, 2021, October 28, 2021 and January 25, 2022. The maximum gap between any two meetings was not more than one hundred and twenty days. The necessary quorum was present for all the meetings. The previous AGM of the Company was held on July 21, 2021 and the chairperson of the Audit Committee was present in the said AGM.

Composition

Name of the Member	Category	Position	No. of Meetings Attended/date of meeting		
			July 13, 2021	October 28, 2021	January 25, 2022
Mrs. Kishori Jayendra Udeshi	Non-Executive and Independent Director	Chairperson	✓	✓	✓
Mr. Subramanian Lakshminarayanan *	Non-Executive and Independent Director	Member	✓	✓	✓
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	Member	✓	✓	✓

*appointed with effect from May 12, 2021.

The Company Secretary acts as the Secretary for the Audit Committee. The Statutory Auditors, Internal Auditor and Chief Financial Officer were also invited to attend the meetings during the financial year.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee ("NRC") was constituted as the Compensation Committee, by a meeting of the Board held on October 18, 2011. The name of the committee was changed to the Nomination and Remuneration Committee from Compensation Committee, and it was re-constituted by a meeting of the Board held on April 23, 2021. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act and Regulation 19 of the Listing Regulations.

Terms of reference

The terms of reference of the NRC, inter alia includes:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees.

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that –

   (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

   (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

2. Formulating criteria for evaluation of performance of independent directors and the Board of Directors;

3. Devising a policy on diversity of Board;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its board report;

5. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

6. Recommending to the Board, all remuneration, in whatever form, payable to senior management;

7. Administering, monitoring and formulating detailed terms and conditions of the ESOP Plans;

8. Carrying out any other function as may be required/ mandated by the Board from time to time and/or mandated as per the provisions of the SEBI Listing Regulations, the Companies Act, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws; and

9. Performing such other functions as may be necessary or appropriate for the performance of its duties.

During the year, the Committee met three times on April 23, 2021, September 13, 2021 and March 28, 2022. The necessary quorum was present for all the meetings. The previous AGM of the Company was held on July 21, 2021 and the chairperson of the Nomination and Remuneration Committee was present in the said AGM. During the financial year the Committee also passed one resolution by circulation on March 30, 2022.

Composition

Name of the Member	Category	Position	No. of Meetings Attended/date of meeting		
			April 23, 2021	September 13, 2021	March 28, 2022
Mr. Vivek Gul Asrani #	Non-executive and Independent Director	Chairperson	NA	✓	✓
Mrs. Kishori Jayendra Udeshi #	Non-executive and Independent Director	Member	NA	✓	✓
Mr. Victor Anthony Perry III *	Non-executive and Non-Independent Director	Member	NA	×	NA
Mr. Avneet Kochar $	Nominee Director	Member	✓	NA	NA
Mr. Sumant Mandal $	Nominee Director	Member	✓	NA	NA
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	Member	✓	✓	✓

appointed with effect from April 23, 2021.

$ resigned from membership of NRC w.e.f May 3, 2021.

*resigned from membership of NRC w.e.f January 1, 2022.

CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The criteria and manner for evaluation of performance of Independent Directors provide certain parameters like board composition & quality, commitment to the Company's vision, level of participation at Board/Committee Meeting, level of engagement and contribution, Independence of judgment, understanding duties, responsibilities, qualifications, disqualifications and liabilities as an independent director, up-to-date knowledge/information pertaining to business of the Company in which the Company is engaged in, implementation of good corporate governance practices, enhancing long term shareholders' value, professional approach, openness to ideas, providing guidance and counsel to senior management in strategic matters and rendering independent and unbiased opinion at the meetings etc., monitoring the company's internal controls & review compliance Reports on applicable laws, regulations and guidelines.

The Board completed the performance evaluation of directors as per requirement of law. The Independent directors fulfilled the requirement of independence as laid down in the Act and the SEBI Listing Regulations and are independent of management.

RESIGNATION OF INDEPENDENT DIRECTOR(S):

Detailed reasons for the resignation of an independent director who resigns before the expiry of his /her tenure along with a confirmation by such director that there are no other material reasons other than those provided.

REMUNERATION OF DIRECTOR:

(a) Criteria of making payments to Non-Executive Directors

With effect from April 23, 2021 Non-Executive Director and Independent Directors of the Company were paid sitting fees ₹ 75,000/- for every meeting of Board and ₹ 50,000/- for every Committee meeting attended by them.

The Company is being benefited from the expertise, advice and inputs provided by the Independent Directors. The Independent Directors devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time.

No sitting fees are paid to Executive Directors and no commission is being paid to any Non-Executive Director and Independent Directors.

(b) Criteria of making payments to Executive Directors

The Executive Directors are paid as per the remuneration approved by the Shareholders at the time of their appointment which are in line with the statutory requirements and Company's policies. The revision in remuneration, if any is recommended by the Nomination Remuneration Committee to the Board for its consideration by taking into account their individual performance and their contribution to the growth of the Company by evaluating various factors as per the policy of the Company. Perquisites, performance linked incentives and retirement benefits are paid in accordance with the Company's compensation policies, as applicable to all employees, which also details criteria for such payments. As per the current terms of their appointment, none of the Executive Directors are entitled to commission on the net profits of the Company.

For further information the shareholders can refer Remuneration Policy uploaded on the Company's website https://www.cartradetech.com/pdf/corporate-governance/CT-Nomination-and-Remuneration-Policy.pdf.

The details of sitting fees/remuneration paid to the Directors during the year 2021-22 are as under:

₹ in lakhs

Sr. No.	Name of Director	Sitting Fees for attending Meetings	Salary, Perquisites	ESOP	Commission	Total
1	**Mr. Subramanian Lakshminarayanan** Non-Executive Independent Director	10.25	-	-	-	10.25
2	**Mrs. Kishori Jayendra Udeshi** Non-Executive Independent Director	12.25	-	-	-	12.25
3	**Mr. Vivek Gul Asrani** Non-Executive Independent Director	13.75	-	-	-	13.75
4	**Mr. Hemant Luthra*** Non-Executive Independent Director	0.75	-	-	-	0.75
5	**Mr. Victor Anthony Perry III** Non-Executive Non-Independent Director	4.25	-	-	-	4.25
6	**Mr. Vinay Vinod Sanghi** Executive Non-Independent Director	-	579.69	17,079.40	-	17,659.09
7	**Mrs. Aneesha Menon** Executive Non-Independent Director	-	68.15	409.74	-	477.89

* resigned w.e.f May 11, 2021.

Mr. Vinay Vinod Sanghi, Chairman and Managing Director was appointed for a period of 5 years with effect from April 23, 2021. His remuneration is ₹ 579.69 lakhs p.a. The appointment may be terminated by the Company by giving six months' notice in writing.

Mrs. Aneesha Menon, Executive Director and CFO was appointed with effect from April 23, 2021. Her remuneration is ₹ 68.15 lakhs p.a. The appointment may be terminated by the Company by giving 90 days' notice in writing or salary in lieu thereof.

The annual increment of Mr. Vinay Vinod Sanghi and Mrs. Aneesha Menon is decided by the NRC Committee and the Board of Directors based on the performance evaluation.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee was constituted by our Board at their meeting held on April 23, 2021, and reconstituted by the board resolution dated May 12, 2021. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations.

Terms of reference

The terms of reference of the Stakeholders' Relationship Committee, inter alia includes:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
2. To review of measures taken for effective exercise of voting rights by shareholders;
3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended or by any other regulatory authority.

During the year under review, the Committee met one time on January 25, 2022. The necessary quorum was present in the meeting.

Composition

Name of the Member	Category	Position	No. of Meetings Attended
Mr. Lakshminarayanan Subramanian	Non-executive and Independent Director	Chairperson	1
Mr. Victor Anthony Perry III	Non-executive and Non-Independent Director	Member	1
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	Member	1
Mrs. Aneesha Menon	Executive Director	Member	1

The status of Shareholders grievances is monitored by the Committee periodically and the minutes of the Committee are made available to the Board.

SHAREHOLDERS COMPLAINTS:

All the complaints received from investors were attended within 30 days. Continuous efforts are made to ensure that grievances are more expeditiously redressed. SEBI Complaints Redress System (SCORES) administers a centralised web-based complaints redress system. It enables investors to lodge and follow up complaints and track the status of online redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES within the stipulated period of receipt of the complaint. During the year, the Company received 41 investor complaints through SCORES, all of which were resolved within 30 days of their receipt.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee was constituted by a meeting of the Board held on April 23, 2021 and re-constituted by the board resolution dated May 12, 2021 and Mr. Vikram Alva was appointed as member of the Risk Management Committee with effect from May 12, 2021. The Committee was further re-constituted by the board resolution dated July 13, 2021, in line with the Regulation 21 of Listing Regulations as amended.

Terms of reference

The terms of reference of the Risk Management Committee broadly comprises of:

1. To formulate a detailed risk management policy which shall include;
   (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
   (b) Measures for risk mitigation including systems and processes for internal control of identified risks; and
   (c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and
6. The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Committee.

During the year under review, the Committee met one time on March 28, 2022. The necessary quorum was present in the said meeting.

Composition

Name of the Member	Category	Position	No. of Meetings Attended
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	Chairperson	0
Mr. Vivek Gul Asrani	Non-executive and Independent Director	Member	1
Mrs. Aneesha Menon	Executive Director	Member	1
Mr. Vikram Alva	Chief Strategy Officer	Member	1
Mr. Akshay Shankar	Chief Product Officer	Member	1

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee was constituted by a meeting of the Board held on March 30, 2017. The Corporate Social Responsibility Committee was re-constituted by our Board at their meeting held on April 23, 2021.

Terms of reference

The terms of reference of the CSR Committee broadly comprises of:

1. Formulation of a corporate social responsibility policy to the Board, indicating the activities to be undertaken by the Company in areas or subject specified in the Companies Act, 2013. The activities should be within the list of permitted activities specified in the Companies Act, 2013 and the rules thereunder;
2. Recommending the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;
3. Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;
4. Monitoring the corporate social responsibility policy from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
5. Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;
6. Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and
7. Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company or as may be required under applicable laws.

Composition

Name of the Member	Category	Position
Mrs. Aneesha Menon	Executive Director	Chairperson
Mr. Vivek Gul Asarani	Non-executive and Independent Director	Member
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	Member

DIRECTORS AND OFFICERS INSURANCE (D&O)

As per the provisions of the Act and in compliance with Regulation 25 (10) of the SEBI Listing Regulations, the Company has taken a Directors and Officers Insurance (D&O) on behalf of all the Directors including Independent Directors and officers of the Company.

GENERAL BODY MEETING

(i) Annual General Meeting (AGM):

Details of the last three Annual General Meetings (AGM) and Special Resolutions passed thereat are given below:

Year	AGM	Location	Date and Time	Details of Special Resolutions passed
2018-19	19th AGM	Lloyds Centre Point, 1st Floor, Unit No. 11 & 12, 1096A, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025	Wednesday, October 30, 2019 at 11.00 a.m. (IST)	To reappoint Mr. Vinay Vinod Sanghi as Whole Time Director and CEO;
2019-20	20th AGM	The Company conducted the AGM through video conferencing(VC)/other audio visual means(OAVM) pursuant to the MCA circular.	Thursday, December 31, 2020 at 10.30 a.m. (IST)	No Special Resolutions were passed at the 20th AGM.
2020-21	21st AGM	The Company conducted the AGM through video conferencing (VC)/other audio visual means (OAVM) pursuant to the MCA circular.	Wednesday, July 21, 2021, at 12.00 noon (IST)	1. Reclassification of Authorized share capital and Alteration of the Memorandum of Association of the Company; and 2. Appointment of Mr. Subramanian Lakshminarayanan (DIN: 02808698) as an Independent Director – Category Non-Executive Director of the Company

(ii) Extra-Ordinary General Meeting (EGM):

The Company had conducted three EGM of its members during the financial year 2021-2022. The details of the same are as follows:-

EGM	Location	Date and Time	Details of Resolutions passed
01/2021-22	The Company conducted the EGM through video conferencing(VC)/ other audio visual means(OAVM) pursuant to the MCA circular.	Thursday, April 29, 2021 at 11:00 a.m.	1. Conversion of Private Limited Company to Public Limited Company; 2. Change in name of the Company upon conversion from Private Limited Company to Public Limited Company; 3. Alteration of Memorandum of Association of the Company; 4. To appoint Mr. Vinay Vinod Sanghi as Managing Director and approve remuneration under Companies Act, 2013; 5. Amendment to ESOP Scheme 2010, 2011, 2014 and 2015; 6. Transfer of all cancelled and lapsed ESOP options of ESOP 2010, ESOP 2011, ESOP 2014 and ESOP 2015 to ESOP 2021 I; 7. To appoint Mr. Hemant Hans Raj Luthra (DIN: 00231420) as an Independent Director – category Non-Executive Director of the Company; 8. To appoint Mrs. Kishori Jayendra Udeshi (DIN: 01344073) as an Independent Director – category Non-Executive Director of the Company; 9. To appoint Mr. Vivek Gul Asrani (DIN: 00114447) as an Independent Director – category Non-Executive Director of the Company; 10. To appoint Mrs. Aneesha Menon (DIN: 07779195) as an Executive Director of the Company; 11. To change in terms of appointment of Mr. Victor Anthony Perry III (DIN: 06992828);

Report on Corporate Governance (Contd.)

EGM	Location	Date and Time	Details of Resolutions passed
02/2021-22	The Company conducted the EGM through video conferencing (VC)/other audio visual means(OAVM) pursuant to the MCA circular.	Tuesday, May 04, 2021 at 11:00 a.m.	1. To approve remuneration of Mrs. Aneesha Menon under Section 197 of the Companies Act, 2013; 2. To approve amendments to the articles of association pursuant to conversion from a private limited company to a public limited company and to conform to applicable stock exchange requirements; 3. Approving amendments to the articles of association pursuant to amendments to the shareholder's agreement; 4. Approve amendments to the Article of Association recording the right of the major shareholders to appoint a nominee director;
03/2021-22	The Company conducted the EGM through video conferencing (VC)/other audio visual means(OAVM) pursuant to the MCA circular.	Tuesday, October 5, 2021 at 4:00 p.m.	1. To Consider and Approve Article 102 (c) of the Articles of Association of the Company; 2. Approval for the amendment to the Employee Stock Option Plan 2010 (ESOP); 3. Approval for the amendment to the Employee Stock Option Plan 2011 (ESOP); 4. Approval for the amendment to the Employee Stock Option Plan 2014 (ESOP); 5. Approval for the amendment to the Employee Stock Option Plan 2015 (ESOP);

At the ensuing 22nd AGM the following mentioned special resolutions are proposed to be passed namely:-

I. To approve increase in remuneration of Mrs. Aneesha Menon (DIN: 07779195), Executive Director and Chief Financial Officer of the Company;

II. To approve remuneration of Mr. Vinay Vinod Sanghi (DIN: 00309085), Chairman and Managing Director of the Company; and

III. Approval of Related Party Transaction between Shriram Automall India Limited and Shriram Transport Finance Company Limited.

POSTAL BALLOT

Resolutions passed through Postal Ballot during the financial year 2021-22: Nil.

The Company dispatched Postal Ballot Notice dated March 31, 2022 together with explanatory statement, inter alia, for passing of the Special Resolution for ratification of the CarTrade Tech Limited Employee Stock Option Plan 2021 (I) of the Company.

Mr. Shriram P. Imartey, Partner, M/s S. P. Imartey & Associates, Practicing Company Secretary, (Certificate of Practice No. 4545) (Membership No. FCS 5933), was appointed as the Scrutinizer for carrying out the Postal Ballot voting process through electronic means in a fair and transparent manner.

Procedure adopted for Postal Ballot

In compliance with Section 108 and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the 'Act') read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular Nos. 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated December 8, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') and other applicable laws and regulations, the Company provided electronic voting (Remote e-voting) facility to all its members. The Company has engaged the services of M/s Link Intime India Private Limited ("LIIPL"), Registrar and Share Transfer Agent of the Company as the agency to provide e-voting facility to all its members.

The postal ballot notice was sent to the members in electronic form at their email addresses registered with the depositories/LIIPL.

The Company also published notice in the newspapers declaring the details of completion of dispatch, e-voting details and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by the Institute of Company Secretaries of India.

Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date. Members were informed that remote e-voting period would commence on Monday, April 4, 2022 at 9.00 a.m. (IST) and would end on Tuesday, May 3, 2022 at 5.00 p.m. (IST) and the detailed procedure of casting of votes through remote e-voting formed part of notes to the Notice.

The Scrutinizer submitted his report to the Chairman of the Company after the completion of scrutiny and the consolidated results of the voting by postal ballot were then announced on Wednesday, May 4, 2022. The results were displayed at the Company's website at www.cartradetech.com, and were available on the website of the Stock Exchanges and LIIPL.

MEANS OF COMMUNICATION

The Board recognizes the importance of two-way communication with shareholders and giving a report of results and progress and responding to questions and issues raised in a timely and consistent manner. The Company follows a robust process of communicating with its investors. The Audited financial results, the quarterly results and half yearly results of the Company are published in English (The Financial Express - all India edition) and Marathi newspaper (Navshakti - Regional Newspaper).

Press release is also given in the leading newspapers financial results, quarterly investor updates/presentations made to institutional investors, investors/earning conference calls or to the analysts, official news releases and other general information about the Company are also available on the Company's website https://www.cartradetech.com/update-and-announcements.html.

The financial results are disseminated to the Stock Exchanges within thirty minutes from the end of the Board meetings at which these are considered and approved. Shareholders have been provided with an opportunity to provide their email id for receiving correspondence and annual report in electronic form. The annual report and financial statement has been sent in electronic form to shareholders, who have registered their email ids. In view of the prevailing COVID-19 situation and consequent lockdown across the country, the Ministry of Corporate Affairs (MCA) has exempted companies from circulation of physical copies of Annual Report for year ended March 31, 2022. Your Company files the Annual Report with National Stock Exchange of India Ltd (NSE) and BSE Limited (BSE) through web based application: NEAPS (NSE Electronic Application Processing System), NSE Digital Portal and BSE Listing Centre.

The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the Listing Regulations including material information having a bearing on the performance/operations of the Company or other price sensitive information.

The Board of Directors has approved a policy for determining materiality of events and has a team comprising of Senior Managerial Personnel for the purpose of determining materiality of an event or information and making disclosures to Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION

22nd Annual General Meeting of the Company

Particulars	As on March 31, 2022
a. Day and Date	September 27, 2022
b. Time	11.00 a.m. (IST)
c. Venue	The Company is conducting meeting through video conferencing (VC)/other audio visual means (OAVM) pursuant to the MCA circular. For details please refer to the Notice of 22nd AGM.
d. Financial Year	2021-22
e. Dividend Payment Date	Not Applicable
f. The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s)	**BSE Limited ("BSE")** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. **National Stock Exchange of India Limited ("NSE")** Exchange Plaza, C-1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
g. Stock Code	
BSE Limited	543333
National Stock Exchange of India Limited	CARTRADE
Demat ISIN in NSDL & CDSL	INE290S01011
h. Website	https://www.cartradetech.com/

Payment of Listing Fees: Annual listing fees for the financial year 2022-23 have been paid by the Company to BSE and NSE.

Payment of Depository Fees: Annual Custody/Issuer fees for the financial year 2022-23 have been paid by the Company to National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

The Company was listed on August 20, 2021, post which quarterly results were announced as follows:

For the quarter ended September 30, 2021: October 28, 2021.

For the quarter ended December 31, 2021: January 25, 2022.

For the quarter and financial year ended March 31, 2022: May 4, 2022.

For the quarter ended June 30, 2022: July 29, 2022.

DIVIDEND DISTRIBUTION POLICY

The dividend distribution policy of the Company is available on the Company's website at https://www.cartradetech.com/pdf/corporate-governance/CT-Dividend-Policy.pdf.

GENERAL SHAREHOLDER ADDITIONAL INFORMATION

a) Stock Market

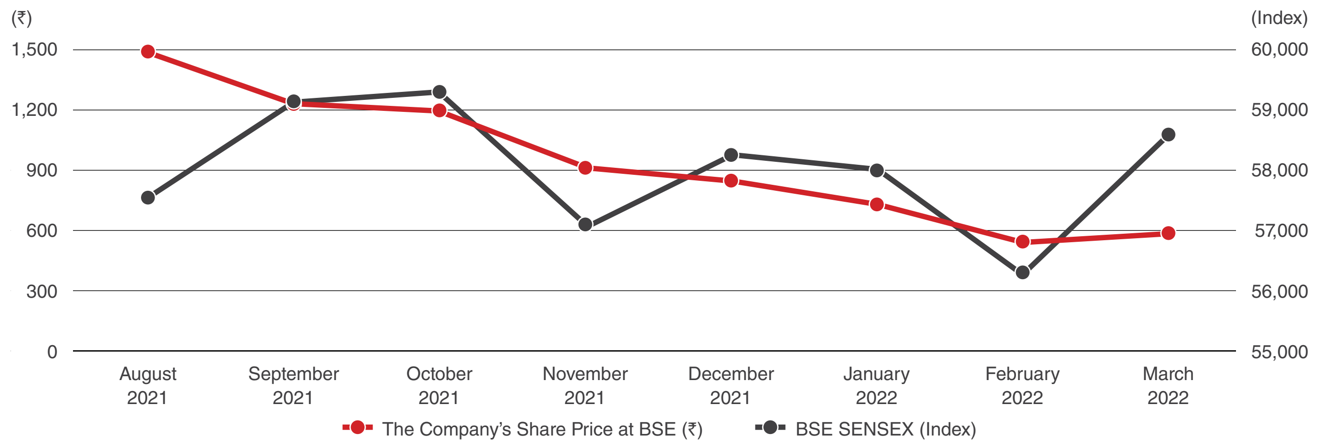
The high and low market price and volume of shares traded during each month of the financial year ended March 31, 2022 are given below:

Months	BSE Limited			National Stock Exchange of India Ltd.		
	Share Prices		Volume (No. of Shares)	Share Prices		Volume (No. of Shares)
	High (₹)	Low (₹)		High (₹)	Low (₹)	
April 2021	Not Applicable					
May 2021						
June 2021						
July 2021						
August 2021	1,610.00	1,415.00	967,675	1,618.00	1,414.85	16,776,449
September 2021	1,543.00	1,211.05	740,494	1,544.00	1,211.00	6,442,102
October 2021	1,461.60	1,153.00	512,367	1,462.00	1,155.00	4,396,251
November 2021	1,213.10	901.00	360,122	1,213.00	902.50	4,148,813
December 2021	980.00	805.80	477,992	982.75	805.00	5,949,681
January 2022	890.00	650.55	497,677	890.95	650.00	5,134,209
February 2022	769.00	462.10	555,008	768.45	460.00	6,702,429
March 2022	647.50	492.80	640,108	647.45	493.00	6,994,370

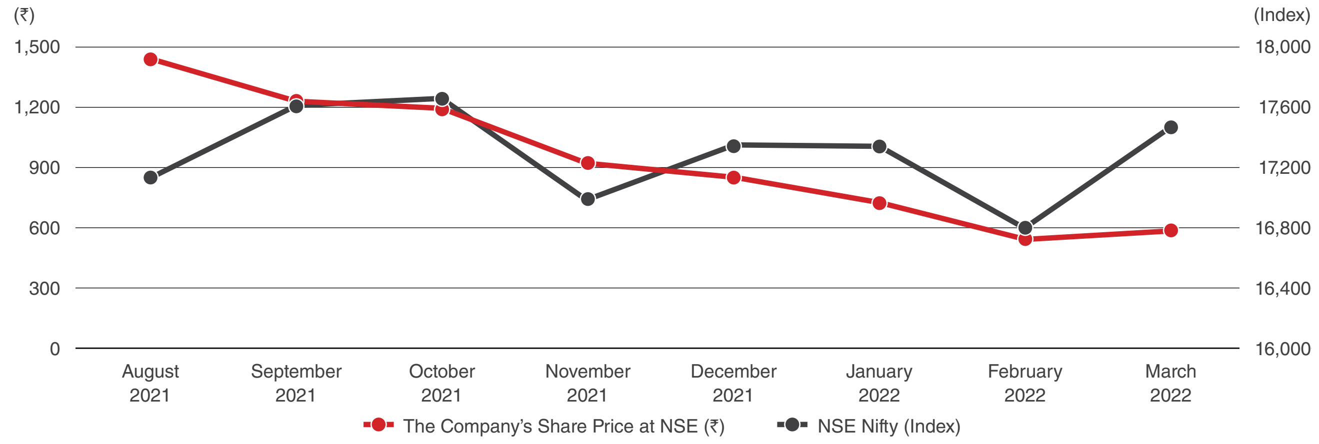
Note: The Company got listed on stock exchanges with effect from August 20, 2021.

The Company's Share Price performance in comparison to BSE Sensex and S & P CNX Nifty

The Company's Share Price at BSE and BSE SENSEX



The Company's Share Price at NSE and NSE Nifty



b) No equity shares are suspended from trading during the Financial Year 2021-22.

c) Registrar to an issue and Share Transfer Agents.

The Registrar and Share Transfer Agents of the Company are:

M/s Link Intime India Private Limited
C-101, 247 Park, 1st Floor, L.B.S. Marg,
Vikhroli (West), Mumbai 400 083
Maharashtra, India
Tel: +91 22 4918 6270
Website: www.linkintime.co.in
Investor Grievance ID: rnt.helpdesk@linkintime.co.in
Contact Person: Mr. Ashok Shetty

d) Share Transfer System:

Pursuant to Regulation 40 (1) of Listing Regulations, transfer of shares in physical mode has been discontinued and accordingly the Company has not processed transfer of shares in physical mode from the time the said Regulation was applicable and all the transfer of shares would be carried out only in dematerialized form by the respective Depository Participants of the shareholders.

Accordingly, shareholders holding shares in physical form are urged to have their shares dematerialized at the earliest so that they can transfer them in dematerialized form and participate in various corporate actions.

e) Distribution of shareholding as on March 31, 2022

Sr. No	No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
1	1 – 500	427,025	99.7556	6,449,541	13.8335
2	501 – 1,000	513	0.1198	375,861	0.8062
3	1,001 – 2,000	210	0.0491	315,061	0.6758
4	2,001 – 3,000	68	0.0159	171,095	0.3670
5	3,001 – 4,000	39	0.0091	140,798	0.3020
6	4,001 – 5,000	21	0.0049	98,242	0.2107
7	5,001 – 10,000	51	0.0119	363,020	0.7786
8	10,001 and above	144	0.0336	38,708,949	83.0262
	Total	**428,071**	**100.0000**	**46,622,567**	**100.0000**

Report on Corporate Governance (Contd.)

f) Categories of shareholders as on March 31, 2022

Sr. No.	Category	Total	
		No. of Shares held	% of shareholding
1	Clearing Members	76,225	0.1635
2	Other Bodies Corporate	416,734	0.8938
3	Foreign Company	24,475,249	52.4966
4	Hindu Undivided Family	297,970	0.6391
5	Mutual Funds	1,906,451	4.0891
6	Non-Nationalised Banks	1,665	0.0036
7	Foreign Nationals	322,676	0.6921
8	Non-Resident Indians	136,771	0.2934
9	Non-Resident (Non-Repatriable)	111,835	0.2399
10	Public	9,422,252	20.2096
11	Trusts	9,750	0.0209
12	Insurance Companies	32,396	0.0695
13	Body Corporate – Ltd Liability Partnership	277,519	0.5952
14	Foreign Portfolio Investors (Corporate)	8,180,622	17.5465
15	NBFCs registered with RBI	680	0.0015
16	Alternate Invst Funds – II	700,230	1.5019
17	Alternate Invst Funds – III	253,542	0.5438
	Grand Total	**46,622,567**	**100**

g) Dematerialization of shares and liquidity

99.93% of the Company's shares are in dematerialized form as on March 31, 2022, held with both the Depositories viz., the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') and the break-up is as follows:

Description	No. of Shareholders	No. of Shares	% to Total Shares
CDSL	291,232	5,112,248	10.97
NSDL	136,846	41,387,369	88.77
Physical	3	122,950	0.26
Total	**428,081**	**46,622,567**	**100**

Note: The Company has issued and allotted 97,500 equity shares to the employee under ESOP 2011 on March 28, 2022 for which listing and trading approval of BSE and NSE is pending as on March 31, 2022 therefore they are mentioned in the physical shares description. Subsequently the Company had received the listing and trading approval for aforesaid equity shares from BSE and NSE.

h) The Company has not issued any outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity.

i) Commodity price risk or foreign exchange risk and hedging activities: Commodity price risk: Not Applicable.

j) Locations

Below is the list of offices;

a. 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 40070;

b. Lloyds Centre Point, 1st Floor, Unit No. 11 & 12, 1096A, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025; and

c. Building bearing No. 69-12-29 in Survey Number 212/4, Municipal Block No. 69, in Ward No. 29 of Kakinada Municipality, SBI colony, Ramanaiahpet, Kakinada, E.G. District. Andhra Pradesh, 533005.

k) Address for correspondence & Registered Office:

Registered Office: During the financial year ended March 31, 2022, the Company had shifted its registered office premises from C/o Suraj Sanghi Service Centre Dr. Annie Besant Road, Worli, Mumbai - 400018 to 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705.
Phone: +91 22 6739 8888
Website: https://www.cartradetech.com/

Corporate Office: 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705.
Phone: +91 22 6739 8888
Website: https://www.cartradetech.com/
Email ID for Investor Grievance: Investor@cartrade.com

The aforesaid email ids have been displayed on the Company's website.

l) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: Not Applicable

SHARE CAPITAL AUDIT

The Share Capital Audit as required under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, read with SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated December 31, 2002 and SEBI Circular No. CIR/MRD/DP/30/2010, a Qualified Practicing Company Secretary carries out Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. This audit is carried out every quarter and the reconciliation of share capital audit report thereon is submitted to the Stock Exchanges and to the Board of Directors.

CERTIFICATION BY CHAIRMAN & MANAGING DIRECTOR AND EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER

In terms of Regulation 17(8) and Regulation 33 of the SEBI Listing Regulations, the certification by the Chairman & Managing Director and Director & Chief Financial Officer is annexed to this Annual Report.

m) Other Disclosures

i. During the year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were in the ordinary course of business and at arm's length basis. Prior omnibus approval is obtained for unforeseen related party transactions which would be in the ordinary course of business and on an arm's length basis. There are no materially significant Related Party Transactions (RPTs) with the Company's Directors, Key Managerial Personnel or their relatives, which may have potential conflict with the interests of the Company at large. Disclosures on transactions with related parties, as required under the Indian Accounting Standard 24, have been incorporated in the Notes to the Accounts. The statement of RPTs is placed before the Audit Committee and the Board on quarterly basis.

Omnibus approval was obtained for the transactions of repetitive nature. The Policy on Materiality of RPTs and dealing with RPTs as approved by the Board is uploaded on the Company's website at the web link: https://www.cartradetech.com/pdf/corporate-governance/CT-Materiality-policy-for-related-party-transactions.pdf. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company save and except the payment of sitting fees to non-executive Director and Independent Directors. The details of the transactions with Related Party are provided in the notes to the Financial Statements.

ii. There were no instances of non-compliance by the Company for which any penalties or strictures were imposed on the Company by the Stock Exchanges and SEBI, or any statutory authority on any matter related to capital markets during the last three years.

iii. The Company has adopted the Whistle Blower Policy and has established the necessary mechanism in line with the Stock Exchanges, for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee. The Vigil Mechanism as per Regulation 22 of Listing Regulations ensures standards of professionalism, honesty, integrity and ethical behavior.

iv. Details of compliance with Mandatory requirements and adoption of non-mandatory requirements;

The Company has complied with all the applicable mandatory requirements of the Listing Regulations.

The Company has adopted the following discretionary requirements as provided in the SEBI Listing Regulations:

(a) Modified opinion(s) in Audit Report

The Company is in the regime of unmodified opinions on financial statements and that the Auditors of the Company have issued Audit Reports with unmodified opinion on the standalone and consolidated financial statements for the financial year ended March 31, 2022.

(b) Reporting of Internal Auditor

The Internal Auditors of the Company report directly to the Audit Committee and are invited to be present as invitees at the Audit Committee meetings.

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

v. The Company has one material unlisted subsidiary company, i.e. Shriram Automall India Limited as defined in Regulation 24 (1) of Listing Regulations and the Company has framed the Policy on Material Subsidiaries and the same is uploaded on the Company's website at the web link: https://www.cartradetech.com/pdf/corporate-governance/CT-Policy-for-determination-of-Material-Subsidiary.pdf.

vi. The disclosure of commodity price risks and commodity hedging activities: The Company does not deal in commodities and hence the disclosure pursuant to the SEBI Listing Regulations are not applicable.

vii. Pursuant to Schedule V Para C clause (10)(i) of the SEBI Listing Regulations, the Company has obtained certificate from M/s S. P. Imartey & Associates practising company secretary confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this report as Annexure A.

Report on Corporate Governance (Contd.)

viii. In the financial year 2021-22 the board has accepted all recommendations of its committees.

ix. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): During the financial year ended March 31, 2022, the Company had raised ₹ 18,398.37 lakhs through preferential allotment and private placement basis and all the funds have been duly utilized as per the objects stated in the private placement offer documents.

x. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors, is given below;-

₹ in lakhs

Particulars	Amount
Statutory Audit Fees	135.00
Limited review	22.50
Others	10.00
Reimbursement of expenses	0.49
Less: Fees for IPO related services, recoverable from selling shareholders	(95.00)
Total	**72.99**

xi. The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: The details with respect Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided in the Directors' Report which forms a part of this Annual Report.

xii. The Company has complied with all the requirement of corporate governance report as contained in Clause C (2) to (10) of Schedule V read with Regulation 34(3) of the SEBI Listing Regulations.

xiii. The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Regulation 17(5) of the SEBI Listing Regulations. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the Chairman & Managing Director. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is also uploaded on the Company's website at the web link of https://www.cartradetech.com/pdf/corporate-governance/CT-Code-of-Conduct-or-Directors-and-Senior-Management.pdf.

xiv. Equity Shares in the Suspense Account/ unclaimed suspense account: The Company does not have any unclaimed shares and hence the disclosure required, if any, pursuant to the SEBI Listing Regulations are not applicable.

The Company had complied with all the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of Listing Regulations (relating to disclosure on the website of the Company).

The Company has obtained a certificate from M/s. S. P. Imartey & Associates, Practising Company Secretaries on compliance of conditions of Corporate Governance as stipulated in Listing Regulations. This certificate forms a part of the Annual Report.

ANNEXURE - A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Cartrade Tech Limited,
12th Floor, Vishwaroop IT Park Sector 30A,
Vashi Navi Mumbai - 400705.

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) in respect of Cartrade Tech Limited (the Company), I hereby certify that:

On the basis of the relevant declaration/disclosures received from the directors and taken on record by the Board of Directors, as on March 31, 2022, none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

For **S P Imartey & Associates,**
Company Secretaries

Sd/-
Shriram P. Imartey
Practising Company Secretary
Member No.: F 5933
C. P. No.: 4545
UDIN: F005933D000270164

Date: May 04, 2022
Place: Mumbai

CEO/CFO CERTIFICATION

To,
The Board of Directors
CarTrade Tech Limited
(Formerly known as MXC Solutions India Private Limited)
12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705

We hereby certify that:

A. We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2022 and that to the best of our knowledge and belief:

   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended March 31, 2022 which are fraudulent, illegal or violates of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

   i. There was no significant changes in internal control over financial reporting during the year;

   ii. All significant changes in accounting policies during the year if any and the same have been disclosed in the notes to the financial statements; and

   iii. There was no instances of any significant fraud of which we have become aware and the involvement therein, if any.

We affirm that we have not dined personal access to the Audit Committee of the Company in respect of matter involving any alleged, misconduct or unfair treatment to any whistle-blower.

	Vinay Vinod Sanghi	**Aneesha Menon**
Place: Mumbai	Chairman and Managing Director	Executive Director and CFO
Date: May 04, 2022	(DIN: 00309085)	(DIN: 07779195)

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

The Board of Directors of CARTRADE TECH LIMITED at its Meeting held on May 13, 2021 adopted Code of Conduct to be followed by all Members of the Board and Senior Management Personnel of the Company respectively in compliance with the Regulation 17(5) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges where the shares of the Company are listed.

As per Regulation 17(5) and Regulation 26(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2022.

Place: Mumbai
Date: August 27, 2022

Vinay Vinod Sanghi
Chairman and Managing Director

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Cartrade Tech Limited,
12th Floor, Vishwaroop IT Park Sector 30A,
Vashi Navi Mumbai - 400705

We have examined the compliance of conditions of Corporate Governance by Cartrade Tech Limited ("the Company") for the year ended on March 31, 2022, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and representations made by the management, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S P Imartey & Associates,**
Company Secretaries

Sd/-
Shriram P. Imartey
Practising Company Secretary
Member No.: F 5933
C. P. No.: 4545
UDIN: F005933D000270120

Date: May 04, 2022
Place: Mumbai

Business Responsibility Report

Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandated by the Securities and Exchange Board of India (SEBI), India's top 1,000 listed entities based on market capitalisation on the BSE and NSE, are required to submit a Business Responsibility Report ("BR") along with their Annual Report for FY 2021-22.

SECTION A. GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate identification number	L74900MH2000PLC126237
2	Name of the Company	CARTRADE TECH LIMITED (the "Company")
3	Registered address	12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705
4	Website	https://www.cartradetech.com/
5	Email address	investor@cartrade.com
6	Financial year reported	April 1, 2021 – March 31, 2022
7	Sector(s) that the Company is engaged in	Multi-channel auto platform (74901– Business brokerage activities)
8	Three key products/services manufactured/ provided by the Company	1. The Company operate multi-channel auto platform with coverage and presence across all vehicle types and value-added services. 2. Marketplace for New and Used across all vehicle types; and 3. Used Vehicle ERP Tools.
9	Total number of locations where business activity is undertaken by the Company	(i) Number of International Locations: Nil (ii) Number of National Locations: 3
10	Markets served by the Company – Local/State/National/International	Local, State and National

SECTION B. FINANCIAL DETAILS OF THE COMPANY

1	Paid up capital (₹)	4,662.26 lakhs
2	Total turnover (₹)	12,484.60 lakhs
3	Net loss (₹)	(14,606.64) lakhs
4	Total spending on CSR as percentage of profit after tax (%)	Not applicable
5	List of the activities in which expenditure in 4 above has been incurred	Not applicable

SECTION C. OTHER DETAILS

1	Does the Company have any Subsidiary Company/ Companies?	Yes, please refer page no. 51 of Directors' Report
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the Parent Company? If yes, then indicate the number of such Subsidiary Company(s)	The Company defines the code of conduct of business ethics which is applicable for all the subsidiary companies also. All the companies abide by the code of business ethics wherever applicable.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No

SECTION D. BR INFORMATION

1. Details of Director/Directors responsible for BR

(a)	**Details of Director(s) responsible for BR**	
	DIN	00309085
	Name	Mr. Vinay Vinod Sanghi
	Designation	Chairman and Managing Director
(b)	**Details of BR Head**	
	DIN	07779195
	Name	Mrs. Aneesha Menon
	Designation	Executive Director and CFO
	Telephone Number	+91 22 6739 8888
	Email Id	investor@cartrade.com

2. Principle-wise (as per NVGs) BR Policy/ Policies

In conformance to the requirements of regulation 34(2)(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this report is aligned with the nine principles of the National Voluntary Guidelines on social, environmental and economic responsibilities of business (NVGs), notified by the Ministry of Corporate Affairs, Government of India. The report involves disclosure on the following nine principles as per NVGs framework:

P1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

P2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

P3: Businesses should promote the wellbeing of all employees.

P4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

P5: Businesses should respect and promote human rights.

P6: Business should respect, protect, and make efforts to restore the environment.

P7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P8: Businesses should support inclusive growth and equitable development.

P9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of Compliance (Reply in Y/N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for…	Y	Y	Y	Y	Y	Y	N	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	N.A	Y	Y
3	Does the policy conform to any national/international standards? If yes, specify? (50 words)	The Company's policies are in line with respective principles of National Voluntary Guidelines on Social, Environmental and Economical Responsibilities of Business as issued by Ministry of Corporate Affairs, Government of India, in July 2011.								
4	Has the policy being approved by the Board?	All the policies are approved by the Board. All the policies are signed by the Director of the Company.								
5	Is yes, has it been signed by MD/owner/CEO/ appropriate Board Director?									
6	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	N.A	Y	Y
7	Indicate the link for the policy to be viewed online?	https://www.cartradetech.com/corporate-governance.html								
8	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to employees through the Intranet and external stakeholders through the Company's website (www.cartradetech.com)								
9	Does the company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	N.A	Y	Y
10	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	N.A	Y	Y
11	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The implementation of the policies of the Company is reviewed by the Internal Auditor of the Company.								

(b) If answer to the question at Sr. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options) – The Company is not engaged in Business Activity which influences the public and regulatory policies, hence, the Company is not required to prepare any policy pertaining to Principle 7.

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year –

The Directors responsible for implementing BR Policy as stated above are entrusted with the task of assessing the BR performance of the Company on quarterly basis.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Being the first year of applicability, the Company has published the Business Responsibility (BR) Report for the first time and the same forms a part of the Annual Report. The Company further plans to publish the BR Report annually.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability:

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/Others?

   Our policies related to ethics, bribery and corruption covers CarTrade Tech Limited and all its stakeholders.

   Further, the Company's Whistle Blower policy provides a mechanism under which an employee/director of the Company may report unethical behaviour, suspected or actual fraud, violation of code of conduct and personnel policies of the Company. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behaviour. The Whistle Blower Policy/ Vigil Mechanism is uploaded on the Company's website: https://www.cartradetech.com/pdf/corporate-governance/CT-VIGIL-MECHANISM-and-Whistle-Blower-Policy.pdf.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so. –

   The Company's stakeholders include our investors, clients, employees, vendors/partners, government, and local communities at large. For details on investor complaints and resolution, refer to the 'Investor complaints' published quarterly, and available in the Corporate governance report forming a part of the Annual Report. For details of employee grievances and resolution, refer to the description provided in principle 3 below.

   The Company being in service industry does receive customer queries/feedback which are duly attended and addressed to satisfaction. Further during the year under review, The Company also received 41 shareholder's complaints which were duly attended and addressed to satisfaction as on March 31, 2022.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities. –

   The nature of the businesses of the Company has limited impact on environment although the Company has identified ways to optimise resource consumption in its operations. The Company provides online platform to identify and connect the buyers and sellers using the digital offerings in an environment friendly manner.

   To ensure optimal resource consumption, the Company has incorporated environment friendly installations such as energy efficient equipment etc.

   In respect of opportunities of the services of the Company, the online platform to identify and connect the buyers and sellers using digital offerings are extremely helpful to the society at large at the time of emergencies leading to social benefits.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

   (a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

   (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

   Cartrade Tech Limited, being in the business of information service activity, this clause is not applicable.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

   (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so. –

   Cartrade Tech Limited, being in the business of information service activity does not require much material input. However, as a responsible corporate citizen of the country, the Company endeavours to reduce the environmental impact of its operations.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

   (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors? –

   The Company gives preference for procurement of goods and services to the dealership as well as customers across India which are listed with the Company.

   The Company provides platforms to all vehicle dealer across India to improve their business by connecting them with the customers and via versa.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so. –

   The Company is in service industry, hence, recycling of the products is not applicable for the Company's Services.

Principle 3: Business should promote wellbeing of all employees

1. Please indicate the Total number of employees. – 656
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis. – Contractual: 92
3. Please indicate the Number of permanent women employees. – 107
4. Please indicate the Number of permanent employees with disabilities – 1 (Partially Disable)
5. Do you have an employee association that is recognized by management. – No
6. What percentage of your permanent employees is members of this recognized employee association? – Not Applicable
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year. – NIL

Sr. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	-	-
2	Sexual harassment	-	-
3	Discriminatory employment	-	-

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? - The Company has learning and development processes to create right proficiencies across levels and help employees progress in their career. The learning and development needs are recognised through various processes which include Company's vision and mission, competency frameworks and training needs identified time-to-time.

   Safety of employees is of paramount importance to the Company.

   (a) Permanent Employees – 100%

   (b) Permanent Women Employees – 100%

   (c) Casual/Temporary/Contractual Employees – On Probation: 100%

   (d) Employees with Disabilities – 100%

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Has the company mapped its internal and external stakeholders? Yes/No –

   Yes, the Company identified its internal and external stakeholders. Stakeholders' views and suggestions are incorporated into business strategies.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders. –

   While it is difficult for the Company to identify the disadvantaged, vulnerable & marginalised stakeholders, the Company identifies them to the extent practically possible and extends whatever assistance required and promotes equality at workplace.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

Business Responsibility Report (Contd.)

CarTrade Tech Limited carries out continuous interaction and engagement with all Internal & External stakeholders including the disadvantaged, vulnerable and marginalised stakeholders by way of HR policies, other initiatives etc.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others? –

   Cartrade Tech Limited doesn't have a separate Human Rights Policy, however, our Policies in respect of human resources covers aspects of various human rights viz. child labour, forced labour, occupational safety, prevention of sexual harassment, non-discrimination, health and safety of the employees of the Company and also its stakeholders.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

   The Company has not received any complaint in respect of human rights as well as complaints pertaining to sexual harassment.

Principle 6: Business should respect, protect and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others. –

   The nature of the businesses of the Company has limited impact on environment; however, the Company complies with applicable environmental regulations in respect of premises and operations and also generally ensures stakeholders to abide with the same.

2. Does the company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc. –

   The nature of the businesses of the Company has limited impact on environment; however, the Company has a goal to reduce our energy consumption and therefore has taken various initiatives in this regard such as efficient uses of Air conditioners, automatic servers and desktop shut down to reduce the energy consumption, e-wastage disposal mechanism, efficient use of printing papers, etc.

3. Does the company identify and assess potential environmental risks? Y/N –

   The nature of the business of the Company has limited impact on environment; however the Company continuously aims to reduce even the limited impact on the environment by identifying ways to optimise resource consumption in its operations. The Company understands the potential environmental risks. We also comply with applicable environmental regulations, in respect of premises and operations.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed? -

   Not Applicable

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc. -

   The nature of the businesses of the Company has limited impact on environment; however, the Company has a goal to reduce our energy consumption and therefore has taken various initiatives in this regard such as efficient uses of Air conditioners, automatic servers and desktop shut down to reduce the energy consumption, e-wastage disposal mechanism, efficient use of printing papers, etc.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported? –

   Not Applicable

7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year. –

   There were no legal notices received during the year.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with :–

   No, the company is not a member of any trade and chamber or association.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others) –

   Not Applicable, since the Company is not a member of any trade or chamber or association.

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

   The Company has HR policy for inclusive growth of its employees and also has a Policy on Corporate Social Responsibility that contributes to inclusive growth and equitable development of the society and community at large.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

   The Company aims to carry out its CSR activities on its own as well as through NGOs/other organisations if any.

3. Have you done any impact assessment of your initiative?

   Not Applicable

4. What is your company's direct contribution to community development projects – Amount in INR and the details of the projects undertaken.

   Not Applicable

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

   The Company's CSR initiatives will be rolled out directly or in partnership with non-profit organisations. This helps in increasing reach as well as ensuring the adoption of initiative by communities.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

   There were no consumer cases pending as on March 31, 2022.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks(additional information)

   Not Applicable, however the Company executes contracts provides all information related to its services.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so. –

   There is no case against the Company during last five years, relating to unfair trade practices, irresponsible advertising and/or anticompetitive behaviour.

4. Did your company carry out any consumer survey/ consumer satisfaction trends? –

   The Company on a continuous basis measures satisfaction levels of dealers and customers. The Company has a feedback form on their respective portals, where a customer can freely give its feedback on the services being offered by the Company.

Independent Auditor's Report

To the Members of CarTrade Tech Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the accompanying consolidated financial statements of CarTrade Tech Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance Sheet as at March 31, 2022, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (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 and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") 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, as at March 31, 2022, their consolidated loss including other comprehensive loss, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. 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 in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act 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 audit opinion on the consolidated financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Carrying value of Goodwill	
The Group carries goodwill of ₹ 89,767.51 lakhs as at March 31, 2022 in these consolidated financial statements. Management performs an annual impairment assessment of Goodwill, as detailed in note 2.3 (B) under significant accounting policies read with note 4, to determine whether the recoverable value is below the carrying amount. The assessments made by the management involve significant estimates and judgments, including revenue growth rates, net profit margin and perpetual growth rates used to estimate future cash flows and discount rates applied to these forecasted future cash flows. These estimates and judgments may be affected by unexpected changes in future market or economic conditions or discount rates applied. We considered this as key audit matter because of the significant judgement and management estimates involved around impairment assessment.	Our audit procedures included the following: • We obtained an understanding of and evaluated the process and controls designed and implemented by the management to assess the potential impairment. • We evaluated the methods and models used to determine whether the recoverable amounts were appropriate by comparing them with the requirements of Ind AS 36 – Impairment of assets. • We obtained and assessed management's identification and evaluation of Cash Generating Unit (CGU). We obtained the analysis performed by the management to determine impairment of Goodwill based on future cash flows. • We involved valuation specialists to assist us in evaluation of the key assumptions used in the impairment analysis. Our audit procedures included the assessment of reasonableness of key inputs, such as the discount rates and growth rates, by comparison to externally available industry, economic and financial data and the Group's own historical data and performance. We have tested the revenue growth and other operational assumptions by comparing with historical data and discussion with management. • We performed sensitivity analysis on the projections by varying key assumptions within a reasonable range. • We assessed the disclosures made in the consolidated financial statements.
Recoverability of deferred tax assets	
Deferred tax asset recognized in the Group's consolidated financial statements as at March 31, 2022 is ₹ 7,122.68 lakhs. As described in note 2.3 (J) under significant accounting policies read with note 24 to the consolidated financial statements, deferred tax assets are recognized on carried forward tax losses when it is probable that taxable profit will be available against which the tax losses can be utilized. The Group's ability to recognize deferred tax assets on carried forward tax losses is assessed by management at the end of each reporting period, taking into account forecasts of future taxable profits and the law and jurisdiction of the taxable items and assumptions. Given the degree of estimation based on the projection of future taxable profits, management's decision to create deferred tax assets on tax losses was identified to be a key audit matter.	Our audit procedures includes the following: • We have evaluated the design and implementation of key controls relating to calculation of deferred tax asset. • We have verified the arithmetical accuracy of the computation of amounts recognised as deferred tax assets. • We obtained the year wise details of income tax assets and compared the same with the returns filed by the Group in the earlier years. We have checked management's calculation of the Deferred tax assets and the key assumptions used. • We have discussed and evaluated management's assumptions and estimates like projected revenue growth, margins etc in relation to the probability of generating future taxable income to support the utilisation of deferred tax losses with reference to forecast taxable income and performed sensitivity analysis. • We have assessed the related disclosures in respect of deferred tax assets in the consolidated financial statements.
Recoverability of Trade Receivables	
The gross balance of trade receivables as at March 31, 2022 amounted to ₹ 5,192.75 lakhs, against which the Group has recorded expected credit loss provision of ₹ 1,046.71 lakhs. The collectability of trade receivables is a key element of the Group's working capital management. The Group's disclosures are included in Note 2.3 (Q) (v) and Note 9 to the consolidated financial statements, which outlines the accounting policy for determining the allowance for doubtful debts and details of the year on year movement in gross and net trade receivables. The Group has an internal policy for evaluation of recoverability of receivables and recording of impairment loss which is applied at every period-end. In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on trade receivables which is based on the age of the recoverable, credit loss incurred in the past, current conditions and forecasts of future conditions. In calculating expected credit loss, the Group has considered customer accounts as well as experience with collection trends and current economic and business conditions. Due to the significance of trade receivables and the related estimation uncertainty this is considered a key audit matter.	As part of our audit procedures: • We evaluated the Group's policies, processes and controls relating to the monitoring of trade receivables and review of credit risks of customers. • Circularized requests for balance confirmations on sample basis and examined responses. • Obtained evidence of receipts from customers. • Inspected relevant contracts and correspondence with the customers on sample basis, assessment of their creditworthiness with reference to publicly available information, where applicable. • Evaluated management's estimates and the inputs used by management for development of the ECL model, analysis of ageing of receivables, assessment of material overdue individual trade receivables including specific customer balances and sector exposure. We have verified the ageing of the trade receivables. We have also tested the mathematical accuracy and computation of the allowances by using the same input data used by the Group.

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 the information included in the Annual 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 such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or

Independent Auditor's Report (Contd.)

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.

The Annual Report is not made available to us as at the date of this auditor's report. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT 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 terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Amendment Rules, 2022, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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 are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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 SAs, 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 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 Holding Company has adequate internal financial controls with reference to financial statements 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 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 ability of the Group 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 Group 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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, 2022 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 MATTER

(a) We did not audit the financial statements and other financial information, in respect of three subsidiaries, whose financial statements include total assets of ₹ 352.57 lakhs as at March 31, 2022, and total revenues of ₹ 83.32 lakhs and net cash outflows of ₹ 1.93 lakhs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

Our opinion above 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 and other financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditors whose report we have relied upon 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 consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the 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 Companies (Indian Accounting Standards) Amendment Rules, 2022, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2022 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 with reference to consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) According to the information and explanation given by the management, we report that the remuneration of the Director of one of the subsidiary Company "Adroit Inspection Services Private Limited" for the year ended March 31, 2022 is in excess of the limits applicable under section 197 of the Act, read with Schedule V thereto, by ₹ 4.30 lakhs are informed by the management that the Company proposes to obtain approval of the shareholders in a general meeting by way of a special resolution. In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, incorporated in India, the managerial remuneration for the year ended March 31, 2022 has been paid/provided by the Holding Company and other subsidiaries incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 37 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2022;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, incorporated in India during the year ended March 31, 2022.

iv. a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) No dividend has been declared or paid during the year by the Holding company and subsidiary companies, incorporated in India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 22048966AIJVOU7692

Place of Signature: Mumbai
Date: May 04, 2022

Annexure 1

To the Independent Auditor's Report of even date on the Consolidated Financial Statements of Cartrade Tech Limited

Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) Qualifications by the auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

Sr. No.	Name	CIN	Holding Company/ Subsidiary	Clause number of the CARO report which is qualified
1	Shriram Automall India Limited	U50100TN2010PLC074572	Subsidiary	Clause (vii)(a)
2	Adroit Inspection Services Private Limited	U93000DL2016PTC292367	Subsidiary	Clause (vii)(a)
3	CarTradeExchange Solutions Private Limited	U74120MH2012PTC237037	Subsidiary	Clause (vii)(a)
4	Augeo Asset Management Private Limited	U67200DL2019PTC351745	Subsidiary	Clause (vii)(a)

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 22048966AIJVOU7692

Place of Signature: Mumbai
Date: May 04, 2022

Annexure 2

To the Independent Auditor's Report of even date on the Consolidated Financial Statements of Cartrade Tech Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of CarTrade Tech Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the companies included in the Group, 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 Holding 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 Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements 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") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. 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 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 judgement, including the assessment of the risks of material misstatement of 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 internal financial controls with reference to consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial control with reference to consolidated financial statements 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 with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements 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, the Holding Company and its subsidiaries companies has, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

OTHER MATTERS

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these two subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 22048966AIJVOU7692

Place of Signature: Mumbai
Date: May 04, 2022

Consolidated Balance Sheet

as at March 31, 2022

₹ in Lakhs

Particulars	Note	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	3	5,342.21	5,112.09
(b) Capital work in progress	3A	37.16	49.30
(c) Goodwill	4	89,767.51	89,796.10
(d) Other Intangible Assets	4A	1,890.91	2,537.68
(e) Right of use assets	3	7,095.65	4,798.69
(f) Financial Assets			
(i) Investment	5	1,713.45	1,805.27
(ii) Other financial assets	6	8,934.49	2,456.30
(g) Deferred Tax assets (net)	24	7,122.68	6,541.75
(h) Other non-current assets	8	1,800.44	1,276.78
Total Non-Current Assets		**123,704.50**	**114,373.96**
Current assets			
(a) Inventories	6A	122.27	157.69
(b) Financial Assets			
(i) Investments	5	86,660.63	62,743.69
(ii) Trade receivables	9	4,146.04	4,729.70
(iii) Cash and cash equivalents	10	3,390.22	2,199.41
(iv) Bank balance (other than 10 above)	11	2,869.12	248.47
(v) Loan	7	2,758.21	4,930.00
(vi) Other financial assets	6	3,250.78	3,069.59
(c) Other current assets	8	1,174.49	567.10
Total Current Assets		**104,371.76**	**78,645.65**
Total Assets		**228,076.26**	**193,019.61**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	12	4,662.26	358.43
(b) Instruments entirely in the nature of equity	12	-	3,880.06
(c) Other Equity	13A	193,265.20	163,779.31
Equity attributable to owners of the Company		197,927.46	168,017.80
Non Controlling Interests	13B	9,507.82	8,219.19
Total Equity		**207,435.28**	**176,236.99**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	32	6,513.81	4,639.90
(b) Deferred tax liabilities	24	473.27	631.03
(c) Provisions	14	560.23	451.66
(d) Other non-current liabilities	17	13.69	13.69
Total Non-Current Liabilities		**7,561.00**	**5,736.28**
Current liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	32	1,198.52	815.23
(ii) Trade payables	15		
– total outstanding dues of micro enterprises and small enterprises		-	5.76
– total outstanding dues of creditors other than micro enterprises and small enterprises		2,085.24	2,223.14
(iii) Other financial liabilities	16	7,405.90	5,869.67
(b) Other current liabilities	17	2,020.46	1,796.67
(c) Provisions	14	369.86	335.87
Total Current Liabilities		**13,079.98**	**11,046.34**
Total Liabilities		**20,640.98**	**16,782.62**
Total Equity and Liabilities		**228,076.26**	**193,019.61**
Summary of significant accounting policies	2.3		

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

As per our report of even date.

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: May 04, 2022

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085

Place: Mumbai
Date: May 04, 2022

Aneesha Menon
Executive Director
and CFO
DIN: 07779195

Place: Mumbai
Date: May 04, 2022

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS: 40812

Place: Mumbai
Date: May 04, 2022

Consolidated Statement of Profit and Loss

for the year ended March 31, 2022

₹ in Lakhs

Particulars	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
Income			
Revenue from operations	18	31,272.35	24,968.32
Other income	19	4,622.67	3,184.04
Total Income		**35,895.02**	**28,152.36**
Expenses			
Purchase of Traded goods	6B	839.60	281.31
Changes in Inventories of stock-in-trade	6C	35.42	(155.85)
Employee Benefits Expense	20	33,276.87	13,010.99
Finance Cost	21	645.21	429.78
Depreciation and amortisation expense	4B	2,473.61	1,992.73
Other expenses	22	10,536.03	7,895.53
Total Expenses		**47,806.74**	**23,454.49**
Profit/(loss) before tax		**(11,911.72)**	**4,697.87**
Tax expense/(benefit)			
Current tax		1,072.89	977.46
Income Tax adjustment related to earlier years		(118.32)	(232.76)
Deferred tax (credit)		(731.09)	(6,387.31)
Total Tax Expense/(benefit)		**223.48**	**(5,642.61)**
Profit/(loss) for the period		**(12,135.20)**	**10,340.48**
Other Comprehensive Income/(Loss)			
Items that will not be reclassified to profit or loss in subsequent years			
Remeasurements of the defined benefit plans		(37.48)	76.27
Income tax effect on above		9.43	(19.19)
Total Other Comprehensive Income/(loss)		**(28.05)**	**57.08**
Total Comprehensive Income		**(12,163.25)**	**10,397.56**
Profit/(Loss) attributable to:			
– Equity holders of the Parent		(13,210.18)	9,249.90
– Non-controlling interests		1,074.98	1,090.58
Other Comprehensive Income attributable to:			
– Equity holders of the Parent		(25.88)	36.48
– Non-controlling interests		(2.17)	20.60
Total Comprehensive Income/(loss) attributable to:			
– Equity holders of the Parent		(13,236.06)	9,286.38
– Non-controlling interests		1,072.81	1,111.18
Earnings per equity share (face value of ₹ 10/- each)	27		
Basic (In ₹)		(28.72)	22.37
Diluted (In ₹)		(28.72)	20.31
Summary of significant accounting policies	2.3		

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

As per our report of even date.

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: May 04, 2022

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085

Place: Mumbai
Date: May 04, 2022

Aneesha Menon
Executive Director
and CFO
DIN: 07779195

Place: Mumbai
Date: May 04, 2022

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS: 40812

Place: Mumbai
Date: May 04, 2022

Consolidated Cash flow statement

for the year ended March 31, 2022

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit / (loss) before tax	**(11,911.72)**	**4,697.87**
Adjustments to reconcile profit / (loss) before net cash flow		
Depreciation and amortisation	2,473.61	1,992.73
Share-based payment expense	18,518.29	654.82
Interest income on financial asset (ICD) carried at amortised cost	(129.49)	(362.83)
Interest income	(604.27)	(90.83)
Interest income on financial asset (Investment) carried at amortised cost	(193.97)	(213.24)
Profit on sale of Property, Plant and Equipment (Net)	(3.57)	(0.59)
Impairment allowance on financial & other assets	398.83	259.00
Liabilities no longer required written back	(219.08)	(298.51)
Inadmissible credit written off	17.70	-
Interest expense on lease liabilities	645.21	429.78
Net gain on investment carried at fair value through Profit and Loss	(2,921.12)	(2,018.01)
	17,982.14	**352.32**
Operating Profit before Working Capital Changes	**6,070.42**	**5,050.19**
Working capital adjustments:		
Decrease/(Increase) in trade receivables	354.60	(305.49)
(Increase)/Decrease in other assets	(623.13)	737.18
Decrease/(Increase) in Inventory	35.42	(155.85)
Decrease/(Increase) in financial assets	86.61	(3,048.48)
Increase in trade payables	60.98	272.65
Increase in other liabilities	595.68	665.71
Increase in other financial liabilities	1,105.02	1,236.25
Increase in provisions	114.51	97.67
	1,729.69	**(500.36)**
Cash generated from operations	**7,800.11**	**4,549.83**
Income tax (paid) (net of refund)	(1,484.39)	(1,029.14)
Net Cash generated from Operating Activities	**6,315.72**	**3,520.69**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(577.34)	(544.40)
Proceeds from sale of Property, Plant and Equipment	3.90	0.59
Purchase of current investments	(34,900.00)	(60,296.79)
Proceeds from Sale of current investments	13,995.84	27,240.06
Investment in restricted bank deposits	(2,700.00)	-
Fixed deposits having maturity of more than 12 months (placed)	(6,581.56)	-
Fixed deposits having maturity period more than 3 months matured/(placed) (net)	79.35	(41.20)
Loan given	(9,788.21)	(2,085.00)
Loan repaid	11,960.00	940.00
Interest income	418.68	705.45
Net Cash (used in) Investing Activities	**(28,089.34)**	**(34,081.29)**

Consolidated Cash flow statement

for the year ended March 31, 2022

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of instruments in the nature of equity including premium	-	32,156.99
Proceeds from issue of equity share capital including premium (net of share issue expenses)	23,762.25	14.85
Proceeds from exercise of employee stock options	971.05	-
Repayment of lease liabilities	(1,802.06)	(1,363.91)
Net Cash generated from Financing Activities	**22,931.24**	**30,807.93**
Net increase in cash and cash equivalents	**1,157.62**	**247.33**
Cash and cash equivalents at beginning of the year	**2,199.41**	**1,952.08**
Cash and cash equivalents at end of the year	**3,357.03**	**2,199.41**
Summary of significant accounting policies (refer note 2.3)		

i) For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
(a) Cash in hand	172.89	101.76
(b) Balances with bank		
– In Current account	3,054.86	1,978.71
– In Deposit accounts with original maturity of less than 3 months	-	118.94
– In Escrow account*	162.47	-
	3,390.22	**2,199.41**
Less – Bank overdraft (refer note 16)	(33.19)	-
	3,357.03	**2,199.41**

ii) For non-cash transactions pertaining to change in Right of Use Assets and Lease Liabilities, refer note no. 4B and 10 respectively.

* Balance of ₹ 162.47 Lakhs in Escrow account is not available for use in the operating activities of the Company. The same is payable to selling shareholders.

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

As per our report of even date.

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: May 04, 2022

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085

Place: Mumbai
Date: May 04, 2022

Aneesha Menon
Executive Director
and CFO
DIN: 07779195

Place: Mumbai
Date: May 04, 2022

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS: 40812

Place: Mumbai
Date: May 04, 2022

Statement of Changes in Equity

for the year ended March 31, 2022

₹ in Lakhs

Particulars	Equity Share Capital		Instruments entirely in the nature of equity: Compulsory Convertible Preference Shares	
	No. of shares	Amount	No. of shares	Amount
Balance as at April 1, 2020	3,449,303	344.93	34,903,315	3,490.34
Issued during the year	135,000	13.50	3,897,225	389.72
Balance as at March 31, 2021	**3,584,303**	**358.43**	**38,800,540**	**3,880.06**
Conversion of Instruments in the nature of equity into equity shares [refer note 12(iv)]	39,196,702	3,919.67	(38,800,540)	(3,880.06)
Conversion of share warrants [refer note 12 (v)]	1,716,752	171.68	-	-
Equity shares issued during the year (refer note 12)	1,336,310	133.63	-	-
Issued on account of exercise of Employee stock options	788,500	78.85	-	-
Balance as at March 31, 2022	**46,622,567**	**4,662.26**	**-**	**-**

OTHER EQUITY

₹ in Lakhs

Particulars	Attributable to owners of the Company							Non-Controlling Interest
	Other equity							
	Securities Premium	Share based payment reserve	Retained earnings	Capital Reserve	Other reserves	Money received against share warrants	Total	
Balance as at April 1, 2020	145,456.71	2,326.67	(24,993.85)	33.80	(608.83)	4.46	122,218.96	6,958.53
Profit for the year	-	-	9,249.90	-	-	-	9,249.90	1,090.58
Other comprehensive income for the year	-	-	36.48	-	-	-	36.48	20.60
Share-based payments to employees	-	724.62	-	-	-	-	724.62	-
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	-	(106.20)	106.20	-	-	-	-	-
Options forfeited during the year	-	(69.80)	-	-	-	-	(69.80)	-
Premium on issue of 8% Non-cumulative Compulsorily Convertible Preference shares - Series H	31,767.28	-	-	-	-	-	31,767.28	-
Premium on issue of equity shares	1.35	-	-	-	-	-	1.35	-
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	-	(149.48)	-	-	-	-	(149.48)	149.48
Balance as at March 31, 2021	**177,225.34**	**2,725.81**	**(15,601.27)**	**33.80**	**(608.83)**	**4.46**	**163,779.31**	**8,219.19**
Loss for the year	-	-	(13,210.18)	-	-	-	(13,210.18)	1,074.98
Other comprehensive loss for the year	-	-	(25.88)	-	-	-	(25.88)	(2.17)
Share-based payments to employees	-	18,518.29	-	-	-	-	18,518.29	-
Expenses incurred on share issue (net of deferred tax)	-	-	(368.00)	-	-	-	(368.00)	-
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	536.35	(536.35)	-	-	-	-	-	-
Warrant exercised during the year	4.46	-	-	-	-	(4.46)	-	-
Premium on conversion of warrants into equity shares	5,560.20	-	-	-	-	-	5,560.20	-
Premium on issue of equity shares	18,225.12	-	-	-	-	-	18,225.12	-
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	-	(105.86)	-	-	-	-	(105.86)	105.86
Premium on account of exercise of Employee stock options into equity shares	892.20	-	-	-	-	-	892.20	-
Other adjustments	-	-	-	-	-	-	-	109.96
Balance as at March 31, 2022	**202,443.67**	**20,601.89**	**(29,205.33)**	**33.80**	**(608.83)**	**-**	**193,265.20**	**9,507.82**
Summary of significant accounting policies (refer note 2.3)								

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

As per our report of even date.

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: May 04, 2022

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085

Place: Mumbai
Date: May 04, 2022

Aneesha Menon
Executive Director
and CFO
DIN: 07779195

Place: Mumbai
Date: May 04, 2022

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS: 40812

Place: Mumbai
Date: May 04, 2022

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

1. ABOUT THE COMPANY

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited "), ("CarTrade" or "the Company" or "the Parent Company") was incorporated on April 28, 2000 as a private Company domiciled in India, under the Companies Act, 1956. Its registered office is at 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705.

The Company, along with its subsidiaries (together referred to as "the Group") operates an automotive digital ecosystem which connects automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders. The Group owns and operates under several brands: CarTrade, CarWale, Shriram Automall, BikeWale, CarTrade Exchange, Adroit Auto and AutoBiz. Through these platforms, the Group enables new and used automobile customers, vehicle dealerships, automotive manufacturers and other businesses to buy and sell their vehicles in a simple and efficient manner.

The Company applied for change in its name to CarTrade Tech Private Limited and registered office to 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705, with the Registrar of Companies which was approved on April 20, 2021. Subsequently, on May 12, 2021, the Company converted from Private Company to Public Company vide a fresh incorporation certificate issued by the Registrar of Companies after which the name of the Company was changed to CarTrade Tech Limited. On August 20, 2021 the Company was listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) through an Initial Public Offer (IPO) through Offer for Sale. Refer note 43 for details of the IPO.

These consolidated financial statements as at and for the year ended March 31, 2022 were authorised for issue in accordance with resolution of Board of Directors on May 04, 2022.

2. BASIS OF PREPARATION AND CONSOLIDATION

2.1 Basis of accounting and preparation

The Consolidated financial statements of the Group for the year ended March 31, 2022, have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast doubt significant doubt over this assumption. They have formed a judgement that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

The consolidated financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities, which are measured at fair value, based on their classification. (refer accounting policy 2.3 (Q) on financial instruments).

The Financial statements are presented in Indian rupees (₹) and all values are rounded to the nearest lakh, except when otherwise indicated.

2.2 Basis of consolidation

The Consolidated financial statements comprise the financial statements of the Company and the entities controlled by the Company and its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to effect those returns through its power of the investee. Specifically, the Group controls an investee if and only Group;

i. has power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

ii. is exposed or has rights, to variable returns from its involvement with the investee and

iii. has the ability to use its power over the investee to affect its returns

Generally, there is presumption that majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holding of other voting rights holders

The Group 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

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

control. Assets, liabilities, income and expenses of the subsidiary acquired or disposed of during the year are included on the consolidated financial statements from the date of Group gains control until the date Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to the group member's financial statements in preparing the consolidated financial statements to ensure conformity with group's accounting policies.

The financial statements of all the entities used for the purpose of consolidation drawn up to same reporting date as that of the Parent Company. When the end of reporting period of the parent is different from that of the a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidated the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

Combine like items of assets, liabilities, income and expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

The Group 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.

Income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group obtains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

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.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group looses control over a subsidiary, it:

a. Derecognises the assets (including goodwill) and liabilities of the subsidiary

b. Derecognises the carrying amount of any non-controlling interests

c. Derecognises the cumulative translation differences recorded in equity

d. Recognises the fair value of the consideration received

e. Recognises any surplus or deficit in profit or loss

f. Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed off the related assets or liabilities.

For list of entities consolidated and the Company's ownership interest, refer note 38

2.3 Summary of Significant Accounting policies

A. Business Combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

exchange of control of the acquiree. Acquisition related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except that:

a. Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 – Employee Benefits respectively.

b. Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non Current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

c. Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.

d. Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.

e. Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non- controlling interests in the acquire, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Non-Controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement basis of made on transaction-by-transaction basis.

When the consideration transferred by the Group includes assets or liabilities resulting from a contingent consideration, it is recognised at fair value at the acquisition date.

Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent settlement dates and is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognized in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

In case of business combination involving entities under common control the above policy does not apply. Business combinations involving entities under common control are accounted for using the Pooling of interests method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of the transferor entity or business is recognised as Capital Reserve under equity.

B. Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (See note 2.3 A above) 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 allocate 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 recognized directly in profit or loss. An impairment loss recognized 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.

Goodwill is considered to have indefinite useful life and hence is not subject to amortisation but tested for impairment at every reporting date.

C. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle

ii. Held primarily for the purpose of trading

iii. Expected to be realised within twelve months after the reporting period, or

iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

Liability is current when:

i. It is expected to be settled in normal operating cycle

ii. It is held primarily for the purpose of trading

iii. It is due to be settled within twelve months after the reporting period,

iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

D. Foreign currencies

The Group's financial statements are presented in INR, which is also the parent company's functional currency.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.

Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the reporting date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

E. Fair value measurement

The Group measures financial instruments, such as current investment at fair value at each balance sheet date.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

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

i) In the principal market for the asset or liability, or

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

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

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

– Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

– Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

– Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value.

External valuers are involved for valuation of significant assets and liabilities, such as financial assets, and significant liabilities. Involvement of external valuers is decided upon annually by the group management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The group management decides with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Group management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Group management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Group management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

The Group management present the valuation results to the Board of Directors and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

F. Revenue from Operations (Revenue from Contract with Customers)

Revenue from contracts with customers is recognised when services are delivered to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls services and sale of cars before transferring them to the customer.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration, if any) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration, if any, on account of various discounts and schemes offered by the Group as part of the contract. Payment is generally received on successful completion of services

Rendering of services:

i) Website services and fees includes the following:

   a) Advertisement income : pertains to revenue generated from the display ads on company websites. The performance obligation is satisfied upon display of the advertisement, net commissions if any.

   b) Lead generation revenue: pertains to fees for leads shared with and / or concluded for customers, i.e. lead generation, is recognized on the successful generation and delivery of the lead as the customer simultaneously receives and consumes the benefits provided by the Group.

   c) Managed solutions: Revenue from events, marketing, multimedia and digital services are recognised on rendering of services (point in time).

ii) Commission and related incomes includes the following:

   a) Facilitation of auction of vehicles via its online and offline platforms and providing incidental ancillary services such as valuation and inspection. Revenue is recognised upon rendering of service (point in time) as per terms of contract on accrual basis.

   b) Collection of parking charges and non-refundable event participation charges from customers. The revenue is recognised upon rendering of service (over time).

Sale of goods:

Revenue from sale of used cars is recognised at the point in time when control is transferred to the customer, generally on delivery of the vehicle.

Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some of the contracts with customer provide a right to customer of cash rebate/discount if payment is cleared within specified due dates.

Contract balances

– Trade receivables

  A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (l) Financial instruments – initial recognition and subsequent measurement.

– Contract Assets

  A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

  Contract assets are initially recognised for revenue earned from advertisement and lead revenue. Upon completion of the entire contract, the amounts recognised as contract assets are reclassified to trade receivables.

– Contract liabilities

  A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

G. Other income

a) Dividend from investments are recognised when the right to receive payment is established and no significant uncertainty as to collectability exists.

b) Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable for all financial instruments measured at amortised cost and other interest-bearing financial assets, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

c) For gains on fair valuation of financial instruments through Profit & Loss, refer to the accounting policy in 2.3 Q.

H. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

   The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). It Includes office premises and yards taken on rent. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

   The right-of-use assets are also subject to impairment. The estimated useful lives of the assets is 3 to 5 years.

ii) Lease Liabilities

   At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

   In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

   The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

The carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

I. Retirement and other employee benefits

i. Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives payable within twelve months.

ii. Post-employment benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The group has no obligation, other than the contribution payable to the provident fund. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

i. The date of the plan amendment or curtailment, and

ii. The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

i. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

ii. Net interest expense or income

iii. Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.

J. Taxes

i) Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

i. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

ii. In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised 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 utilised, except:

i When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

ii. In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred 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 tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities

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simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

K. Property, Plant and Equipment

Property, Plant and Equipment other than Freehold Land, is stated net of accumulated depreciation and impairment losses, if any. Such cost includes the cost of purchase price / cost of construction, including non-refundable taxes or levies and any expenses attributable to bring the assets to its working condition for its intended use. Freehold land is stated at cost.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

Depreciation is provided for Property, Plant and Equipment so as to expense the cost over its useful life. The estimated useful lives, residual value and method of depreciation are reviewed at the end of each financial year and any change in estimate is accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis for Property, Plant and Equipment purchased and sold during the year. Depreciation is calculated on the straight-line method as per the estimated useful life prescribed in Schedule II to the Companies Act, 2013.

Estimated useful lives of the assets are as follows:

i) Computers – 3 Years/servers – 6 years

ii) Furniture and Fixtures – 10 Years

iii) Vehicles – 5 Years

iv) Building – 60 Years

v) Office equipment – 3 to 5 Years

vi) Plant and equipment – 15 Years

vii) Leasehold Improvement – 60 months or lease period whichever is lower

The Group, based on management estimate supported by internal technical expert, depreciates office equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The Group has elected to continue with the carrying value for all of its Property, Plant & Equipment as recognised in its previous GAAP financial statements as deemed cost on the transition date i.e. April 01, 2018.

L. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.

Intangible assets are amortised as follows:

Computer software – 3 Years

Customer contract – 7 Years

Trade mark – 10 Years

The Group has elected to continue with the carrying value for all of its intangible assets as recognised in its previous GAAP financial statements as deemed cost on the transition date i.e. April 01, 2018.

M. Inventories

Inventories are valued at the lower of cost and net realisable value.

Traded goods comprises of used car. Car cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

N. Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been

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recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at each reporting date and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

O. Provisions and Contingencies

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes.

Contingent assets are not recognised in the financial statements. A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the Ind AS Consolidated financial Statement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions and contingent liabilities are reviewed at each balance sheet date.

P. Share Based Payment

Equity-settled share based payments to employees (including senior executives) are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Note 31.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Group₹s estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the counterparty renders the service.

Q. Financial Instruments

Financial assets

Initial Recognition and Measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

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In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as follows:

(i) Financial assets at amortised cost (debt instruments)

(ii) Financial assets at fair value through profit or loss

(iii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

(iv) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

i. Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets 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 (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

The Group's financial assets at amortised cost includes trade receivables, balances with banks, and other financial assets.

ii. Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Equity instruments at FVTOCI

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit & loss

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iii. Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through statement of profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

In addition, the Group may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

iv. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at lower of the original carrying amount of the asset and maximum amount of consideration that the Company could be required to repay.

v. Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

i) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

ii) Financial assets that are debt instruments and are measured as at FVTOCI

iii) Lease receivables under Ind-AS 17.

iv) Contract assets and trade receivables under Ind-AS 18.

v) Loan commitments which are not measured as at FVTPL.

vi) Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

i) Trade receivables, and

ii) All lease receivables resulting from transactions within the scope of Ind AS 17.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

– All contractual terms of the financial instrument (including prepayment extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

– Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedit, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected uer the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

The balance sheet presentation for various financial instruments is described below:

– For financial assets measured as at amortised cost and lease receivables: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

– Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

– Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities and Equity instruments

Initial Recognition and Measurement

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

i. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

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ii. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

The Group's financial liabilities include trade and other payables and loans

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Re-classification of Financial Assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

R. Instruments entirely in the nature of equity (Compulsory Convertible Preference Shares)

When conversion option meets Ind AS 32 criteria for fixed to fixed classification, compulsorily convertible preference shares are recognised and included in equity. The carrying amount of the conversion option is not remeasured in subsequent years. These instruments are mandatorily convertible into fixed number of shares and there is no other obligation on the issuer. These instruments are classified as equity in entirety and is valued at fair value.

S. Cash dividend

The Group recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

T. Cash and Cash Equivalents

Cash comprises cash on hand. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

U. Security Deposit

The Group at the time of buyer registration, collects refundable security deposits ("RSD") from prospective bidder, which entitles bidder to bid during auction. The RSD is towards ensuring performance of the contract. As per contractual terms, the RSD is refunded upon demand after adjustments of facilitation fee. The Group generally accounts for unclaimed RSD upon completion of limitation period of 3 years. Security deposits are forfeited and treated as other income, on the earlier of : expiry of three years; or uncertainty over repayment

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V. Earning Per Share

Basic earnings per share has been computed by dividing profit or loss for the year by the weighted average number of shares outstanding during the year. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

W. Critical accounting judgements and key sources of estimation uncertainty

In application of Group's accounting policies, which are described in Note 2, the directors of the company are required to make judgements, estimations and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision or future periods if the revision affects both current and future periods.

A. Judgments

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

Operating lease commitments – Group as a lessee

The Group has entered into lease agreements with lessor and has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it does not retains the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

B. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

a) *Impairment of non-financial assets*

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are accompanied together into the smallest Group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Group of assets ('CGU').

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

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b) *Impairment of financial assets*

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgements in making these assumptions and selecting the inputs to the impairment calculations based on Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

c) *Taxes*

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

d) *Estimated useful life of property plant and equipment and intangible assets*

The charge in respect of periodic depreciation/ amortization is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management at the time the asset is acquired/ capitalized periodically, including at each financial period/ year end, determines the useful lives and residual values of Group's assets. The lives are based on historical experience with similar assets as well as anticipation of future events, which may affect their life, such as changes in technology. The estimated useful life is reviewed at least annually.

e) *Leases - Estimating the incremental borrowing rate*

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment

f) *Share-based payments*

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. Further details are given in Note 31.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in

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the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

g) *Provision for Trade receivable*

The Group creates provision based on days past due for Companyings of various customer segments that have similar loss patterns (i.e., by customer type).

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balances and historical experience adjusted for forward-looking estimates. Individual trade receivables are written off when management deems them not to be collectible. For details of allowance for doubtful debts - refer Note 9.

h) *Defined Benefit plans*

The cost of the defined benefit gratuity plan and other post-employment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate and future salary increases. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates.

2.4 New and amended standards

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 01, 2021. The Group has not early adopted any other standard or amendment that has been issued but is not yet effective:

(i) Conceptual framework for financial reporting under Ind AS issued by ICAI

The Framework is not a Standard and it does not override any specific standard. Therefore, this does not form part of a set of standards pronounced by the standard-setters. While, the Framework is primarily meant for the standard-setter for formulating the standards, it has relevance to the preparers in certain situations such as to develop consistent accounting policies for areas that are not covered by a standard or where there is choice of accounting policy, and to assist all parties to understand and interpret the Standards.

The amendments made in following standards due to Conceptual Framework for Financial Reporting under Ind AS. includes amendment of the footnote to the definition of an equity instrument in Ind AS 102- Share Based Payments, footnote to be added for definition of liability i.e. definition of liability is not revised on account of revision of definition in conceptual framework in case of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets etc.

The MCA has notified the Amendments to Ind AS consequential to Conceptual Framework under Ind AS vide notification dated June 18, 2021, applicable for annual periods beginning on or after April 01, 2021. Accordingly, the Conceptual Framework is applicable for preparers for accounting periods beginning on or after April 01, 2021.

(ii) Ind AS 116: COVID-19 related rent concessions

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond June 30, 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before June 30, 2022 from June 30, 2021. The amendment applies to annual reporting periods beginning on or after April 01, 2021. In case a lessee has not yet approved the financial statements for issue before the issuance

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of this amendment, then the same may be applied for annual reporting periods beginning on or after April 01, 2020.

This amendment had no impact on the consolidated financial statements of the Group.

(iii) Ind AS 103: Business combination

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS.

This amendments had no impact on the consolidated financial statements of the Group.

(iv) Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the consolidated financial statements of the Group.

2.5 Standards notified but not yet effective

There are no new standards that are notified, but not yet effective, upto the date of issuance of the consolidated financial statements.

3. PROPERTY, PLANT AND EQUIPMENT AND RIGHT OF USE ASSETS

₹ in Lakhs

Particulars	Land - freehold	Lease Hold Improve- -ments	Buildings	Plant and Equipment	Furniture and fixtures	Vehicles	Office equipments	Computer	Total Property, Plant and Equipment	Right of Use Assets (Office Premises)
I. Cost or Valuation										
Balance as at April 1, 2020	3,901.75	799.69	373.04	662.17	340.24	103.23	507.50	690.06	7,377.68	4,426.67
Additions	-	21.13	-	0.96	5.25	133.49	43.59	217.13	421.55	2,223.23
Disposals	-	(17.82)	-	(1.70)	(11.95)	-	(3.00)	(19.10)	(53.57)	(26.69)
Balance as at March 31, 2021	3,901.75	803.00	373.04	661.43	333.54	236.72	548.09	888.09	7,745.66	6,623.21
Additions	-	40.69	-	191.61	22.03	130.86	63.18	135.26	583.63	4,143.41
Disposals	-	-	-	(0.78)	(0.53)	-	(15.55)	(47.71)	(64.57)	(913.66)
Balance as at March 31, 2022	**3,901.75**	**843.69**	**373.04**	**852.26**	**355.04**	**367.58**	**595.72**	**975.64**	**8,264.72**	**9,852.97**
II. Accumulated Depreciation										
Balance as at April 1, 2020	-	723.77	42.03	428.75	230.42	7.64	349.21	626.62	2,408.44	783.61
Depreciation expense	-	17.36	5.79	10.29	23.92	24.55	46.02	145.21	273.14	1,040.91
Disposals	-	(17.66)	-	(1.03)	(9.10)	-	(2.60)	(17.62)	(48.01)	-
Balance as at March 31, 2021	-	723.47	47.82	438.01	245.24	32.19	392.63	754.21	2,633.57	1,824.52
Depreciation expense	-	19.76	6.12	127.25	22.32	56.19	51.36	70.18	353.18	1,427.95
Disposals	-	-	-	(0.74)	(0.53)	-	(15.26)	(47.71)	(64.24)	(495.15)
Balance as at March 31, 2022	**-**	**743.23**	**53.94**	**564.52**	**267.03**	**88.38**	**428.73**	**776.68**	**2,922.51**	**2,757.32**
III. Net book value										
As at March 31, 2022	**3,901.75**	**100.46**	**319.10**	**287.74**	**88.01**	**279.20**	**166.99**	**198.96**	**5,342.21**	**7,095.65**
As at March 31, 2021	3,901.75	79.53	325.22	223.42	88.30	204.53	155.46	133.88	5,112.09	4,798.69

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3A. Capital Work In Progress

₹ in Lakhs

Particulars	Amount
Balance as at April 1, 2020	**19.20**
Additions	49.30
Transfer to Lease Hold Improvements	(19.20)
Balance as at March 31, 2021	**49.30**
Additions	0.38
Transfer to Lease Hold Improvements	(12.52)
Balance as at March 31, 2022	**37.16**

Ageing of Capital Work In Progress as on March 31, 2022

₹ in Lakhs

Particulars	Out standing for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of capital work in progress	0.38	17.60	19.18	-	37.16
Total	**0.38**	**17.60**	**19.18**	**-**	**37.16**

Ageing of Capital Work In Progress as on March 31, 2021

₹ in Lakhs

Particulars	Out standing for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of capital work in progress	30.12	19.18	-	-	49.30
Total	**30.12**	**19.18**	**-**	**-**	**49.30**

4. GOODWILL

₹ in Lakhs

Particulars	Amount
Gross carrying value	
Balance as at April 1, 2020	**89,796.10**
Additions	-
Disposals	-
Balance as on March 31, 2021	**89,796.10**
Additions	-
Less: Impairment	(28.59)
Balance as at March 31, 2022	**89,767.51**
Net book value	
As at March 31, 2022	**89,767.51**
As at March 31, 2021	**89,796.10**

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Note :

(i) The Group has Goodwill is recognised goodwill generated on account of business combinations. The recoverable amount of Goodwill have been determined based on value in use calculations which uses cash flow projections covering generally a period of five years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/ extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. Refer to the further details on individual business combinations below.

(ii) The goodwill of ₹ 78,409.26 Lakhs was created on acquisition of Automotive Exchange Private Limited ('AEPL') (Company) in FY 2015-16, which has since been merged with the Company with an appointed date of April 1, 2017. By acquisition of this brand the Company was able to bring synergies of the brand name and trade mark as well as that of their franchisee business. Accordingly, for the purpose of testing impairment of goodwill allocated to this transaction, the "website services and fees" is considered as one Cash Generating Unit (CGU). The recoverable amount of this CGU is determined based on fair value less cost of disposal and its value in use as per requirement of Ind AS 36. The fair value is computed as per Discounted Cash Flow method, covering generally a period of five years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money. Key assumptions used for value in use calculations included Earnings before interest, tax, depreciation and amortisation, revenue, discount rates, growth rates for the year. These assumptions were based on the observed industry trends, projections made by Company's senior management and past performance of the Company. Below are the key assumptions:

Particulars	March 31, 2022	March 31, 2021
Perpetuity Growth	5.00%	5.00%
Cost of Equity of Company	14.98%	14.80%

The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. It was concluded that the fair value less costs of disposal and value in use were both significantly higher than the carrying value of the "website services and fees" business and any reasonably possible change would not cause the CGU's carrying value to exceed its recoverable. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113.

(iii) Goodwill of ₹ 10,763.51 lakhs has been created on acquisition of Shriram Automall India Limited (SAMIL) (company) which pertains to facilitation of auction of vehicles, identified as separate CGU for the purpose of impairment testing. The recoverable amount of this CGU is determined based on fair value less cost of disposal as per requirement of Ind AS 36. The fair value is computed as per Discounted Cash Flow method, covering generally a period of five years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/ extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money .Key assumptions used for value in use calculations included Earnings before interest, tax, depreciation and amortisation, revenue, discount rates, growth rates for the year. These assumptions were based on the observed industry trends, projections made by Company's senior management and past performance of the Company. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. It was concluded that the fair value less costs of disposal and value in use were both significantly higher than the carrying value of the SAMIL business and any reasonably possible change would not cause the CGU's carrying value to exceed its recoverable. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate

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recoverable amount of the cash generating unit. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113. Refer to the key assumptions below:

Particulars	March 31, 2022	March 31, 2021
Growth rate	5.00%	5.00%
Cost of Equity of Company	17.20%	17.20%

(iv) Goodwill of ₹ 594.72 lakhs has been created on acquisition of Adroit Inspection Services Private Limited (AISPL)(company)which pertains to valuation and inspection business, identified as separate CGU for the purpose of impairment testing. The recoverable amount of this CGU is determined based on fair value less cost of disposal as per requirement of Ind AS 36. The fair value is computed as per Discounted Cash Flow method, covering generally a period of five years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/ extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money. Key assumptions used for value in use calculations included Earnings before interest, tax, depreciation and amortisation, revenue, discount rates, growth rates for the year. These assumptions were based on the observed industry trends, projections made by Company's senior management and past performance of the Company. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. It was concluded that the fair value less costs of disposal and value in use were both significantly higher than the carrying value of the AISPL business and any reasonably possible change would not cause the CGU's carrying value to exceed its recoverable. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113. Refer to the key assumptions below:

Particulars	March 31, 2022	March 31, 2021
Growth rate	5.00%	5.00%
Cost of Equity of Company	17.20%	17.20%

(v) During the year ended March 31, 2022, the Group has carried out an assessment of the recoverability of goodwill. Accordingly, the Group has recorded an impairment of the carrying value of goodwill in respect of its subsidiary "Augeo Asset Management private limited" amounting to ₹ 28.59 Lakhs.

4A. OTHER INTANGIBLE ASSETS

₹ in Lakhs

Particulars	Customer contract	Trademark	Computer Software	Total
I. Cost				
Balance as at April 1, 2020	4,446.53	10.54	793.69	5,250.76
Additions	-	1.12	82.37	83.49
Disposal	-	-	-	-
Balance as at March 31, 2021	4,446.53	11.66	876.06	5,334.25
Additions	-	-	45.71	45.71
Disposal	-	-	-	-
Balance as at March 31, 2022	**4,446.53**	**11.66**	**921.77**	**5,379.96**
II. Amortisation expense				
Balance as at April 1, 2020	1,364.42	5.03	748.44	2,117.89
Amortisation expense	635.22	0.64	42.82	678.68
Disposal	-	-	-	-
Balance as at March 31, 2021	1,999.64	5.67	791.26	2,796.57
Amortisation expense	635.22	0.71	56.55	692.48
Disposal	-	-	-	-
Balance as at March 31, 2022	**2,634.86**	**6.38**	**847.81**	**3,489.05**
III. Net book value				
As at March 31, 2022	**1,811.67**	**5.28**	**73.96**	**1,890.91**
As at March 31, 2021	2,446.89	5.99	84.80	2,537.68

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4B. Depreciation and Amortisation Expenses

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation of Property, Plant and Equipment	353.18	273.14
Depreciation of Right of Use Assets	1,427.95	1,040.91
Amortization of Other intangible assets	692.48	678.68
Total	**2,473.61**	**1,992.73**

5. INVESTMENTS

₹ in Lakhs

Particulars	As at March 31, 2022			As at March 31, 2021		
	Units	Current	Non-Current	Units	Current	Non-Current
Quoted Investments						
Investment in debentures at fair value through profit or loss						
Non-convertible debentures of ₹ 1,000 each fully paid up in Shriram Transport Finance Corporation Limited (refer note (a) below)	167,597	121.47	1,713.45	217,607	552.57	1,805.27
Quoted Investments Carried At FVTPL [A]	**167,597**	**121.47**	**1,713.45**	**217,607**	**552.57**	**1,805.27**
Unquoted Investments						
Investments in Mutual Funds, at fair value through profit and loss						
HDFC Liquid Fund – Growth (of ₹ 1,000 each)	277,228	11,509.95	-	277,228	11,138.13	-
ICICI Prudential Liquid – Regular Plan – Growth (of ₹ 100 each)	3,607,110	11,295.43	-	3,607,110	10,931.10	-
Birla Sun Life Cash Plus – Growth – Regular Plan (of ₹ 100 each)	3,542,063	12,058.48	-	3,542,063	11,664.34	-
DSP BlackRock Liquidity Fund – Institutional Plan – Growth (of ₹ 1,000 each)	258,705	7,807.66	-	357,742	10,444.84	-
ICICI Money Market Growth (of ₹ 100 each)	4,125,637	12,551.65	-	1,737,404	5,091.84	-
HDFC Ultra Short term (of ₹ 10 each)	131,213,403	16,109.86	-	54,208,270	6,421.62	-
DSP Low duration fund (of ₹ 10 each)	90,203,917	14,524.36	-	32,839,296	5,098.30	-
Axis Bank overnight fund (of ₹ 1,000 each)	60,522	681.77	-	128,742	1,400.95	-
Unquoted Investments Carried At FVTPL [B]		**86,539.16**	**-**		**62,191.12**	**-**
Total Quoted and Unquoted Investments [A+B]		**86,660.63**	**1,713.45**		**62,743.69**	**1,805.27**
Aggregate book value of quoted investments		121.47	1,713.45		552.57	1,805.27
Aggregate market value of quoted investments		121.47	1,713.45		552.57	1,805.27
Aggregate value of unquoted investments		86,539.16	-		62,191.12	-
Aggregate value of impairment in value of investments		-	-		-	-

Note:-

a) The Group has invested in 1,67,597 units (March 31, 2021: 2,17,607 units) of Non-convertible Debentures of Shriram Transport Finance Corporation Limited having face value of ₹ 1,000 each bearing interest in the range of 8.74% to 9.70% p.a.

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6. OTHER FINANCIAL ASSETS (UNSECURED)

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
a) Security Deposits				
– Considered good	37.28	369.97	28.52	390.92
– Items with significant increase in credit risk	3.05	-	3.05	-
	40.33	**369.97**	**31.57**	**390.92**
Less: Impairment allowance on the above	(3.05)	-	(3.05)	-
	37.28	**369.97**	**28.52**	**390.92**
b) Interest accrued on Inter Corporate Loan	-	-	31.54	-
c) Interest accrued on Fixed Deposits	85.73	449.63	0.02	24.89
d) Interest receivable on non convertible debentures	7.38	53.36	26.15	34.10
e) Deposit accounts with original maturity for more than 12 months	-	8,055.24	-	2,005.09
f) Contract Assets				
– Considered good	2,527.71	-	2,786.74	-
– Items with significant increase in credit risk	62.71	-	45.92	-
	2,590.42	**-**	**2,832.66**	**-**
Less: Impairment allowance on the above	(62.71)	-	(45.92)	-
	2,527.71	**-**	**2,786.74**	**-**
g) Loan and advances to employees				
– Considered good	48.48	6.29	25.82	1.30
– Items with significant increase in credit risk	-	-	6.24	-
	48.48	**6.29**	**32.06**	**1.30**
Less: Impairment allowance on the above	-	-	(6.24)	-
	48.48	**6.29**	**25.82**	**1.30**
h) Interest accrued but not due on fixed deposits	-	-	1.16	-
i) Deposits with original maturity of more than three months and less than 12 months [refer note (a) below]	531.41	-	-	-
j) Contractually reimbursable expenses	11.86	-	10.63	-
k) Fees for IPO related services, recoverable from selling shareholders [refer note (b) below]	-	-	159.01	-
l) Interest accrued and due on Loan	0.10	-	-	-
m) Other receivables	0.83	-	-	-
Total	**3,250.78**	**8,934.49**	**3,069.59**	**2,456.30**

Note:

a) Deposits with original maturity of less than three months includes deposits of ₹ 0.71 Lakhs (March 31, 2021 : ₹ 0.71 Lakhs) pledged with VAT authorities.

b) Fees for IPO related services, recoverable from selling shareholders comprises expenses incurred in connection with Initial Public offer (IPO) of the Company. As per offer agreement between the Company and the selling shareholders, all the IPO expenses other than listing fees are to be borne by the selling shareholders.

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Movement in impairment allowance of security deposits, contract assets and loan and advances to employees:

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
Balance at the beginning of the year				
– Security deposits	3.05	-	3.05	-
– Contract Assets	45.92	-	60.17	-
– Loan and advances to employees	6.24	-	6.24	-
Total	**55.21**	**-**	**69.46**	**-**
Provided/(reversed) during the year				
– Contract Assets	16.79	-	(14.25)	-
– Loan and advances to employees	(6.24)	-	-	-
Total	**10.55**	**-**	**(14.25)**	**-**
Balance at the end of the year				
– Security deposits	3.05	-	3.05	-
– Contract Assets	62.71	-	45.92	-
– Loan and advances to employees	-	-	6.24	-
Total	**65.76**	**-**	**55.21**	**-**

6A. Inventories

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Traded Goods (at lower of cost or net realisable value)	122.27	157.69
Total	**122.27**	**157.69**

6B. Purchase of traded goods

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Purchases	839.60	281.31
Total	**839.60**	**281.31**

6C. Changes in Inventories of traded goods

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Inventory at the beginning of the year (A)	157.69	1.84
Inventory at the end of the year (B)	122.27	157.69
Changes in inventories of traded goods (A-B)	**35.42**	**(155.85)**

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7. LOAN (CURRENT)

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Loan to:		
Related party (refer note 35)	2,745.00	4,930.00
Others	13.21	-
Total	**2,758.21**	**4,930.00**

Details of loans are disclosed below as required by Sec 186(4) of the Companies Act

₹ in Lakhs

Name of the Entity	Rate of Interest (p.a.)	Due date	Secured/ Unsecured	As at March 31, 2022	As at March 31, 2021
Shriram Transport Finance Company Limited	7.50%	Repayable on demand	Unsecured	2,745.00	4,930.00
Talbros Financials	15%	15-06-2022 to 29-06-2022	Secured against vehicles	13.21	-

Note : No loan are due from directors or other officers of the company either severally or jointly with any other person. Nor any loan are due from firms or companies respectively in which any director is a partner, a director or a member.

8. OTHER ASSETS (UNSECURED, CONSIDERED GOOD)

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
a) Indirect taxes recoverable	70.63	34.28	89.39	34.28
b) Prepaid expenses	170.08	141.93	179.71	143.89
c) Advance to vendors				
– Considered Good	632.57	-	296.79	-
– Items with significant increase in credit risk	22.42	-	-	-
	654.99	**-**	**296.79**	**-**
Less: Impairment allowance on the above	(22.42)	-	-	-
	632.57	**-**	**296.79**	**-**
d) Capital advances	-	6.82	-	20.53
e) Other receivables	1.21	-	1.21	-
f) Deposit to National Stock Exchange	300.00	-	-	-
g) Income Tax assets (net)	-	1,617.41	-	1,078.08
Total	**1,174.49**	**1,800.44**	**567.10**	**1,276.78**

Movement in impairment allowance of advance to vendors

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
Balance at the beginning of the year				
– Advance to vendors	-	-	-	-
Total	**-**	**-**	**-**	**-**
Provided during the year				
– Advance to vendors	22.42	-	-	-
Total	**22.42**	**-**	**-**	**-**
Balance at the end of the year				
– Advance to vendors	22.42	-	-	-
Total	**22.42**	**-**	**-**	**-**

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9. TRADE RECEIVABLES

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Receivable (Unsecured)		
(a) Considered Good	4,146.04	4,729.70
(b) Trade Receivables which have significant increase in credit risk	1,046.71	803.21
	5,192.75	**5,532.91**
Less: Impairment Allowance (allowance for bad and doubtful debts) on the above	1,046.71	803.21
Total	**4,146.04**	**4,729.70**

Movement in Impairment Allowance (allowance for bad and doubtful debts)

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	803.21	558.45
Add: Recorded during the year	243.50	259.00
Less: Written back/utilised during the year	-	(14.24)
Balance at the end of the year	**1,046.71**	**803.21**

Note:

(i) For details pertaining to related party receivables, refer note 35.

(ii) Trade receivable are non-interest bearing and are generally receivables on terms 0 to 90 days.

Trade receivable ageing as at March 31, 2022

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables considered good	1,172.98	2,367.30	211.88	159.08	102.84	131.96	4,146.04
Undisputed trade receivables – Which have significant increase – In credit risk	-	0.04	146.00	417.07	127.79	355.81	1,046.71
Undisputed trade receivables – Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivables – Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivables – Which have significant increase-In credit risk	-	-	-	-	-	-	-
Disputed trade receivables – Credit Impaired	-	-	-	-	-	-	-

Trade Receivable ageing as at March 31, 2021

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables considered good	1,678.19	2,621.52	134.70	61.82	231.59	1.88	4,729.70
Undisputed trade receivables – Which have significant increase – In credit risk		0.54	121.69	297.52	99.19	284.27	803.21
Undisputed trade receivables – Credit Impaired		-	-	-	-	-	-
Disputed trade receivables – Credit Impaired		-	-	-	-	-	-
Disputed trade receivables – Which have significant increase-In credit risk		-	-	-	-	-	-
Disputed trade receivables – Credit Impaired		-	-	-	-	-	-

Notes forming part of the Consolidated financial statements

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10. CASH AND CASH EQUIVALENTS

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Cash in hand	172.89	101.76
(b) Cash in transit	117.29	-
(c) Balances with bank		
– In Current account (refer note a below)	2,937.57	1,978.71
– In Deposit accounts with original maturity of less than 3 months	-	118.94
– In Escrow account (refer note b below)	162.47	-
Total	**3,390.22**	**2,199.41**

Note :

a) Includes ₹ 67.40 Lakhs (March 31, 2021 : ₹ 8.50 lakhs) towards corporate social responsibility unspent account (refer note 26).

b) Balance of ₹ 162.47 Lakhs in Escrow account is not available for use in the operating activities of the Company. The same is payable to selling shareholders (refer note 39).

Reconciliation of liabilities arising from financing activities

₹ in Lakhs

	Lease liability
As at April 1, 2020	**4,214.99**
Cash flows	(1,363.91)
Non-cash changes	2,604.04
As at April 1, 2021	**5,455.12**
Cash flows	(1,802.06)
Non-cash changes	4,059.27
As at March 31, 2022	**7,712.33**

11. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS MENTIONED ABOVE

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Other Bank Balance:		
a) Deposit accounts with original maturity of more than 3 months but less than 12 months. (refer note below)	2,869.12	248.47
b) Deposit accounts with original maturity of more than 12 months.	8,055.24	2,005.09
	10,924.36	2,253.56
Amount disclosed as "Other financial assets"	(8,055.24)	(2,005.09)
Total	**2,869.12**	**248.47**

Note : The fixed deposit of ₹ 2,700 Lakhs is created during the year as lien against the bank guarantee given to National Stock Exchange (Refer note 37).

Notes forming part of the Consolidated financial statements

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12. EQUITY SHARE CAPITAL

Particulars	Equity Share Capital		Instruments entirely in the nature of equity: Compulsory Convertible Preference Shares	
	No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs
Authorised Capital				
Equity Shares having face value of ₹ 10/- each				
At April 1, 2020	**10,030,000**	**1,003.00**	**36,700,000**	**3,670.00**
Increase during the year	10,000,000	1,000.00	4,000,000	400.00
At March 31, 2021	**20,030,000**	**2,003.00**	**40,700,000**	**4,070.00**
Increase during the year	40,700,000	4,070.00	(40,700,000)	(4,070.00)
At March 31, 2022	**60,730,000**	**6,073.00**	**-**	**-**

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs
Issued, Subscribed and Fully Paid up				
(A) Equity Share Capital				
Equity Shares having face value of ₹ 10/- each	46,622,567	4,662.26	3,584,303	358.43
	46,622,567	**4,662.26**	**3,584,303**	**358.43**
(B) Instruments entirely in the nature of equity				
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each A Series	-	-	1,932,120	193.21
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each B Series	-	-	2,770,456	277.05
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each C Series	-	-	3,657,066	365.71
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each D Series	-	-	5,964,300	596.43
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each E Series	-	-	3,519,482	351.95
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each F Series	-	-	12,879,955	1,288.00
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each F1 Series	-	-	585,437	58.54
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each G Series	-	-	3,594,499	359.45
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each H Series	-	-	3,897,225	389.72
	-	**-**	**38,800,540**	**3,880.06**
TOTAL	**46,622,567**	**4,662.26**	**42,384,843**	**4,238.49**

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs
Equity shares				
At the beginning of the year	3,584,303	358.43	3,449,303	344.93
Add:				
Conversion of Instrument in the nature of equity into equity shares	39,196,702	3,919.67	-	-
Conversion of share warrants	1,716,752	171.68	-	-
Equity shares issued during the year	1,336,310	133.63	-	-
Issued on account of exercise of Employee stock options	788,500	78.85	135,000	13.50
At the end of the year	**46,622,567**	**4,662.26**	**3,584,303**	**358.43**
Instruments entirely in the nature of equity				
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each				
At the beginning of the year	38,800,540	3,880.06	34,903,315	3,490.34
Add: Issued during the year	-	-	3,897,225	389.72
Less: Conversion of Instrument in the nature of equity into equity shares	(38,800,540)	(3,880.06)	-	-
At the end of the year	**-**	**-**	**38,800,540**	**3,880.06**

Notes forming part of the Consolidated financial statements

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(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	As at March 31, 2022		As at March 31, 2021	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
Highdell Investment Ltd	8,141,574	17.46%	611,981	17.07%
MacRitchie Investments Pte. Ltd.	7,649,216	16.41%	592,650	16.53%
CMDB II	3,468,156	7.44%	-	-
Vinay Vinod Sanghi with Seena Vinay Sanghi	980,763	2.10%	716,717	20.00%
Shree Krishna Trust	437,531	0.94%	700,050	19.53%
William Austin Ligon	272,030	0.58%	192,730	5.38%
Bina Vinod Sanghi with Vinay Vinod Sanghi	-	-	183,333	5.11%
8% Non-cumulative Compulsorily Convertible Preference Shares (Series A to H)				
CMDB II	-	-	5,675,595	14.63%
Highdell Investment Ltd	-	-	15,825,768	40.79%
MacRitchie Investments Pte. Ltd.	-	-	12,133,327	31.27%
Springfield Venture International	-	-	3,182,038	8.20%

(iii) Terms/rights attached to equity shares

(a) Voting rights

The Company has only one class of equity shares having par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, in proportion of their shareholding.

(b) Dividend distribution rights:

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Subject to the provisions of section 123 of the Companies Act, 2013, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

(iv) Rights of preference shares

Shareholders Agreement provided for transfer restrictions on shares held by parties. The Major Shareholders were not permitted to transfer any or all of the Restricted Shares without offering a right of first refusal to each of CMDB, Springfield, Highdell, Temasek, FIOL, Manbro, MSF, MCP and/or their permitted transferees ("ROFR Investors"). In the event the ROFR Investors did not exercise their right of first refusal, they were entitled to exercise a tag along right and sell their shareholding with the Major Shareholders.

Pursuant to the Shareholders Agreement, each of the Major Shareholders, CMDB, Springfield, and certain other shareholders collectively, had the right to nominate one Director on the Board. Highdell and Temasek had the right to nominate three directors each on to the Board. Further, each of CMDB, Highdell, Springfield, Temasek and the Major Shareholders were entitled to nominate one observer each to the Board and all the committees of the Board. The Majority Investors and the Major Shareholders had affirmative voting rights in respect of certain reserved matters including any alteration or change so as to adversely effect rights of Equity Shares, alteration or modification of authorized number of Equity Shares, fresh issuance of any security, creation of any new class of or series of Equity Shares. If the Company declares any dividend, in any Financial Year, each holder of Preference Shares shall, on a pari passu basis and subject to applicable Law, be entitled to receive a non-cumulative preferential dividend at the rate of 8% (Eight Percent).

The compulsory convertible preference shares have been converted into 39,196,702 Equity Shares having face value of ₹ 10 each on July 21, 2021 as approved by the board of directors on the same date.

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Terms of conversion/ redemption of compulsorily convertible preference shares prior to the conversion are detailed below :

Series	Conversion ratio	Conversion period
Series A Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. December 08, 2009 and January 11, 2010 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series B Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. December 15, 2010 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series C Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. September 2, 2011 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series D Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. October 9, 2014 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series E Preference shares are compulsorily convertible preference shares.	1:1.1	At any time during the conversion period of 20 years from the date of issue i.e. August 4, 2015 and August 25, 2015 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series F Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. January 12, 2016 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series F1 Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. April 29, 2016 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series G Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. February 3, 2017 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series H Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. June 5, 2020 and October 01, 2020 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.

v) During the year, share warrants have been converted to Equity shares, Terms of conversion of warrants and rights attached to warrants before conversion are mentioned below

Share Warrant 1

The Board of Directors of the Company at their meeting held on September 24, 2014 and as approved at its Extra Ordinary General Meeting held on September 24, 2014 had resolved to create, offer, issue and allot 800,000 warrants, convertible into 800,000 Equity shares of ₹ 10 each on a preferential allotment basis, pursuant to the provisions of the Companies Act, 2013 at a conversion price of ₹ 117 per equity share of the Company, rights to Mr. Vinay Sanghi in accordance with the terms of the warrant subscription agreement and the application money amounting to ₹ 4 Lakhs was received from him. The warrants may be converted into equivalent number of shares after conversion date (i.e., earlier of trigger date or 4 years from date of issue) upto period of 15 years from date of issue on payment of conversion price.

Share Warrant 2

The Board of Directors of the Company at their meeting held on December 16, 2016 and as approved at its Extra Ordinary General Meeting held on December 20, 2016 had resolved to create, offer, issue and allot 776,707 and 140,045 warrants, convertible into 776,707 and 140,045 Equity shares of ₹ 10 each on a preferential allotment basis, pursuant to the provisions of the Companies Act, 2013 at a conversion price of ₹ 510 and ₹ 596 respectively per equity share of the Company, rights to Mr. Vinay Sanghi in accordance with the terms of the warrant subscription agreement and the application money amounting to ₹ 0.45 Lakhs was received from him. The warrants may be converted into equivalent number of shares after conversion date (i.e., earlier of trigger date or 4 years from date of issue) upto period of 15 years from date of issue on payment of conversion price.

On April 8, 2021, Mr. Vinay Vinod Sanghi, the Chief Executive Officer and Whole Time Director of the Company exercised his option to convert 17,16,752 warrants into 17,16,752 equity shares having face value of ₹ 10 each aggregating to ₹ 5,731.90 lakhs.

Notes forming part of the Consolidated financial statements

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13A. OTHER EQUITY

₹ in Lakhs

Particulars	Note	As at March 31, 2022	As at March 31, 2021
(a) Securities premium	13A.1	202,443.67	177,225.34
(b) Share based payment reserve	13A.2	20,601.89	2,725.81
(c) Retained earnings	13A.3	(29,205.33)	(15,601.27)
(d) Money received against share warrants	13A.4	-	4.46
(e) Capital Reserve on consolidation	13A.5	33.80	33.80
(f) Other reserves	13A.6	(608.83)	(608.83)
Total		**193,265.20**	**163,779.31**

13A.1. Securities premium

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of the year	**177,225.34**	**145,456.71**
Issue of 8% Non-cumulative Compulsorily Convertible Preference shares – Series H	-	31,767.28
Premium on account of exercise of Employee stock options into equity shares	892.20	1.35
Warrant exercised during the year	4.46	-
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	536.35	-
Premium on conversion of warrants into equity shares	5,560.20	-
Premium on issue of equity shares	18,225.12	-
Balance at end of the year (refer note a below)	**202,443.67**	**177,225.34**

13A.2. Share based payment reserve (refer note 31)

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of the year	**2,725.81**	**2,326.67**
Recognition of Share based payments	18,518.29	724.62
Options forfeited during the year	-	(69.80)
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	(105.86)	(149.48)
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	-	(106.20)
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	(536.35)	-
Balance at end of the year (refer Note b below)	**20,601.89**	**2,725.81**

13A.3 Retained earnings

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of the year	**(15,601.27)**	**(24,993.85)**
Profit/(Loss) for the year	(13,210.18)	9,249.90
Expenses incurred on share issue (net of deferred tax)	(368.00)	-
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	-	106.20
Other comprehensive (Loss)/income arising from remeasurement of defined benefit obligation (net of income tax)	(25.88)	36.48
Balance at end of the year (refer note e below)	**(29,205.33)**	**(15,601.27)**

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13A.4 Money received against share warrants [Refer Note 12 (v)]

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of the year	**4.46**	4.46
Warrant exercised during the year	(4.46)	-
Balance at end of the year	**-**	4.46

13A.5 Capital Reserve on consolidation

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of the year	33.80	33.80
Balance at end of the year (Refer note c below)	**33.80**	**33.80**

13A.6 Other reserves

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of the year	(608.83)	(608.83)
Balance at end of the year (refer the note d below)	**(608.83)**	**(608.83)**

13B: Non-Controlling Interest

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of the year	8,219.19	6,958.53
Profit for the year	1,074.98	1,090.58
Other comprehensive (Loss)/income arising from remeasurement of defined benefit obligation (net of income tax)	(2.17)	20.60
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	105.86	149.48
Other adjustments	109.96	-
Balance at end of the year	**9,507.82**	**8,219.19**

Nature and Purpose of Reserves

a. Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

b. Share based payment reserve

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan and will be utilised on exercise of option.

c. Capital Reserve on Consolidation

The Group recognizes profit or loss on purchase, sale, issue or cancellation of Group's own equity instrument to capital reserve on consolidation.

d. Other reserve

Other reserves represent profit/loss on transfer of business between entities under common control taken to other reserve and excess of consideration of carrying value on purchase of non-controlling interest.

e. Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

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14. PROVISIONS

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
Provision for employee benefits				
Gratuity (refer note 29)	96.94	560.23	82.19	451.66
Compensated absences	272.92	-	253.68	-
Total	**369.86**	**560.23**	335.87	451.66

15. TRADE PAYABLES

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
Trade payables				
Dues to micro enterprises and small enterprises*	-	-	5.76	-
Dues to creditors other than micro enterprises and small enterprises	2,085.24	-	2,223.14	-
Total	**2,085.24**	**-**	**2,228.90**	**-**

* Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act), 2006.

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Principal amount due to suppliers under MSMED Act	-	5.76

Trade payables ageing as at March 31, 2022

₹ in Lakhs

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				
			<1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-	-
Others	441.24	1,232.16	377.19	12.75	15.49	6.41	2,085.24
Disputed dues – MSME	-	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-	-	-

Trade payables ageing as at March 31, 2021

₹ in Lakhs

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				
			<1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	5.76	-	-	-	5.76
Others	501.25	1,398.79	279.98	27.84	0.68	14.60	2,223.14
Disputed dues – MSME	-	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-	-	-

For details pertaining to related party payable, refer note 35.

Note

(i) Trade payables are non-interest bearing and are generally settled on 0 to 60 days terms.

(ii) Information regarding the total outstanding dues to Micro, Small and medium Enterprises is given to the extent the same is available with the Group.

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16. OTHER FINANCIAL LIABILITIES

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
(i) Security deposit received from customers	5,821.05	-	4,410.28	-
(ii) Employee related liabilities	1,153.64	-	1,459.39	-
(iii) Bank Overdraft	33.19	-	-	-
(iv) Payable for expenses pertaining to the IPO (refer note 39)	369.24	-	-	-
(v) Capital creditors	28.78	-	-	-
Total	**7,405.90**	**-**	**5,869.67**	**-**

17. OTHER LIABILITIES (UNSECURED, CONSIDERED GOOD)

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
(i) Advances received from customers	107.74	-	47.95	-
(ii) Deferred Revenue	935.55	-	872.58	-
(iii) Statutory Dues	977.17	-	873.51	-
(iv) Deposits from employees	-	13.69	-	13.69
(v) Others	-	-	2.63	-
Total	**2,020.46**	**13.69**	**1,796.67**	**13.69**

18. REVENUE FROM OPERATIONS (REVENUE FROM CONTRACTS WITH CUSTOMERS)

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from rendering of services		
i) Website services and fees	11,267.24	8,819.61
ii) Commission and related income	19,109.24	16,018.66
Revenue from sale of Goods		
iii) Sale of Used cars	895.87	130.05
Total	**31,272.35**	**24,968.32**

Note

(a) Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Company's operations pre-dominantly relate to automotive digital systems which connect automobile customers, original equipment manufacturers, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Company's operations predominantly relates to single reportable operating segment which are subject to same risk and rewards of operating and managing a media/platform for the automotive sector through website fees and commission and related services and trading of cars.

(b) Commission and related income includes revenue of ₹ 4,846.56 Lakhs (March 31, 2021: ₹ 4,414.76 Lakhs) over period of time for parking and registration fees.

18.1 Contract Balances

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Trade Receivables	4,146.04	4,729.70
Contract Assets [Net of impairment allowance for bad and doubtful debts of ₹ 62.71 Lakhs (March 31, 2021: ₹ 45.92 Lakhs)]	2,527.71	2,786.74
Contract Liabilities	(1,043.30)	(920.53)

Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days. In March 31, 2022, ₹ 1,046.71 Lakhs (March 31, 2021: ₹ 803.21 Lakhs) was recognised as provision for expected credit losses on trade receivables.

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Contract liabilities consists of Advance from customers and deferred revenue.

The Group have rendered the service and have recognised the revenue of ₹ 872.58 Lakhs out of deferred revenue for the year ended March 31, 2022, (March 31, 2021: ₹ 586.63 Lakhs). It expects similarly to recognise revenue in year 2022-23 from the closing balance of deferred revenue as at March 31, 2022.

The Group usually renders services against the advance from customers within the next reporting period.

19. OTHER INCOME

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest Income on		
Bank deposits	573.56	40.29
Financial asset carried at amortised cost	129.49	362.83
Income Tax Refund	17.82	35.70
Security Deposits	11.10	14.84
Financial asset (Investment) carried at amortised cost	193.97	213.24
Loans to employees	1.79	1.84
	927.73	**668.74**
Net gain on investment carried at fair value through Profit and Loss		
Gain on fair valuation of mutual fund	2,838.62	1,701.57
Gain on sale of mutual fund	74.64	13.69
Gain on fair valuation of non-convertible debentures	7.86	302.75
	2,921.12	**2,018.01**
Other Non-Operating Income		
Liabilities no longer required written back	219.08	298.51
Profit on sale of Property, Plant and Equipment (Net)	3.57	0.59
Miscellaneous Income	267.39	198.19
Gain on termination of leases	283.78	-
	773.82	**497.29**
Total	**4,622.67**	**3,184.04**

20. EMPLOYEE BENEFITS EXPENSE

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	13,652.37	11,482.90
Gratuity (refer note 29)	174.64	167.20
Contributions to provident and other funds	586.31	517.13
Share-based payments to employees (refer note 31)	18,518.29	654.82
Staff welfare expenses	345.26	188.94
Total	**33,276.87**	**13,010.99**

21. FINANCE COSTS

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expense on financial liabilities (lease liabilities)	645.21	429.78
Total	**645.21**	**429.78**

Notes forming part of the Consolidated financial statements

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22. OTHER EXPENSES

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Power and fuel	204.47	166.97
Rent (refer note 32)	478.87	557.67
Royalty expenses	169.45	141.08
Commission and related expense	545.90	234.63
Security charges	1,612.65	1,497.70
Inspection and Valuation Charges	1,013.79	878.36
Repairs and maintenance – Others	164.38	232.16
Directors Sitting Fees	53.20	4.45
Insurance	86.50	59.96
Rates and taxes	107.91	88.88
Communication	180.17	228.15
Travelling and conveyance	526.66	355.59
Legal and professional fees	1,337.65	975.67
Payments to auditors (refer note 25)	73.29	78.20
Advertisement, Marketing and Sales Promotion Expenses	2,130.03	1,317.81
Corporate social responsibility expenses (refer note 26)	67.14	80.82
Business Outsourcing Expense	12.24	175.28
Website Hosting Charges	390.51	252.37
Impairment allowance on financial & other assets	421.27	259.00
Bank Charges	70.41	38.35
Membership and Subscription fees	26.50	50.05
Miscellaneous expenses	863.04	222.37
Total	**10,536.03**	**7,895.53**

23. INCOME TAX

i) Income tax recognised in Statement of Profit and Loss

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current tax		
In respect of the current year	1,072.89	977.46
In respect of Income Tax adjustment related to earlier years	(118.32)	(232.76)
Current tax (A)	954.57	744.70
Deferred tax		
Deferred tax on temporary differences	(731.09)	(472.27)
Initial recognition of deferred tax asset consequent to revision in estimate (Refer note (iii) below)	-	(5,915.04)
Deferred tax (Credit) (B)	(731.09)	(6,387.31)
Total income tax expense/(credit) (A+B)	**223.48**	**(5,642.61)**

ii) Other Comprehensive Income recognised in Statement of Profit and Loss

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Remeasurements of the defined benefit plans	(37.48)	76.27
Income tax effect on above	9.43	(19.19)
Total	**(28.05)**	**57.08**

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iii) The Income tax expense for the period can be reconciled to the accounting profit as follows:

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit/(Loss) before tax	(11,911.72)	4,697.87
Income tax expense at enacted tax rate	987.57	1,390.02
Effect of expenses that are not deductible in determining taxable profit	(59.30)	(246.75)
Effect of unused tax losses and tax offsets not recognised as deferred tax assets	(586.47)	(638.08)
Initial recognition of deferred tax on account of revision in estimate (Refer note (iii) below)		
a. unused tax losses and unabsorbed depreciation of earlier years	-	(6,455.00)
b. other items of earlier years	-	539.96
	-	**(5,915.04)**
Adjustments recognised in the current year in relation to the current tax of prior years	(118.32)	(232.76)
Income tax expense recognised in profit or loss	**223.48**	**(5,642.61)**

(iv) Till March 31, 2020, the Parent Company did not recognise deferred tax asset ('DTA') in its standalone financial statements on the timing differences mainly arising from brought forward losses and unabsorbed depreciation due to the absence of reasonable certainty in accordance with Ind-AS 12. Pursuant to the changes in the Finance Bill 2021, goodwill of a business or profession is not to be considered as depreciable asset and no depreciation to be allowed in any situation for assessment years beginning on April 1, 2020. Depreciation on goodwill was one of the larger components contributing to accumulation of losses till foreseeable future for the Company. Given this proposed change in law, the Company has revised its estimate with respect to utilization of certain portion of its brought forward losses and unabsorbed depreciation relating to earlier years, to the extent it can be offset against future taxable profits and has accordingly recorded a Deferred Tax Asset of ₹ 6,455.00 Lakhs during the year ended March 31, 2021 in view of reasonable certainty based on revised estimates due to change in law. Further, the Company had also recognised net deferred tax liability of ₹ 539.96 Lakhs which was hitherto not recognised due to the lack of reasonable certainty of realisability of brought forward losses and unabsorbed depreciation.

24. DEFERRED TAX BALANCES

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred tax asset (net) (Refer note 24.1 below)	7,122.68	6,541.75
Deferred tax (liabilities) (Refer note 24.2 below)	(473.27)	(631.03)

24.1 Components of deferred tax assets (net)

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred tax asset:		
Impact of employee related retirement and other liabilities	261.68	220.03
Impact of Impairment allowance on trade receivables and contract assets	263.43	202.15
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	186.19	178.48
Impact of deferred tax on unused tax losses and unabsorbed depreciation (refer note 24.4 and 24.5 below)	22,266.52	18,132.54
Others	449.59	413.24
Deferred tax liabilities:		
Financial instruments at fair value through Profit and loss	(1,275.53)	(892.69)
Property, plant and equipment (including Right of use assets): Impact of difference between tax depreciation and depreciation charged for financial reporting	(95.05)	(34.44)
Total deferred tax assets (net)	**22,056.83**	**18,219.30**
Less: Deferred tax assets (net), not recognised	(14,934.15)	(11,677.55)
Total deferred tax assets (net) recognised	**7,122.68**	**6,541.75**

Notes forming part of the Consolidated financial statements

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24.2 Components of deferred tax liabilities

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Impact of difference between tax amortisation and amortisation charged for financial reporting on intangible assets created on purchase price allocation	(473.27)	(631.03)
Total deferred tax liabilities recognised	**(473.27)**	**(631.03)**

24.3 Reconciliation of deferred tax assets :

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Opening balance	6,541.75	408.06
Tax income during the year recognised in profit & loss	573.34	6,118.15
Tax income during the year recognised in OCI	7.59	15.54
Closing balance	**7,122.68**	**6,541.75**

24.4 Unused tax losses and unabsorbed depreciation, are attributable to the following:

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Unabsorbed Depreciation	45,267.56	45,137.05
Unused tax losses (see below)	25,784.14	26,494.10

24.5 Details of unused tax losses, by year of expiry

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
2021	-	1,257.68
2022	1,563.18	1,563.18
2023	6,792.04	6,792.04
2024	13,152.04	13,152.04
2025	2,478.49	2,478.49
2026	1,092.15	1,092.15
2027	158.52	158.52
2029	547.72	-
Total	**25,784.14**	**26,494.10**

24.6 Deferred tax assets have not been recognised in respect of the losses of ₹ 59,333.14 Lakhs as they may not be used to offset future taxable profits in the Parent Company, there is no other evidence of recoverability in the near future. If the Parent Company were able to recognise all unrecognised deferred tax assets, the profit would increase by ₹ 14,934.15 Lakhs (March 31, 2021: ₹ 11,677.55 Lakhs).

25. PAYMENT TO AUDITOR

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
To statutory auditor		
i) For Audit fees	135.00	74.50
ii) For Limited review	22.50	10.50
iii) For Other services	10.00	8.50
iv) For reimbursement of expenses	0.49	1.70
Less: Fees for IPO related services, recoverable from selling shareholders	(95.00)	(17.50)
Total	**72.99**	**77.70**

Notes forming part of the Consolidated financial statements

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26. DETAILS OF CSR EXPENSES

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Gross amount required to be spent by the Group during the year (A)	67.14	67.52
Amount approved by the Board to be spent during the year	67.14	67.52
Amount spent during the year (B)		
(1) Construction/acquisition of any assets	-	-
(2) Purpose other than (1) above	109.55	24.84
Total (B)	**109.55**	**24.84**

Details related to spent/unspent obligations:

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Contribution to Charitable Trust	-	13.30
Contribution to Public Trust	9.50	
Contribution ongoing projects	100.06	11.54
Unspent amount in relation to:		
– Ongoing project	13.56	55.98
– Other than ongoing projects	-	-
Total	**123.12**	**80.82**

Details of CSR expenditure under Section 135(6) of the Act in respect of ongoing projects:

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening balance		
With the Group	34.18	48.62
In Separate CSR Unspent account	8.50	-
Amount required to be spent during the year	67.14	67.52
Amount deposited during the year in separate CSR Unspent account with scheduled bank	97.50	-
Amount spent during the year		
From the Group's bank account	(70.95)	(73.46)
From Separate CSR unspent account	(38.60)	-
Closing balance		
With the Group	-	34.18
In Separate CSR Unspent account	67.40	8.50

Notes forming part of the Consolidated financial statements
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27. EARNINGS PER SHARE (EPS)

The following reflects the profit/(loss) and share data used in the basic and diluted EPS computations:

Particulars		For the year ended March 31, 2022	For the year ended March 31, 2021
Profit/(Loss) attributable to ordinary shareholders of the parent for basic earnings (₹ in Lakhs)	A	(13,210.18)	9,249.90
Less : Adjustments for effect of dilution	B	-	-
Profit/(Loss) attributable to equity holders of the parent adjusted for the effect of dilution (₹ in Lakhs)	**C = A-B**	**(13,210.18)**	**9,249.90**
Weighted average number of Equity shares	D	45,999,919	3,478,550
Add: Impact of ordinary shares to be issued upon conversion of compulsorily convertible preference shares	E	-	37,862,036
Weighted average number of shares for Basic EPS	**F = D+E**	**45,999,919**	**41,340,586**
Effect of dilution:			
Add: Impact of ordinary shares to be issued upon conversion of Share Warrants	**G**	**-**	**1,716,752**
Employee stock option	H	3,914,768	2,484,227
Weighted average number of Equity shares adjusted for the effect of dilution	**I = F+G+H**	**49,914,687**	**45,541,565**
Basic earnings per share (in ₹)	**J = C/F**	**(28.72)**	**22.37**
Diluted earnings per share (in ₹)*	**K = C/I**	**(28.72)**	**20.31**

* During the year, the potential ordinary shares have not been considered for the purpose of computing diluted earning per share as they are anti-dilutive in nature.

28. SEGMENT REPORTING

Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Company's operations pre-dominantly relate to automotive digital systems which connect automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Group's operations predominantly relates to single reportable operating segment which are subject to same risk and rewards of operating and managing a media/platform for the automotive sector through website fees and commission and related services.

As per management approach as defined in Ind AS 108, management committee reviews and monitors the operating results of the business segment for the purpose of making decisions about resource allocation and performance assessment using profit or loss and return on capital employed.

All non-current assets of the Company are located in India.

Geographical Revenue is allocated based on the location of the customer. Information regarding geographical revenue is as follows:

Geographical Revenue

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from operations		
– India	30,880.00	24,419.64
– Outside India	392.35	548.68
Total	**31,272.35**	**24,968.32**

Notes forming part of the Consolidated financial statements
as at and for the year ended March 31, 2022

29. EMPLOYEE BENEFITS

a) Defined Contribution Plans

The Group makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by Employee Provident Fund Organisation. Under this scheme, the Group is required to contribute a specified percentage of payroll cost to fund the benefits.

Both the employees and the Group make pre-determined contributions to the provident fund. Amount recognized as expense amounts to ₹ 586.31 Lakhs (March 31, 2021: ₹ 517.13 Lakhs) under contributions to provident and other funds (Note 20 Employee benefits expense).

b) Defined Benefit Plans

(i) The Group makes annual contribution towards gratuity to an unfunded / funded defined benefit plan for qualifying employees. All plans are unfunded except Shriram Automall India Limited. The plan provides for lump sum payments to employees whose right to receive gratuity had vested at the time of resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service except in case of death.

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit credit Method, which recognises each period, of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

(ii) The plan typically exposes the Group to actuarial risk such as interest rate risk, salary risk and demographic risk:

Interest rate risk – The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary risk – Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk – This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

(iii) The most recent actuarial valuation of the defined benefit obligation was carried out as at March 31, 2022 by an independent actuary.

(iv) The details in respect of the amounts recognised in the Group's financial statements for the year ended March 31, 2022 and March 31, 2021 for the defined benefit scheme is as under:

I. Principal Actuarial assumptions

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Discount rate	6.40% - 6.84%	5.59% - 6.76%
Expected rate of salary increase	5.00% - 8.00%	5.00% - 8.00%
Mortality tables	IALM (2006-08)	IALM (2006-08)
Withdrawal Rates		
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")	20% p.a. at younger ages reducing to 23% p.a. at older ages	20% p.a. at younger ages reducing to 23% p.a. at older ages
Shriram Automall India Limited	For service upto 5 years 15% and for service more than 5 years 6.00% p.a.	For service upto 5 years 10% and for service more than 5 years 5.00% p.a.
Weighted average duration (in years)		
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")	5.19	5.24
Shriram Automall India Limited	9.98	9.98

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The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations. The estimates of future compensation cost considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors.

II. Components of defined benefit costs recognised in the Statement of Profit and loss

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Service cost:		
Current service cost	144.83	138.36
Net interest expense	49.17	48.72
Expected return on plan assets	(19.36)	(20.53)
Components of defined benefit costs recognised in the Statement of Profit and loss (Refer Note 20)	**174.64**	**166.55**

III. Components of defined benefit costs/(income) recognised in the other comprehensive income

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding the amount included in net interest cost)	5.89	(8.22)
Actuarial (gains)/losses arising from changes in financial assumptions	(33.15)	48.90
Actuarial (gains)/losses arising from changes in demographic assumptions	(0.14)	-
Actuarial (gains)/losses arising from changes in experience adjustments	64.88	35.59
Components of defined benefit income recognised in other comprehensive income	**37.48**	**76.27**

IV. Change in the defined benefit obligation

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Opening defined benefit obligation	847.66	795.20
Current service cost	144.83	138.35
Interest cost	49.17	48.72
Acquisition adjustment	(1.67)	-
Remeasurement (gains)/losses:		
Actuarial (gains)/losses arising from changes in financial assumptions	(9.19)	(48.90)
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in experience adjustments	40.79	(35.59)
Benefits paid	(82.97)	(50.12)
Closing defined benefit obligation	**988.62**	**847.66**

V. Change in the Fair value of Plan Assets

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Fair Value of Plan Assets at the Beginning of the year	313.81	308.67
Interest Income on plan Assets	19.36	20.53
Benefit Paid	-	(7.16)
Return on Plan Assets	(1.72)	(8.23)
Fair Value of Plan Assets at the End of the year	**331.45**	**313.81**

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VI. Disaggregation of Assets

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Category of Assets –		
Insurance Fund	331.45	313.81

Sensitivity Analysis for Parent

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Defined Benefit Obligation – Discount Rate + 50 basis points	587.13	491.26
Defined Benefit Obligation – Discount Rate - 50 basis points	616.95	516.75
Defined Benefit Obligation – Salary Escalation Rate + 50 basis points	616.65	516.45
Defined Benefit Obligation – Salary Escalation Rate - 50 basis points	587.28	491.42
Defined Benefit Obligation – Rate of employee turnover + 10 basis points	594.00	496.41
Defined Benefit Obligation – Rate of employee turnover - 10 basis points	610.39	512.02

Sensitivity Analysis for Shriram Automall India Limited (and step-down subsidiaries)

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Defined Benefit Obligation – Discount Rate + 10 basis points	(15.85)	29.27
Defined Benefit Obligation – Discount Rate - 10 basis points	16.92	32.53
Defined Benefit Obligation – Salary Escalation Rate + 10 basis points	16.83	(26.74)
Defined Benefit Obligation – Salary Escalation Rate - 10 basis points	(13.95)	(2.89)
Defined Benefit Obligation – Rate of employee turnover + 10 basis points	(0.55)	0.91
Defined Benefit Obligation – Rate of employee turnover - 10 basis points	2.00	0.09

These sensitivities have been calculated above to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

Maturity Analysis of the Benefit Payments :

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
1st Following year	122.39	17.06
Sum of years 2 to 5 year	452.99	182.43
Sum of years 6 to 10	437.64	354.80
Sum of years 11 and above	221.95	408.93

c. Leave plan and compensated absences

The liability for compensated absences for the year ended March 31, 2022 is ₹ 272.92 Lakhs (March 31, 2021 : ₹ 253.68 Lakhs) shown under provisions.

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30. CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes equity capital, instruments entirely in the nature of equity and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at each year end, the Group has only one class of equity shares and has lease liabilities and no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Group allocates its capital for re-investment into business based on its long term financial plans.

31.1 CARTRADE TECH LIMITED – EMPLOYEE STOCK OPTION SCHEME

(a) In 2010, 2011, 2014 and 2015 the Company had instituted an Equity settled "Employee Stock Option Plan 2010" (ESOP 2010), "Employee Stock Option Plan 2011" (ESOP 2011), "Employee Stock Option Plan 2014" (ESOP 2014) and "Employee Stock Option Plan 2015" (ESOP 2015) for its employees and directors. The "ESOP 2010", "ESOP 2011", "ESOP 2014" and "ESOP 2015" are administered through by the Nomination and Remuneration Committee (NRC). Under the scheme, the NRC has accorded its consent to grant options exercisable into not more than 447,500 (under "ESOP 2010"), 802,608 (under "ESOP 2011") 300,710 (under "ESOP 2014"), 1,350,000 (under "ESOP 2015"), 1,139,241 (under "ESOP 2021 I") and 2,000,000 (under "ESOP 2021 II") Equity Shares of ₹ 10 each of the Company.

Particulars	No. of options in Pool	Maximum number/ % of Options that shall vest
ESOP Scheme 2010	447,500	25% vests every year
ESOP Scheme 2011	802,608	25% vests every year
ESOP Scheme 2014	300,710	25% vests every year
ESOP Scheme 2015	1,350,000	25% vests every year
ESOP Scheme 2021 I	1,139,241	25% vests every year
ESOP Scheme 2021 II	2,000,000	15,00,000 option vest in one year and balance 25% vests every year

The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2021 I:

Particulars	March 31, 2022	March 31, 2021
Dividend yield (%)	0%	-
Expected volatility (%)	48.60%	-
Risk free interest rate (%)	5.90%	-
Spot price (in ₹)	1,371.60	-
Exercise price (in ₹)	825.00	-
Expected life of options granted in the year (in years)	10	-

The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2021 II:

Particulars	March 31, 2022	March 31, 2021
Dividend yield (%)	0%	0%
Expected volatility (%)	48.40%	47.90%
Risk free interest rate (%)	6.50%	6.30%
Spot price (in ₹)	1,371.60	1,371.60
Exercise price (in ₹)	825.00	825.00
Expected life of options granted in the year (in years)	12	12

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The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2015:

Particulars	March 31, 2022	March 31, 2021
Dividend yield (%)	0%	0%
Expected volatility (%)	44.80%	44.80%
Risk free interest rate (%)	7.13%	7.13%
Spot price (in ₹)	373.13	373.13
Exercise price (in ₹)	343.37	271.57
Expected life of options granted in the year (in years)	7	7

The details of activity under ESOP Scheme 2010

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year (Weighted average exercise price for each year ₹ 19.16)	62,500	197,500
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year *	-	(135,000)
Outstanding at the end of the year	62,500	62,500
Weighted average exercise price of options outstanding at the end of year (in ₹)	36.80	25.33
No. of Option vested until year end	62,500	62,500
Weighted average remaining contractual life (in years)	0.76	0.30
Weighted average exercise price of options on the date of grant (in ₹)	19.16	19.16
Weighted average Fair Value of options (in ₹)	4.08	4.08

* Options exercised during the year ended March 31, 2021 at an exercise price of ₹ 11 and fair value of shares as on date of exercise of ₹ 825.

The details of activity under ESOP Scheme 2011

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	760,058	760,058
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year*	(242,500)	-
Outstanding at the end of the year	517,558	760,058
Weighted average exercise price of options outstanding at the end of year (in ₹)	27.26	25.52
No. of Option vested until year end	517,558	760,058
Weighted average remaining contractual life (in years)	3.60	1.82
Weighted average Exercise price of options on the date of grant (in ₹)	28.74	28.74
Fair Value of options (in ₹)	10.50	10.50

* Options exercised during the year ended March 31, 2022 at an weighted average exercise price of ₹ 27.03 and weighted average fair value of shares as on date of exercise of ₹ 1,008.46.

The details of activity under ESOP Scheme 2014

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year (Weighted average exercise price for each year ₹ 205.34)	300,710	300,710
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year	-	-
Outstanding at the end of the year (Weighted average exercise price for each year ₹ 205.34)	300,710	300,710
No. of Option vested until year end	300,710	300,710
Weighted average remaining contractual life (in years)	2.59	3.59
Weighted average Exercise price of options on the date of grant (in ₹)	205.26	205.26
Fair Value of options (in ₹)	2.91	2.91

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The details of activity under ESOP Scheme 2015

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	1,350,000	1,385,000
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year*	(546,000)	-
Lapsed during the year*	-	(35,000)
Outstanding at the end of the year	804,000	1,350,000
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	271.57	220.55
Weighted average exercise price of options outstanding at the end of year (in ₹)	343.37	271.57
No. of Option vested until year end	689,000	1,105,000
Weighted average remaining contractual life (in years)	5.34	5.82
Weighted average Exercise price of options on the date of grant (in ₹)	282.78	282.78
Fair Value of options (in ₹)	191.37	161.76

* Options exercised during the year ended March 31, 2022 at an weighted average exercise price of ₹ 165.84 and weighted average fair value of shares as on date of exercise of ₹ 1,336.73 and weighted average exercise price of options lapsed during the year ended March 31, 2021 is ₹ 472.

The details of activity under ESOP Scheme 2021 II

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	2,000,000	-
Granted during the year	-	2,000,000
Forfeited during the year	-	-
Exercised during the year	-	-
Lapsed during the year	-	-
Outstanding at the end of the year	2,000,000	2,000,000
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	825.00	-
Weighted average exercise price of options outstanding at the end of year (in ₹)	825.00	825.00
No. of Option vested until year end	1,625,000	-
Weighted average remaining contractual life (in years)	9.00	10.00
Weighted average Exercise price of options on the date of grant (in ₹)	825.00	825.00
Fair Value of options (in ₹)	1,009.30	967.26

The details of activity under ESOP Scheme 2021 I

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	-	-
Granted During the year	230,000	
Forfeited during the year	-	-
Exercised During the year	-	-
Lapsed During the year	-	-
Outstanding at the end of the year	230,000	-
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	-	-
Weighted average exercise price of options outstanding at the end of year (in ₹)	903.75	-
No. of Option vested until year end	57,500	-
Weighted average remaining contractual life (in years)	5.50	-
Weighted average Exercise price of options on the date of grant (in ₹)	825.00	-
Fair Value of options (in ₹)	903.75	-

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31.2 SHRIRAM AUTOMALL INDIA LIMITED (SAMIL) EMPLOYEE STOCK OPTION PLANS

SAMIL ("company) provides share-based payment schemes to its employees. During the year ended March 31, 2022 an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below.

On April 27, 2018, the extra general meeting of SAMIL shareholders & NRC (Nomination and Remuneration committee) granted option aggregating to 6,75,000 options at an exercise price of ₹ 50 per share to the employees of the Company (other than CEO and Whole-time Director) and the employee of the SAMIL subsidiary companies under SAMIL ESOP Plan-I. Also, On 16 August 2020, the board of directors approved 782,000 options & 521,740 options at exercise price of ₹ 10 per share under SAMIL ESOP Plan-II & SAMIL ESOP Plan-III respectively. On 02 June 2021 board of directors approved 65,000 grants to the employees of the Company and its subsidiary under SAMIL ESOP Plan-I. The options are subject to satisfaction of the prescribed vesting conditions, viz., continuing employment with the Company. The other relevant terms of the grant are as below:

	ESOP PLAN-I	ESOP PLAN-IA	ESOP PLAN-IB	ESOP PLAN-IC
Date of Grant	April 27, 2018	June 2, 2021	June 2, 2021	January 23, 2022
Date of Board/Committee Approval	April 20, 2018	June 2, 2021	June 2, 2021	January 23, 2022
Date of Shareholder's approval	April 27, 2018	August 16, 2018	August 16, 2018	August 16, 2018
No of Options under the Scheme	978,261	978,261	978,261	978,261
Number of option granted	675,000	30,000	35,000	10,000
Method of settlement (Cash/Equity)	Equity	Equity	Equity	Equity
Vesting Period	April 26, 2020 - 25% April 26, 2021 - 25% April 26, 2022 - 25% April 26, 2023 - 25%	June 2, 2022 - 25% June 2, 2023 - 25% June 2, 2024 - 25% June 2, 2025 - 25%	June 2, 2023 - 25% June 2, 2024 - 25% June 2, 2025 - 25% June 2, 2026 - 25%	January 23, 2024 - 25% January 23, 2025 - 25% January 23, 2026 - 25% January 23, 2027 - 25%
Exercise Price per share	50.00	50.00	50.00	50.00
Fair value on grant date as per valuation report	April 26, 2020 - ₹ 37.79 April 26, 2021 - ₹ 40.54 April 26, 2022 - ₹ 43.21 April 26, 2023 - ₹ 45.66	June 2, 2022 - ₹ 155.10 June 2, 2023 - ₹ 158.23 June 2, 2024 - ₹ 161.40 June 2, 2025 - ₹ 164.27	June 2, 2023 - ₹ 158.23 June 2, 2024 - ₹ 161.40 June 2, 2025 - ₹ 164.27 June 2, 2025 - ₹ 167.05	January 23, 2024 - ₹ 201.13 January 23, 2025 - ₹ 204.13 January 23, 2026 - ₹ 207.16 January 23, 2027 - ₹ 209.84
Option given to	Employees of the Company (Other than CEO and Whole-time Director) of the Company			

	ESOP PLAN-II	ESOP PLAN-III
Date of Grant	August 16, 2018	August 16, 2018
Date of Board/Committee Approval	August 14, 2018	August 14, 2018
Date of Shareholder's approval	August 16, 2018	August 16, 2018
No of Options under the Scheme	782,609	847,826
Number of option granted	782,609	521,740*
Method of settlement (Cash/Equity)	Equity	Equity
Vesting Period	16-Aug-19	August 16, 2019 - 25% March 31, 2020 - 25% March 31, 2021 - 25% March 31, 2022 - 25%
Exercise Price per share	10.00	10.00
Fair value on grant date as per valuation report	63.95	August 16, 2019 - ₹ 63.95 March 31, 2020 - ₹ 64.34 March 31, 2021 - ₹ 64.89 March 31, 20222 - ₹ 65.43
Option given to	CEO and Whole time Director of the Company	CEO and Whole time Director of the Company

* Under SAMIL ESOP Plan-III, the Company granted 326,087 performance based stock options to its CEO under its stock options Plan. As per the terms of the agreement, these options shall vest based on achievement of EBITDA target including all its present and future subsidiaries in a Financial Year on or before March 31, 2024. Vesting would be on the date on which the target is achieved. During year-ended March 31, 2019, the Company determined fair value and assessed it to be not probable and accordingly, did not account for compensation expense. During year-ended March 31, 2020, as part of its annual re-assessment, the Company assessed the target to be achievable and accordingly, has recognized compensation expense on a straight-line basis over the remaining vesting year ending on March 31, 2024.

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The details of activities of SAMIL ESOP Plan-I

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of options	WAEP* (in ₹)	No. of options	WAEP* (in ₹)
Outstanding at the beginning of the year	589,000	50.00	614,000	50.00
Granted during the year	75,000	-	10,000	-
Forfeited during the year	58,500	50.00	35,000	50.00
Exercised during the year	-	-	-	-
Effect of share split	-	-	-	-
Effect of bonus issue	-	-	-	-
Outstanding at the end of the year	605,500	50.00	589,000	50.00
Exercisable at the end of the year	312,875	50.00	144,750	50.00
Weighted average share price at the date of exercise	-	-	-	-
Weighted average remaining contractual life for the options outstanding	1.34 years		2.07 years	

* weighted average exercise price.

The details of activities of SAMIL ESOP Plan-II

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of options	WAEP* (in ₹)	No. of options	WAEP* (in ₹)
Outstanding at the beginning of the year	782,609	10.00	782,609	10.00
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Effect of share split	-	-	-	-
Effect of bonus issue	-	-	-	-
Outstanding at the end of the year	782,609	10.00	782,609	10.00
Exercisable at the end of the year	782,609	10.00	782,609	10.00
Weighted average share price at the date of exercise	-	-	-	-
Weighted average remaining contractual life for the options outstanding	-		-	

* weighted average exercise price.

The details of activities of SAMIL ESOP Plan-III

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of options	WAEP* (in ₹)	No. of options	WAEP* (in ₹)
Outstanding at the beginning of the year	521,740	10.00	521,740	10.00
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Effect of share split	-	-	-	-
Effect of bonus issue	-	-	-	-
Outstanding at the end of the year	521,740	10.00	521,740	10.00
Exercisable at the end of the year	521,740	10.00	260,870	10.00
Weighted average share price at the date of exercise	-	-	-	-
Weighted average remaining contractual life for the options outstanding	-		1 year	

* weighted average exercise price.

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The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

	SAMIL Plan - I			
	Vesting I April 26, 2020	Vesting II April 26, 2021	Vesting III April 26, 2022	Vesting IV April 26, 2023
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	27.20%	26.80%	27.70%	28.70%
Risk-free interest rate	7.76%	7.84%	7.86%	7.86%
Weighted average fair market price (₹)	71.56	71.56	71.56	71.56
Exercise price (₹)	50	50	50	50
Expected life of options granted in years	4.50	5.50	6.50	7.50
Weighted average fair value of option at the time of grant (₹)	37.79	40.54	43.21	45.66

	SAMIL Plan - IA			
	Vesting I June 2, 2022	Vesting II June 2, 2023	Vesting III June 2, 2024	Vesting IV June 2, 2025
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	51.10%	49.10%	48.60%	48.00%
Risk-free interest rate	5.20%	5.50%	5.80%	6.10%
Weighted average fair market price (₹)	195.00	195.00	195.00	195.00
Exercise price (₹)	50.00	50.00	50.00	50.00
Expected life of options granted in years	3.50	4.50	5.50	6.50
Weighted average fair value of option at the time of grant (₹)	155.10	158.23	161.40	164.27

	SAMIL Plan -IB			
	Vesting II June 2, 2023	Vesting III June 2, 2024	Vesting IV June 2, 2025	Vesting IV June 2, 2026
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	49.10%	48.60%	48.00%	48.00%
Risk-free interest rate	5.50%	5.80%	6.10%	6.30%
Weighted average fair market price (₹)	195.00	195.00	195.00	195.00
Exercise price (₹)	50.00	50.00	50.00	50.00
Expected life of options granted in years	4.50	5.50	6.50	7.50
Weighted average fair value of option at the time of grant (₹)	158.23	161.40	164.27	167.05

	SAMIL Plan -IC			
	Vesting II January 23, 2024	Vesting III January 23, 2025	Vesting IV January 23, 2026	Vesting IV January 23, 2027
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	48.71%	47.22%	47.22%	46.65%
Risk-free interest rate	5.86%	6.16%	6.41%	6.62%
Weighted average fair market price (₹)	238.15	238.15	238.15	238.15
Exercise price (₹)	50.00	50.00	50.00	50.00
Expected life of options granted in years	4.50	5.50	6.50	7.50
Weighted average fair value of option at the time of grant (₹)	201.13	204.13	207.16	209.84

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	SAMIL Plan-II
	Vesting I August 16, 2019
Dividend yield (%)	0.00%
Expected volatility	29.00%
Risk-free interest rate	7.80%
Weighted average fair market price (₹)	71.56
Exercise price (₹)	10
Expected life of options granted in years	3.50
Weighted average fair value of option at the time of grant (₹)	63.95

	SAMIL Plan-III			
	Vesting I August 16, 2019	Vesting II March 31, 2020	Vesting III March 31, 2021	Vesting IV March 31, 2022
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	28.10%	27.20%	26.50%	26.60%
Risk-free interest rate	7.80%	7.90%	7.92%	8.01%
Weighted average fair market price (₹)	71.56	71.56	71.56	71.56
Exercise price (₹)	10	10	10	10
Expected life of options granted in years	3.50	4.12	5.12	6.12
Weighted average fair value of option at the time of grant (₹)	63.95	64.34	64.89	65.43

32. LEASES

The weighted average incremental borrowing rate applied to lease liabilities as at March 31, 2022 ranges between 8.28% to 9.40%. Following are the changes in the carrying value of right of use assets for the year ended March 31, 2022:

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Opening balance	**4,798.69**	**3,643.06**
Additions (Refer Note 3)	4,143.41	2,223.23
Disposals	(418.50)	(26.69)
Depreciation expense (Refer note 4B)	(1,427.95)	(1,040.91)
Closing balance	**7,095.65**	**4,798.69**

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the year indicated below:

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Opening balance	**5,455.13**	**4,214.99**
Additions	4,117.14	2,199.51
Disposals	(649.07)	(25.24)
Accretion of interest	645.21	429.78
Payments	(1,802.06)	(1,363.91)
Lease Modification	(54.02)	-
Closing balance	**7,712.33**	**5,455.13**
Current	1,198.52	815.23
Non-current	6,513.81	4,639.90

Notes forming part of the Consolidated financial statements
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The following are the amounts recognised in the Statement of Profit or Loss:

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation expense of right-of-use assets	1,427.95	1,040.91
Interest expense on lease liabilities	645.21	429.78
Expense relating to Long-term leases (included in other expenses)	-	(923.07)
Lease payments	(1,802.06)	(440.84)
(Gain)/loss on termination of lease	(282.20)	-
Total amount recognised in the Statement of Profit or Loss	**(11.10)**	**106.78**

Impact on Ind As Consolidated Statement of cashflow [increase/(decrease)]

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Operating lease payments	1,802.06	1,363.91
Net cashflow generated from operating activities	**1,802.06**	**1,363.91**
Payment of principle portion of lease liabilities	(1,156.85)	(934.13)
Payment of interest portion of lease liabilities	(645.21)	(429.78)
Net cashflows (used in) financing activities	**(1,802.06)**	**(1,363.91)**

33. FINANCIAL INSTRUMENTS

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Financial assets		
Measured at FVTPL		
Current Investments – Mutual Funds	86,539.16	62,191.12
Investment in Debentures	1,834.92	2,357.84
Measured at amortised cost		
Loan	2,758.21	4,930.00
Trade Receivables	4,146.04	4,729.70
Cash and cash equivalents	3,390.22	2,199.41
Bank balance other than cash and cash equivalents mentioned above	2,869.12	248.47
Other financial assets	12,185.27	5,525.89
Financial liabilities		
Measured at amortised cost		
Trade payables	2,085.24	2,228.90
Lease liabilities	7,712.33	5,455.13
Other financial liabilities	7,405.90	5,869.67

(i) Financial risk management objectives and policies

The Group's principal financial liabilities comprise trade payables and lease liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds investments in debt instruments, fixed deposits and mutual funds.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The financial risk committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

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(ii) (a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk and other price risk, such as equity price. Financial instruments affected by market risk include debt and equity investments.

(ii) (b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Group obtains market feedback on the creditworthiness of the customer concerned. Customer wise outstanding receivables are reviewed on a monthly basis and where necessary, the credit allowed to particular customers for subsequent sales is adjusted in line with their past payment performance. Credit exposure is controlled by counterparty limits and internal review of receivables by way of Group policy and external litigations with parties which are reviewed and approved by management on a quarterly basis.

For details pertaining to trade recievables and contract assets including impairment allowance on the same refer to Note 18 and for details pertaining to other financial assets including impairment allowance on the same refer to Note 6.

(ii) (c) Financial instruments and cash deposits note

The Group invests in mutual funds, debentures and sub-ordinated debts with Balanced risk. The Group recognised provision for expected credit losses/profit on its instruments at fair value through profit and loss.

The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2022 and March 31, 2021 is the carrying amounts as per note 5 .

(ii) (d) Liquidity risk management

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at respective reporting dates.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2022

₹ in Lakhs

Particulars	On demand	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	2,085.24	-	2,085.24
Other financial liabilities	-	7,405.90	-	7,405.90
Lease Liabilities	-	1,198.52	6,513.81	7,712.33
Total	**-**	**10,689.66**	**6,513.81**	**17,203.47**

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2021

₹ in Lakhs

Particulars	On demand	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	2,228.90	-	2,228.90
Other financial liabilities	-	5,869.67	-	5,869.67
Lease Liabilities	-	815.23	4,639.90	5,455.13
Total	**-**	**8,913.80**	**4,639.90**	**13,553.70**

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34. FAIR VALUE MEASUREMENT

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. In accordance with Ind AS, the Group's investments in debt mutual funds have been fair valued. The Group has designated investments as fair value through profit and loss. Management assessed that the carrying values of cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate their fair values largely due to the short-term maturities of these instruments.

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Financial assets at amortised cost:				
Loan	2,758.21	2,758.21	4,930.00	4,930.00
Trade Receivables	4,146.04	4,146.04	4,729.70	4,729.70
Cash and cash equivalents	3,390.22	3,390.22	2,199.41	2,199.41
Bank balance other than cash and cash equivalents mentioned above	2,869.12	2,869.12	248.47	248.47
Other financial assets	12,185.27	12,185.27	5,525.89	5,525.89
Financial Liabilities				
Financial liabilities held at amortised cost:				
Trade payables	2,085.24	2,085.24	2,228.90	2,228.90
Other financial liabilities	7,405.90	7,405.90	5,869.67	5,869.67
Lease liabilities	7,712.33	7,712.33	5,455.13	5,455.13

The Group uses the hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques as mentioned in accounting policies:

₹ in Lakhs

Financial Asset/Financial Liabilities	Fair Value		Fair Value Hierarchy	Valuation technique and key inputs
	As at March 31, 2022	As at March 31, 2021		
Financial assets				
Investment in Mutual Fund	86,539.16	62,191.12	Level 1	Quoted price in active markets (Net Asset Value issued by fund)
Investment in Debentures	1,834.92	2,357.84	Level 1	Quoted price in active markets

There have been no transfers between Level 1 and Level 2 during the above mentioned periods.

35. RELATED PARTY TRANSACTIONS

A. Details of related parties

Description of relationship	Names of related parties
Key Management Personnel	Mr. Vinay Vinod Sanghi (Chairman and Managing Director)
	Ms. Aneesha Menon (Executive Director and CFO) (w.e.f. July 01,2020)
	Mr. Lal Bahadur Pal (Company Secretary and Compliance officer)
Non-executive directors	Mr. Hemant Luthra (April 23, 2021 to May 11, 2021)
	Ms. Kishori Jayendra Udeshi
	Mr. Vivek Gul Asrani
	Mr. Victor Anthony Perry III
	Mr. Subramanian Lakshminarayan
Relatives of key management personnel	Mr. Varun Sanghi
	Ms. Diya Sanghi (April 26, 2020 to August 31, 2020)
	Ms. Rashi Uday Gangwal (w.e.f. July 1, 2020)
Enterprise having significant influence over a material subsidiary	Shriram Transport Finance Company Limited

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B. Nature of Material Transactions/Names of Related Parties

₹ in Lakhs

S. No.	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
A	**Remuneration to Key management personnel (Refer Note 1 below)**		
1	Mr. Vinay Vinod Sanghi	17,659.09	564.96
2	Ms. Aneesha Menon	477.89	76.59
3	Mr. Lal Bahadur Pal	39.92	17.29
B	**Enterprises having significant influence over the subsidiary**		
1	Shriram Transport Finance Company Limited		
	Payments/Expenses		
a	Other expenses	518.25	513.17
	Receipts/Income		
a	Revenue from contracts with customers	2,235.95	1,733.70
b	Interest on subordinated debt and NCD	193.97	211.02
c	Interest on inter-corporate deposit	127.94	362.83
d	Interest on fixed deposit	434.48	26.72
e	Cross charge income	33.58	31.97
	Other Transactions		
a	Inter-corporate deposit repaid	11,960.00	940.00
b	Inter-corporate deposit given	9,775.00	2,085.00
c	Investment in Fixed deposits	5,400.00	2,000.00
C	**Director sitting fees**		
1	Mr. Hemant Luthra	0.75	-
2	Ms. Kishori Jayendra Udeshi	12.25	-
3	Mr. Vivek Gul Asrani	13.75	-
4	Mr. Subramanian Lakshminarayan	10.25	-
5	Mr. Victor Anthony Perry III	4.25	-
D	**Remuneration to relatives of key management personnel (Refer Note 2 below)**		
1	Mr. Varun Sanghi	130.29	24.22
2	Ms. Diya Sanghi	-	1.04
3	Ms. Rashi Uday Gangwal	18.02	10.63

C. Balance outstanding

₹ in Lakhs

S. No.	Particulars	As at March 31, 2022	As at March 31, 2021
A	**Shriram Transport Finance Company Limited**		
1	Inter-corporate deposit (Receivable)	2,745.00	4,930.00
2	Interest receivable	60.74	91.79
3	Investment in subordinated debt and NCD	1,834.92	2,357.84
4	Investment in Fixed Deposit	7,400.00	2,000.00
5	Interest receivable on fixed deposit	414.74	24.71
6	Trade Receivable	15.49	6.98
B	**Director sitting fees – Mr. Victor Anthony Perry III**	0.90	-

Note 1: Remuneration to KMP includes share based payment expenses of ₹ 17,518.71 Lakhs determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 2: Remuneration to relatives of KMP includes share based payment expenses of ₹ 96.17 Lakhs determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 3: The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operations.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

36. CAPITAL AND OTHER COMMITMENTS

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Estimated amount of contracts remaining to be executed on capital account and not provided for	60.59	83.41

37. CONTINGENT LIABILITIES

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Income Tax (refer note (i) below)	66.43	-
Services Tax (refer note (ii) below)	48.64	48.64
Maharashtra Value Added Tax (refer note (iii) below)	75.28	75.28
Bank Guarantee (refer note (iv) below)	2,700.00	-

i) The subsidiaries received intimation u/s 143(1) from the Income Tax Authorities requiring the subsidiaries to pay additional tax of ₹ 58.93 Lakhs (March 31, 2021: Nil) for Shriram Automall India Limited, ₹ 0.65 Lakhs for Adroit Inspection Services Private Limited and ₹ 6.85 Lakhs for CarTradeExchange Solutions Private Limited for assessment year 2020-21. The department is of the view that income tax rate should have been charged @ 25% instead of 22% (under section 115 BAA) for AY 2020-21. Although the form 10IC has been filed within the extended due date via notification no. 173/32/2022-ITA-1. The subsidiaries have filed an appeal with CIT(A) against the demand of ₹ 58.93 Lakhs for Shriram Automall India Limited and additional tax for Adroit Inspection Services Private Limited, CarTradeExchange Solutions Private Limited were adjusted against the refund of the said assessment year. The management is confident of favourable outcome in Appeal.

ii) Shriram Automall India Limited ("subsidiary company") has received show cause notice during 2015-16, wherein it was alleged that the subsidiary company has incorrectly availed Cenvat Credit of ₹ 24.56 Lakhs (March 31, 2021: ₹ 24.56 Lakhs) on ineligible services not related to the Output and certain capital goods. It was also alleged that the subsidiary company availed Cenvat Credit of ₹ 17.44 Lakhs (March 31, 2021: ₹ 17.44 Lakhs) on input services commonly used in respect of taxable and exempt services. Additionally, adjudicating authority imposed the interest & penalty of ₹ 42 Lakhs (March 31, 2021: ₹ 42 Lakhs), which was confirmed by Commission of Service Tax (Appeal). The subsidiary company has adjusted/paid service tax amounting to ₹ 36 Lakhs (March 31, 2021: ₹ 36 Lakhs) and filed the appeal in Service Tax Appellate Tribunal. The management is confident of favourable outcome in Appeal.

The subsidiary company has received show cause notice during 2015-16 for prior years, wherein it was alleged that the subsidiary company has incorrectly availed Cenvat Credit of ₹ 25.80 Lakhs (March 31, 2021: ₹ 25.80 Lakhs) and has also not discharged service tax liability of ₹ 44.12 Lakhs (March 31, 2021: ₹ 44.12 Lakhs) on its output services. The subsidiary company has provided for & paid the demand of ₹ 44.12 Lakhs (March 31, 2021: ₹ 44.12 Lakhs) and opted for Sabka Vishwas (Legacy Dispute Resolution) Scheme 2019. The subsidiary company has filed the application on October 10, 2019 and the relief was granted to the Company for ₹ 25.80 Lakhs under Sabka Vishwas (Legacy Dispute Resolution) Scheme 2019.

iii) Maharashtra VAT authorities have alleged that Shriram Automall India Limited ("subsidiary company") is regularly conducting auction sale of motor vehicles repossessed by financing companies, which are taxable under MVAT Act. However, the subsidiary company has neither obtained registration under MVAT Act nor discharged VAT on the sale of repossessed motor vehicles. As per the authorities, the subsidiary would qualify as a 'deemed dealer' under the MVAT Act as Section 2(8) of MVAT Act provides that an auctioneer would also be regarded as a 'deemed dealer' and activity of selling/auctioning of repossessed vehicles qualifies as 'sale' under MVAT Act. Accordingly, authorities have imposed VAT (along with interest and penalty) of ₹ 181.28 Lakhs (March 31, 2021: ₹ 181.28 Lakhs) on the value of motor vehicles auctioned by the subsidiary company. The subsidiary had filed an appeal before Commissioner (Appeals) against the above Order. The Commissioner (Appeals) has given deduction for the services fees recovered by the subsidiary company from vendors for providing auction services and for the Instances wherein the subsidiary has produced documents to

Notes forming part of the Consolidated financial statements
as at and for the year ended March 31, 2022

prove that VAT has been duly paid by the vendor and, passed an OIA against the subsidiary company. The subsidiary company has filed an appeal before the Hon'ble Maharashtra Sales Tax Tribunal and the matter is still pending. The subsidiary company has paid ₹ 99.03 Lakhs (March 31, 2021: ₹ 99.03 Lakhs) under protest. The subsidiary company has made provision of ₹ 41 Lakhs (net off of payment by vendors of ₹ 65 Lakhs) towards demand and remaining amount of ₹ 75.28 Lakhs has been disclosed. The management is confident of favourable outcome in Appeal.

iv) The bank guarantee is created as lien with the National Stock Exchange for 1% of the issue size of ₹ 3,000 Lakhs after reducing ₹ 300 Lakhs prior to opening of the issue. This bank guarantee is valid up till August 04, 2022.

v) There are numerous interpretative issues relating to the Supreme Court (SC) judgement on PF dated February 28, 2019. As a matter of caution, Shriram Automall India Limited ("subsidiary company") has made a provision on a prospective basis from the date of the SC order. The subsidiary company will update its provision, on receiving further clarity on the subject.

vi) Shriram Automall India Limited ("subsidiary company") has received various claims from its customers, in relation to the services rendered by it. The subsidiary company has either responded to such claims directly to customers or filed a response with appropriate authorities, where such claims were lodged by the customers. There exists an uncertainty over the outcome of such cases, however the management believes that the subsidiary company is acting merely as a facilitator and accordingly, is confident of favourable outcome based on the advice of its legal counsel and therefore not recorded any provision against such claims.

38. SUBSIDIARIES CONSIDERED IN THE PREPARATION OF THE CONSOLIDATION OF FINANCIAL STATEMENTS

Name of Subsidiary	Percentage of effective ownership	
	As at March 31, 2022	As at March 31, 2021
(a) Subsidiaries		
CarTrade Finance Private Limited	100.00%	100.00%
Shriram Automall India Limited (SAMIL)	55.43%	55.43%
CarTrade Foundation	100.00%	-
(b) Subsidiaries of Shriram Automall India Limited		
Adroit Inspection Services Private Limited (Adroit)	55.43%	55.43%
CarTrade Exchange Solutions India Private Limited (CTE)	55.43%	55.43%
Augeo Asset Management Private Limited (Augeo)	30.40%	30.40%

The Parent Company owns 55.43% of SAMIL which inturn owns 100% in Adroit, CTE and 54.85% in Augeo.

39. During the year the Company completed the Initial Public Offer ('IPO') of its equity shares and listed its shares on Bombay Stock Exchange and National Stock Exchange on August 20, 2021, of 1,85,32,216 equity shares of face value of ₹ 10 each ("Equity Shares") for cash at a price of ₹ 1,618 per equity share. The offer had constituted 40.43% of the Company's post-offer paid-up equity share capital, which was offered in the IPO through an offer for sale of 1,85,32,216 equity shares aggregating to ₹ 2,99,851.25 lakhs ("Offer For Sale" or "Offer") by selling shareholders of the Company. The IPO expense has been estimated at ₹ 10,694.71 Lakhs, of which ₹ 10,325.47 was incurred and paid as on March 31, 2022. Balance amount of ₹ 369.24 lakhs after deducting any further IPO related expenses, shall be refunded to the Selling Shareholders. The Company has received the No Objection Certificate (NOC) from National Stock Exchange (NSE) on April 22, 2022 and is awaiting the receipt of NOC from Securities & Exchange Board of India. These amounts have been disclosed under Note 16 - Other Financial Liabilities as 'Payable for expenses pertaining to IPO'.

Notes forming part of the Consolidated financial statements
as at and for the year ended March 31, 2022

40. STATEMENT OF MATERIAL PARTLY-OWNED SUBSIDIARIES

Proportion of equity interest held by non-controlling interests

Name of Subsidiary	Country of incorporation and operation	As at March 31, 2022	As at March 31, 2021
Shriram Automall India Limited (SAMIL)	India	44.57%	44.57%

Disclosure of Non-controlling interest

₹ in Lakhs

Particular	As at March 31, 2022	As at March 31, 2021
Accumulated balances of material non-controlling interest	7,868.59	6,543.86
Profit allocated to material non-controlling interest	1,277.55	1,195.37

Summarised balance sheet

₹ in Lakhs

Particular	As at March 31, 2022	As at March 31, 2021
Property, Plant and Equipment ,Other intangible assets and other non-current assets	23,238.09	16,107.49
Cash and cash equivalents, other current and financial assets	8,393.30	9,763.24
	31,631.39	**25,870.73**
Provisions	214.81	180.70
Trade and other payable	13,762.13	11,007.83
	13,976.94	**11,188.53**
Total Equity	**17,654.45**	**14,682.20**
Equity holders of Parent	9,785.86	8,138.34
Non-Controlling interest	7,868.59	6,543.86

Summarised profit and loss of SAMIL for the year ended

₹ in Lakhs

Particular	As at March 31, 2022	As at March 31, 2021
Revenue from Operations	15,654.87	12,794.41
Other Income	1,289.95	1,157.29
	16,944.82	**13,951.70**
Other Expenses	12,590.77	10,591.88
Finance Cost	566.67	398.20
	13,157.44	**10,990.08**
Profit Before Tax	**3,787.38**	**2,961.62**
Tax Expense	**922.58**	**325.15**
Profit for the year before OCI	**2,864.80**	**2,636.47**
Other Comprehensive income (OCI)	**1.60**	**45.54**
Total Comprehensive income	**2,866.40**	**2,682.01**
Equity holders of Parent	1,588.85	1,486.64
Non-Controlling interest	1,277.55	1,195.37

Summarised Cash flow for the year ended

₹ in Lakhs

Particular	As at March 31, 2022	As at March 31, 2021
Net Cash generated from/(used in) Operations	4,535.65	1,288.83
Net Cash generated from/(used in) Investing Activities	(2,599.80)	(603.58)
Net Cash used in Financing Activities	(1,414.53)	(898.23)
Net increase/(decrease) in cash and cash equivalents	**521.32**	**(212.98)**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

41. STATEMENT CONTAINING SPECIFIC DISCLOSURE OF THE ENTITIES WHICH ARE INCLUDED IN IND AS CONSOLIDATED SUMMARY FINANCIAL INFORMATION

Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 for the year ended March 31, 2022 and March 31, 2021.

For the year ended March 31, 2022

Name of the entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	₹ in Lakhs	As % of consolidated profit or loss	₹ in Lakhs	As % of consolidated other comprehensive income	₹ in Lakhs	As % of total comprehensive income	₹ in Lakhs
Parent								
CarTrade Tech Limited	93.38%	193,707.61	121.09%	(14,694.09)	80.46%	(22.57)	120.99%	(14,716.66)
Subsidiaries								
Shriram Automall India Limited	1.65%	3,428.56	(13.50%)	1,637.93	(3.13%)	0.88	(13.47%)	1,638.81
CarTrade finance Private Limited	(0.03%)	(57.51)	0.06%	(7.30)	-	-	0.06%	(7.30)
CarTrade Foundation	-	-	-	-	-	-	-	-
Subsidiaries of SAMIL and stepdown subsidiaries of CarTrade								
Adroit Inspection Services Private Limited	0.21%	434.54	(0.14%)	16.74	3.87%	(1.09)	(0.13%)	15.65
CarTradeExchange Solutions Private Limited	0.27%	566.56	1.05%	(127.26)	12.21%	(3.43)	1.07%	(130.69)
Augeo Asset Management Private Limited	(0.07%)	(152.30)	0.30%	(36.20)	(1.17%)	0.33	0.29%	(35.87)
Non-controlling Interests in all subsidiaries	4.58%	9,507.82	(8.86%)	1,074.98	7.74%	(2.17)	(8.82%)	1,072.81
Total	**100.00%**	**207,435.28**	**100.00%**	**(12,135.20)**	**100.00%**	**(28.05)**	**100.00%**	**(12,163.25)**

For the year ended March 31, 2021

Name of the entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	₹ in Lakhs	As % of consolidated profit or loss	₹ in Lakhs	As % of consolidated other comprehensive income	₹ in Lakhs	As % of total comprehensive income	₹ in Lakhs
Parent								
CarTrade Tech Limited	91.49%	161,235.17	73.60%	7,610.87	19.02%	10.86	73.30%	7,621.73
Subsidiaries								
Shriram Automall India Limited	3.22%	5,679.25	14.69%	1,518.66	45.06%	25.72	14.85%	1,544.38
CarTrade finance Private Limited	0.14%	253.66	(0.46%)	(47.20)	-	-	(0.45%)	(47.20)
Subsidiaries of SAMIL and stepdown subsidiaries of CarTrade								
Adroit Inspection Services Private Limited	0.23%	396.98	0.69%	71.56	3.49%	1.99	0.71%	73.55
CarTradeExchange Solutions Private Limited	0.28%	486.82	1.68%	174.19	(5.31%)	(3.03)	1.65%	171.16
Augeo Asset Management Private Limited	(0.02%)	(34.08)	(0.76%)	(78.18)	1.65%	0.94	(0.74%)	(77.24)
Non-controlling Interests in all subsidiaries	4.66%	8,219.19	10.55%	1,090.58	36.09%	20.60	10.69%	1,111.18
Total	**100.00%**	**176,236.99**	**100.00%**	**10,340.48**	**100.00%**	**57.08**	**100.00%**	**10,397.56**

42. In view of the COVID-19 pandemic, the Group has assessed the counterparty credit risk in case of financial assets (comprising cash and cash equivalents, bank deposits and investments in mutual funds, sub-ordinated debts, NCDs) and considered subsequent recoveries, past trends, credit risks profile of customers in case of trade receivables and unbilled revenues. The Group while assessing Right of Use Asset and Investment in subsidiaries has considered past trend, future business projections and doesn't foresee any significant downsizing of operations. As at the balance sheet date, the Group has evaluated that there is no impact of COVID-19 on its consolidated financial results. The Impact of COVID-19 may differ from that estimated as at the date of approval of these financial statements.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2022

43. The Group has complied with the numbers of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.

Sr. No.	Name of subsidiary	CIN of subsidiary company	Name of holding company	CIN of holding company	% of shares held by holding company
1	Shriram Automall India Limited	U50100TN2010PLC074572	CarTrade Tech Limited	L74900MH2000PLC126237	55.43%
2	CarTrade Finance Private Limited	U67100MH2019PTC327412	CarTrade Tech Limited	L74900MH2000PLC126237	100.00%
3	CarTrade Foundation	U85300MH2021NPL363767	CarTrade Tech Limited	L74900MH2000PLC126237	100.00%
4	Adroit Inspection Services Private Limited	U93000DL2016PTC292367	Shriram Automall India Limited	U50100TN2010PLC074572	100.00%
5	CarTrade Exchange Solutions Private Limited	U74120MH2012PTC237037	Shriram Automall India Limited	U50100TN2010PLC074572	100.00%
6	Augeo Asset Management Private Limited	U67200DL2019PTC351745	Shriram Automall India Limited	U50100TN2010PLC074572	54.85%

44. OTHER STATUTORY INFORMATION

i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

ii) The Group does not have any transactions with companies struck off.

iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

v) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vi) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf.

vii) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

45. There are no significant events after the reporting date that require disclosure in there consolidated financial statements.

As per our report of even date.

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: May 04, 2022

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and Managing Director
DIN: 00309085

Place: Mumbai
Date: May 04, 2022

Aneesha Menon
Executive Director and CFO
DIN: 07779195

Place: Mumbai
Date: May 04, 2022

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812

Place: Mumbai
Date: May 04, 2022

Independent Auditor's Report

To the Members of CarTrade Tech Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying standalone financial statements of CarTrade Tech Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its loss including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act 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 audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Carrying value of Goodwill	
The Company carries goodwill of ₹ 78,409.27 lakhs of as at March 31, 2022 in these standalone financial statements. Management performs an annual impairment assessment of Goodwill, as detailed in note 2.1 (m) under significant accounting policies read with note 4A, to determine whether the recoverable value is below the carrying amount. The assessments made by the management involve significant estimates and judgments, including revenue growth rates, net profit margin and perpetual growth rates used to estimate future cash flows and discount rates applied to these forecasted future cash flows. These estimates and judgments may be affected by unexpected changes in future market or economic conditions or discount rates applied. We considered this as key audit matter because of the significant judgement and management estimates involved around impairment assessment	Our audit procedures included the following: • We obtained an understanding of and evaluated the process and controls designed and implemented by the management to assess the potential impairment. • We evaluated the methods and models used to determine whether the recoverable amounts were appropriate by comparing them with the requirements of Ind AS 36 – Impairment of assets. • We obtained and assessed management's identification and evaluation of Cash Generating Unit (CGU). We obtained the analysis performed by the management to determine impairment of Goodwill based on future cash flows. • We involved valuation specialists to assist us in evaluation of the key assumptions used in the impairment analysis. Our audit procedures included the assessment of reasonableness of key inputs, such as the discount rates and growth rates, by comparison to externally available industry, economic and financial data and the Company's own historical data and performance. We have tested the revenue growth and other operational assumptions by comparing with historical data and discussion with management. • We performed sensitivity analysis on the projections by varying key assumptions within a reasonable range. • We assessed the disclosures made in the standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Recoverability of deferred tax assets	
Deferred tax asset recognized in the Company's standalone financial statements as at March 31, 2022 is ₹ 6,509.09 lakhs. As described in note 2.2 (j) under significant accounting policies read with note 22 to the standalone financial statements, deferred tax assets are recognized on carried forward tax losses when it is probable that taxable profit will be available against which the tax losses can be utilized. The Company's ability to recognize deferred tax assets on carried forward tax losses is assessed by management at the end of each reporting period, taking into account forecasts of future taxable profits and the law and jurisdiction of the taxable items and assumptions. Given the degree of estimation based on the projection of future taxable profits, management's decision to create deferred tax assets on tax losses was identified to be a key audit matter.	Our audit procedures includes the following: • We have evaluated the design and implementation of key controls relating to calculation of deferred tax asset. • We have verified the arithmetical accuracy of the computation of amounts recognised as deferred tax assets. • We obtained the year wise details of income tax assets and compared the same with the returns filed by the Company in the earlier years. We have checked management's calculation of the Deferred tax assets and the key assumptions used. • We have discussed and evaluated management's assumptions and estimates like projected revenue growth, margins etc in relation to the probability of generating future taxable income to support the utilisation of deferred tax losses with reference to forecast taxable income and performed sensitivity analysis. • We have assessed the related disclosures in respect of deferred tax assets in the standalone financial statements.
Recoverability of Trade Receivables	
The gross balance of trade receivables as at March 31, 2022 amounted to ₹ 2,817.64 lakhs, against which the Company has recorded expected credit loss provision of ₹ 695.13 lakhs. The collectability of trade receivables is a key element of the Company's working capital management. The Company's disclosures are included in Note 2.2 (p) (v) and Note 8 to the standalone financial statements, which outlines the accounting policy for determining the allowance for doubtful debts and details of the year on year movement in gross and net trade receivables. The Company has an internal policy for evaluation of recoverability of receivables and recording of impairment loss which is applied at every period-end. In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on trade receivables which is based on the age of the recoverable, credit loss incurred in the past, current conditions and forecasts of future conditions. In calculating expected credit loss, the Company has considered customer accounts as well as experience with collection trends and current economic and business conditions. Due to the significance of trade receivables and the related estimation uncertainty this is considered a key audit matter.	Our audit procedures included the following: • We evaluated the Company's policies, processes and controls relating to the monitoring of trade receivables and review of credit risks of customers. • Circularized requests for balance confirmations on sample basis and examined responses • Obtained evidence of receipts from customers. • Inspected relevant contracts and correspondence with the customers on sample basis, assessment of their creditworthiness with reference to publicly available information, where applicable. • Evaluated management's estimates and the inputs used by management for development of the ECL model, analysis of ageing of receivables, assessment of material overdue individual trade receivables including specific customer balances and sector exposure. We have verified the ageing of the trade receivables. We have also tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.

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 the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the 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.

The Annual Report is not made available to us as at the date of this auditor's report. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT FOR THE STANDALONE 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 standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the

Independent Auditor's Report (Contd.)

Companies (Indian Accounting Standards) Amendment Rules, 2022, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. 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 with reference to financial statements 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 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 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2022 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, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Amendment Rules, 2022, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

      iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

      v. No dividend has been declared or paid during the year by the Company.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 22048966AIJVHN3296

Place of Signature: Mumbai
Date: May 04, 2022

Annexure 1

To the Independent Auditor's Report of even date on the Standalone Financial Statements of Cartrade Tech Limited

Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible assets.

(b) All Property, Plant and Equipment were physically verified by the management in the previous year as well as during the year in accordance with a planned program of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification

(c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report in clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) According to the information and explanations given by the management and audit procedures performed by us, inventories of the company are entirely lying with third parties, which have been confirmed by them as at year end and no material discrepancies were noticed in respect of such confirmations.

(b) The Company has not availed any working capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) (a) During the year the Company has provided loans to a firm and provided guarantee as follows:

in ₹

	Loans	Guarantees
Aggregate amount granted/ provided during the year		
– Others (not a subsidiary, joint venture, associate)	13,20,832	27,00,00,000
Balance outstanding as at balance sheet date in respect of above cases		
– Others (not a subsidiary, joint venture, associate)	13,20,832	27,00,00,000

(b) During the year, the terms and conditions of the grant of loan to a firm, investments made and guarantees provided are not prejudicial to the Company's interest.

(c) The Company has granted loan during the year to a firm where the schedule of repayment of principal and payment of interest has been stipulated. Repayment or receipts of this loan and interest are not yet due.

(d) There is no amount of loan which is overdue for more than ninety days.

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The company has not granted any loans or advances in nature of loans, either repayable on demand of without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) Loans, investments and guarantees in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under section 148(1) of the Companies Act, 2013, for the products of the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and other statutory dues applicable to it. The provisions pertaining to duty of customs and duty of excise are not applicable to the Company. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in lacs)	Period to which the amount relates	Forum where the dispute is pending
Central Goods and Service Tax Act, 2017	Goods and service tax	38.48	FY 2017-18	Assistant Commissioner – Central Excise and CGST
Service Tax Act, 1994	Service Tax	2.14	FY 2014-15 to 2017-18	Deputy Commissioner – Central Excise and CGST

The provisions relating to duty of excise and duty of custom, are not applicable to the Company.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or bank or to government or dues to debenture holders during the year.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

(d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has complied with provisions of sections 42 and 62 of the Companies Act, 2013 in respect of private placement of shares during the year. Idle funds amounting to ₹ 18,398.37 lakhs which were not required for immediate utilization, have been gainfully invested in liquid investments payable on demand. The maximum amount of idle funds invested during the year was ₹ 18,398.37 lakhs, of which ₹ 18,398.37 lakhs was outstanding at the end of the year.

(xi) (a) No fraud/material fraud by the Company or no fraud/material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b), (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

Annexure 1 (Contd.)

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There are no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 37 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) There are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 33 to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 33 to the financial statements.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 22048966AIJVHN3296

Place of Signature: Mumbai
Date: May 04, 2022

Annexure 2

To the Independent Auditor's Report of even date on the Standalone Financial Statements of Cartrade Tech Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of CarTrade Tech Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Management 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 ("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 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 Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements 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") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. 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 these standalone 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 with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone 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 judgement, including the assessment of the risks of material misstatement of 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 controls with reference to these standalone financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THESE STANDALONE FINANCIAL STATEMENTS

A company's internal financial controls with reference to standalone financial statements 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 controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements 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, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2022, 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 Financials Controls issued by the ICAI.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 22048966AIJVHN3296

Place of Signature: Mumbai
Date: May 04, 2022

Balance Sheet

as at March 31, 2022

₹ in Lakhs

Particulars	Note	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current Assets			
a) Property, Plant and Equipment	3	463.44	297.64
b) Capital work in progress	3A	-	12.52
c) Goodwill	4	78,409.27	78,409.27
d) Other Intangible Assets	4	21.39	28.05
e) Right of use assets	3	775.69	456.28
f) Financial Assets			
i) Investment	5	15,888.60	15,887.60
ii) Other financial assets	6	143.88	160.65
g) Deferred Tax assets (net)	22	6,509.09	5,915.03
h) Other Assets	7	916.72	716.89
Total Non-Current Assets		**103,128.08**	**101,883.93**
Current assets			
a) Inventories	6A	122.27	157.69
b) Financial Assets			
i) Investments	5	85,857.39	60,790.17
ii) Trade receivables	8	2,122.51	3,057.86
iii) Cash and cash equivalents	9	2,180.47	1,331.23
iv) Bank balance other than 9 above	10	2,700.00	1.39
v) Loan	7A	13.21	-
vi) Other financial assets	6	1,128.53	1,171.83
c) Other assets	7	468.11	217.48
Total Current Assets		**94,592.49**	**66,727.65**
Total Assets		**197,720.57**	**168,611.58**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share capital	11	4,662.27	358.43
b) Instruments entirely in the nature of equity	11	-	3,880.06
c) Other Equity	12	188,873.08	160,780.35
Total Equity		**193,535.35**	**165,018.84**
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Lease liabilities	24	481.63	262.51
b) Provisions	13	504.81	421.58
c) Other non-current liabilities	16	13.69	13.69
Total Non-Current Liabilities		**1,000.13**	**697.78**
Current liabilities			
a) Financial Liabilities			
i) Trade payables	14		
– total outstanding dues of micro enterprises and small enterprises		-	5.76
– total outstanding dues of creditors other than micro enterprises and small enterprises		937.97	1,170.85
ii) Other financial liabilities	15	617.37	396.66
iii) Lease liabilities	24	325.57	195.04
b) Provisions	13	138.33	119.30
c) Other current liabilities	16	1,165.85	1,007.35
Total Current Liabilities		**3,185.09**	**2,894.95**
Total Liabilities		**4,185.22**	**3,592.74**
Total Equity and Liabilities		**197,720.57**	**168,611.58**
Summary of significant accounting policies	2		

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

As per our report of even date.

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: May 04, 2022

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085

Place: Mumbai
Date: May 04, 2022

Aneesha Menon
Executive Director
and CFO
DIN: 07779195

Place: Mumbai
Date: May 04, 2022

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS: 40812

Place: Mumbai
Date: May 04, 2022

Statement of Profit and Loss

for the year ended March 31, 2022

₹ in Lakhs

Particulars	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
Income			
Revenue from operations	17	12,484.60	9,279.40
Other income	18	3,211.95	2,045.27
Total Income		**15,696.55**	**11,324.67**
Expenses			
Purchase of traded goods	6B	839.60	281.31
Changes in inventories of traded goods	6C	35.42	(155.85)
Employee Benefits Expense	19	25,165.70	6,112.43
Finance Cost	20	67.19	27.78
Depreciation and amortisation expense	4A	488.02	483.85
Other expenses	21	4,293.73	2,551.24
Total Expenses		**30,889.66**	**9,300.76**
Profit/(loss) before tax for the year		**(15,193.11)**	**2,023.91**
Tax expense			
Income Tax Expenses	22	-	1.83
Deferred Tax (credit)	22	(586.47)	(5,918.68)
Total Tax Expense/(benefit)		**(586.47)**	**(5,916.85)**
Profit/(loss) for the year		**(14,606.64)**	**7,940.76**
Other Comprehensive Income/(Loss)			
Items that will not be reclassified to profit or loss in subsequent periods			
Remeasurements of the defined benefit plans (net of tax)		(30.17)	14.51
Income Tax effect on above		7.59	(3.65)
Total Other Comprehensive Income/(loss) for the year		**(22.58)**	**10.86**
Total Comprehensive Income/(loss) for the year		**(14,629.22)**	**7,951.62**
Earnings/(loss) per equity share (face value of ₹ 10/- each)	25		
Basic (In ₹)		(31.75)	19.21
Diluted (In ₹)		(31.75)	17.44
Summary of significant accounting policies	2		

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

As per our report of even date.

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: May 04, 2022

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085

Place: Mumbai
Date: May 04, 2022

Aneesha Menon
Executive Director
and CFO
DIN: 07779195

Place: Mumbai
Date: May 04, 2022

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS: 40812

Place: Mumbai
Date: May 04, 2022

Statement of Cash Flow
for the year ended March 31, 2022

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/(loss) before tax for the year	**(15,193.11)**	**2,023.91**
Adjustments to reconcile profit/(loss) before tax to cash flows		
Depreciation and amortisation	488.02	483.85
Share-based payment expense	18,412.43	505.34
Interest Income	(83.21)	(7.66)
Profit on sale of Property, Plant and Equipment (Net)	(3.55)	(0.35)
Impairment allowance on financial and non-financial assets	306.62	57.79
Balance written off	17.70	-
Liabilities no longer required written back	(219.08)	(298.51)
Interest income on security deposit	(11.10)	(14.84)
Interest expense on lease liabilities	67.19	27.78
Net gain on investment carried at fair value through Profit and Loss	(2,893.87)	(1,681.67)
	16,081.15	**(928.27)**
Operating Profit before Working Capital Changes	**888.04**	**1,095.65**
Working Capital adjustments:		
Decrease in trade receivables	628.73	43.87
Decrease/(Increase) in other assets and other financial assets	(147.65)	70.29
(Increase)/Decrease in Inventory	35.42	(155.85)
(Decrease)/Increase in trade payables	(75.46)	72.65
Increase in other liabilities and other financial liabilities	407.51	410.52
Increase in provisions	72.09	65.23
	920.64	**506.71**
Cash generated from operations	**1,808.68**	**1,602.36**
Income tax (paid) (net of refund)	(192.26)	(118.99)
Net Cash generated from Operating Activities	**1,616.42**	**1,483.36**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(258.30)	(229.51)
Proceeds from sale of Property, Plant and Equipment	3.55	0.35
Purchase of current investments	(34,700.00)	(32,700.00)
Proceeds from Sale of current investments	12,526.49	-
Payment for investment in subsidiary	(1.00)	-
Loan Granted	(13.21)	-
Proceeds from fixed deposit matured during the year	1.39	-
Investment in restricted bank deposit	(2,700.00)	-
Interest income received	-	0.08
Net Cash (used in) from Investing Activities	**(25,141.08)**	**(32,929.08)**

Statement of Cash Flow
for the year ended March 31, 2022

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Instruments in the nature of equity including premium	-	32,157.00
Proceeds from issue of equity share capital including premium (net of share issue expenses)	23,762.25	14.85
Proceeds from exercise of options	971.05	-
Repayment of lease liabilities	(359.40)	(440.84)
Net Cash generated from Financing Activities	**24,373.90**	**31,731.01**
Net Increase in cash and cash equivalents	**849.24**	**285.29**
Cash and cash equivalents at beginning of the year	**1,331.23**	**1,045.94**
Cash and cash equivalents at end of the year (as per Note 9)	**2,180.47**	**1,331.23**
Represented by		
(a) Cash in hand	1.75	2.78
(b) Bank balances		
– In Current account	2,016.25	1,328.45
– In Escrow account*	162.47	-
Total	**2,180.47**	**1,331.23**
Summary of significant accounting policies (refer note 2)		

For non-cash transactions pertaining to change in Right of Use Assets and Lease Liabilities, refer note no.4A and 9.1 respectively.

*Balance of ₹ 162.47 lakhs in Escrow account is not available for use in the operating activities of the Company. The same is payable to selling shareholders.

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

As per our report of even date.

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: May 04, 2022

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085

Place: Mumbai
Date: May 04, 2022

Aneesha Menon
Executive Director
and CFO
DIN: 07779195

Place: Mumbai
Date: May 04, 2022

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS: 40812

Place: Mumbai
Date: May 04, 2022

Statement of Changes in Equity

as at and for the year ended March 31, 2022

₹ in Lakhs

Particulars	Equity Share Capital		Instruments entirely in the nature of equity: Compulsory Convertible Preference Shares	
	No. of shares	Amount	No. of shares	Amount
Balance as at April 1, 2020	3,449,303	344.93	34,903,315	3,490.34
Shares Issued during the year	135,000	13.50	3,897,225	389.72
Balance as at March 31, 2021	**3,584,303**	**358.43**	**38,800,540**	**3,880.06**
Shares Issued during the year				
Conversion of Instrument entirely in the nature of equity into equity shares	39,196,702	3,919.68	(38,800,540)	(3,880.06)
Conversion of share warrants	1,716,752	171.68	-	-
Equity shares issued during the year	1,336,310	133.63	-	-
Issued on account of excercise of Employee stock options	788,500	78.85	-	-
Balance as at March 31, 2022	**46,622,567**	**4,662.27**	**-**	**-**

OTHER EQUITY

₹ in Lakhs

Particulars	Securities Premium	Share based payment reserve	Retained earnings	Money received against share warrants	Total other equity
Balance as at April 1, 2020	**145,456.71**	**2,326.66**	**(27,233.07)**	**4.46**	**120,554.76**
Add:					
Profit for the year	-	-	7,940.76	-	7,940.76
Other comprehensive income for the year	-	-	10.86	-	10.86
Total other comprehensive Income	**145,456.71**	**2,326.66**	**(19,281.45)**	**4.46**	**128,506.38**
Share-based payments to employees		575.14	-	-	575.14
Premium on Issue of instruments in the nature of equity	31,767.28	-	-	-	31,767.28
Premium on issue of equity shares	1.35	-	-	-	1.35
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	-	(106.20)	106.20	-	-
Options forfeited during the year	-	(69.80)	-	-	(69.80)
Balance as at March 31, 2021	**177,225.34**	**2,725.80**	**(19,175.25)**	**4.46**	**160,780.35**
Loss for the year	-	-	(14,606.64)	-	(14,606.64)
Other comprehensive loss for the period	-	-	(22.58)	-	(22.58)
Total comprehensive Income	**177,225.34**	**2,725.80**	**(33,804.46)**	**4.46**	**146,151.14**
Share-based payments to employees	-	18,412.43	-	-	18,412.43
Expenses incurred on share issue (net of deferred tax)	-	-	(368.00)	-	(368.00)
Warrant exercised during the year [refer note 11 (iv)]	4.46	-	-	(4.46)	-
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	536.35	(536.35)	-	-	-
Premium on conversion of warrants into equity shares	5,560.20	-	-	-	5,560.20
Premium on account of exercise of Employee stock options into equity shares	892.20	-	-	-	892.20
Premium on issue of equity shares	18,225.13	-	-	-	18,225.13
Balance as at March 31, 2022	**202,443.67**	**20,601.88**	**(34,172.47)**	**-**	**188,873.08**
Summary of significant accounting policies					

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

As per our report of even date.

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: May 04, 2022

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085

Place: Mumbai
Date: May 04, 2022

Aneesha Menon
Executive Director
and CFO
DIN: 07779195

Place: Mumbai
Date: May 04, 2022

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS: 40812

Place: Mumbai
Date: May 04, 2022

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

1. ABOUT THE COMPANY

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited "), ("CarTrade" or "the Company") incorporated on April 28, 2000 as a private Company domiciled in India, under the Companies Act, 1956. Its registered office is at 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705.

The Company operates an automotive digital ecosystem which connects automobile customers, Automotive Manufacturers ("OEMs"), dealers, banks, insurance companies and other stakeholders. The Company owns and operates under several brands: CarTrade, CarWale, and AutoBiz. Through these platforms, the Company enables new and used automobile customers, vehicle dealerships, OEMs and other businesses to buy and sell their vehicles in a simple and efficient manner.

The Company applied for change in its name to CarTrade Tech Private Limited and registered office to 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705, with the Registrar of Companies which was approved on April 20, 2021. Subsequently, on May 12, 2021, the Company converted from Private Company to Public Company vide a fresh incorporation certificate issued by the Registrar of Companies after which the name of the Company was changed to CarTrade Tech Limited. On August 20, 2021 the Company was listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) through an Initial Public Offer (IPO) through Offer for Sale. Refer note 37 for details of the IPO.

These financial statements as at and for the year ended March 31, 2022 were authorised for issue in accordance with resolution of Board of Directors on May 04, 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of accounting and preparation

The financial statements of the Company for the year ended March 31, 2022, have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Company has prepared the financial statements on the basis that it will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast doubt significant doubt over this assumption. They have formed a judgement that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities, which are measured at fair value, based on their classification. (refer accounting policy 2.2 (p) on financial instruments).

The Financial statements are presented in Indian rupees (INR) and all values are rounded to the nearest lakh, except when otherwise indicated.

2.2 Summary of Significant Accounting policies

a. Business Combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange of control of the acquiree. Acquisition related costs are generally recognized in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, expect that:

a. Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 – Employee Benefits respectively.

b. Assets (or disposal Company's) that are classified as held for sale in accordance with Ind AS 105 Non Current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

c. Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted for in accordance with Ind AS 12.

d. Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

e. Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non- controlling interests in the acquire, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

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 in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

b. Goodwill

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 Company's cash generating units (or Company's 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 allocate 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 recognized directly in profit or loss. An impairment loss is recognized directly in profit or loss. An impairment loss recognized 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.

Goodwill is considered to have indefinite useful life and hence is not subject to amortisation but tested for impairment at least at every reporting date.

c. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle,

ii. Held primarily for the purpose of trading,

iii. Expected to be realised within twelve months after the reporting period, or

iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

i. It is expected to be settled in normal operating cycle.

ii. It is held primarily for the purpose of trading.

iii. It is due to be settled within twelve months after the reporting period.

iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

d. Foreign currencies

The Company's financial statements are presented in INR, which is also the Company's functional currency.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.

Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the reporting date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

e. Fair value measurement

The Company measures financial instruments such as current investment at fair value at each balance sheet date.

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

– In the principal market for the asset or liability, or

– In the absence of a principal market, in the most advantageous market for the asset or liability.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

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

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

– Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

– Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

– Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

The Company determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value.

External valuers are involved for valuation of significant assets and liabilities, such as financial assets, and significant liabilities. Involvement of external valuers is decided upon annually by the Company management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Company management decides with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Company management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Company management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

The Company management present the valuation results to the Board of Directors and the Company's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

f. Revenue from Operations (Revenue from Contract with Customers)

Revenue from contracts with customers is recognised when services are delivered to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls when services are being delivered to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration, if any) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration, if any, on account of various discounts and schemes offered by the Company as part of the contract. Payment is generally received on successful completion of services.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

<u>Rendering of services:</u>

i) Website services and fees: Includes the following:

a) Advertisement income : pertains to revenue generated from the display ads on company websites. The performance obligation is satisfied upon display of the advertisement, net commissions if any.

b) Lead generation revenue: pertains to fees for leads shared with and/or concluded for customers, i.e. lead generation, is recognized on the successful generation and delivery of the lead as the customer simultaneously receives and consumes the benefits provided by the Company.

c) Managed solutions: Revenue from events, marketing, multimedia and digital services are recognised on rendering of services (point in time).

ii) Commission and related incomes: The Company facilitates auctions of vehicles via its online and offline platforms and provides incidental ancillary services such as valuation, inspection and registration. Revenue is recognised upon rendering of service (point in time) as per terms of contract on accrual basis.

<u>Sale of used cars:</u>

Revenue from sale of used cars is recognised at the point in time when control is transferred to the customer, generally on delivery of the vehicle.

<u>Variable consideration</u>

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some of the contracts with customer provide a right to customer of cash rebate/discount if payment is cleared within specified due dates.

– Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (l) Financial instruments – initial recognition and subsequent measurement.

– Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets are initially recognised for revenue earned from advertisement and lead revenue. Upon completion of the entire contract, the amounts recognised as contract assets are reclassified to trade receivables.

– Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

g. Other income

a) Dividend from investments are recognised when the right to receive payment is established and no significant uncertainty as to collectability exists.

b) Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable for all financial instruments measured at amortised cost and other interest-bearing financial assets, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

c) For gains on fair valuation of financial instruments through Profit & Loss, refer to the accounting policy in 2.2 p.

h. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). It Includes office premises taken on rent. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. The estimated useful lives of the assets is 3 to 5 years.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

i. Retirement and other employee benefits

i. Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives payable within twelve months.

ii. Post-employment benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

i. The date of the plan amendment or curtailment, and

ii. The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

i. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

ii. Net interest expense or income.

iii. Other long-term employee benefits.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.

j. Taxes

i) Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

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ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

i. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

ii. In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised 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 utilised, except:

iii. When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred 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 tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

k. Property Plant and Equipment

Property, Plant and Equipment other than Freehold Land, is stated net of accumulated depreciation and impairment losses, if any. Such cost includes the cost of purchase price/cost of construction, including non-refundable taxes or levies and any expenses attributable to bring the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

Depreciation is provided for Property, Plant and Equipment so as to expense the cost over its useful life. The estimated useful lives, residual value and method of depreciation are reviewed at the end of each financial year and any change in estimate is accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis for Property, Plant and Equipment purchased and sold during the year. Depreciation is calculated on the straight-line method as per the estimated useful life prescribed in Schedule II to the Companies Act, 2013.

Estimated useful lives of the assets are as follows:

i) Computers – 3 Years/servers – 6 Years.

ii) Furniture and Fixtures – 10 Years.

iii) Vehicle – 5 Years.

iv) Leasehold Improvement – 60 months or lease period whichever is lower.

v) Office equipment – 3 Years.

The Company, based on management estimate supported by internal technical expert, depreciates office equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The Company has elected to continue with the carrying value for all of its Property, Plant & Equipment as recognised in its previous GAAP financial statements as deemed cost on the transition date i.e. April 01, 2018.

l. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.

Cost of software is amortised over a period 3 years.

The Company has elected to continue with the carrying value for all of its Intangible assets as recognised in its previous GAAP financial statements as deemed cost on the transition date i.e. April 01, 2018.

m. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at each reporting date and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or Company of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

n. Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes. Contingent assets are not recognised in the financial statements. A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in IndAS financial statements.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions and contingent liabilities are reviewed at each balance sheet date.

o. Share Based Payment arrangements

Equity-settled share based payments to employees (including senior executives) are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Note 31.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

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No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the counterparty renders the service.

p. Financial Instruments

i. Financial assets

Initial Recognition and Measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as follows:

(i) Financial assets at amortised cost (debt instruments).

(ii) Financial assets at fair value through profit or loss.

(iii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments).

(iv) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments).

ii. Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Equity instruments at FVTOCI

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

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Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit & loss.

iii. Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through statement of profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

In addition, the Company may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

iv. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at lower of the original carrying amount of the asset and maximum amount of consideration that the Company could be required to repay.

v. Impairment of financial assets:

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

– Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

– Financial assets that are debt instruments and are measured as at FVTOCI.

– Lease receivables under Ind-AS 17.

– Contract assets and trade receivables under Ind-AS 18.

– Loan commitments which are not measured as at FVTPL.

– Financial guarantee contracts which are not measured as at FVTPL.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

– Trade receivables, and

– All lease receivables resulting from transactions within the scope of Ind AS 17.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not

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increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

– All contractual terms of the financial instrument (including prepayment extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

– Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

The balance sheet presentation for various financial instruments is described below:

– For financial assets measured as at amortised cost and lease receivables: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

– Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

– Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/origination.

Financial liabilities and Equity instruments

Initial Recognition and Measurement

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

i. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company entity are recognised at the proceeds received, net of direct issue costs.

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ii. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

All the financial assets and financial liabilities of the Company are currently measured at amortized cost except for investment in Mutual Fund.

The Company's financial liabilities include trade and other payables and loans

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Re-classification of Financial Assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

q. Cash and Cash Equivalents

Cash comprises cash on hand. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

r. Security Deposit

The Company, at the time of buyer registration, collects refundable security deposits ("RSD") from prospective bidder, which entitles bidder to bid during auction. The RSD is towards ensuring performance of the contract. As per contractual terms, the RSD is refunded upon demand after adjustments of facilitation fee. The Company generally accounts for unclaimed RSD upon completion of limitation period of 3 years. Security deposits are forfeited and treated as other income, on the earlier of expiry of three years; or uncertainty over repayment.

s. Earning Per Share

Basic earnings per share has been computed by dividing profit or loss for the year by the weighted average number of shares outstanding during the year. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

t. Inventories

Inventories are valued at the lower of cost and net realisable value.

Traded goods comprises of used car: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

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Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

u. Instruments entirely in nature of equity

When conversion option meets Ind AS 32 criteria for fixed to fixed classification, compulsorily convertible preference shares are recognised and included in equity. The carrying amount of the conversion option is not remeasured in subsequent years. These instruments are mandatorily convertible into fixed number of shares and there is no other obligation on the issuer. These instruments are classified as equity in entirety and is valued at fair value.

v. Investment in Subsidiaries

The Company recognizes its investment in subsidiary companies at cost less accumulated impairment loss if any. Cost represents amount paid for acquisition of said investments. The details of such investment is given in note 5. Refer to the accounting policies in note 2.3 B (a) for policy on impairment of non-financial asset.

On disposal of an investment, the difference between the net disposal proceeds and carrying amount is charged to statement of profit and loss account.

2.3 Critical accounting judgements and key sources of estimation uncertainty

In application of Company's accounting policies, which are described above, the directors of the Company are required to make judgements, estimations and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision or future periods if the revision affects both current and future periods.

A. Judgments

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

Operating lease commitments – Company as a lessee

The Company has entered into lease agreements with lessor and has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it does not retain the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

B. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

a) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are accompanied together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Company of assets ('CGU').

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Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

b) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgements in making these assumptions and selecting the inputs to the impairment calculations based on Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

c) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

d) Estimated useful life of property plant and equipment and intangible assets

The charge in respect of periodic depreciation/amortization is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management at the time the asset is acquired/capitalized periodically, including at each financial period/year end, determines the useful lives and residual values of Company's assets. The lives are based on historical experience with similar assets as well as anticipation of future events, which may affect their life, such as changes in technology. The estimated useful life is reviewed at least annually.

e) Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment

f) Share-based payment

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. Further details are given in Note 31.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

g) Provision for Trade Receivable

The Company creates provision based on days past due for Companyings of various customer segments that have similar loss patterns (i.e., by customer type).

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balances and historical experience adjusted for forward-looking estimates. Individual trade receivables are written off when management deems them not to be collectible. For details of allowance for doubtful debts (refer Note 8).

h) Defined Benefit plans

The cost of the defined benefit gratuity plan and other post-employment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate and future salary increases. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates.

2.4 New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 1, 2021. The Company has not early adopted any other standard or amendment that has been issued but is not yet effective:

(i) Conceptual framework for financial reporting under Ind AS issued by ICAI

The Framework is not a Standard and it does not override any specific standard. Therefore, this does not form part of a set of standards pronounced by the standard-setters. While, the Framework is primarily meant for the standard-setter for formulating the standards, it has relevance to the preparers in certain situations such as to develop consistent accounting policies for areas that are not covered by a standard or where there is choice of accounting policy, and to assist all parties to understand and interpret the Standards.

The amendments made in following standards due to Conceptual Framework for Financial Reporting under Ind AS. includes amendment of the footnote to the definition of an equity instrument in Ind AS 102 - Share Based Payments, footnote to be added for definition of liability i.e. definition of liability is not revised on account of revision of definition in conceptual framework in case of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets etc.

The MCA has notified the Amendments to Ind AS consequential to Conceptual Framework under Ind AS vide notification dated June 18, 2021, applicable for annual periods beginning on or after April 1, 2021. Accordingly, the Conceptual Framework is applicable for preparers for accounting periods beginning on or after April 1, 2021.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

(ii) Ind AS 116: COVID-19 related rent concessions

MCA issued an amendment to Ind AS 116 COVID-19 – Related Rent Concessions beyond June 30, 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before June 30, 2022 from June 30, 2021. The amendment applies to annual reporting periods beginning on or after April 1, 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after April 1, 2020.

This amendment had no impact on the financial statements of the Company.

(iii) Ind AS 103: Business combination

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards* issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS.

This amendment had no impact on the financial statements of the Company.

(iv) Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the financial statements of the Company.

2.5 Standards notified but not yet effective

There are no new standards that are notified, but not yet effective, upto the date of issuance of the financial statements.

3. PROPERTY, PLANT AND EQUIPMENT AND RIGHT OF USE ASSETS

₹ in Lakhs

Particulars	Lease Hold Improvements	Furniture and fixtures	Plant and Equipment	Computer	Vehicles	Total	Right of use assets (Office Premises)
I. Cost or Valuation							
Balance as at April 1, 2020	431.06	144.68	264.15	622.26	99.07	1,561.23	783.97
Additions	21.13	-	14.51	14.79	133.49	183.92	438.82
Disposals	-	-	(0.37)	(9.91)	-	(10.28)	-
Balance as at March 31, 2021	452.19	144.68	278.29	627.15	232.56	1,734.87	1,222.79
Additions	40.69	0.40	10.65	87.37	130.86	269.97	722.15
Disposals	-	(0.53)	(14.83)	(47.71)	-	(63.06)	(54.02)
Balance as at March 31, 2022	492.88	144.55	274.11	666.82	363.41	1,941.78	1,890.92
II. Accumulated depreciation and impairment							
Accumulated Depreciation							
Balance as at April 1, 2020	429.75	98.09	251.31	596.57	3.66	1,379.38	378.17
Depreciation	2.63	11.08	9.70	20.17	24.55	68.13	388.34
Disposal	-	-	(0.37)	(9.91)	-	(10.28)	-
Balance as at March 31, 2021	432.38	109.17	260.64	606.83	28.21	1,437.23	766.51
Depreciation	5.16	11.03	9.86	21.93	56.19	104.17	348.72
Disposal	-	(0.53)	(14.83)	(47.71)	-	(63.06)	-
Balance as at March 31, 2022	437.54	119.67	255.67	581.05	84.40	1,478.34	1,115.23
III. Net book value							
As at March 31, 2022	55.34	24.88	18.44	85.77	279.01	463.44	775.69
As at March 31, 2021	19.81	35.51	17.65	20.32	204.35	297.64	456.28

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

3A. Capital Work In Progress

₹ in Lakhs

Particulars	Amount
Balance as at April 1, 2020	-
Additions	12.52
Transfer	-
Balance as at March 31, 2021	12.52
Additions	-
Transfer to leasehold Improvement	12.52
Balance as at March 31, 2022	-

Ageing of Capital Work In Progress as on March 31, 2022

₹ in Lakhs

Particulars	Amount in CWIP/Intangible Asset under development for a period of				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
– Projects in progress	-	-	-	-	-
– Projects temporarily suspended	-	-	-	-	-

Ageing of Capital Work In Progress as on March 31, 2021

₹ in Lakhs

Particulars	Amount in CWIP/Intangible Asset under development for a period of				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
– Projects in progress	12.52	-	-	-	12.52
– Projects temporarily suspended	-	-	-	-	-

4. GOODWILL AND OTHER INTANGIBLE ASSETS

₹ in Lakhs

Particulars	Goodwill (refer note below)	Other Intangible Assets (Computer Software)
I. Gross carrying value		
Cost		
Balance as at April 1, 2020	78,409.27	501.85
Additions	-	33.06
Disposal	-	-
Balance as at March 31, 2021	78,409.27	534.91
Additions	-	28.46
Disposal	-	-
Balance as at March 31, 2022	78,409.27	563.37
II. Accumulated amortisation and impairment		
Balance as at April 1, 2020	-	479.48
Amortisation	-	27.38
Balance as at March 31, 2021	-	506.86
Amortisation	-	35.12
Balance as at March 31, 2022	-	541.98
III. Net book value		
As at March 31, 2022	78,409.27	21.39
As at March 31, 2021	78,409.27	28.05

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

Note :

Goodwill of ₹ 78,409.27 Lakhs was created on merger of esrtwhile Automotive Exchange Private Limited in 2017-18 which was engaged in website services business. Accordingly, for the purpose of testing impairment of goodwill allocated to this transaction, the "website services and fees" is considered as one Cash Generating Unit (CGU). The recoverable amount of this CGU is determined based on fair value less cost of disposal and its value in use as per requirement of Ind AS 36. The fair value is computed as per Discounted Cash Flow method, covering generally a period of five years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/ extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money. Key assumptions used for value in use calculations included Earnings before interest, tax, depreciation and amortisation, revenue, discount rates, growth rates for the year. These assumptions were based on the observed industry trends, projections made by Company's senior management and past performance of the Company. Below are the key assumptions :

Particulars	March 31, 2022	March 31, 2021
Perpetuity Growth	5.00%	5.00%
Cost of Equity of Company (post tax)	14.98%	14.80%

The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. It was concluded that the fair value less costs of disposal and value in use were both significantly higher than the carrying value of the "website services and fees" business and any reasonably possible change would not cause the CGU's carrying value to exceed its recoverable. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113.

4A. Depreciation and Amortisation Expenses

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation of tangible assets	104.17	68.13
Amortization of intangible assets	35.12	27.38
Depreciation of Right of Use Assets	348.73	388.34
Total	**488.02**	**483.85**

5. INVESTMENTS

₹ in Lakhs

Particulars	As at March 31, 2022			As at March 31, 2021		
	Units	Current	Non-Current	Units	Current	Non-Current
Unquoted Investments						
A. Investments in Equity instruments of Subsidiary Companies						
Shriram Automall India Limited : Equity shares of ₹10 each fully paid up	16,630,435	-	15,637.60	16,630,435	-	15,637.60
Cartrade Finance Private Limited : Equity shares of ₹ 10 each fully paid up	2,500,000	-	250.00	2,500,000	-	250.00
Cartrade Foundation : Equity shares of ₹ 10 each fully paid up	9,999	-	1.00	-	-	-
B. Investments in Mutual Funds, at fair value through profit and loss						
HDFC Liquid Fund – Growth (of ₹ 1,000 each)	277,228	11,509.95	-	277,228	11,138.13	-
ICICI Prudential Liquid – Regular Plan – Growth (of ₹ 100 each)	3,607,110	11,295.43	-	3,607,110	10,931.10	-
Birla Sun Life Cash Plus – Growth – Regular Plan (of ₹ 100 each)	3,542,063	12,058.48	-	3,542,063	11,664.34	-
DSP BlackRock Liquidity Fund – Institutional Plan – Growth (of ₹ 1,000 each)	258,705	7,807.66	-	357,742	10,444.84	-
ICICI Money Market Growth (of ₹ 100 each)	4,125,637	12,551.65	-	1,737,404	5,091.84	-
HDFC Ultra Short term (of ₹ 10 each)	131,213,403	16,109.86	-	54,208,270	6,421.62	-
DSP Low duration fund (of ₹ 10 each)	90,203,917	14,524.36	-	32,839,296	5,098.30	-
Investments Carried At FVTPL [A]		**85,857.39**	**-**		**60,790.17**	**-**
Investments Carried At Amortised Cost [B]		**-**	**15,888.60**		**-**	**15,887.60**
Total Unquoted Investments [A+B]		**85,857.39**	**15,888.60**		**60,790.17**	**15,887.60**
Aggregate value of unquoted investments		85,857.39	15,888.60		60,790.17	15,887.60
Aggregate value of impairment in value of investments		-	-		-	-

6. OTHER FINANCIAL ASSETS (UNSECURED)

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
a) Security Deposits				
– Considered good	0.69	143.88	0.69	160.65
– Items with significant increase in credit risk	3.05	-	3.05	-
	3.74	**143.88**	**0.69**	**160.65**
Less: Impairment allowance on the above	(3.05)	-	(3.05)	-
	0.69	**143.88**	**0.69**	**160.65**
b) Interest accrued on Fixed Deposits	65.58	-	0.02	-
c) Contract Assets		-		-
– Considered good	1,029.64	-	994.09	-
– Items with significant increase in credit risk	62.71	-	45.92	-
	1,092.35	**-**	**1,040.01**	**-**
Less: Impairment allowance on the above	(62.71)	-	(45.92)	-
	1,029.64	**-**	**994.09**	**-**
d) Loan and Advances to employees	19.84	-	7.39	-
e) Contractually reimbursable expenses	11.86	-	10.63	-
f) Fees for IPO related services, recoverable from selling shareholders (refer note below)	-	-	159.01	-
g) Interest accrued on Loan	0.10	-	-	-
h) Other receivables	0.83	-	-	-
Total	**1,128.53**	**143.88**	**1,171.83**	**160.65**

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

Note : Fees for IPO related services, recoverable from selling shareholders comprises expenses incurred in connection with Initial Public offer (IPO) of the Company. As per Share purchase Agreement between the Company and the selling shareholders, all the IPO expenses other than listing fees will be borne by the selling shareholders (refer note 37).

Movement in impairment allowance of security deposits and contract assets.

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
Balance at the beginning of the year				
– Security deposits	3.05	-	3.05	-
– Contract assets	45.92	-	60.17	-
Total	**48.97**	**-**	**63.22**	**-**
Provided/(reversed) during the year				
– Security deposits	-	-	-	-
– Contract assets	16.79	-	(14.25)	-
Total	**16.79**	**-**	**(14.25)**	**-**
Balance at the end of the year				
– Security deposits	3.05	-	3.05	-
– Contract assets	62.71	-	45.92	-
Total	**65.76**	**-**	**48.97**	**-**

6A. Inventories

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Traded Goods (at lower of cost or net realisable value)	122.27	157.69
Total	**122.27**	**157.69**

6B. Purchase of traded goods

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Purchases	839.60	281.31
Purchase of traded goods	**839.60**	**281.31**

6C. Changes in Inventories of traded goods

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Inventory at the beginning of the year (A)	157.69	1.84
Inventory at the end of the year (B)	122.27	157.69
Changes in inventories of traded goods (A-B)	**35.42**	**(155.85)**

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

7. OTHER ASSETS (UNSECURED, CONSIDERED GOOD)

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
a) Indirect taxes recoverable	59.68	-	76.08	-
b) Prepaid expenses	81.67	35.18	53.06	41.30
c) Advance to vendors		-		-
– Considered Good	26.75	-	88.34	-
– Items with significant increase in credit risk	22.42	-	-	-
	49.17	**-**	**88.34**	**-**
Less: Impairment allowance on the above	(22.42)	-	-	-
	26.75	**-**	**88.34**	**-**
d) Deposit to National Stock Exchange	300.00	-	-	-
e) Income Tax assets (net)	-	881.54	-	675.59
Total	**468.11**	**916.72**	**217.48**	**716.89**

Movement in impairment allowance of advance to vendors

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
Balance at the beginning of the year				
– Advance to vendors	-	-	-	-
Total	**-**	**-**	**-**	**-**
Provided/(reversed) during the year				
– Advance to vendors	22.42	-	-	-
Total	**22.42**	**-**	**-**	**-**
Balance at the end of the year				
– Advance to vendors	22.42	-	-	-
Total	**22.42**	**-**	**-**	**-**

7A. Loans

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
Loans	13.21	-	-	-
Total	**13.21**	**-**	**-**	**-**

Detail of loan is disclosed below as required by Sec 186(4) of the Companies Act

₹ in Lakhs

Name of the Entity	Rate of Interest	Due date	Secured/ Unsecured	As at March 31, 2022	As at March 31, 2021
Talbros Financials	15% per annum	June 15, 2022 to June 29, 2022	Secured against vehicles	13.21	-

8. TRADE RECEIVABLES

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Receivable (Unsecured)		
(a) Considered Good	2,122.51	3,057.86
(b) Trade Receivables which have significant increase in credit risk	695.13	427.73
	2,817.64	**3,485.59**
Less: Impairment Allowance (allowance for bad and doubtful debts) on the above	(695.13)	(427.73)
Total	**2,122.51**	**3,057.86**

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

Trade Receivable ageing as at March 31, 2022

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,172.98	939.69	9.84	-	-	-	2,122.51
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	42.91	267.47	66.82	317.93	695.13
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Trade Receivable ageing as at March 31, 2021

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,678.19	1,140.36	145.85	1.07	90.51	1.88	3,057.86
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	20.54	99.10	54.42	253.67	427.73
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Movement in Impairment Allowance (allowance for bad and doubtful debts)

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	427.73	384.18
Add: Recorded during the year	267.40	43.55
Balance at the end of the year	**695.13**	**427.73**

(i) For details pertaining to related party receivables, refer note 29.

(ii) Trade receivable are non-interest bearing and are generally receivables on terms 0 to 90 days.

9. CASH AND CASH EQUIVALENTS

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Cash in hand	1.75	2.78
(b) Bank balances		
– In Current account	2,016.25	1,328.45
– In Escrow account	162.47	-
Total	**2,180.47**	**1,331.23**

Note: Balance of ₹ 162.47 lakhs in Escrow account is not available for use in the operating activities of the Company. The same is payable to selling shareholders (refer note 37).

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

9.1 Reconciliation of liabilities arising from financing activities

₹ in Lakhs

Particulars	Lease liability
As at April 1, 2020	**455.53**
Cash flows	(440.84)
Non-cash changes	442.86
As at April 1, 2021	**457.55**
Cash flows	(359.40)
Non-cash changes	709.06
As at March 31, 2022	**807.21**

10. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS MENTIONED ABOVE

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Other Bank Balance: (refer note below)		
Deposit accounts with original maturity of more than 3 months but less than 12 months.	2,700.00	1.39
Total	**2,700.00**	**1.39**

Note : The above fixed deposit is created during the year as lien against the bank guarantee given to National Stock Exchange (Refer note 34).

11. EQUITY SHARE CAPITAL

Particulars	Equity Share Capital		Instruments entirely in the nature of equity	
	No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs
Authorised Capital				
Equity Shares having face value of ₹ 10/- each				
At April 1, 2020	**10,030,000**	**1,003.00**	**36,700,000**	**3,670.00**
Increase during the year	10,000,000	1,000.00	4,000,000	400.00
At March 31, 2021	**20,030,000**	**2,003.00**	**40,700,000**	**4,070.00**
Increase during the year	40,700,000	4,070.00	(40,700,000)	(4,070.00)
At March 31, 2022	**60,730,000**	**6,073.00**	**-**	**-**

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs
Issued, Subscribed and Fully Paid up				
(A) Equity Share Capital				
Equity Shares having face value of ₹ 10/- each	46,622,567	4,662.27	3,584,303	358.43
	46,622,567	**4,662.27**	**3,584,303**	**358.43**
(B) Instruments entirely in the nature of equity				
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each A Series	-	-	1,932,120	193.21
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each B Series	-	-	2,770,456	277.05
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each C Series	-	-	3,657,066	365.71
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each D Series	-	-	5,964,300	596.43
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each E Series	-	-	3,519,482	351.95
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each F Series	-	-	12,879,955	1,288.00
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each F1 Series	-	-	585,437	58.54
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each G Series	-	-	3,594,499	359.45
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each H Series	-	-	3,897,225	389.72
	-	**-**	**38,800,540**	**3,880.06**
TOTAL	**46,622,567**	**4,662.27**	**42,384,843**	**4,238.49**

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs
Equity shares				
At the beginning of the year	3,584,303	358.43	3,449,303	344.93
Add: Conversion of Instrument entirely in the nature of equity into equity shares	39,196,702	3,919.68	-	-
Add: Conversion of share warrants	1,716,752	171.68	-	-
Add: Equity shares issued during the year	1,336,310	133.63	-	-
Add: Issued account of exercise of Employee stock options	788,500	78.85	135,000	13.50
At the end of the year	**46,622,567**	**4,662.27**	**3,584,303**	**358.43**
Instruments entirely in the nature of equity				
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each				
At the beginning of the year	38,800,540	3,880.06	34,903,315	3,490.34
Add: Issued during the year	-	-	3,897,225	389.72
Less: Conversion of Instrument in the nature of equity into equity shares	(38,800,540)	(3,880.06)	-	-
At the end of the year	**-**	**-**	**38,800,540**	**3,880.06**

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	As at March 31, 2022		As at March 31, 2021	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
Highdell Investment Ltd	8,141,574	17.46%	611,981	17.07%
MacRitchie Investments Pte. Ltd.	7,649,216	16.41%	592,650	16.53%
CMDB II	3,468,156	7.44%	-	-
Vinay Vinod Sanghi with Seena Vinay Sanghi	980,763	2.10%	716,717	20.00%
William Austin Ligon	272,030	0.58%	192,730	5.38%
Shree Krishna Trust	437,531	0.94%	700,050	19.53%
Bina Vinod Sanghi with Vinay Vinod Sanghi	-	-	183,333	5.11%
8% Non-cumulative Compulsorily Convertible Preference Shares (Series A to H)				
CMDB II	-	-	5,675,595	14.63%
Highdell Investment Ltd	-	-	15,825,768	40.79%
MacRitchie Investments Pte. Ltd.	-	-	12,133,327	31.27%
Springfield Venture International	-	-	3,182,038	8.20%

(iii) Terms/rights attached to equity shares

(a) Voting rights

The Company has only one class of equity shares having par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, in proportion of their shareholding.

(b) Dividend distribution rights:

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Subject to the provisions of section 123 of the Companies Act, 2013, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

Notes forming part of the financial statements

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(iv) Rights of preference shares

Shareholders Agreement provided for transfer restrictions on shares held by parties. The Major Shareholders were not permitted to transfer any or all of the Restricted Shares without offering a right of first refusal to each of CMDB, Springfield, Highdell, Temasek, FIOL, Manbro, MSF, MCP and/or their permitted transferees ("ROFR Investors"). In the event the ROFR Investors did not exercise their right of first refusal, they were entitled to exercise a tag along right and sell their shareholding with the Major Shareholders.

Pursuant to the Shareholders Agreement, each of the Major Shareholders, CMDB, Springfield, and certain other shareholders collectively, had the right to nominate one Director on the Board. Highdell and Temasek had the right to nominate three directors each on to the Board. Further, each of CMDB, Highdell, Springfield, Temasek and the Major Shareholders were entitled to nominate one observer each to the Board and all the committees of the Board. The Majority Investors and the Major Shareholders had affirmative voting rights in respect of certain reserved matters including any alteration or change so as to adversely effect rights of Equity Shares, alteration or modification of authorized number of Equity Shares, fresh issuance of any security, creation of any new class of or series of Equity Shares. If the Company declares any dividend, in any Financial Year, each holder of Preference Shares shall, on a pari passu basis and subject to applicable Law, be entitled to receive a non-cumulative preferential dividend at the rate of 8% (Eight Percent).

The compulsory convertible preference shares have been converted into 39,196,702 Equity Shares having face value of ₹ 10 each on July 21, 2021 as approved by the board of directors on the same date.

Terms of conversion/redemption of compulsorily convertible preference shares prior to the conversion are detailed below :

Series	Conversion ratio	Conversion period
Series A Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. December 08, 2009 and January 11, 2010 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series B Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. December 15, 2010 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series C Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. September 2, 2011 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series D Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. October 9, 2014 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series E Preference shares are compulsorily convertible preference shares.	1:1.11	At any time during the conversion period of 20 years from the date of issue i.e. August 4, 2015 and August 25, 2015 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series F Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. January 12, 2016 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series F1 Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. April 29, 2016 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series G Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. February 3, 2017 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series H Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. June 5, 2020 and October 01, 2020 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.

Notes forming part of the financial statements
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v) During the year, share warrants have been converted to Equity shares, Terms of conversion of warrants and rights attached to warrants before conversion are mentioned below

Share Warrant 1.

The Board of Directors of the Company at their meeting held on September 24, 2014 and as approved at its Extra Ordinary General Meeting held on September 24, 2014 had resolved to create, offer, issue and allot 800,000 warrants, convertible into 800,000 Equity shares of ₹ 10 each on a preferential allotment basis, pursuant to the provisions of the Companies Act, 2013 at a conversion price of ₹ 117 per equity share of the Company, rights to Mr. Vinay Sanghi in accordance with the terms of the warrant subscription agreement and the application money amounting to ₹ 4 Lakhs was received from him. The warrants may be converted into equivalent number of shares after conversion date (i.e., earlier of trigger date or 4 years from date of issue) upto period of 15 years from date of issue on payment of conversion price.

Share Warrant 2.

The Board of Directors of the Company at their meeting held on December 16, 2016 and as approved at its Extra Ordinary General Meeting held on December 20, 2016 had resolved to create, offer, issue and allot 776,707 and 140,045 warrants, convertible into 776,707 and 140,045 Equity shares of ₹ 10 each on a preferential allotment basis, pursuant to the provisions of the Companies Act, 2013 at a conversion price of ₹ 510 and ₹ 596 respectively per equity share of the Company, rights to Mr. Vinay Sanghi in accordance with the terms of the warrant subscription agreement and the application money amounting to ₹ 0.45 Lakhs was received from him. The warrants may be converted into equivalent number of shares after conversion date (i.e., earlier of trigger date or 4 years from date of issue) upto period of 15 years from date of issue on payment of conversion price.

On April 8, 2021, Mr. Vinay Vinod Sanghi, the Chief Executive Officer and Whole Time Director of the Company exercised his option to convert 17,16,752 warrants into 17,16,752 equity shares having face value of ₹ 10 each aggregating to ₹ 5,731.90 lakhs.

12. OTHER EQUITY

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Securities premium account	202,443.67	177,225.34
(b) Share based payment reserve	20,601.88	2,725.80
(c) Retained earnings	(34,172.47)	(19,175.25)
(d) Money received against share warrants	-	4.46
Total	**188,873.08**	**160,780.35**

12.1 Securities premium account

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of year	**177,225.34**	**145,456.71**
Issue of 8% Non-cumulative Compulsorily Convertible Preference shares – Series H	-	31,767.28
Warrant exercised during the year	4.46	-
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	536.35	-
Premium on conversion of warrants to equity share capital	5,560.20	-
Premium on issue of equity shares	18,225.13	-
Premium on account of exercise of Employee stock options	892.20	1.35
Balance at end of year (refer note a below)	**202,443.67**	**177,225.34**

Notes forming part of the financial statements
as at and for the year ended March 31, 2022

12.2 Share option outstanding account (Refer Note 31)

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of year	**2,725.80**	**2,326.67**
Recognition of Share based payments	18,412.43	575.14
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	-	(106.20)
Options forfeited during the year	-	(69.80)
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	(536.35)	-
Balance at end of year (refer note b below)	**20,601.88**	**2,725.80**

12.3 Retained earnings

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of year	**(19,175.25)**	**(27,233.07)**
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	-	106.20
Expenses incurred on share issue (net of deferred tax)	(368.00)	-
Profit/(loss) for the year	(14,606.64)	7,940.76
Other comprehensive (Loss)/income arising from remeasurement of defined benefit obligation (net of income tax)	(22.58)	10.86
Balance at end of year (refer note c below)	**(34,172.47)**	**(19,175.25)**

12.4 Money Received against Share Warrant

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balance at beginning of year	**4.46**	**4.46**
Money received during the year	-	-
Less: Transfer to equity share capital on conversion of warrants during the year	(4.46)	-
Balance at end of year	**-**	**4.46**

Nature and Purpose of Reserves

a. Securities premium account

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

b. Share based payment reserve

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan and will be utilised on exercise of option.

c. Retained earning

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

13. PROVISIONS

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
Provision for employee benefits				
Gratuity (refer note 23)	96.87	504.81	82.11	421.58
Compensated absences	41.46	-	37.19	-
Total	**138.33**	**504.81**	**119.30**	**421.58**

14. TRADE PAYABLES

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
Trade payables				
Dues to Micro, Small and Medium Enterprises*	-	-	5.76	-
Dues to Others	937.97	-	1170.85	-
Total	**937.97**	**-**	**1,176.61**	**-**

* Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act (MSMED Act), 2006.

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
Principal amount due to suppliers under MSMED Act	-	-	5.76	-

Trade payables ageing as at March 31, 2022

₹ in Lakhs

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				
			<1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME (refer note 1)	-	-	-	-	-	-	-
(ii) Others	441.24	193.67	292.04	6.86	4.16	-	937.97
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-

Trade payables ageing as at March 31, 2021

₹ in Lakhs

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				
			<1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME (refer note 1)	-	-	5.76	-	-	-	5.76
(ii) Others	501.25	188.50	475.10	2.61	3.39	-	1,170.85
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-

For details pertaining to related party payable, refer note 29

1. Information regarding the total outstanding dues of Micro Enterprises and Small Enterprises is given to the extent the same is available with the Company.
2. Trade payable are non-interest bearing and are generally payable on terms 0 to 45 days

Notes forming part of the financial statements

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15. OTHER FINANCIAL LIABILITIES

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
(i) Security deposit received from customers	16.31	-	150.89	-
(ii) Employee related liabilities	204.21	-	245.77	-
(iii) Payables for expenses pertaining to the IPO (Refer note 37)	369.24	-	-	-
(iv) Capital Creditors	27.61	-	-	-
Total	**617.37**	**-**	**396.66**	**-**

16. OTHER LIABILITIES

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-Current	Current	Non-Current
(i) Advances received from customers	107.75	-	47.95	-
(ii) Deferred Revenue	516.95	-	478.53	-
(iii) Statutory Dues	541.15	-	480.87	-
(iv) Deposits from employees	-	13.69	-	13.69
Total	**1,165.85**	**13.69**	**1,007.35**	**13.69**

17. REVENUE FROM OPERATIONS (REVENUE FROM CONTRACT WITH CUSTOMERS)

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from rendering of services		
i) Website services and fees	11,267.24	8,819.61
ii) Commission and related income	321.49	329.74
Revenue from sale of Goods		
iii) Sale of Used cars	895.87	130.05
Total	**12,484.60**	**9,279.40**

Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Company's operations pre-dominantly relate to automotive digital systems which connect automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Company's operations predominantly relates to single reportable operating segment which are subject to same risk and rewards of operating and managing a media/platform for the automotive sector through website fees and commission and related services.

17.1 Performance Obligations: for the detailed performance obligation refer note 2.2 (d)

17.2 Contract Balances

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Trade Receivables	2,122.51	3,057.86
Contract Assets [Net of Impairment allowances of ₹ 62.71 Lakhs (March 31, 2021: ₹ 45.92 Lakhs)]	1,029.64	994.09
Contract Liabilities	(624.71)	(526.48)

Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days. In March 31, 2022, ₹ 695.13 Lakhs (March 31, 2021: ₹ 427.73 Lakhs) was recognised as provision for expected credit losses on trade receivables.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

Contract liabilities consists of Advance from customers and deferred revenue

The Company has rendered the service and have recognised the revenue of ₹ 478.53 Lakhs out of deferred revenue for year ended March 31, 2022, (March 31, 2021: ₹ 340.91 Lakhs). It expects similarly to recognise revenue in year 2022-23 from the closing balance of deferred revenue as at March 31, 2022.

The Company usually renders services against the advance from customers within the next reporting period.

18. OTHER INCOME

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest Income on		
i) Bank deposits	65.59	0.08
ii) Income tax refund	17.62	7.58
iii) Security deposits	11.10	14.84
	94.32	**22.50**
Net gain on investment carried at fair value through Profit and Loss		
i) Gain on fair valuation of mutual funds	2,824.69	1,681.67
ii) Gain on sale of mutual funds	69.18	-
	2,893.87	**1,681.67**
Other Non-Operating Income		
i) Liabilities no longer required written back	219.08	298.51
ii) Profit on sale of Property, Plant and Equipment (Net)	3.55	0.35
iii) Miscellaneous Income	1.14	42.24
	223.77	**341.10**
Total	**3,211.95**	**2,045.27**

19. EMPLOYEE BENEFITS EXPENSE

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	6,288.56	5,213.11
Gratuity (refer note 23)	113.99	105.61
Contributions to provident and other funds	209.01	188.76
Share-based payments to employees (refer note 31)	18,412.43	505.34
Staff welfare expenses	141.71	99.61
Total	**25,165.70**	**6,112.43**

20. FINANCE COSTS

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expense on financial liabilities (lease liabilities)	67.19	27.78
Total	**67.19**	**27.78**

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

21. OTHER EXPENSES

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Power and fuel	75.64	48.13
Rent (refer note 24)	-	15.17
Commission and related expense	320.24	304.12
Repairs and maintenance – Others	71.65	76.42
Insurance	7.36	6.10
Rates and taxes	68.27	34.42
Telephone and Communication	78.68	63.29
Travelling and conveyance	306.37	122.86
Legal and professional fees	459.32	307.38
Payments to auditors (refer note 32)	40.03	16.00
Advertisement, Marketing and Sales Promotion Expenses	1,993.16	1,126.89
Directors sitting fees	41.25	-
Website Hosting Charges	375.68	241.63
Impairment allowance on financial and non financial assets	306.62	57.79
Bank Charges	1.13	3.31
Corporate social responsibility expenses (refer note 33)	-	13.30
Membership and Subscription fees	26.50	50.05
Miscellaneous expenses	121.83	64.38
Total	**4,293.73**	**2,551.24**

22. INCOME TAX

(i) Income tax recognised in Statement of Profit and Loss for the period ended March 31, 2022

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current tax	-	1.83
Deferred tax	(586.47)	-
Initial recognition of deferred tax asset consequent to revision in estimate [Refer note (iv) below]	-	(5,918.68)
Total Income tax expense/(credit) recognised in profit or loss	**(586.47)**	**(5,916.85)**

(ii) Other Comprehensive income

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Re-measurement gains/(losses) on defined benefit plans	(30.17)	14.51
Income tax effect	7.59	(3.65)
Total	**(22.58)**	**10.86**

(iii) The Income tax expense for the year can be reconciled to the accounting profit as follows:

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit before tax	(15,193.11)	2,023.91
Income tax expense at enacted tax rate	-	509.42
Effect of expenses that are not deductible in determining taxable profit	-	126.85
Effect of unused tax losses and tax offsets not recognised as deferred tax assets	(586.47)	(638.08)
Unused tax losses and unabsorbed depreciation of earlier years	-	(6,454.99)
Other items of earlier years	-	539.96
Income tax expense recognised in profit or loss	**(586.47)**	**(5,916.85)**

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(iv) Till March 31, 2020, the Company did not recognise deferred tax asset ('DTA') on the timing differences mainly arising from brought forward losses and unabsorbed depreciation due to the absence of reasonable certainty in accordance with Ind-AS 12. Pursuant to the changes in the Finance Bill 2021, goodwill of a business or profession is not to be considered as depreciable asset and no depreciation to be allowed in any situation for assessment years beginning on April 1, 2020. Depreciation on goodwill was one of the larger components contributing to accumulation of losses till foreseeable future for the Company. Given this proposed change in law, the Company has revised its estimate with respect to utilization of certain portion of its brought forward losses and unabsorbed depreciation relating to earlier years, to the extent it can be offset against future taxable profits and has accordingly recorded a Deferred Tax Asset of ₹ 6,454.99 Lakhs as on March 31, 2021 in view of reasonable certainty based on revised estimates due to change in law. Further, the Company has also recognised net deferred tax liability of ₹ 539.96 Lakhs which was hitherto not recognised due to the lack of reasonable certainty of realisability of brought forward losses and unabsorbed depreciation.

22.1 Components of deferred tax assets (net)

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred tax asset:		
Impact of employee related retirement and other liabilities	161.85	136.13
Impact of Impairment allowance on trade receivables and contract assets	174.95	107.65
Impact of deferred tax on unused tax losses and unabsorbed depreciation (Refer note 22.2 and 22.3 below)	22,266.52	18,133.06
Others	196.63	112.58
Deferred tax liabilities:		
Financial instruments at fair value through Profit and loss	(1,240.26)	(862.89)
Property, Plant and Equipment (including Right of use assets): Impact of difference between tax depreciation and depreciation charged for financial reporting	(116.46)	(33.43)
Total deferred tax assets (net)	**21,443.23**	**17,593.11**
Less: Deferred tax assets (net), not recognised	(14,934.15)	(11,678.07)
Total deferred tax assets (net) recognised	**6,509.09**	**5,915.03**

Reconciliation of deferred tax assets :

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Opening balance	5,915.03	-
Tax income/(expense) during the year recognised in profit & loss	586.47	5,918.68
Tax income/(expense) during the year recognised in OCI	7.59	(3.65)
Closing balance	**6,509.09**	**5,915.03**

22.2 Unused tax losses and unabsorbed depreciation, are attributable to the following:

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Unabsorbed Depreciation	45,267.56	45,137.05
Unused tax losses (see below)	25,784.14	26,494.10

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

22.3 Details of unused tax losses, by year of expiry

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
2021	-	1,257.68
2022	1,563.18	1,563.18
2023	6,792.04	6,792.04
2024	13,152.04	13,152.04
2025	2,478.49	2,478.49
2026	1,092.15	1,092.15
2027	158.52	158.52
2029	547.72	-
Total	**25,784.14**	**26,494.10**

22.4 Deferred tax assets have not been recognised in respect of the losses of ₹ 59,333.14 Lakhs as they may not be used to offset future taxable profits in the Company, there is no other evidence of recoverability in the near future. If the Company were able to recognise all unrecognised deferred tax assets, the profit would increase by ₹ 14,934.15 Lakhs. (March 31, 2021: ₹ 11,678.07 Lakhs).

23. EMPLOYEE BENEFITS

a) Defined Contribution Plans

The Company makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by Employee Provident Fund Organisation. Under this scheme, the Company is required to contribute a specified percentage of payroll cost to fund the benefits.

Both the employees and the Company make pre-determined contributions to the provident fund. Amount recognized as expense amounts to ₹ 209.01 Lakhs for the year ended March 31, 2022 (March 31, 2021: ₹ 188.76 Lakhs) under contributions to provident and other funds (Note 19 Employee benefits expense).

b) Defined Benefit Plans

(i) The Company makes annual contribution towards gratuity to an funded defined benefit plan for qualifying employees. The plan provides for lump sum payments to employees whose right to receive gratuity had vested at the time of resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service except in case of death.

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit credit Method, which recognises each period, of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

(ii) The plan typically exposes the Company to actuarial risk such as interest rate risk, salary risk and demographic risk:

Interest rate risk – The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary risk – Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk – This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

(iii) The most recent actuarial valuation of the defined benefit obligation was carried out as at March 31, 2022 by an independent actuary

(iv) The details in respect of the amounts recognised in the Company's financial statements for the year ended March 31, 2022 and year ended March 31, 2021 for the defined benefit scheme is as under:

I. Principal Actuarial assumptions

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Discount rate	6.40%	6.05%
Expected rate of salary increase	8.00%	8.00%
Mortality tables	IALM 2012-14	IALM 2012-14
Withdrawal Rates	20% p.a. at younger ages reducing to 23% p.a. at older ages	20% p.a. at younger ages reducing to 23% p.a. at older ages
Weighted average duration (in years)	5.19	5.24

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations. The estimates of future compensation cost considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors.

II. Components of defined benefit costs recognised in the Statement of Profit and loss

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Service cost:		
Current service cost	85.90	79.07
Net interest expense	28.09	25.89
Components of defined benefit costs recognised in the Statement of Profit and loss (Refer Note 19)	**113.99**	**104.96**

III. Components of defined benefit costs recognised in the other comprehensive income

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Remeasurement on the net defined benefit liability:		
Actuarial (gains)/losses arising from changes in financial assumptions	(10.61)	5.05
Actuarial (gains)/losses arising from changes in demographic assumptions		
Actuarial (gains)/losses arising from changes in experience adjustments	40.78	(19.56)
Components of defined benefit costs/(income) recognised in other comprehensive income	**30.17**	**(14.51)**

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

IV. Change in the defined benefit obligation

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Opening defined benefit obligation	503.69	448.82
Current service cost	85.90	79.07
Interest cost	28.09	25.89
Remeasurement (gains)/losses:		
Actuarial (gains)/losses arising from changes in financial assumptions	(10.61)	5.05
Actuarial (gains)/losses arising from changes in demographic assumptions		
Actuarial (gains)/losses arising from changes in experience adjustments	40.79	(19.55)
Benefits paid	(46.18)	(35.58)
Closing defined benefit obligation	**601.68**	**503.69**

Sensitivity Analysis

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
Defined Benefit Obligation – Discount Rate + 50 basis points	587.13	491.26
Defined Benefit Obligation – Discount Rate - 50 basis points	616.95	516.75
Defined Benefit Obligation – Salary Escalation Rate + 50 basis points	616.65	516.45
Defined Benefit Obligation – Salary Escalation Rate - 50 basis points	587.28	491.42
Defined Benefit Obligation – Rate of employee turnover + 10 basis points	594.00	496.41
Defined Benefit Obligation – Rate of employee turnover - 10 basis points	610.39	512.02

These sensitivities have been calculated above to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

Maturity Analysis of the Benefit Payments :

₹ in Lakhs

Particulars	Gratuity	
	As at March 31, 2022	As at March 31, 2021
1st Following year	96.87	78.66
2nd Following year	86.07	71.44
3rd Following year	78.23	64.97
4th Following year	73.27	59.44
5th Following year	67.66	54.47
Sum of years 6 to 10	260.63	209.41

c. Leave plan and compensated absences

The liability for compensated absences for the period ended March 31, 2022 is ₹ 41.46 Lakhs (March 31, 2021: ₹ 37.19 Lakhs) shown under provisions.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

24. LEASES

The weighted average incremental borrowing rate applied to lease liabilities as at March 31, 2022 ranges between 8.28% to 8.74%. Following are the changes in the carrying value of right of use assets for the year ended March 31, 2022:

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Opening balance	**456.28**	**405.80**
Additions	722.15	438.82
Deletions	(54.02)	
Depreciation expense	(348.72)	(388.34)
As at March 31, 2022	**775.69**	**456.28**

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the year indicated below:

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance	**457.55**	**455.53**
Additions	695.88	415.09
Accretion of interest	67.19	27.78
Payments	(359.40)	(440.84)
Deletions	(54.02)	-
As at March 31, 2022	**807.20**	**457.55**
Current	325.57	195.04
Non-current	481.63	262.51

The following are the amounts recognised in Profit or Loss:

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation expense of right-of-use assets	(348.72)	(388.34)
Interest expense on lease liabilities	(67.19)	(27.78)
Lease payment	359.40	440.84
Total amount recognised in Profit or Loss	**(56.51)**	**24.72**

Impact on Statement of cashflow [increase/(decrease)]

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Operating lease payments	359.40	440.84
Net cash flow generated from operating activities	**359.40**	**440.84**
Payment of principle portion of lease liabilities	(292.21)	(413.06)
Payment of interest portion of lease liabilities	(67.19)	(27.78)
Net cashflow from operating activities	**(359.40)**	**(440.84)**

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

25. EARNINGS PER SHARE (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars		For the year ended March 31, 2022	For the year ended March 31, 2021
Profit/(Loss) attributable to ordinary shareholders (₹ in Lakhs)	A	(14,606.64)	7,940.76
Less: Adjustments for effect of dilution	B	-	-
Profit attributable to equity holders adjusted for the effect of dilution (₹ in Lakhs)	**C = A-B**	**(14,606.64)**	**7,940.76**
Weighted average number of Equity shares for the calculation of Basic EPS		45,999,919	3,478,550
Weighted average number of Equity shares	**D**	**45,999,919**	**3,478,550**
Add: Impact of ordinary shares to be issued upon conversion of compulsorily convertible preference shares	E	-	37,862,036
Weighted average number of shares for Basic EPS	**F = D+E**	**45,999,919**	**41,340,586**
Effect of dilution:			
Impact of ordinary shares to be issued upon conversion of Share Warrants	G	-	1,716,752
Impact of employee stock options	H	3,914,768	2,484,227
Weighted average number of Equity shares adjusted for the effect of dilution	**I = F+G+H**	**49,914,687**	**45,541,565**
Basic earnings per share (in ₹)	**J = C/F**	**(31.75)**	**19.21**
Diluted Earnings per ordinary shares (in ₹)*	**K = C/I**	**(31.75)**	**17.44**

* During the year, the potential ordinary shares have not been considered for the purpose of computing diluted earning per share as they are anti-dilutive in nature.

26. SEGMENT REPORTING

Since the segment information as per IndAS 108 – Operating segments, is provided in the Consolidated Financial Statements, separate segment information is not required to be presented in the separate financial statements.

All non-current assets of the Company are located in India.

27. FINANCIAL INSTRUMENTS

(i) Categories of financial instruments

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Financial assets		
Measured at FVTPL		
Current Investments – Mutual Funds	85,857.39	60,790.17
Measured at amortised cost		
Trade Receivables	2,122.51	3,057.86
Cash and cash equivalents	2,180.47	1,331.23
Bank balance other than Cash and cash equivalents mentioned above	2,700.00	1.39
Other financial assets	1,272.41	1,332.48
Financial liabilities		
Measured at amortised cost		
Trade payables	937.97	1,176.61
Other financial liabilities	617.37	396.66
Lease liabilities	807.20	457.55

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

(ii) Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables and lease liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivables, and cash and cash equivalents that derive directly from its operations. The Company holds investments mutual funds.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(ii) (a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk and other price risk, such as equity price. Financial instruments affected by market risk include debt and equity investments.

(ii) (b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company.

The Company has adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Company obtains market feedback on the creditworthiness of the customer concerned. Customer wise outstanding receivables are reviewed on a monthly basis and where necessary, the credit allowed to particular customers for subsequent sales is adjusted in line with their past payment performance. Credit exposure is controlled by counterparty limits that are reviewed and approved by the management on a quarterly basis.

The Ageing analysis of trade receivables (net) before adjustment of impairment allowance of ₹ 695.13 Lakhs (March 31, 2021: ₹ 427.73 Lakhs) as of the reporting date is as follows:

₹ in Lakhs

Particular	As at March 31, 2022	As at March 31, 2021
Not Due	1,172.98	1,678.19
Less than 6 months	939.69	1,140.36
6 months - 1 year	52.74	166.39
1-2 years	267.47	100.17
2-3 years	66.82	144.93
More than 3 years	317.93	255.55
Total	**2,817.64**	**3,485.59**

(ii) (c) Financial instruments and cash deposits note

The Company invests mutual funds with Balanced risk. The Company's financial instruments at fair value through profit and loss. The Company recognised provision for expected credit losses/profit on its instruments at fair value through profit and loss.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2022 and March 31, 2021 is the carrying amounts as per Note 5.

(ii) (d) Liquidity risk management

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods.
The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at respective reporting dates.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2022:

₹ in Lakhs

Particulars	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities			
Trade payables	937.97	-	937.97
Other financial liabilities	617.37	-	617.37
Lease Liabilities	325.57	481.63	807.20
Total	**1,880.91**	**481.63**	**2,362.54**

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2021

₹ in Lakhs

Particulars	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities			
Trade payables	1,176.61	-	1,176.61
Other financial liabilities	396.66	-	396.66
Lease Liabilities	195.04	262.51	457.55
Total	**1,768.31**	**262.51**	**2,030.82**

28. FAIR VALUE MEASUREMENT

Fair value of financial assets and financial liabilities that are measured at fair value on recurring basis

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. In accordance with Ind AS, the Company's investments in debt mutual funds have been fair valued. The Company has designated investments as fair value through profit and loss. Management assessed that the carrying values of cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their fair values largely due to the short-term maturities of these instruments.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities with carrying amounts that are reasonable approximations of fair values:

₹ in Lakhs

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Financial assets at amortised cost:				
Trade Receivables	2,122.51	2,122.51	3,057.86	3,057.86
Cash and cash equivalents	2,180.47	2,180.47	1,331.23	1,331.23
Bank balance other than Cash and cash equivalents mentioned above	2,700.00	2,700.00	1.39	1.39
Other financial assets	1,272.41	1,272.41	1,332.48	1,332.48
Financial Liabilities				
Financial liabilities held at amortised cost:				-
Trade payables	937.97	937.97	1,176.61	1,176.61
Other financial liabilities	617.37	617.37	396.66	396.66
Lease liabilities	807.20	807.20	457.55	457.55

Notes forming part of the financial statements
as at and for the year ended March 31, 2022

The Company uses the hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques as mentioned in accounting policies:

₹ in Lakhs

Financial Asset/Financial Liabilities	Fair Value		Fair Value Hierarchy	Valuation technique and key inputs
	As at March 31, 2022	As at March 31, 2021		
Financial assets				
Investment in Mutual Fund	85,857.39	60,790.17	Level 1	Quoted price in active markets (Net Asset Value issued by fund)

29. RELATED PARTY TRANSACTIONS

A. Details of related parties

Description of relationship	Names of related parties
Subsidiaries (held directly)	Shriram Automall India Limited
	CarTrade Finance Private Limited
	CarTrade Foundation (w.e.f. July 13, 2021)
Subsidiaries (held indirectly)	CarTradeExchange Solutions Private Limited
	Adroit Inspection Services Private Limited
	Augeo Asset Management Private Limited
Key Management Personnel	Mr. Vinay Vinod Sanghi (Chairman and Managing Director)
	Mrs. Aneesha Menon (Executive Director and CFO) (w.e.f. July 01,2020)
	Mr. Lal Bahadur Pal (Company Secretary and Compliance officer)
Non-executive directors	Mr. Hemant Luthra (till May 11, 2021)
	Mrs. Kishori Jayendra Udeshi
	Mr. Vivek Gul Asrani
	Mr. Subramanian Lakshminarayan
	Mr. Victor Anthony Perry III
Relatives of key management personnel	Mr. Varun Sanghi
	Ms. Diya Sanghi (April 26, 2020 to August 31, 2020)
	Ms. Rashi Uday Gangwal (w.e.f. July 1, 2020)

Note: The transaction with related parties are made on terms equivalent to those that prevail in arm's length transaction.

₹ in Lakhs

Sr. No.	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
	Nature of Transactions/Names of Related Parties		
A	**Subsidiary (Shriram Automall India Limited)**		
1	Reimbursement of expenses	49.98	37.11
B	**Subsidiary (CarTradeExchange Solutions Private Limited)**		
1	Reimbursement of expenses	82.73	108.83
2	Commission and related expense	319.91	303.48
3	Commission and related income	10.00	10.00
C	**Subsidiary (CarTarde Finance Private Limited)**		
1	Reimbursement of expenses	30.87	46.74
2	Advances repaid	84.22	-
D	**Subsidiary (CarTarde Foundation)**		
1	Investment in equity shares	1.00	-
E	**Subsidiary (Adroit Inspection Services Private Limited)**		

Notes forming part of the financial statements
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₹ in Lakhs

Sr. No.	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
1	Impairment Allowance (allowance for bad and doubtful advance to vendors)	22.42	-
F	**Remuneration to Key management personnel (Refer Note 1 below)**		
1	Mr. Vinay Vinod Sanghi	17,659.09	564.96
2	Mrs. Aneesha Menon	477.89	76.59
3	Mr. Lal Bahadur Pal	39.92	17.29
G	**Remuneration to relatives of key management personnel (Refer Note 2 below)**		
1	Mr. Varun Sanghi	130.29	24.22
2	Ms. Diya Sanghi	-	1.04
3	Ms. Rashi Uday Gangwal	18.02	10.63
H	**Director sitting fees**		
1	Mr. Hemant Luthra	0.75	-
2	Mrs. Kishori Jayendra Udeshi	12.25	-
3	Mr. Vivek Gul Asrani	13.75	-
4	Mr. Subramanian Lakshminarayan	10.25	-
5	Mr. Victor Anthony Perry III	4.25	-

₹ in Lakhs

Sr. No.	Particulars	As at March 31, 2022	As at March 31, 2021
	Balance outstanding		
A	**Shriram Automall India Limited**		
1	Trade Receivable	31.82	10.92
B	**CarTradeExchange Solutions Private Limited**		
1	Trade Payable	237.65	324.78
2	Trade Receivable	51.54	251.03
C	**Adroit Inspection Services Private Limited**		
1	Advance given	22.42	22.42
2	Impairment Allowance (allowance for bad and doubtful advance to vendors)	22.42	-
D	**CarTrade Finance Private Limited**	-	53.36
E	**Director sitting fees – Mr. Victor Anthony Perry III**	0.90	-

Note 1: Remuneration to KMP includes share based payment expenses of ₹ 17,518.71 Lakhs determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 2: Remuneration to relatives of KMP includes share based payment expenses of ₹ 96.17 Lakhs determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 3: The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial period/year through examining the financial position of the related party and market in which the related party operations.

Notes forming part of the financial statements
as at and for the year ended March 31, 2022

30. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes equity capital, instruments in nature of equity and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at March 31, 2022, the Company has only one class of equity shares and has lease liabilities and no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for re-investment into business based on its long term financial plans.

31. EMPLOYEE STOCK OPTION SCHEME

(a) In 2010, 2011, 2014 and 2015 the Company had instituted an Equity settled "Employee Stock Option Plan 2010" (ESOP 2010), "Employee Stock Option Plan 2011" (ESOP 2011), "Employee Stock Option Plan 2014" (ESOP 2014) and "Employee Stock Option Plan 2015" (ESOP 2015) for its employees and directors. The "ESOP 2010", "ESOP 2011", "ESOP 2014" and "ESOP 2015" are administered through by the Nomination and Remuneration Committee (NRC). Under the scheme, the NRC has accorded its consent to grant options exercisable into not more than 447,500 (under "ESOP 2010"), 802,608 (under "ESOP 2011") 300,710 (under "ESOP 2014"), 1,350,000 (under "ESOP 2015"), 1,139,241 (under "ESOP 2021 I") and 2,000,000 (under "ESOP 2021 II") Equity Shares of ₹ 10 each of the Company.

Particulars	No. of options in Pool	Maximum number/ % of Options that shall vest
ESOP Scheme 2010	447,500	25% vests every year
ESOP Scheme 2011	802,608	25% vests every year
ESOP Scheme 2014	300,710	25% vests every year
ESOP Scheme 2015	1,350,000	25% vests every year
ESOP Scheme 2021 I	1,139,241	25% vests every year
ESOP Scheme 2021 II	2,000,000	15,00,000 option vest in one year and balance 25% vests every year

The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2021 I:

Particulars	March 31, 2022	March 31, 2021
Dividend yield (%)	0%	-
Expected volatility (%)	48.60%	-
Risk free interest rate (%)	5.90%	-
Spot price (in ₹)	1,371.60	-
Exercise price (in ₹)	825.00	-
Expected life of options granted in the year (in years)	10	-

The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2021 II:

Particulars	March 31, 2022	March 31, 2021
Dividend yield (%)	0%	0%
Expected volatility (%)	48.40%	47.90%
Risk free interest rate (%)	6.50%	6.30%
Spot price (in ₹)	1,371.60	1,371.60
Exercise price (in ₹)	825.00	825.00
Expected life of options granted in the year (in years)	12	12

Notes forming part of the financial statements
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The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2015:

Particulars	March 31, 2022	March 31, 2021
Dividend yield (%)	0%	0%
Expected volatility (%)	44.80%	44.80%
Risk free interest rate (%)	7.13%	7.13%
Spot price (in ₹)	373.13	373.13
Exercise price (in ₹)	343.37	271.57
Expected life of options granted in the year (in years)	7	7

The details of activity under ESOP Scheme 2010

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year (Weighted average exercise price for each year ₹19.16)	62,500	197,500
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year *	-	(135,000)
Outstanding at the end of the year	62,500	62,500
Weighted average exercise price of options outstanding at the end of year (in ₹)	36.80	25.33
No. of Option vested until year end	62,500	62,500
Weighted average remaining contractual life (in years)	0.76	0.30
Weighted average exercise price of options on the date of grant (in ₹)	19.16	19.16
Weighted average Fair Value of options (in ₹)	4.08	4.08

* Options exercised during the year ended March 31, 2021 at an exercise price of ₹ 11 and fair value of shares as on date of exercise of ₹ 825.

The details of activity under ESOP Scheme 2011

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	760,058	760,058
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year*	(242,500)	-
Outstanding at the end of the year	517,558	760,058
Weighted average exercise price of options outstanding at the end of year (in ₹)	27.26	25.52
No. of Option vested until year end	517,558	760,058
Weighted average remaining contractual life (in years)	3.60	1.82
Weighted average Exercise price of options on the date of grant (in ₹)	28.74	28.74
Fair Value of options (in ₹)	10.50	10.50

* Options exercised during the year ended March 31, 2022 at an weighted average exercise price of ₹ 27.03 and weighted average fair value of shares as on date of exercise of ₹ 1,008.46.

The details of activity under ESOP Scheme 2014

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year (Weighted average exercise price for each year ₹ 205.34)	300,710	300,710
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year	-	-
Outstanding at the end of the year (Weighted average exercise price for each year ₹ 205.34)	300,710	300,710
No. of Option vested until year end	300,710	300,710
Weighted average remaining contractual life (in years)	2.59	3.59
Weighted average Exercise price of options on the date of grant (in ₹)	205.26	205.26
Fair Value of options (in ₹)	2.91	2.91

Notes forming part of the financial statements

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The details of activity under ESOP Scheme 2015

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	1,350,000	1,385,000
Granted during the year	-	-
Forfeited during the year	-	-
Exercised during the year*	(546,000)	-
Lapsed during the year*	-	(35,000)
Outstanding at the end of the year	804,000	1,350,000
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	271.57	220.55
Weighted average exercise price of options outstanding at the end of year (in ₹)	343.37	271.57
No. of Option vested until year end	689,000	1,105,000
Weighted average remaining contractual life (in years)	5.34	5.82
Weighted average Exercise price of options on the date of grant (in ₹)	282.78	282.78
Fair Value of options (in ₹)	191.37	161.76

* Options exercised during the year ended March 31, 2022 at an weighted average exercise price of ₹ 165.84 and weighted average fair value of shares as on date of exercise of ₹ 1,336.73 and weighted average exercise price of options lapsed during the year ended March 31, 2021 is ₹ 472.

The details of activity under ESOP Scheme 2021 II

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	2,000,000	-
Granted during the year	-	2,000,000
Forfeited during the year	-	-
Exercised during the year	-	-
Lapsed during the year	-	-
Outstanding at the end of the year	2,000,000	2,000,000
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	825.00	-
Weighted average exercise price of options outstanding at the end of year (in ₹)	825.00	825.00
No. of Option vested until year end	1,625,000	-
Weighted average remaining contractual life (in years)	9.00	10.00
Weighted average Exercise price of options on the date of grant (in ₹)	825.00	825.00
Fair Value of options (in ₹)	1,009.30	967.26

The details of activity under ESOP Scheme 2021 I

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	-	-
Granted During the year	230,000	
Forfeited during the year	-	-
Exercised During the year	-	-
Lapsed During the year	-	-
Outstanding at the end of the year	230,000	-
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	-	-
Weighted average exercise price of options outstanding at the end of year (in ₹)	903.75	-
No. of Option vested until year end	57,500	-
Weighted average remaining contractual life (in years)	5.50	-
Weighted average Exercise price of options on the date of grant (in ₹)	825.00	-
Fair Value of options (in ₹)	903.75	-

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

32. PAYMENT TO AUDITORS

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
To statutory auditor		
i) Audit fees	117.00	33.50
ii) Limited Review	12.00	-
iii) Reimbursement of expenses	0.03	-
iv) Other certification services	6.00	-
Less: Fees for IPO related services, recovered from selling shareholders	(95.00)	(17.50)
Total	**40.03**	**16.00**

33. DETAILS OF CSR EXPENSES

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Gross amount required to be spent by the Company during the year	-	-
Amount spent during the year [A] (refer note below)		
(1) Construction/acquisition of any assets	-	-
(2) Purpose other than (1) above	-	13.30
Total [B]	-	13.30
Excess Spend [C = A-B]	**-**	**(13.30)**

Note: In terms of the Section 135(5) of Companies Act, 2013, the Company is not fulfilling the criteria of having average net profit for immediate three preceding financials years. Accordingly, the Company is not required to spend amount in the CSR activities during the financial year.

34. CONTINGENT LIABILITIES

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Bank Guarantee (refer note below)	2,700.00	-
Total	**2,700.00**	**-**

Note: The above bank guarantee is created as lien with the National Stock Exchange for 1% of the issue size of ₹ 3,000 Lakhs after reducing ₹ 300 Lakhs prior to opening of the issue. This bank guarantee is valid up till August 04, 2022.

35. CAPITAL AND OTHER COMMITMENTS

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	17.50
Total	**-**	**17.50**

Notes forming part of the financial statements
as at and for the year ended March 31, 2022

36. RATIOS

Ratios	Numerator	Denominator	March 31, 2022	March 31, 2021	Variance
Current Ratio (number of times) (refer note a below)	Current Assets	Current liabilities	29.7	23.1	29%
Debt Equity Ratio	Total debt	Shareholders Equity	N.A.	N.A.	-
Debt Service Coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	N.A.	N.A.	-
Return on Equity Ratio (%) (refer note b below)	Net Profits after taxes	Average Shareholder's Equity	(8.1%)	5.4%	(250%)
Inventory Turnover Ratio (number of times) (refer note c below)	Purchase of traded goods + Changes in inventories of traded goods	Average Inventory	6.3	1.6	298%
Trade Receivables Turnover Ratio (number of times) (refer note d below)	Revenue from operations	Average Trade Receivable	4.8	3.0	61%
Trade Payables Turnover Ratio (number of times) (refer note e below)	Purchase of traded goods + Changes in inventories of traded goods + Other expenses - Impairment allowance on financial and non financial assets	Average Trade Payables	4.6	2.3	100%
Net Capital Turnover Ratio (number of times)	Revenue from operations	Working capital = Current assets – Current liabilities	0.1	0.2	(6%)
Net Profit Ratio (%) (refer note b below)	Net Profit/(loss) after tax	Revenue from operations	117%	86%	(237%)
Return on Capital Employed (number of times) (refer note b below)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax liability	(0.1)	0.0	(729%)
Return on Investment (%) (refer note f below)	Interest (Finance Income)	Current Investment + Other bank balance (fixed deposit)	3.5%	2.8%	26%

Note:

a. Increase on account of additional investments in mutual funds during the year has resulted in an improvement in the ratio.

b. Decrease in the ratio is primarily driven by increase in Share based payment expenses.

c. The Company has scaled up sale of used cars during the year which has resulted in an improvement in the ratio.

d. Improvement in collection period has resulted in an improvement in the ratio.

e. Increase in expenses and regular payment has resulted in better trade payable ratio.

f. Better return on investment has resulted in improvement in Return on Investment ratio.

37. During the year the Company completed the Initial Public Offer ('IPO') of its equity shares and listed its shares on Bombay Stock Exchange and National Stock Exchange on August 20, 2021, of 1,85,32,216 equity shares of face value of ₹ 10 each ("Equity Shares") for cash at a price of ₹ 1,618 per equity share. The offer had constituted 40.43% of the Company's post-offer paid-up equity share capital, which was offered in the IPO through an offer for sale of 1,85,32,216 equity shares aggregating to ₹ 2,99,851.25 Lakhs ("Offer For Sale" or "Offer") by selling shareholders of the Company. The IPO expense has been estimated at ₹ 10,694.71 Lakhs, of which ₹ 10,325.47 was incurred and paid as on March 31, 2022. Balance amount of ₹ 369.24 Lakhs after deducting any further IPO related expenses, shall be refunded to the Selling Shareholders. The Company has received the No Objection Certificate (NOC) from National Stock Exchange (NSE) on April 22, 2022 and is awaiting the receipt of NOC from Securities & Exchange Board of India. These amounts have been disclosed under Note 16 - Other Financial Liabilities as 'Payable for expenses pertaining to IPO'.

Notes forming part of the financial statements
as at and for the year ended March 31, 2022

38. OTHER STATUTORY INFORMATION

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

  (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

  (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vi) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

  (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

  (b) provide any guarantee, security or the like to or on behalf.

(vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

39. There are no significant events after the reporting date that require disclosure in these financial statements.

As per our report of even date.

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: May 04, 2022

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and Managing Director
DIN: 00309085
Place: Mumbai
Date: May 04, 2022

Aneesha Menon
Executive Director and CFO
DIN: 07779195
Place: Mumbai
Date: May 04, 2022

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812
Place: Mumbai
Date: May 04, 2022

Notice of Twenty Second Annual General Meeting

NOTICE is hereby given that the twenty second Annual General Meeting **("AGM")** of the members of **CARTRADE TECH LIMITED** (formerly known as MXC Solutions India Private Limited) will be held on Tuesday, September 27, 2022 at 11.00 a.m. (IST) through video conferencing/other audio visual means to transact the following businesses.

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT;**

   a. **THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022, TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON;**

   "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon as circulated to the members be and are hereby considered and adopted."

   b. **THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.**

   "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon as circulated to the members be and are hereby considered and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MRS. ANEESHA MENON (DIN: 07779195) WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT;**

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Aneesha Menon (DIN: 07779195), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

3. **TO APPROVE INCREASE IN REMUNERATION OF MRS. ANEESHA MENON (DIN: 07779195), EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY.**

   TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

   "RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of CarTrade Tech Limited (the **"Company"**) and HR Policies of the Company and ESOP Schemes and the Articles of Association of the Company, and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of members of the Company be and hereby accorded to the increase in remuneration of Mrs. Aneesha Menon (DIN: 07779195), Executive Director and Chief Financial Officer ("CFO"), as set out in the Explanatory Statement, which remuneration shall be valid and payable (i) in the event the Company has adequate profits as per the Act, for the remainder of her tenure as the Executive Director and CFO with effect from April 1, 2022; and (ii) for a period not exceeding 3 (three) years from April 1, 2022 to March 31, 2025 in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during these 3 (three) financial years with liberty to the Directors to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Directors and Mrs. Aneesha Menon.

   RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mrs. Aneesha Menon as Executive Director and CFO within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable laws.

   RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, Mr. Vinay Vinod Sanghi, Chairman and Managing Director of the Company and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

4. **TO APPROVE REMUNERATION OF MR. VINAY VINOD SANGHI (DIN: 00309085), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

   TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

   "RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of CarTrade Tech Limited (the **"Company"**) and HR Policies of the Company and ESOP Schemes and the Articles of Association of the Company, and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of members of the Company be and hereby accorded to the payment of remuneration to Mr. Vinay Vinod Sanghi (DIN: 00309085), Chairman and Managing Director of the Company, as set out in the Explanatory Statement, which remuneration shall be valid and payable (i) in the event the Company has adequate profits as per the Act for the remainder of his tenure as the Chairman and Managing Director with effect from April 1, 2022; and (ii) for a period not exceeding 3 (three) years from April 1, 2022 to March 31, 2025 in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during these 3 (three) financial years with liberty to the Directors to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Directors and Mr. Vinay Vinod Sanghi.

   RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mr. Vinay Vinod Sanghi, Chairman and Managing Director of the Company within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable laws.

   RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, Mrs. Aneesha Menon, Executive Director and Chief Financial Officer and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

5. **APPROVAL OF RELATED PARTY TRANSACTION BETWEEN SHRIRAM AUTOMALL INDIA LIMITED AND SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**

   TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

   "RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the approval and recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between two 'Related Parties' of the Company, i.e., Shriram Automall India Limited ("SAMIL") being material unlisted subsidiary of the Company with Shriram Transport Finance Company Limited ("STFC"), on such terms and conditions as may be mutually agreed between SAMIL and STFC, for an aggregate value not exceeding ₹ 15,670.00/- Lakhs, per annum for the current and each of subsequent financial years, which is in excess of limit of ten percent of consolidated turnover of the Company as per the latest audited balance sheet, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business."

By Order of the Board
For **CarTrade Tech Limited**

Sd/-
Lalbahadur Pal
Company Secretary and Compliance Officer

Place: Mumbai
Date: August 27, 2022

Registered Office:
12th Floor Vishwaroop IT Park Sector 30A,
Vashi Navi Mumbai Thane – 400 705, Maharashtra.

NOTES FOR MEMBERS ATTENTION:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ("AGM") through video conferencing ("VC") or other audio visual means ("OAVM") read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic" and Circular Nos. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM"/ "the Meeting") through VC/ OAVM, without the physical presence of the Members at a common venue.

2. In compliance with the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company.

3. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 3 and 5 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM is also annexed. Requisite declaration/s have been received from the Director/s for seeking re-appointment.

5. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to at rnt.helpdesk@linkintime.co.in with a copy marked to the Company Secretary at l.pal@cartrade.com not less than 48 (forty eight) hours before the commencement of the AGM.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 (collectively referred to as "Circulars"), notice of the AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company and/or with Depository Participants (DPs). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2021-22 and Notice of the 22nd AGM of the Company, he/she may send a request to the Company by writing at investor@cartrade.com or Link Intime India Private Limited ("Link Intime") at rnt.helpdesk@linkintime.co.in. Members may note that the Notice and the Annual Report for the financial year 2021-22 will also be available on the Company's website at www.cartradetech.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com and on the website of Registrar and Transfer Agent ("RTA") i.e. Link Intime at https://linkintime.co.in/.

11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 22nd AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; the certificate from the Secretarial Auditor of the Company stating that the Company has implemented the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investor@cartrade.com.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their pan details to their depository participants. Members holding shares in physical form are requested to submit their pan details to the Company's RTA.

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

14. Non-resident Indian shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/ or the Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

15. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact Company's Registrars and Transfer Agent, Link Intime India Private Limited ('RTA') at rnt.helpdesk@linkintime.co.in for assistance in this regard.

16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form

17. VOTING BY MEMBERS

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

    1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select «Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

   A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

   C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

   D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   *Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

   *Shareholders holding shares in **NSDL form**, shall provide 'D' above

   - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
   - Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on:- Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

18. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in

- **Select the "Company" and 'Event Date' and register with your following details:-**
  - **A. Demat Account No. or Folio No.:** Enter your 16 digit Demat Account No. or Folio No.
    - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. **PAN**: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

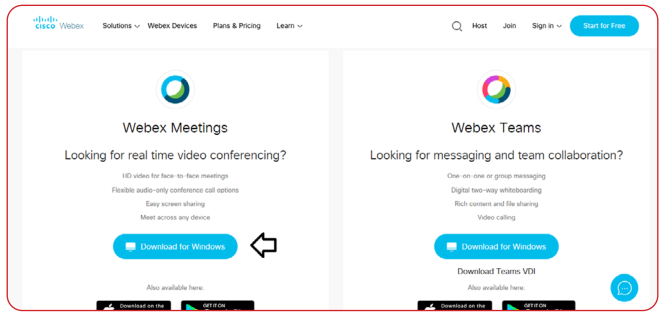
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on:-
Tel: 022-49186175.

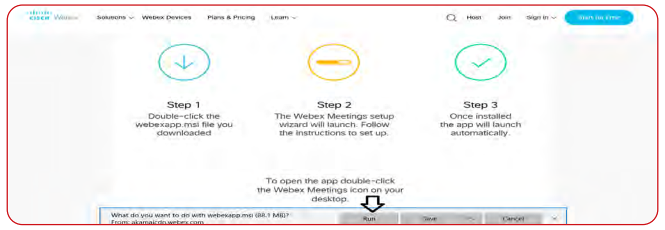
Annexure

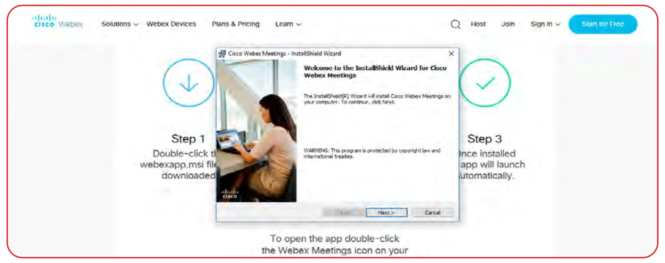
Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

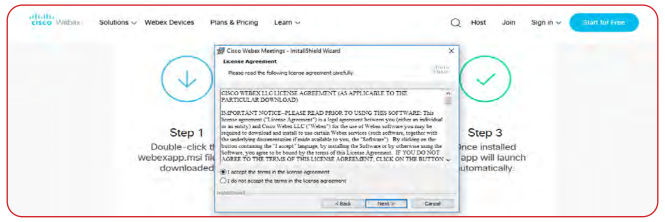
For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

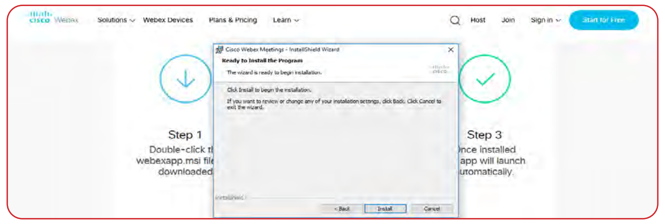
(a) Please download and install the Webex application by clicking on the link https://www.webex.com/downloads.html/







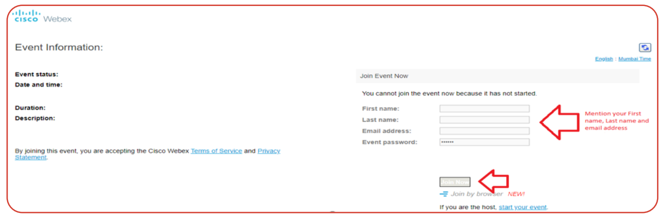




or

(b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	**Enter your First Name, Last Name and Email ID and click on Join Now.**
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



19. OTHER INFORMATION RELATED TO E-VOTING

a. The e-voting period will commence on September 23, 2022, 09.00 a.m. (IST) and ends on September 26, 2022, 05.00 p.m. (IST) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited thereafter. Please note that once the vote on a resolution has been casted, the Members cannot change it subsequently.

b. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Tuesday, September 20, 2022 (Day and Date) only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

c. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.

d. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 20, 2022 (Day and Date).

e. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at www.instavote.linkintime.co.in or write an e-mail to enotices@linkintime.co.in or investor@cartrade.com

f. Every client ID no./folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.

g. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no./folio no., which may be used for sending future communication(s).

20. GENERAL INSTRUCTIONS:

a. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

b. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

c. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

d. At the AGM, the Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.

e. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

f. The results along with the consolidated Scrutinizer's Report shall be declared by means of:

(i) dissemination on the website of the Company i.e. www.cartrade.com and website of LIIPL i.e. www.instavote.linkintime.co.in; and

(ii) communication to BSE Limited and National Stock Exchange of India Limited thereby enabling them to disseminate the same on their respective websites.

g. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 27, 2022.

21. CORRESPONDENCE

Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or RTA, quoting their folio number or DP ID - client ID, as the case may be.

For any queries/issues (including but not limited to Annual Report/AGM), you may reach the Company team /RTA at the address for correspondence provided in the section 'General Shareholder Information' of the Annual Report.

Explanatory Statement

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 3, 4 and 5 of the accompanying Notice dated August 27, 2022.

ITEM NO. 3

In order to fairly compensate and recognize the efforts taken by Mrs. Aneesha Menon, Executive Director and Chief Financial Officer of the Company during the last financial year and considering the fact that she played a major and critical role in the successful listing of the Company on BSE Limited and National Stock Exchange of India Limited and the way the operations of the Company were managed during COVID -19 crisis, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on July 14, 2022, subject to approval of members of the Company have approved the increase in remuneration of Mrs. Aneesha Menon for a period of three years starting from April 01, 2022 to March 31, 2025.

Further, pursuant to the provisions of Sections 178, 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year 2022-23, the profits of the Company may not be adequate and therefore the remuneration payable to Mrs. Aneesha Menon may exceed the limits prescribed under the provisions of the Companies Act, 2013.

While the Company can pay the remuneration (as set out below) to Mrs. Aneesha Menon when the Company has sufficient profits for the full term, in the event that the Company does not have profits or has inadequate profits in any financial year, pursuant to applicable provisions of Schedule V of the Companies Act, 2013, the Company can pay remuneration, to its directors, higher than the amounts set out in Section II of Part II of Schedule V of Companies Act, 2013 by passing a special resolution in the general meeting, and such remuneration shall be valid for a period not exceeding 3 (three) years. The details and terms of remuneration proposed to be paid to Mrs. Aneesha Menon, Executive Director and Chief Financial Officer of the Company despite inadequacy or absence of profits is as under:

I. NATURE OF DUTIES:

The Executive Director and CFO shall, devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Director from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

II. REMUNERATION PAYABLE:

(a) Fixed Compensation: Fixed Compensation not less than ₹ 75,65,830/- (Rupees Seventy Five Lakhs Sixty Five Thousand Eight Hundred and Thirty only) per annum upto a maximum of ₹ 1,14,30,000/- (Rupees One Crore Fourteen Lakhs and Thirty Thousand only) per annum.

(b) Benefits, Perquisites and Allowances:

Details of Benefits, Perquisites and Allowances are as per the rules of the Company, as follows:

1. House rent allowance;
2. Conveyance;
3. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
4. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;

(c) Performance Linked Variable Remuneration (PLVR): Performance Linked Variable Remuneration shall be paid over and above fixed compensation according to the scheme / policy of the Company for each of the financial years as may be decided by the Nomination and Remuneration Committee / Board which shall be evaluated based on any criteria including but not limited to financial results, overall stakeholder value creation, achieving new business scalability and overall growth of the Company which can be further based on the qualitative and quantitative data analysis and market conditions at the end of each quarter and financial year and other relevant factors having regard to the performance of the above mentioned Director for each year.

The maximum aggregate remuneration (including fixed remuneration, perquisites and performance linked variable remuneration) payable to Mrs. Aneesha Menon shall not exceed ₹ 1,27,00,000/- (Rupees One Crore and Twenty Seven Lakhs only) per annum.

In addition to the above, (1) 12,500 employee stock options ("ESOPs") granted on October 15, 2018 under ESOP 2015; (2) 60,000 ESOPs granted on April 01, 2021 under ESOPs 2021 (I); and (3) 50,000 ESOPs granted in current financial year under ESOP 2021 (I) to Mrs. Aneesha Menon, will be vested in current and subsequent years as per grant letter and applicable ESOP Schemes of the Company and further in accordance with the rules of the Company applicable to all executives and personnel Mrs. Aneesha Menon shall also be eligible for club facilities, memberships, medical insurance cover, hospitalization cover, medical expenses, telecommunication facility including internet facility and other facilities.

III. MINIMUM REMUNERATION:

Notwithstanding anything to the contrary herein contained, where in any financial year during the period of 3 years in the currency of the tenure of the Executive Director and CFO, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director and CFO maximum aggregate remuneration as specified above.

Accordingly, the Board seeks the approval of the members of the Company for the payment of remuneration, to Mrs. Aneesha Menon, as set out above, which remuneration shall be valid and payable (a) in the event the Company is profit making, for the remainder of her term as the Executive Director and CFO with effect from April 1, 2022; and (b) for a period of 3 (three) years effective from April 1, 2022 in the event that the Company has no profits or has inadequate profits in any financial year.

The Company does not have any outstanding dues to any bank or public financial institution or non-convertible debenture holder or any secured creditor, and therefore, there is no requirement to obtain prior approval of any bank or public financial institution or non-convertible debenture holder or any secured creditor of the Company in relation to the remuneration payable to Mrs. Aneesha Menon.

Brief resume of Mrs. Aneesha Menon, additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure to this Notice. Mrs. Aneesha Menon is not related to any of the Directors of the Company.

The Board recommends the Special Resolution as set out at item No. 3 of the accompanying Notice for approval by the members. Except Mrs. Aneesha Menon, being an appointee, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

ITEM NO. 4

Mr. Vinay Sanghi founded the Company and has been instrumental in building the vision of the Company and taking it from a start-up to a leading automotive marketplace. He has been the driving force of CarTrade Tech since its inception in 2009, from establishing market leadership to effecting consolidation in the space by acquiring CarWale, BikeWale, Adroit Auto and Shriram Automall to recently taking the Company Public. With more than three decades in the ecosystem, Vinay has established a standard of excellence in the auto industry. He continues to contribute to the strategic, operational and transformation decisions required to be taken by the Company and its subsidiaries.

He has been appointed as Chairman and Managing Director of the Company with effect from April 1, 2021 to March 31, 2026 for a period of five (5) years pursuant to the resolution passed by the members at Annual General Meeting ("AGM") of the Company held on April 29, 2021. The Board of Directors is of the opinion that the leadership and guidance of Mr. Vinay Sanghi is required by the Company.

The proposed remuneration payable as provided below shall be in line with the Employment Letter dated September 1, 2009 read with revised employment letter dated March 31, 2021 executed between Mr. Vinay Vinod Sanghi and the Company and as approved by the Shareholders in their meeting held on April 29, 2021.

The provisions of Sections 178, 196, 197, 198 and 203 of the Companies Act, 2013 and rules made thereunder read with Schedule V of the Companies Act, 2013 require the Companies to take approval of Shareholders vide special resolution for paying any remuneration to the directors in excess of the limits prescribed under the said provisions.

To align the approval of remuneration of all the Key Managerial Personnel at the 22nd Annual General Meeting and also to extend the approval for remuneration to be paid to Mr. Vinay Vinod Sanghi for the period from April 01, 2022 to March 31, 2025, it is proposed to consider and approve the remuneration to be paid to Mr. Vinay Vinod Sanghi, Chairman and Managing Director of the Company for a period of three years w.e.f. April 01, 2022 up to March 31, 2025 including the remuneration to be paid in the event of loss or inadequacy of profits, calculated under Section 198 of the Act in any financial year.

While the Company can pay the remuneration (as set out below) to Mr. Vinay Vinod Sanghi when the Company has sufficient profits for the full term, in the event that the Company does not have profits or has inadequate profits in any financial year, pursuant to applicable provisions of Schedule V of the Companies Act, 2013, the Company can pay remuneration, to its directors, higher than the amounts set out in Section II of Part II of Schedule V of Companies Act, 2013 by passing a special resolution in the general meeting, and such remuneration shall be valid for a period not exceeding 3 (three) years.

The details and terms of remuneration proposed to be paid to Mr. Vinay Vinod Sanghi, Chairman and Managing Director of the Company despite inadequacy or absence of profits is as under:

I. NATURE OF DUTIES:

The Chairman and Managing Director shall, devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to him from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

II. REMUNERATION PAYABLE:

The proposed remuneration payable as provided below shall be in line with the Employment Letter dated September 1, 2009 read with revised employment letter dated March 31, 2021 executed between Mr. Vinay Vinod Sanghi and the Company and as approved by the Shareholders in their meeting held on April 29, 2021.

(a) Fixed Compensation: The maximum fixed remuneration to be paid to Mr. Vinay Vinod Sanghi shall be ₹ 5,96,28,800/- per annum.

(b) Benefits, Perquisites and Allowances:

Details of Benefits, Perquisites and Allowances are as per the rules of the Company, as follows:

1. House rent allowance;
2. Conveyance;
3. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; and
4. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

(c) Performance Linked Variable Remuneration:

Performance Linked Variable Remuneration shall be paid over and above fixed compensation according to the scheme / policy of the Company for each of the financial years as may be decided by the Nomination and Remuneration Committee / Board which shall be evaluated based on any criteria including but not limited to financial results, overall stakeholder value creation, achieving new business scalability and overall growth of the Company which can be further based on the qualitative and quantitative data analysis and market conditions at the end of each quarter and financial year and other relevant factors having regard to the performance of the above mentioned Director for each year.

The maximum aggregate remuneration (including fixed remuneration, perquisites and performance linked variable remuneration) to be paid to Mr. Vinay Vinod Sanghi shall be ₹ 6,46,43,040 /- per annum

In addition to the above, 3,75,000 employee stock options granted on March 31, 2021 under ESOP 2021 (II) to Mr. Vinay Vinod Sanghi, as approved by the members of the Company at their Extraordinary General Meeting held on March 31, 2021, which will be vested in current and subsequent year as per grant letter and ESOP 2021 (II) of the Company and further in accordance with the rules of the Company applicable to all executives and personnel. Mr. Vinay Vinod Sanghi shall also be eligible for club facilities, memberships, medical insurance cover, hospitalization cover, medical expenses, telecommunication facility including internet facility and other facilities.

III. MINIMUM REMUNERATION:

Notwithstanding anything to the contrary herein contained, where in any financial year during the period of 3 years in the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director maximum aggregate remuneration as specified above.

The proposed resolution shall not be in substitution or suppression of shareholders resolution passed earlier on April 29, 2021 unless the aforementioned remuneration and period is approved by the shareholders of the Company in the 22nd Annual General Meeting.

Accordingly, the Board seeks the approval of the members of the Company for the payment of remuneration, to Mr. Vinay Vinod Sanghi, as set out above, which remuneration shall be valid and payable (a) in the event the Company is profit making, for the remainder of his term as the Managing Director, Chief Executive Officer and Chairman of the Company with effect from April 1, 2022; and (b) for a period of 3 (three) years effective from April 1, 2022 to March 31, 2025 in the event that the Company has no profits or has inadequate profits in any financial year.

The Company does not have any outstanding dues to any bank or public financial institution or non-convertible debenture holder or any secured creditor, and therefore, there is no requirement to obtain prior approval of any bank or public financial institution or non-convertible debenture holder or any secured creditor of the Company in relation to the remuneration payable to Mr. Vinay Vinod Sanghi.

Brief resume of Mr. Vinay Vinod Sanghi additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure to this Notice.

The Board recommends the Special Resolution as set out at item No. 4 of the accompanying Notice for approval by the members. Except Mr. Vinay Vinod Sanghi, being an appointee, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

ITEM NO. 5

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions (the "RPT") shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crores or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

In view of the aforementioned regulatory changes the Resolution No. 5 is placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPT, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for the said RPT. The Audit Committee has noted that the said transaction will be at an arm's length pricing basis and will be in the ordinary course of business.

Sr. No.	Description	Details of Related Party Transaction between Shriram Automall India Limited ("SAMIL") and Shriram Transport Finance Company Limited ("STFC")
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	SAMIL is a material unlisted subsidiary of the Company
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	Payment of license fees, sharing of rent & maintenance expenses of yards, providing access to SAMIL at branch office of STFC, sharing of rent and maintenance expenses of yards, business sourcing fees, interest on inter-corporate loans/deposits, interest on Sub-Ordinate Debt/FD/NCD and reimbursement of admin expenses. Monetary value is ₹ 15,670.00/- lakhs, per annum for the current and each of subsequent financial years, put together.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	50.10%
1.	Justification for the proposed RPTs.	Normal course of business.
2.	Details of Transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction.	Normal course of business.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	No
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Unsecured in nature, Interest rate is 4% per annum. Tenure is payable on demand.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Normal course of business
3.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NA
4.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Vinay Vinod Sanghi – Common Director Mrs. Aneesha Menon – Common Director
5.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Except for Mrs. Aneesha Menon and Mr. Vinay Vinod Sanghi, none of the other Directors, KMPs and / or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by the Members. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Annexure to the Explanatory Statement

DISCLOSURE PURSUANT TO SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, IS AS UNDER:

1.	Name of the Director DIN	Mrs. Aneesha Menon DIN: 07779195	Mr. Vinay Vinod Sanghi DIN: 00309085
2.	Date of Birth	July 10, 1986	May 8, 1969
3.	Age	36	53
4.	Qualification	Chartered Accountant	B.com
5.	Experience & Nature of Expertise	Mrs. Aneesha Menon is a chartered accountant with the Institute of Chartered Accountants of India. She was previously employed with S. R. Batliboi & Co. LLP and has 15 years of experience in the field of finance. She joined Automotive Exchange Private Limited (an erstwhile Subsidiary which was subsequently amalgamated with our Company) as AVP - Finance on December 8, 2015. She was then appointed as the Chief Financial Officer of our Company on July 21, 2020 and Executive Director on April 23, 2021.	He holds a bachelor's degree in commerce from the University of Bombay. He has previously been associated with Mahindra First Choice Wheels Limited and Project Automobiles (Bombay) Private Limited. He has over 31+ years of experience in the automobile industry.
6.	The last drawn remuneration	₹ 68.15 Lakhs during the FY 2021-2022.	₹ 579.69 Lakhs during the F. Y. 2021-2022.
7.	Date of first appointment on the Board	April 23, 2021	July 06, 2009
8.	Shareholding of the Director in the Company	1,000 equity share, 0.00% as on date	9,80,763 equity shares, 2.10% as on date
9.	Relationships with other Directors, Manager and other Key Managerial Personnel of the Company	She is not related to any Director and Key Managerial Personnel of the Company.	He is not related to any Director and Key Managerial Personnel of the Company.
10.	Number of Board Meetings attended during the year	13 Board Meetings	15 Board Meetings
11.	Directorships held in Other companies	1. Shriram Automall India Limited – Director; 2. CarTrade Finance Private Limited – Director; and 3. CarTrade Foundation.	1. HDFC Ergo General Insurance Company Limited – Director; and 2. Shriram Automall India Limited – Director.
12.	Committee Chairmanships / Memberships	1. CarTrade Tech Limited i. Stakeholder Relationship Committee – Member; ii. Risk Management Committee – Member; iii. Corporate Social Responsibility Committee – Chairperson. iv. IPO Committee - Member v. Internal Complaints Committee - Presiding Officer	1. CarTrade Tech Limited i. Audit Committee – Member; ii. Stakeholder Relationship Committee – Member; iii. Nomination and Remuneration Committee – Member; iv. Risk Management Committee – Chairperson; v. Corporate Social Responsibility Committee – Member; and vi. IPO Committee – Member. 2. Shriram Automall India Limited i. Nomination and Remuneration Committee – Member; ii. Corporate Social Responsibility Committee – Member; and iii. Business Development Committee – Member. 3. HDFC Ergo General Insurance Company Limited i. Corporate social responsibility, Member; and ii. Policyholder Protetion and Grievance Redressal Committee, Member

INFORMATION AS PER SCHEDULE V TO THE COMPANIES ACT, 2013 IS AS UNDER:

I. General Information:

1.	**Nature of Industry**	The Company engaged in the business of maintaining a multi-channel auto platform with coverage and presence across vehicle types and value-added services. These platforms operate under several brands: CarWale, CarTrade, Shriram Automall, BikeWale, CarTradeExchange, Adroit Auto and AutoBiz. Through these platforms, The Company enable new and used automobile customers, vehicle dealerships, vehicle OEMs and other businesses to buy and sell their vehicles in a simple and efficient manner.
2.	**Date or expected date of commencement of commercial Production**	The Company commenced business from July 06, 2009.
3.	**In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**	Not applicable
4.	**Financial performance based on given indicators**	Performance indicator shall be decided by the board of director from time to time.
5.	**Foreign investments or collaborations, if any**	The Company has not made any Foreign Investments and neither entered into any collaborations during the last year

II. Information about the Directors to whom remuneration is payable as mentioned above:

Sr. No.	Particulars	Mrs. Aneesha Menon	Mr. Vinay Vinod Sanghi
1.	Background Details	Detailed in brief resume as above	Detailed in brief resume as above
2.	Past Remuneration	Detailed as mentioned above	Detailed as mentioned above
3.	Recognition or awards	Detailed in brief resume as above	Detailed in brief resume as above
4.	Job Profile and suitability	Detailed in brief resume as above and as in Explanatory Statement	Detailed in brief resume as above and as in Explanatory Statement
5.	Remuneration proposed	Detailed as mentioned above	Detailed as mentioned above
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)	The Company requires expertise for optimum utilization of various resources in the business etc. Mrs. Aneesha Menon has successfully proved expertise in the said areas in very effective manner. Considering the COVID-19 impact, your Board is of the view that Mrs. Aneesha Menon has played a vital and inevitable role to overcome the economic crisis, which have arisen. The remuneration proposed is commensurate with other organisations of the similar type, size and nature.	Mr. Vinay Sanghi founded the Company and has been instrumental in building the vision of the Company and taking it from a start-up to a leading automotive marketplace. He has been the driving force of CarTrade Tech since its inception in 2009, from establishing market leadership to effecting consolidation in the space by acquiring CarWale, BikeWale, Adroit Auto and Shriram Automall to recently taking the Company Public. With more than three decades in the ecosystem, Vinay has established a standard of excellence in the auto industry. He continues to contribute to the strategic, operational and transformation decisions required to be taken by the Company and its subsidiaries. The Company requires expertise for optimum utilization of various resources in the business etc. Mr. Vinay Vinod Sanghi has successfully proved expertise in the said areas in very effective manner. Considering the COVID-19 impact, your Board is of the view that Mr. Vinay Vinod Sanghi has played a vital and inevitable role to overcome the economic crisis, which have arisen. The remuneration proposed is commensurate with other organisations of the similar type, size and nature.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other director, if any	Mrs. Aneesha Menon is holding 1,000 Equity Shares, constituting 0.00% voting power in the Company as on the date of notice. Mrs. Aneesha Menon also holds 2,09,000 number of ESOP options.	Mr. Vinay Vinod Sanghi is holding 9,80,763 numbers of Equity Shares, constituting 2.10% voting power in the Company as on the date of notice. Mr. Vinay Vinod Sanghi also holds 22,80,768 number of ESOP Options.

III. Other Information:

01	**Reasons of loss or inadequate profits**
	The Company continues to invest in growing and strengthening the auto-ecosystem and providing digital transformations solutions to its partners. The Company makes substantial investments towards product and engineering talent acquisition and retention to build technology solutions, expanding sales and service team to serve our partners better and expanding our customer base by providing an excellent experience. The Company including its subsidiaries and associates has presence in online automobile marketplace which provides buyers and sellers a structured platform for buying and selling of new & used cars including two wheelers also exchange of pre-owned commercial vehicles, passenger vehicles, construction and industrial equipment etc. and automobile inspection, valuation, certification and other allied service in the automobile segment. In the year ending March 2022, We recorded a negative PAT of ₹ (121.35 crores) compared to ₹ 103.40 crores due to expense incurred in lieu of ESOPs for our employees worth ₹ 185.18 crores. The ESOP consisted of non-cash share based payment expenses as per the provision of Ind-AS 102 'Share-Based Payments'. Out of the above ESOP cost, ₹ 144.69 crores pertains to 1,500,000 options that were granted on March 31, 2021 which had a vesting period of 1 year (fully vested as on March 30, 2022).
02	**Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms**
	Focus on monetization and growth with control on costs has yielded higher margins. For the year ending March 2022, the revenues grew by 28% resulting in adjusted profit after tax of ₹ 56 crores. The Company shall continue to grow its revenues profitably. The management continues to be cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute to increased revenues and higher margins.

Para 1 of Part III of Schedule V to the Companies Act, 2013 mandates the appointment and remuneration of Managerial Personnel to be approved in the General Meeting by way of Special Resolution.

Copy of letter of appointment/ employment agreement constituting terms and conditions of appointment and other allied documents, being referred in the resolution would be available for inspection by the Members free of cost, in physical or electronic form during business hours i.e., 10:00 a.m. to 05:00 p.m. at the Registered Office of the Company and during the time of the forthcoming 22nd Annual General Meeting.

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CarTradeTech

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