Etechaces Marketing and Consulting Private Limited

Financial Statements
For the Year Ended March 31, 2019

Independent auditor's report

To the Members of Etechaces Marketing and Consulting Private Limited

Report on the audit of the financial statements

Opinion

1. We have audited the accompanying financial statements of Etechaces Marketing and Consulting Private Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and total comprehensive income (comprising of loss and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) 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 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 opinion.

Other Information

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the financial statements and our auditor's report thereon.

   Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the 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.

   We have nothing to report in this regard.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC-5001

Responsibilities of management and those charged with governance for the financial statements

5. 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 financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

7. Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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.

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FRN 012754N/N500016
Gurgaon

- 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

9. 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.

10. 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.

Report on other legal and regulatory requirements

11. As required by the Companies (Auditor's Report) Order, 2016 ("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 B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

Price Waterhouse Chartered Accountants LLP
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FRN 012754N/N500016
Gurgaon

INDEPENDENT AUDITOR'S REPORT

To the Members of Etechaces Marketing and Consulting Private Limited
Report on the Financial Statements

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 24 to the financial statements.

ii. The Company has long-term contracts as at March 31, 2019 for which there were no material foreseeable losses. The Company did not have any long-term derivative contracts as at March 31, 2019.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2019.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

A Dutta

Amitesh Dutta
Partner
Membership Number: 058507
UDIN: 19058507AAAABH3016

Place: Gurugram
Date: July 30, 2019

Annexure A to Independent Auditors' Report

Referred to in paragraph 12 (f) of the Independent Auditors' Report of even date to the members of Etechaces Marketing and Consulting Private Limited on the financial statements for the year ended March 31, 2019

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Etechaces Marketing and Consulting Private Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to 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 deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the 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 financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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.

5. 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 system with reference to financial statements.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC-5001
FRN 012754N/N500016
Gurgaon

Annexure A to Independent Auditors' Report

Referred to in paragraph 12 (f) of the Independent Auditors' Report of even date to the members of Etechaces Marketing and Consulting Private Limited on the financial statements for the year ended March 31, 2019

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to 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 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 financial statements

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Amitesh Dutta
Partner
Membership Number: 058507
UDIN: 19058507AAAABH3016

Place: Gurugram
Date: July 30, 2019

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Etechaces Marketing and Consulting Private Limited on the financial statements as of and for the year ended March 31, 2019

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) The Company does not own any immovable properties as disclosed in Note 4 on Property, plant and equipment to the financial statements. Therefore, the provisions of Clause 3(i)(c) of the said Order are not applicable to the Company.

ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.

iii. The Company has granted unsecured loan, to one company covered in the register maintained under Section 189 of the Act.

(a) In respect of the aforesaid loan, the terms and conditions under which such loan was granted are not prejudicial to the Company's interest.

(b) In respect of the aforesaid loan, the schedule of repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable. However, there were no amounts of repayment of principal and interest which were payable during the year.

(c) In respect of the aforesaid loan, there is no amount which is overdue for more than ninety days.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, goods and service tax and provident fund, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including professional tax, employees' state insurance, labour welfare fund, duty of customs, value added tax and other material statutory dues, as applicable, with the appropriate authorities. Also refer note 24 to the financial statements regarding management's assessment on certain matters relating to provident fund.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC-5001
Gurgaon

(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales tax, service tax, duty of customs and duty of excise duty, value added tax or goods and service tax as at March 31, 2019 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount under dispute (in lakhs)	Amount deposited (in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax (including interest and penalty)	2136.53	533.37	2015-16	Commissioner (Appeals)
Income Tax Act, 1961	Income Tax (including interest and penalty)	43.42	8.68	2013-14	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax (including interest and penalty)	25.85	-	2011-12	Commissioner (Appeals)

viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. The provisions of Section 197 read with Schedule V to the Act are applicable only to public companies. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act. Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act, and accordingly, to this extent, the provisions of Clause 3(xiii) of the Order are not applicable to the Company.

xiv The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

Price Waterhouse Chartered Accountants LLP * Gurgaon *

Annexure B to Independent Auditors' Report
Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Etechaces Marketing and Consulting Private Limited on the financial statements for the year ended March 31, 2019

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Amitesh Dutta
Partner
Membership Number: 058507
UDIN: 19058507AAAABH3016

Place: Gurugram
Date: July 30, 2019

Etechaces Marketing and Consulting Private Limited
Balance Sheet

	Notes	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
ASSETS			
Non-current assets			
Property, plant and equipment	4	90.08	168.18
Intangible assets	5	91.79	10.34
Financial assets			
(i) Investments	6(a)	55,603.83	23,900.74
(ii) Loans	6(c)	383.63	327.76
Deferred tax assets (Net)	22	-	943.02
Current Tax Assets (Net)	7	1,519.38	1,271.25
Other non-current assets	8	575.01	60.13
Total non-current assets		**58,263.72**	**26,681.42**
Current assets			
Financial assets			
(i) Investments	6(b)	10,321.80	64,590.15
(ii) Trade receivables	6(d)	413.23	2,755.70
(iii) Cash and cash equivalents	6(e)	4,715.77	1,544.95
(iv) Bank balances other than (iii) above	6(f)	15,478.63	74.03
(v) Loans	6(c)	3,465.23	-
(vi) Other financial assets	6(g)	3,777.14	184.12
Other current assets	9	370.30	1,054.65
Total current assets		**38,542.10**	**70,203.60**
Total assets		**96,805.82**	**96,885.02**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	10(a)	3.80	3.61
Instruments entirely equity in nature	10(b)	83.87	83.87
Other Equity			
Reserves and surplus	10(c)	95,574.65	92,082.15
Total equity		**95,662.32**	**92,169.62**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Other financial liabilities	11(b)	146.57	172.68
Employee benefit obligations	12	112.26	60.81
Other non-current liabilities	13	25.85	-
Total non-current liabilities		**284.68**	**233.49**
Current liabilities			
Financial Liabilities			
(i) Trade payables			
(a) total outstanding dues of micro and small enterprises	11(a)	-	0.51
(b) total outstanding dues other than (i) (a) above	11(a)	246.17	4,026.98
(ii) Other financial liabilities	11(b)	398.45	251.75
Employee benefit obligations	12	135.95	37.73
Other current liabilities	13	78.25	164.93
Total current liabilities		**858.82**	**4,481.90**
Total liabilities		**1,143.50**	**4,715.39**
Total equity and liabilities		**96,805.82**	**96,885.02**

The above balance sheet should be read in conjunction with the accompanying notes.

This is the Balance Sheet referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Amitesh Dutta
Partner
Membership No. 058507
UDIN: 19058507AAAABH3016

Place: Gurugram
Date: July 30, 2019

For and on behalf of the Board of Directors

Yashish Dahiya
Director
DIN : 00706336

Place: Gurugram
Date: July 30, 2019

Alok Bansal
Director
DIN : 01653526

Place: Gurugram
Date: July 30, 2019

Bhaskar Joshi
Company Secretary
M. No. F8032

Place: Gurugram
Date: July 30, 2019

ETECHACES Marketing and Consulting Pvt. Ltd.

Etechaces Marketing and Consulting Private Limited
Statement of Profit and Loss

	Notes	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
Revenue from operations	14	4,995.32	7,914.96
Other income	15	3,413.47	2,465.84
Total income		**8,408.79**	**10,380.80**
Expenses:			
Employee benefit expense	16	7,759.07	3,783.80
Depreciation and amortisation expense	17	103.44	287.59
Advertising and promotion expenses	18	442.93	6,720.90
Network, internet and other direct expenses	19	88.55	664.43
Administration and other expenses	20	653.26	1,045.90
Total expenses		**9,047.25**	**12,502.62**
Profit/(Loss) before tax		**(638.46)**	**(2,121.82)**
Income tax expense :			
Current Tax	21	-	-
Deferred tax	21	943.02	2,551.55
Total tax expense		**943.02**	**2,551.55**
Profit/(Loss) for the year		**(1,581.48)**	**(4,673.37)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of post employment benefit obligations [Gain/(Loss)]	12	**16.60**	**(3.94)**
Income tax relating to these items		-	-
Other comprehensive income for the year, net of tax		**16.60**	**(3.94)**
Total comprehensive income for the year		**(1,564.88)**	**(4,677.31)**
Earnings per equity share: [Nominal value per share Rs.10/- (March 31, 2018: Rs.10/-)]			
Basic (in Rs.)	26	(4,202)	(12,966)
Diluted (in Rs.)	26	(4,202)	(12,966)

The above statement of profit and loss should be read in conjunction with the accompanying notes.

This is the Statement of Profit and Loss referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Amitesh Dutta
Partner
Membership No. 058507
UDIN: 19058507AAAABH3016

Place: Gurugram
Date: July 30, 2019

For and on behalf of the Board of Directors

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DIN : 00706336

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DIN : 01653526

Place: Gurugram
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Bhaskar Joshi
Company Secretary
M. No. F8032

Place: Gurugram
Date: July 30, 2019

ETECHACES Marketing and Consulting Pvt. Ltd.

Etechaces Marketing and Consulting Private Limited
Statement of changes in equity

I) Equity share capital

(Rs. in Lakhs)

Particulars	Notes	Amount
As at April 1, 2017		3.60
Changes in equity share capital	10(a)	0.01
As at March 31, 2018		3.61
Changes in equity share capital	10(a)	0.19
As at March 31, 2019		3.80

II) Instruments entirely equity in nature (Compulsorily Convertible Preference Shares)

(Rs. in Lakhs)

Particulars	Notes	Amount
As at April 1, 2017		64.17
Changes in instruments entirely equity in nature	10(b)	19.70
As at March 31, 2018		83.87
Changes in instruments entirely equity in nature	10(b)	-
As at March 31, 2019		83.87

III) Other equity

Reserves and surplus

(Rs. in Lakhs)

Particulars	Notes	Securities premium	Retained earnings	Equity settled share based payment reserve	General Reserve	Total
Balance as at April 1, 2017		51,345.14	(10,439.27)	3,323.43	1.73	44,231.03
Profit/(Loss) for the year	10(c)	-	(4,673 37)	-	-	(4,673 37)
Other comprehensive income	10(c)	-	(3 94)	-	-	(3 94)
Group Settled share based payment		-	-	670 46	-	670 46
Employee share-based payment expense	16			604 88	-	604 88
Transfer to Securities Premium for exercise of options		-	-	(106 99)	-	(106 99)
Total comprehensive income for the year		-	(4,677.31)	-	-	(4,677.31)
Transactions with owners in their capacity as owners:						
Exercise of options- transferred from Equity settled share based payment reserve	10(c)	106 99	-	-	-	106 99
Issue of equity shares	10(c)	51,253 07	-	-	-	51,253 07
Balance as at March 31, 2018		102,705.20	(15,116.56)	4,491.78	1.73	92,082.15
Profit/(Loss) for the year	10(c)	-	(1,581 48)	-	-	(1,581 48)
Other comprehensive income	10(c)	-	16 60	-	-	16 60
Group Settled share based payment				715 49		715 49
Employee share-based payment expense	16	-	-	4,341 89		4,341 89
Transfer to Securities Premium for exercise of options	16	-	-	(290 13)		(290 13)
Total comprehensive income for the year		-	(1,564.88)	-	-	(1,564.88)
Transactions with owners in their capacity as owners:						
Exercise of options- transferred from Equity settled share based payment reserve	10(c)	290 13	-	-	-	290 13
Issue of equity shares	10(a)	-	-	-	-	-
Balance as at March 31, 2019		102,995.33	(16,681.44)	9,259.03	1.73	95,574.65

The above statement of changes of equity should be read in conjunction with the accompanying notes.

This is the Statement of changes in equity referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Amitesh Dutta
Partner
Membership No. 058507
UDIN: 19058507AAAABH3016

For and on behalf of the Board of Directors

Yashish Dahiya
Director
DIN : 00706336

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Bhaskar Joshi
Company Secretary
M. No. F8032

Place: Gurugram
Date: July 30, 2019

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Date: July 30, 2019

Etechaces Marketing and Consulting Private Limited
Statement of cash flows

Particulars	Notes	March 31, 2019 (Rs. in Lakhs)	March 31, 2018 (Rs. in Lakhs)
Cash flow from operating activities			
Profit/(Loss) before income tax		(638.46)	(2,121.82)
Adjustments for :			
Depreciation and amortization expense	17	103.44	287.59
Loss on property, plant and equipment written off	20	0.49	-
Gain on sale of investments	15	(3,195.22)	(2,208.06)
Provisions for doubtful debts	6(d)	40.41	9.91
Liabilities no longer required written back	15	(0.57)	-
Unwinding of discount on security deposits	15	(29.46)	(25.60)
Income accrued but not due	15	(22.85)	(0.48)
Interest income classified as investing cash flow	15	(17.95)	(107.07)
Interest income from financial assets at amortised cost - loan to subsidiary	15	(124.45)	
Changes in fair value of financial assets at fair value through profit or loss	15	(21.80)	(90.15)
Employee share-based payment expense	25(b)	4,341.89	604.88
Change in operating assets and liabilities			
(Increase)/Decrease in trade receivables	6(d)	2,302.06	266.07
Increase/(Decrease) in trade payables	11(a)	(3,780.75)	(1,454.05)
Decrease in other non-current assets	8	(514.89)	25.14
Increase in other current financial liabilities	11(b)	146.70	87.81
(Increase)/Decrease in other current assets	9	684.35	(674.07)
(Increase) in current tax assets	7	(483.81)	(1,616.28)
(Increase)/Decrease in other financial assets	6(g)	(3,570.17)	484.36
Increase in employee benefit obligations	12	166.27	49.91
Increase/(Decrease) in other current liabilities	13	(86.68)	(96.07)
(Increase) in loans-non-current	6(c)	(26.41)	(4.75)
Increase/(Decrease) in other non-current financial liabilities	11(b)	(26.10)	59.34
Increase in other non-current financial liabilities	13	25.85	
(Increase) in other bank balances	6(f)	(15,404.60)	(4.42)
Cash (outflow)/inflow from operations		**(20,132.72)**	**(6,527.81)**
Income taxes paid	7	248.13	808.14
Net cash (outflow)/inflow from operating activities		**(19,884.59)**	**(5,719.67)**
Cash flows from investing activities			
Purchase of property, plant and equipment	4,5	(107.28)	(198.32)
Investment in shares of subsidiaries	6(a)	(30,987.59)	(2,089.50)
Loans to employees		(3.23)	-
Loans to subsidiary company	6(c)	(3,350.00)	-
Purchase of current investments	6(b)	(20,762.34)	(64,500.00)
Proceeds from sale of current investments	6(b)	78,247.71	20,422.71
Interest received	15	17.95	107.55
Net cash (outflow) from investing activities		**23,055.22**	**(46,257.58)**
Cash flows from financing activities			
Proceeds from issue of shares (including security premium)	10(a)	0.19	51,272.78
Net cash inflow from financing activities		**0.19**	**51,272.78**
Net (decrease)/increase in cash and cash equivalents		3,170.82	(704.47)
Cash and cash equivalents at the beginning of the financial year	6(e)	1,544.95	2,249.42
Cash and cash equivalents at end of the year		**4,715.77**	**1,544.95**

Reconciliation of cash and cash equivalents as per cash flow statement
Cash and cash equivalents as per above comprise of the following

	March 31, 2019 (Rs. in Lakhs)	March 31, 2018 (Rs. in Lakhs)
Balances with Bank [Refer note 6 (e)]	214.71	1,543.38
Deposits with maturity of less than 3 months [Refer note 6 (e)]	4,500.00	-
Cash on hand [Refer note 6 (e)]	1.06	1.57
Balances per statement of cash flows	**4,715.77**	**1,544.95**

Notes:

1. The above Statement of Cash Flows has been prepared under the Indirect Method as set out in the Indian Accounting Standard [Ind AS -7 on "Statement of Cash Flows"].
2. Figures in brackets indicate cash outflow.

The above cash flow statement should be read in conjunction with the accompanying notes.

This is the Cash Flow Statement referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Amitesh Dutta
Partner
Membership No. 058507
UDIN: 19058507AAAABH3016

For and on behalf of the Board of Directors

Yashish Dahiya
Director
DIN : 00706336

Alok Bansal
Director
DIN : 01653526

Bhaskar Joshi
Company Secretary
M. No. F8032

ETECHACES Marketing and Consulting Pvt. Ltd. *

Place: Gurugram
Date: July 30, 2019

Place: Gurugram
Date: July 30, 2019

Place: Gurugram
Date: July 30, 2019

Place: Gurugram
Date: July 30, 2019

Etechaces Marketing and Consulting Private Limited
Notes forming part of the financial statements for the year ended March 31, 2019

Note 1: General Information

Etechaces Marketing and Consulting Private Limited ("the Company" or "Etechaces") is a private limited Company incorporated on 4th June 2008 under the provisions of the Companies Act, 1956 having its registered office at Plot no.119, Sector 44, Gurugram, Haryana.

The Company is an integrated online marketing and consulting company and is in the business of rendering online marketing and information technology consulting & support services largely for the financial service industry, including insurance.

Note 2: Significant Accounting Policies

The principal accounting policies applied in the preparation of financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated:

2.1 Basis of preparation of financial statements

a. Compliance with IND AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

b. Historical Cost Convention

The financial statements have been prepared on the historical cost basis, except for the following items:
- Certain financial assets measured at fair value;
- Defined benefit plans - plan assets measured at fair value; and
- Share based payments

c. Current and non-current classification

All assets and liabilities have been classified as current or non-current as per Company's operating cycle and other criteria set out in the Schedule III, (Division II) to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

d. New and amended standards adopted by the Company

The Company has applied the Ind AS 115, "Revenue from Contracts with Customers" for the first time for their annual reporting period commencing 1 April 2018. Refer note 2.1(h) for change its accounting policies for adoption of Ind AS 115.

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e. Property, plant and equipment

All items of property, plant and equipment are carried at cost less accumulated depreciation / amortization and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is recognised so as to write off the cost of assets less their residual values over the useful lives, using the straight line method. The useful lives have been determined based on technical evaluation done by the management's expert which in some cases are different as those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

The residual values of the assets are assessed to be nil. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit or loss.

The useful lives of assets have been considered as follows:

Description	Useful life
Computers	3 years
Furniture & Fixtures*	7 years
Office Equipment*	3 years
Lease Hold Improvements	Period of Lease or 3 years whichever is earlier

* For these class of assets, based on internal assessment the management believes that the useful lives as given above best represents the period over which the management expects to use these assets. Hence, useful lives of these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

f. Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected

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Yashil Dahiya

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useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

The Company has software licenses under intangible assets which are amortized over a period of 3 years.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

g. Impairment of assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

h. Revenue recognition

Accounting policy applied till March 31, 2018

Revenue is measured at the fair value of the consideration received or receivable net of goods and service tax (GST).

Revenue from services: The Company recognizes revenue from services when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's services as described below.

- Online marketing and consulting services
- Marketing support services
- Commission on web aggregation of financial products
- IT Support Services
- Sale of Leads

Timing of recognition: Revenue from above services is recognized in the accounting period in which the services are rendered.

Revenue in excess of billing of web aggregator services is included as unbilled revenue in other current financial assets.

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Changes in accounting policies:

The Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 on March 28, 2018 which includes Ind AS 115 'Revenue from Contracts with Customers' effective from reporting periods beginning on or after April 01, 2018. Effective April 1, 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers" using the modified retrospective transition method, which is applied to contracts that are not completed on or before March 31, 2018. Accordingly, the comparatives have not been retrospectively restated. The Company has evaluated and there is no impact on the financial statements including retained earnings as at April 01, 2018 resulting from the implementation of this standard.

No Significant judgements have been made by the company in applying Ind AS 115 that significantly affect the determination of the amount and timing of revenue from contracts with customers.

Accounting policy applied from April 1, 2018

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue when it transfers control over a promised service to a customer.

Sale of services

The Company earns revenue from services as described below:

- Online marketing and consulting services
- Marketing support services
- Commission on web aggregation of financial products
- IT Support Services
- Sale of Leads

Revenue from above services is recognized when the control in services is transferred as per the terms of the agreement with customer. Revenues are disclosed net of the Goods and Service tax charged on such services. In terms of the contract, excess of revenue over the billed at the year-end is carried in the balance sheet as unbilled revenue under other financial assets where the amount is recoverable from the customer without any future performance obligation. Cash received before the services are delivered is recognised as a contract liability, if any.

Revenue from above services is recognized in the accounting period in which the services are rendered. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Intellectual Property Rights (IPR) Fees

Income from IPR fees is recognised on an accrual basis in accordance with the substance of the relevant agreements.

i. Foreign currency transactions

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency') i.e. Indian rupee (INR), which is Etechaces Marketing and Consulting Private Limited's functional and presentation currency.

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Transactions and balances

Initial recognition: On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transactions.

Subsequent recognition: As at the reporting date, foreign currency monetary items are translated using the closing rate and non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Exchange gains and losses arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the year or in previous financial statements are recognised in profit or loss in the year in which they arise.

Group Companies:

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates
- All resulting exchange differences are recognised in other comprehensive income

When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

j. Employee benefits

Employee benefits include Provident Fund, Employee State Insurance scheme, Gratuity, Compensated absences and Share based payments.

i) Defined contribution plans
The Company's contributions to Provident Fund and Employee State Insurance scheme are considered as contribution to defined contribution plan and charged as an expense based on the amount of contributions required to be made as and when services are rendered by the employees.

ii) Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Re-measurement, comprising actuarial gains and losses , the effect of the changes to the asset ceiling and the return on plan asset (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined liability or asset.

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iii) Short-term obligations

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the services.

These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:
(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences;
(b) in case of non-accumulating compensated absences, when the absences occur.

iv) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations in relation to compensated absences are presented as current liabilities in the balance sheet as the Company does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

v) Share-based payments

The Company operates a number of equity settled, employee share based compensation plans, under which the Company receives services from employees as consideration for equity shares of the Company. The Company has granted stock options to its employees and employees of its subsidiaries.

The fair value of the employees services received in exchange for the grant of the options is determined by reference to the fair value of the options as at the Grant Date and is recognised as an 'employee benefits expenses' with a corresponding increase in equity. The total expense is recognised over the vesting period which is the period over which the applicable vesting condition is to be satisfied. The total amount to be expensed is determined by reference to the fair value of the options granted:

1. including any market performance conditions (e.g., the entity's share price)
2. excluding the impact of any service and non-market performance vesting conditions, and
3. including the impact of any non-vesting conditions

At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The expense relating to options granted to the employees of subsidiaries is not cross charged to the subsidiaries. Therefore, the fair value of the employees' services received by these subsidiaries (determined by reference to the fair value of the options as at the Grant Date) is recognised as an 'investment in subsidiaries' with a corresponding increase in equity.

k. Treasury shares (Shares held by the ESOP Trust)

The Company has created an Employee Stock Option Plan Trust (ESOP Trust) for providing share-based payment to its employees. The Company uses Trust as a vehicle for transferring shares to employees under the employee remuneration schemes. The Company allots shares to ESOP Trust.

The Company treats ESOP trust as its extension and shares held by ESOP Trust are treated as treasury shares. Share options exercised during the reporting period are satisfied with treasury shares.

The consideration paid for treasury shares including any directly attributable incremental cost is presented as a deduction from total equity, until they are cancelled, sold or reissued. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/ from retained earnings.

l. Leases

As a lessee
Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

m. Earnings per share (EPS)

Basic earnings per share are computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares, except where results are anti-dilutive.

n. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

o. Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses to the extent that is probable that tax profits will be available against which those deductible temporary differences can be utilized.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

p. Provisions and contingencies

A provision is recognized when the Company has a present legal or constructive obligation as a result of past event 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. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities and contingent assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the 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 assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate. A contingent asset is disclosed, where an inflow of economic benefits is probable. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

q. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Classification:
The Company classifies its financial assets in the following measurement categories

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• those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss), and
• those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Initial Recognition:
At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement:
After initial measurement, financial assets classified at amortised cost 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 amortisation is included in finance income in the profit or loss.

Financial assets at fair value through other comprehensive income are carried at fair value at each reporting date. Fair value changes are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to statement of profit and loss.

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognized in the statement of profit and loss.

Debt instruments
Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instruments that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income/ (expenses). Interest income from these financial assets is included in other income using the effective interest rate method.

- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are

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measured at fair value through profit or loss. A gain or loss on a debt instruments that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the Statement of Profit and Loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 31 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

A financial asset is derecognized only when
• The Company has transferred the rights to receive cash flows from the financial asset or
• retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Income recognition

Interest income
Interest income from fixed deposits is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

r. Financial liabilities and equity instruments

Initial recognition and measurement

Financial liabilities are recognised initially at fair value minus transaction costs that are directly attributable to the issue of financial liabilities. Financial liabilities are classified as subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective rate of interest.

Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR

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method. Gains and losses are recognised in Statement of Profit or Loss when the liabilities are derecognised as well as through the EIR amortisation process.

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 amortisation is included as finance costs in the statement of profit and loss.

De-recognition of financial liabilities

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.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of any entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

s. Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency.

t. Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Refer Note 33

u. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III (Division II), unless otherwise stated.

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Note 3: Critical estimates and Judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Critical estimates and judgements

The areas involving critical estimates or judgements are:

- Estimated useful life of tangible assets – Management reviews its estimate of the useful lives of property, plant and equipment at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economy obsolescence that may change the utility of property, plant and equipment.

- Estimation of defined benefit obligation- Note 12
- Recognition of deferred tax assets for carried forward tax losses – Note 22

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Note 4 : Property, plant and equipment

(Rs. in Lakhs)

Particulars	Computers	Office Equipment	Furniture & Fixtures	Leasehold Improvements	Total
Year ended March 31, 2018					
Gross carrying amount					
Opening gross carrying amount	363.09	56.98	13.16	-	433.23
Additions	124.29	3.99	12.18	50.73	191.19
Disposals	-	-	-	-	-
Closing gross carrying amount	**487.38**	**60.97**	**25.34**	**50.73**	**624.42**
Accumulated Depreciation					
Opening accumulated depreciation	181.91	33.91	3.51	-	219.33
Depreciation charge during the year	191.86	21.37	12.32	11.36	236.91
Disposals	-	-	-	-	-
Closing accumulated depreciation	**373.77**	**55.28**	**15.83**	**11.36**	**456.24**
Net carrying amount	**113.61**	**5.69**	**9.51**	**39.37**	**168.18**
Year ended March 31, 2019					
Gross carrying amount					
Opening gross carrying amount	487.38	60.97	25.34	50.73	624.42
Additions	11.88	-	0.57	-	12.45
Disposals	(285.97)	(35.96)	(13.77)	-	(335.70)
Closing gross carrying amount	**213.29**	**25.01**	**12.14**	**50.73**	**301.17**
Accumulated Depreciation					
Opening accumulated depreciation	373.77	55.28	15.83	11.36	456.24
Depreciation charge during the year	67.23	3.62	2.29	16.91	90.05
Disposals	(285.47)	(35.96)	(13.77)	-	(335.20)
Closing accumulated depreciation	**155.53**	**22.94**	**4.35**	**28.27**	**211.09**
Net carrying amount	**57.76**	**2.07**	**7.79**	**22.46**	**90.08**

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Note 5 : Intangible assets

(Rs. in Lakhs)

Particulars	Computer Software	Total
Year ended March 31, 2018		
Gross carrying amount		
Opening gross carrying amount	106.04	106.04
Additions	7.14	7.14
Disposals	-	-
Closing gross carrying amount	**113.18**	**113.18**
Accumulated amortisation		
Opening accumulated amortisation	52.16	52.16
Amortisation charge during the year	50.68	50.68
Disposals	-	-
Closing accumulated amortisation	**102.84**	**102.84**
Closing net carrying amount	**10.34**	**10.34**
Year ended March 31, 2019		
Gross carrying amount		
Opening gross carrying amount	113.18	113.18
Additions *	94.84	94.84
Disposals	(54.91)	(54.91)
Closing gross carrying amount	**153.11**	**153.11**
Accumulated amortisation		
Opening accumulated amortisation	102.84	102.84
Amortisation charge during the year	13.39	13.39
Disposals	(54.91)	(54.91)
Transfers	-	-
Closing accumulated amortisation	**61.32**	**61.32**
Closing net carrying amount	**91.79**	**91.79**

* includes Rs. 64.40 lakhs for a software purchased during the year for "Human capital management and payroll solutions", which has not been put to use till March 31, 2019. This software has not been amortised during the year.

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Note 6 : Financial assets

Note 6(a) : Non-current Investments

Particulars	As at March 31, 2019			As at March 31, 2018		
	No. of Shares	Face value per share (Rs*)	(Rs. in Lakhs)	No. of Shares	Face value per share (Rs*)	(Rs. in Lakhs)
Investments in Equity investments of subsidiary companies (Fully paid up)						
Unquoted						
Policybazaar Insurance Web Aggregator Private Limited	53,105,282.00	10	31,949.99	43,298,975.00	10	12,950.00
Add: Other Equity Contribution (Employee stock options granted to the employees of subsidiary)			1,515.21			1,191.49
- (One Share (March 2018- one share) is held by the nominee of the Company)						
Sub-total			**33,465.21**			**14,141.49**
Paisabazaar Marketing and Consulting Private Limited	26,870,413.00	10	17,480.00	21,460,980.00	10	8,480.00
Add: Other Equity Contribution (Employee stock options granted to the employees of subsidiary)			1,122.19			776.35
- (One Share (March 2018- one share) is held by the nominee of the Company)						
Sub-total			**18,602.19**			**9,256.35**
Icall Support Services Private Limited	100,140.00	100	2,479.50	100,140.00	100	2,479.50
Less: Impairment in value of investment			(2,069.10)			(2,069.10)
- (One Share (March 2018- one share) is held by the nominee of the Company)						
Sub-total			**410.40**			**410.40**
PB Fintech FZ-LLC	4,500.00	AED 1000	878.10	500.00	AED 1000	89.50
Sub-total			**878.10**			**89.50**
Policybazaar Insurance Broking Private Limited	740,000.00	10	74.00	740,000.00	10	74.00
Less: Impairment in value of investment			(72.00)			(72.00)
- (One Share (March 2018- one share) is held by the nominee of the Company)						
Sub-total			**2.00**			**2.00**
Docprime Technologies Private Limited (Formerly, Panacea Techno Services Private Limited)	3,234,042.00	10	2,200.00	10,000.00	10	1.00
Add: Other Equity Contribution (Employee stock options granted to the employees of subsidiary)			45.93			
- (One Share (March 2018- one share) is held by the nominee of the Company)						
Sub-total			**2,245.93**			**1.00**
Accurex Marketing and Consulting Private Limited.	451,000.00	10	45.10	451,000.00	10	45.10
Less: Impairment in value of investment			(45.10)			(45.10)
- (One Share (March 2018- one share) is held by the nominee of the Company)						
Sub-total			-			-
Total Non- Current Investments			**55,603.83**			**23,900.74**
Aggregate amount of quoted investments & market value thereof			-			-
Aggregate amount of unquoted investments			**55,603.83**			**23,900.74**
Aggregate provision for diminution in value of investments			**2,186.20**			**2,186.20**

* Unless otherwise stated

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Note 6(b) : Current Investments

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Units	(Rs. in Lakhs)	No. of Units	(Rs. in Lakhs)
Investment in mutual funds				
Quoted				
Axis Treasury Advantage Fund - Direct Growth	70,065.64	1,503.41	212,361.29	4,206.57
ICICI Prudential Money Market Fund - Direct Plan - Growth	577,807.57	1,503.23		
Reliance Liquid Fund - Direct Plan Growth Plan - Growth option	21,952.60	1,001.45	-	-
Aditya Birla Sun Life Money Manager Fund - Growth Direct Plan	398,259.61	1,002.42	-	-
DHFL Pramerica Insta Cash Fund - Direct Plan - Growth	330,326.04	802.66	-	-
Franklin India Savings Fund Retail Option - Direct - Growth Plan	2,852,798.45	1,002.33	-	-
HDFC Money Market Fund - Direct Plan - Growth Option	38,363.82	1,503.60	-	-
Invesco India Money Market Fund - Direct Plan Growth option	46,133.65	1,001.20	-	-
L&T India Liquid Fund - Direct - Growth	39,080.85	1,001.50		
Aditya Birla Sun Life Saving Fund - Growth - Direct Plan	-	-	349,586.18	1,202.31
Aditya Birla Sun Life Short Term Fund- Growth - Direct Plan	-	-	1,798,447.94	1,201.73
Axis Short Term Fund - Direct Plan - Growth	-	-	6,113,901.99	1,200.87
DHFL Pramerica Ultra Short Term Fund - Direct Plan - Growth	-	-	5,637,005.06	1,202.52
DSP BlackRock Short Term Fund - Regular Plan - Growth	-	-	13,568,382.95	4,004.11
Edelweiss Liquid Fund - Regular Plan Growth	-	-	135,267.66	3,005.16
Franklin India Low Duration Fund - Growth	-	-	25,053,112.60	5,004.51
HDFC Floating Rate Income Fund - Short Term Plan- DP - WS-Growth Option	-	-	3,959,494.37	1,202.99
HDFC Short Term Opportunities Fund - Growth	-	-	26,097,395.48	5,004.10
ICICI Prudential Flexible Income - Regular Plan - Growth	-	-	1,503,111.59	5,010.13
IDFC Corporate Bond Fund Regular Plan- Gr	-	-	33,685,912.55	4,004.65
IDFC Ultra Short Term Fund- Gr-Regular Plan	-	-	4,067,802.13	1,001.71
Indiabulls Liquid Fund - Existing Plan - Growth	-	-	59,261.67	1,001.32
Indiabulls Ultra Short Term Fund - Existing Plan - Gr Reg	-	-	59,395.33	1,001.01
Invesco India Credit Opportunities Fund	-	-	50,503.61	1,001.23
Invesco India Medium Term Bond Fund - Direct Plan Growth	-	-	110,103.95	2,003.27
JM Money Manager Fund - Super Plus Plan - Gr Reg Pl	-	-	10,118,712.74	2,504.57
Kotak Banking & PSU Debt Fund -Growth (Regular Plan)	-	-	5,101,572.31	2,003.60
Kotak Flexi Debit Direct Plan Growth	-	-	5,225,433.93	1,202.64
Reliance Low Duration Fund - Dir- Gr- Plan-Option	-	-	49,307.80	1,202.46
Reliance Short Term Fund - Growth Option	-	-	12,266,364.10	4,005.29
UTI- Short Term Income Fund- Institutional Option - Growth -Regular Plan	-	-	18,950,879.32	4,002.86
UTI- Treasury Advantage Fund- Institutional Plan-Gr	-	-	125,403.34	3,003.54
ICICI Prudential Flexible Income-Direct Plan- Growth	-	-	358,854.04	1,202.45
ICICI Prudential Ultra Short Term Plan - Dir - Growth	-	-	6,570,554.06	1,201.98
Reliance Banking & PSU Debt Fund - Growth Plan	-	-	15,973,037.51	2,002.57
Total current investments		**10,321.80**		**64,590.15**
Aggregate amount of quoted investments and market value thereof		10,321.80		64,590.15
Aggregate amount of unquoted investments		-		-
Aggregate amount of impairment in the value of investments		-		-

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Note 6 (c) : Loans

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Non-current		
Unsecured, considered good		
Security deposits	383.63	327.76
Total	**383.63**	**327.76**
Current		
Unsecured, considered good		
Loan to employees	3.23	-
Loan to subsidiary company*	3,462.00	-
Total	**3,465.23**	-

* The Company has granted, during the year, an unsecured loan amounting to Rs. 3,350 lakhs at interest rate of 7.5% per annum on outstanding principal amount to its wholly owned subsidiary company, Policybazaar Insurance Web Aggregator Private Limited for the purpose of its ordinary business. Loan shall be repaid along with interest on or before March 31, 2020.

Break-up of security details

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Loans considered good - Secured	-	-
Loans considered good - Unsecured	3,465.23	-
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
Total	**3,465.23**	-
Loss allowance	-	-
	3,465.23	-

Note 6(d) : Trade receivables

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Trade receivables	463.55	2,765.61
Less: Loss allowance	(50.32)	(9.91)
Total receivables	**413.23**	**2,755.70**
Current portion	413.23	2,755.70
Non- Current portion	-	-

Break-up of security details

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	413.23	2,755.70
Trade receivables - credit impaired	50.32	9.91
Total	**463.55**	**2,765.61**
Loss allowance	(50.32)	(9.91)
Total	**413.23**	**2,755.70**

Note 6(e) : Cash and cash equivalents

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Balances with bank		
- in current accounts	214.71	1,543.38
Deposits with maturity of less than 3 months	4,500.00	-
Cash on hand	1.06	1.57
Total	**4,715.77**	**1,544.95**

Note 6(f) : Other Bank Balances

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Balances in fixed deposit accounts with original maturity more than 3 months but less than 12 months	15,478.63	74.03
Total	**15,478.63**	**74.03**

Note 6(g) : Other financial assets

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Unbilled revenue	288.46	-
Amount receivable from Subsidiary Companies	3,465.83	183.64
Interest accrued but not due	22.85	0.48
Total other financial assets	**3,777.14**	**184.12**

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Note 7 : Current tax assets (Net)

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Advance income tax (net of provision Rs. Nil, March 31, 2018: Nil)	1,519.38	1,271.25
Total	**1,519.38**	**1,271.25**

Note 8 : Other non-current assets

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Balance with Government Authorities	540.89	-
Prepaid rent	34.12	60.13
Total	**575.01**	**60.13**

Note 9 : Other current assets

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Advance to vendors	15.93	4.63
Balance with Government Authorities	313.30	1,016.32
Prepaid		
- Rent	28.93	26.51
- Other Expense	11.79	6.86
Others	0.35	0.33
Total	**370.30**	**1,054.65**

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Equity

Note 10 (a): Equity share capital

Authorised equity share capital

	Number of shares	Amount (Rs.)
As at April 01, 2017		
- 100,000 (March 31, 2016 : 1,00,000) equity shares of Rs.10/- each	100,000	1,000,000.00
Increase during the year	-	-
As at March 31, 2018	**100,000**	**1,000,000.00**
Increase during the year	-	-
As at March 31, 2019	**100,000**	**1,000,000.00**

(i) Movements in equity share capital

	Number of shares	Amount (Rs.)
As at April 01, 2017	36,018	360,180.00
Add: Shares issued during the year	55	550.00
As at March 31, 2018	**36,073**	**360,730.00**
As at April 01, 2018	36,073	360,730.00
Add: Shares issued during the year	1,944	19,440.00
As at March 31, 2019	**38,017**	**380,170.00**

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has only one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of shareholders holding more than 5% shares in the company

	March 31, 2019		**March 31, 2018**	
	Number of shares	**% holding**	**Number of shares**	**% holding**
Equity Shares:				
Makesense Technologies Limited	11,950.00	31.43%	11,950.00	33.13%
Yashish Dahiya	4,428.00	11.65%	4,843.00	13.43%
Etechaces Employees Stock Option Plan Trust	13,766.00	36.21%	12,470.00	34.57%
Tiger Global Eight Holdings	3,041.00	8.00%	3,041.00	8.43%
	33,185.00	**87.29%**	**32,304.00**	**89.56%**

(iv) There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceeding the reporting date.

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Equity

Note 10 (b): Instruments entirely equity in nature (compulsorily convertible preference shares)

Authorised preference share capital

	Number of shares	Amount (Rs.)
As at April 1, 2017		
- 80,000 (March 31, 2016 : 80,000) preference shares of Rs.100/- each	80,000	8,000,000.00
Increase during the year	110,000	11,000,000.00
As at March 31, 2018	**190,000**	**19,000,000.00**
Increase during the year	-	-
As at March 31, 2019	**190,000**	**19,000,000.00**

(i) Movements in preference share capital:

	Number of shares	Amount (Rs.)
As at April 1, 2017	64,168	6,416,800.00
Add: Shares issued during the year	19,702	1,970,200.00
As at March 31, 2018	**83,870**	**8,387,000.00**
As at April 01, 2018	83,870	8,387,000.00
Add: Shares issued during the year	-	-
As at March 31, 2019	**83,870**	**8,387,000.00**

(ii) Rights, preferences and restrictions attached to shares

The Company has issued 83,870, 0.1% cumulative compulsorily convertible preference shares ('CCCPS'), Series A, Series B, Series C, Series D, and Series E, of Rs. 100 per share. These shares being mandatorily convertible along with other terms and conditions qualify as entirely equity in nature in accordance with Ind AS 32. Following are the terms and conditions of the instrument:

a) Voting right of compulsorily convertible preference shareholders are the same as that of equity shareholders and each holder of compulsorily convertible preference shares is entitled to one vote per share.

b) In addition to and after payment of the Preferential Dividend, each Series A, Series B, Series C, Series D and Series E Preference Share would be entitled to participate pari passu in any dividends paid to the holders of shares of any other class (including Equity Shares) or series on a pro rata, as-if-converted basis.

c) The preferential dividend is payable at the rate of 0.1% per annum.

d) The Preferential Dividend @ 0.1% per annum is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon Shares of any other class or series in the same fiscal year.

(iii) Details of shareholders holding more than 5% shares in the company

	March 31, 2019		March 31, 2018	
	Number of shares	% holding	Number of shares	% holding
Preference Shares:				
Inventus Capital Partners Fund II, Limited	5,145.00	6.13%	5,145.00	6.13%
Claymore Investment (Mauritius) Pt. Ltd	10,290.00	12.27%	10,290.00	12.27%
Internet Fund III Pte. Ltd	12,336.00	14.71%	12,336.00	14.71%
Tiger Global Eight Holdings	15,166.00	18.08%	15,166.00	18.08%
PI Opportunities Fund – I*	480.00	0.57%	5,355.00	6.38%
PI Opportunities Fund – II	6,200.00	7.39%	6,200.00	7.39%
Makesense Technologies Limited	12,006.00	14.32%	7,740.00	9.23%
	61,623.00	**73.47%**	**62,232.00**	**74.19%**

* Shareholding % of PI Opportunities Fund - I has reduced to less than 5 % in FY 2018-19.

(iv) Terms of conversion for compulsorily convertible preference shares

(a) The Company has issued 83,870 compulsorily convertible preference shares upto March 31, 2019, which are convertible into 83,870 equity shares of Rs 10 each at any time at the option of the holder of the preference shares.

(b) The preference shares can be convertible automatically on (i) the expiry of 20 (twenty) years from the date of issue of such Preference Share; or (ii) upon the completion of a Qualified Public Offering and listing of all equity shares of the Company on the relevant stock exchange after such completion in accordance with the terms of the issue, whichever is earlier.

Other Equity

Note 10 (c): Reserve and surplus

(Rs. in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Securities premium	102,995.33	102,705.20
Retained earnings	(16,681.44)	(15,116.56)
Equity settled share based payment reserve	9,259.03	4,491.78
General Reserve	1.73	1.73
Total reserves and surplus	**95,574.65**	**92,082.15**

i) Securities premium

(Rs. in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Opening balance	102,705.20	51,345.14
Additions during the year	-	51,253.07
Exercise of options- transferred from Equity settled share based payment reserve	290.13	106.99
Closing balance	**102,995.33**	**102,705.20**

ii) Retained earnings

(Rs. in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Opening balance	(15,116.56)	(10,439.27)
Net Profit / (Loss) for the period	(1,581.48)	(4,673.37)
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	16.60	(3.94)
Closing balance	**(16,681.44)**	**(15,116.56)**

iii) Equity settled share based payment reserve

(Rs. in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Opening balance	4,491.78	3,323.43
Transfer during the year	5,057.38	1,275.34
Transfer to Securities Premium for exercise of options	(290.13)	(106.99)
Closing balance	**9,259.03**	**4,491.78**

iv) General Reserve

(Rs. in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Balance as at the beginning of the year	1.73	1.73
Add : Transfer during the year from Equity settled share based payment reserve	-	-
Closing balance	**1.73**	**1.73**

Nature and purpose of other reserves:

a) Securities premium

Securities premium is used to record the premium on issue of shares. Securities premium is utilised in accordance with the provisions of the Companies Act, 2013.

b) Equity settled share based payment reserve

Equity settled share based payment reserve is used to recognise the grant date fair value of options issued to the employees of the Company and its subsidiaries under ESOP scheme.

c) General Reserve

General Reserve created on forfeiture of ESOPs in earlier years.

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Note 11 : Financial liabilities

Note 11(a) : Trade payables

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Current		
Trade payables : micro and small enterprises	-	0.51
Trade payables : others	246.17	237.97
Trade payables to related parties (Refer note 27)	-	3,789.01
Total	**246.17**	**4,027.49**

Note 11(b) : Other financial liabilities

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Current		
Employee related payables	328.21	227.15
Other payables	6.06	1.81
Lease equalisation reserve	64.18	22.79
Total	**398.45**	**251.75**
Non-Current		
Lease equalisation reserve	146.57	172.68
Total	**146.57**	**172.68**

Note 12 : Employee benefit obligations

(Rs. in Lakhs)

	March 31, 2019			March 31, 2018		
	Current	Non-current	Total	Current	Non-current	Total
Gratuity	4.30	112.26	116.56	2.88	60.81	63.69
Compensated absences	131.65	-	131.65	34.85	-	34.85
Total employee benefit obligations	**135.95**	**112.26**	**248.21**	**37.73**	**60.81**	**98.54**

(i) Compensated absences

The leave obligations cover the Company's liability for earned leaves. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

The amount of the provision of Rs. 131.65 lakhs (March 31, 2018 – Rs. 34.85 lakhs) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

	March 31, 2019 (Rs. in Lakhs)	March 31, 2018 (Rs. in Lakhs)
Leave obligations not expected to be settled within the next 12 months	123.07	33.23

(ii) Defined contribution plans

a) Provident Fund
The Company has a defined contribution plan in respect of provident fund. Contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year ended March 31, 2019 towards defined contribution plan is Rs. 67.77 Lakhs (March 31, 2018- Rs. 6.03 Lakhs) Refer Note 16

b) Employee State Insurance
The Company has a defined contribution plan in respect of employee state insurance. The expense recognised during the year ended March 31, 2018 towards defined contribution plan is Rs. 4.58 Lakhs (March 31, 2018- Rs. 0.41 Lakhs) Refer Note 16

(iii) Post employment benefit plan obligations- Gratuity

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contribution to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

a) The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

	Present value of obligation (Rs. in Lakhs)	Fair value of plan assets (Rs. in Lakhs)	Net amount (Rs. in Lakhs)
April 1, 2017	34.62	5.94	28.67
Current service cost	17.41	-	17.41
Past Service Cost	31.51		31.51
Interest Cost	2.60	-	2.60
Expected return on plan assets		0.45	(0.45)
Total amount recognised in profit or loss	**51.52**	**0.45**	**51.07**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	0.02	0.02
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	(31.51)		(31.51)
Experience (gains)/losses	35.43	-	35.43
Total amount recognised in other comprehensive income	**3.92**	**0.02**	**3.94**
Employer contributions	-	20.00	(20.00)
Benefit payments	-	-	-
March 31, 2018	**90.06**	**26.37**	**63.69**

April 1, 2018	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2018	90.06	26.37	63.69
Current service cost	68.63	-	68.63
Past Service Cost	0.00		-
Interest expense/(income)	6.84	-	6.84
Expected return on plan assets		2.00	(2.00)
Total amount recognised in profit or loss	75.47	2.00	73.47
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	0.22	0.22
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	(0.81)		(0.81)
Experience (gains)/losses	(16.00)	-	(16.00)
Total amount recognised in other comprehensive income	**(16.81)**	**0.22**	**(16.60)**
Employer contributions	-	4.00	(4.00)
Benefit payments	-	-	-
March 31, 2019	**148.72**	**32.15**	**116.56**

b) The net liability disclosed above relates to funded plans are as follows:

	March 31, 2019 (Rs. in Lakhs)	March 31, 2018 (Rs. in Lakhs)
Present value of funded obligations	148.72	90.06
Fair value of plan assets	32.15	26.37
Deficit of funded plan	**116.57**	**63.69**
Unfunded plans	-	-
Deficit of gratuity plan	**116.57**	**63.69**

c) The significant actuarial assumptions were as follows:

	Employees Gratuity Fund		Compensated absences	
	March 31, 2019	**March 31, 2018**	**March 31, 2019**	**March 31, 2018**
Discount Rate (per annum)	7.6%	7.5%	7.6%	7.5%
Rate of Increase in Compensation levels (p.a.)	12.0%	12.0%	12.0%	12.0%
Attrition Rate				
18 years to 30 years	15.00%	15.00%	15.00%	15.00%
30 years to 44 years	9.00%	9.00%	9.00%	9.00%
44 years to 58 years	0.00%	0.00%	0.00%	0.00%
Expected average remaining working lives of employees (years)	29.60	28.10	29.60	28.10

Assumptions regarding future mortality for pension are set based on actuarial advice in accordance with published statistics and experience. The discount rate assumed is determined by reference to market yield at the balance sheet date on government bonds. The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market.

d) Sensitivity analysis:

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Impact on defined benefit obligation

	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
	March 31, 2019	**March 31, 2018**	**March 31, 2019**	**March 31, 2018**	**March 31, 2019**	**March 31, 2018**
Discount rate	1%	1%	-10%	-7%	12%	8%
Salary growth rate	1%	1%	11%	7%	-9%	-6%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. Assumptions other than discount rate and salary growth rate are not material for the Company.

e) The major categories of plans assets are as follows:

Funds Managed by Insurer* - 100%
*The Funds are managed by Life Insurance Corporation. They do not provide breakup of plan assets by investment type.

f) Risk exposure

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Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility:
The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. The gratuity fund is administered through Life Insurance Corporation of India under its group gratuity scheme. Accordingly almost the entire plan asset investments is maintained by the insurer. These are subject to interest rate risk which is managed by the insurer.

Changes in bond yields: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' assets maintained by the insurer. The gratuity fund is administered through Life Insurance Corporation (LIC) of India under its Group Gratuity Scheme.

g) Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 22 years (2018 - 18 years).
The expected maturity analysis of undiscounted post employment benefit plan (gratuity) is as follows :

	Less than a year (Rs. in Lakhs)	Between 1 - 2 years (Rs. in Lakhs)	Between 2 - 5 years (Rs. in Lakhs)	Over 5 years (Rs. in Lakhs)	Total (Rs. in Lakhs)
March 31, 2019					
Defined benefit obligation (Gratuity)	4.30	5.29	24.78	108.08	**142.45**
Total	**4.30**	**5.29**	**24.78**	**108.08**	**142.45**
March 31, 2018					
Defined benefit obligation (Gratuity)	3.32	3.47	12.67	47.73	**67.19**
Total	**3.32**	**3.47**	**12.67**	**47.73**	**67.19**

Note 13 : Other current liabilities

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Current		
Statutory dues including provident fund and tax deducted at source	78.25	164.93
Total	**78.25**	**164.93**
Non-Current		
Provision for litigation liability	25.85	-
Total	**25.85**	-

Note 14 : Revenue from operations

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
Sale of Services (net of applicable taxes):		
Online marketing and consulting	1,830.61	5,816.65
Marketing support services	657.12	1,253.45
Commission from web aggregation of financial products	110.78	180.13
IT support services	72.00	549.03
Sale of Leads	-	115.70
Other operating revenues:		
Intellectual property rights (IPR) fees (Refer note 27)	2,324.81	-
	4,995.32	7,914.96

Note 15 : Other income

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
Net gain on sale of investments	3,195.22	2,208.06
Interest income from financial assets at amortised cost		
(a) Deposits with banks	17.95	107.07
(b) Loan to subsidiary company	124.45	-
Interest accrued but not due	22.85	0.48
Bad debts recovered	-	34.48
Net gain on foreign currency transaction and translations	1.17	-
Net gain on financial assets carried at fair value through profit or loss	21.80	90.15
Unwinding of discount on security deposits	29.46	25.60
Liabilities no longer required written back	0.57	-
	3,413.47	**2,465.84**

Note 16 : Employee benefit expense

		Year ended March 31, 2019 (Rs. in Lakhs)		Year ended March 31, 2018 (Rs. in Lakhs)
Salaries, Wages and Bonus (net)	3,091.57		794.14	
Add: Salary charged by subsidiary companies*	-	3,091.57	2,299.69	3,093.83
Contributions to Provident and Other funds (Refer note 12)		72.35		6.44
Compensated absences		99.13		18.84
Gratuity (Refer note 12)		73.47		51.08
Staff welfare expenses		80.66		8.73
Employee share-based payment expense [Refer note 25(b)]		4,341.89		604.88
		7,759.07		**3,783.80**

*As per the agreement with subsidiary companies, salary costs of subsidiary companies were shared with Etechaces Marketing and Consulting Private Limited ("the Company"), commensurate with support provided to the Company, by the employees of subsidiary companies till March 31, 2018. Given the focus on growing their own business, the employees of the subsidiary companies have not provided any support to the Company during the year. Thus, no salary costs have been shared by subsidiary companies with the Company during the year (March 31, 2018 - Rs. 2,299.69 lakhs).

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Note 17 : Depreciation and amortisation expense

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
Depreciation of property, plant and equipment	90.05	236.91
Amortisation of intangible asset	13.39	50.68
Total	**103.44**	**287.59**

Note 18 : Advertising and promotion expenses

		Year ended March 31, 2019 (Rs. in Lakhs)		Year ended March 31, 2018 (Rs. in Lakhs)
Advertisement expenses	434.12		45.15	
Add: Cost charged to holding company (Refer note 27)	-	434.12	6,672.03	6,717.18
Business promotion expenses		8.81		3.72
		442.93		**6,720.90**

Note 19 : Network, internet and other direct expenses

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
Internet and server charges	44.95	634.28
Computer and equipment rental	0.35	-
IT consultancy charges	23.12	3.39
Communication expenses	20.13	26.76
	88.55	**664.43**

Note 20 : Administration and other expenses

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
Electricity and water expenses (Refer note 28)	22.09	6.45
Legal and professional charges	156.56	633.28
Rent [Refer note 24 (b) & 28]	125.03	126.65
Repair and maintenance - others	3.79	3.70
Security and housekeeping expenses	11.32	13.32
Office expense	7.17	0.23
Travel and conveyance	130.99	105.44
Recruitment expenses	36.03	3.00
Rates and taxes	14.08	72.54
Insurance	11.60	2.19
Printing and stationery	1.30	1.73
Postage and courier expense	0.27	0.07
Payment to auditors		
As Auditor:		
Audit fee	24.50	24.50
Tax audit fee	0.50	0.50
Certification Fees	3.06	1.02
Reimbursement of expenses	2.09	2.16
In other capacities:		
Other services	-	11.00
Payment gateway charges	13.48	18.92
Bank charges	1.04	1.93
Training and seminar	20.83	1.63
Provision for doubtful debts	40.41	9.91
Provision for litigations	25.85	
Brokerage charges	-	1.77
Loss on property, plant and equipment written off	0.49	-
Miscellaneous expenses	0.78	3.96
Total	**653.26**	**1,045.90**

Note : 21 Income tax expense

(a) Income tax expense	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
Current tax		
Current tax on profits for the year	-	-
Total current tax expense	-	-
Deferred tax		
Decrease/(increase) in deferred tax assets	943.02	2,551.55
Total deferred tax expense/(benefit)	943.02	2,551.55
Income tax expense	**943.02**	**2,551.55**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Profit / (Loss) before tax	(638.46)	(2,121.82)
Tax at the Indian tax rate of 26 % (2017-2018 – 30.9%)	**(166.00)**	**(655.64)**
Reversal of previously recognised deferred tax asset on MAT Credit	943.02	-
Reversal of previously recognised deferred tax asset on brought forward tax losses	-	2,484.82
Reversal of previously recognised deferred tax asset on temporary differences	-	66.73
Tax losses and temporary differences for which no deferred income tax is recognised	166.00	655.64
Income Tax Expense	**943.02**	**2,551.55**

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Note : 22 Deferred Tax Assets

(a) Deferred Tax Assets (Net)

Particulars	**As at March 31, 2019 (Rs. in Lakhs)**	**As at March 31, 2018 (Rs. in Lakhs)**
Deferred Tax Liability	-	-
Deferred Tax Assets	-	943.02
Net Deferred Tax Asset / (Liability)	-	943.02

(b) Components of Deferred Tax Assets

Particulars	**As at March 31, 2019 (Rs. in Lakhs)**	**As at March 31, 2018 (Rs. in Lakhs)**
Property, plant and equipment & Intangibles	22.15	36.32
Defined Benefit Obligations	64.53	27.61
Lease Equalisation Reserve	54.80	50.82
Provision for doubtful debts	13.08	2.58
Tax Losses	3,029.58	2,554.06
Provision for Litigation Liability	6.72	-
MAT Credit	-	943.02
Others	4.35	3.43
Total	3,195.21	3,581.52

(c) Movement in deferred tax assets/liabilities

	Tax Losses	Defined Benefit Obligations	Provisions	Property, plant and equipment & Intangibles	Others	MAT Credit	Total
At 1 April 2017	2,484.82	15.47	58.14	(9.78)	2.90	943.43	3,494.97
(Charged)/credited:							
-to profit or loss	(2,484.82)	(15.47)	(58.14)	9.78	(2.90)	(0.41)	(2,551.97)
-to other comprehensive income							
At March 31, 2018	-	-	-	-	-	**943.02**	**943.02**
(Charged)/credited:							
- to profit or loss	-	-	-	-	-	(943.02)	(943.02)
- to other comprehensive income	-	-	-	-	-	-	-
At March 31, 2019	-	-	-	-	-	-	-

(d) Unused tax losses and unrecognised temporary differences:

Particulars	**As at March 31, 2019 (Rs. in Lakhs)**	**As at March 31, 2018 (Rs. in Lakhs)**
Unused tax losses for which no deffered tax asset has been recognised	10,475.95	8,766.46
Other tax credits #	1,176.30	1,999.85
Deductible temporary differences	637.05	464.44
Total	12,289.30	11,230.75
(a) Potential tax benefit (Other than MAT Credit) @ 26% (March 31, 2018@26%)	3,195.21	2,674.81
(b) Other tax credits (MAT Credit)	-	943.02
Total Potential tax benefit (a+b)	3,195.21	3,617.83
Expiry dates for unused tax losses		
- March 31, 2023	3,497.03	3,497.03
- March 31, 2024	5,269.43	5,269.43
- March 31, 2026	1,709.49	-

It includes unabsorbed depreciation which can be carried forward indefinitely and have no expiry date.

Note: The Company has accumulated business losses of Rs. 11,652.25 Lakhs (Previous year - Rs. 9,823.29 lakhs) [including accumulated unabsorbed depreciation of Rs. 1,176.30 Lakhs (Previous Year – Rs. 1,056.83 lakhs)] and MAT credit of Rs. Nil (Previous Year- Rs. 943.02 lakhs) as per the provisions of the Income Tax Act, 1961. The unabsorbed business losses amounting to Rs. 10,475.95 Lakhs (Previous Year Rs. 8,766.46 lakhs) are available for offset for maximum period of eight years from the incurrence of loss.

The Board of Directors of the Company have reviewed the Company's business activities, financial position, historical trend of revenue and net profits/taxable profits, current year loss and considering management future business strategies and projected future taxable profits, concluded that the Company may not be able to earn sufficient future taxable profits in the near future, to adjust the accumulated business losses/unabsorbed depreciation/MAT credit. Accordingly, the Company has derecognized the deferred tax assets of Rs. 943.02 lakhs on MAT Credit recognised in earlier years and decided not to recognise the deferred tax asset on accumulated business losses, unabsorbed depreciation and temporary differences. The Company may consider to recognise deferred tax assets on accumulated business losses/unabsorbed depreciation/MAT credit in future when there are operating profits and there is certainty that the Company will be able to earn sufficient future taxable profits as per the provisions of the Income Tax Act, 1961.

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Note : 23 Dues to micro, small and medium enterprises

The company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). The disclosure pursuant to the said MSMED Act are as follows :

	As At March 31, 2019 (Rs. in Lakhs)	As At March 31, 2018 (Rs. in Lakhs)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end. (Refer note 11 (c))	-	0.51
Interest due to suppliers registered under MSMED Act and remaining unpaid as at year end.	-	0.31
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	0.51
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

Note 24 : Contingent liabilities and commitments

(a) Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Property, plant and equipment	19.60	5.18

(b) Non-cancellable operating leases

The Company leases various offices under non-cancellable operating leases expiring within one to three years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of leases are re-negotiated.

	As at March 31, 2019 (Rs. in Lakhs)	As at March 31, 2018 (Rs. in Lakhs)
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:		
Within one year	948.56	913.54
Later than one year but not later than five years	1,138.35	2,067.74
Later than five years	-	87.70

Rental expense relating to operating leases	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
Total rental expense relating to operating leases (Refer note 20)	125.03	126.65

(c) Contingent liabilities

(i) Claims against the Company not acknowledged as debts :

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
Income tax matters (including interest and penalties)	2,179.95	-
	2,179.95	-

Note: It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of above pending resolution of the respective proceedings.

(ii) The Company is in the process of evaluating the prior period impact of Supreme Court Judgment dated February 28, 2019 clarifying the definition of 'basic wages' as per Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (P.F. Act) for the purpose of determining contribution to Provident Fund under P.F. Act.

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Note 25 : Share based payments

(a) Employee option plan

The Company has set up a trust to administer the ESOP scheme under which options have been granted to certain employees of the Company and its subsidiaries. Under this ESOP scheme, the employees can purchase equity shares by exercising the options as vested at the price specified in the grant. The options granted till March 31, 2019 have a vesting period of maximum 5 years from the date of grant.

i) Summary of options granted under plan :

	March 31, 2019		March 31, 2018	
	Average exercise price per share option (Rs.)	Number of options	Average exercise price per share option (Rs.)	Number of options
Opening Balance	10	5,928	10	3,973
Granted during the year	10	2,076	10	1,955
Exercised during the year*	10	(95)	10	-
Forfeited/lapsed during the year	10	-	10	-
Closing Balance		**7,909**		**5,928**
Vested and exercisable		4534		2,906

*The weighted average share price at the date of exercise of options exercised during the year ended March 31, 2019 was Rs.10 (March 31, 2018 - Rs. 10)

No options expired during the periods covered in the above tables.

ii) Share options outstanding at the end of year have following expiry date and exercise prices :

Grant	Grant date	Expiry date	Exercise price	Share options March 31, 2019	Share options March 31, 2018
Grant 1	May 01, 2010	March 31, 2030	10	95	95
Grant 2	March 17, 2014	March 31, 2030	10	2,785	2,785
Grant 3	April 01, 2014	March 31, 2030	10	576	656
Grant 4	April 01, 2015	March 31, 2030	10	109	121
Grant 5	April 01, 2016	March 31, 2030	10	313	316
Grant 6	April 01, 2017	March 31, 2030	10	455	455
Grant 7	December 01, 2017	March 31, 2030	10	1,500	1,500
Grant 8	April 01, 2018	March 31, 2030	10	132	-
Grant 9	June 11, 2018	March 31, 2030	10	1,944	-
Total				**7,909**	**5,928**
Weighted average remaining contractual life of options outstanding at end of period				**11 Years**	**12 Years**

iii) Fair value of options granted :

The fair value at grant date of options granted during the year ended March 31, 2019 was Rs. 193,792 and Rs. 200,619 per option for Grant 8 and Grant 9 each respectively. (March 31, 2018 – Rs. 69,873 and Rs. 116,783 for Grant 6 and Grant 7 respectively). The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The model inputs for options granted during the year ended March 31, 2019 included:
a) options are granted at face value and vest upon completion of service for a period not exceeding five years. Vested options are exercisable till March 31, 2030.
b) exercise price: Rs. 10 (March 31, 2018 - Rs. 10)
c) grant date: April 1, 2018 and June 11, 2018 (March 31, 2018 - April 1, 2017 and December 1, 2017)
d) expiry date: March 31, 2030 (March 31, 2018 - March 31, 2030)
e) expected price volatility of the company's shares: 67.6% for Grant - 8 & Grant 9 (March 31, 2018- 48.83% for Grant - 6 and 58.63% for Grant - 7)
f) expected dividend yield: 0% (March 31, 2018 – 0%)
g) risk-free interest rate: 7.83% for Grant 8 and Grant 9 (March 31, 2018 - 6.7% for Grant 6 and 7.1% for Grant 7)

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

(b) Expense arising from share based payment transaction

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

	March 31, 2019	March 31, 2018
Employee option plan	4,341.89	604.88
Total employee share based payment expense	**4,341.89**	**604.88**

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Note 26: Earnings/(Loss) per share

Particulars		Year ended March 31, 2019	Year ended March 31, 2018
a) Basic earnings/(loss) per share			
Profit/(Loss) attributable to Equity Shareholders (Rs. in lakhs)	A	(1,581.48)	(4,673.37)
Weighted average number of equity shares outstanding during the year	B	37,639.00	36,044.00
Basic Earnings/(Loss) per share (in Rs.)	A/B	(4,201.70)	(12,965.72)
b) Diluted earnings/loss per share			
Profit/(Loss) attributable to Equity Shareholders (Rs. in lakhs)	A	(1,581.48)	(4,673.37)
Weighted average number of equity shares outstanding during the year	B	37,639.00	36,044.00
Add: Weighted average number of potential equity shares outstanding during the year :			
Shares on account of employee stock options	C	7,909.00	5,928.00
Shares on account of Instruments entirely equity in nature	D	83,870.00	73,285.00
Weighted average number of shares outstanding for diluted EPS	E (B+C+D)	**129,418.00**	**115,257.00**
Dilutive Earnings/(Loss) per share* (in Rs.)		(4,201.70)	(12,965.72)

c) Information concerning the classification of securities

i) **Options:** Options granted to employees under the Etechaces Employee stock option plan are considered to be potential equity shares. Details relating to options are set out in Note 25.

ii) **Instruments entirely equity in nature:** The Company has issued 83,870 0.1% cumulative compulsorily convertible preference shares ('CCCPS'), Series A, Series B, Series C, Series D, and Series E, of INR 100 per share. These shares being mandatorily convertible along with other terms and conditions qualify as entirely equity in nature in accordance with Ind AS 32.

*Since the above mentioned potential equity shares (Options & Compulsorily convertible preference shares) would decrease loss per share from continuing operations, these are anti-dilutive in nature & thus the effects of anti-dilutive potential equity shares are ignored in calculating the diluted earning/(loss) for the year ended March 31, 2019.

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Note 27 : Related Party Disclosures:
Disclosures in accordance with the requirements of IND AS - 24 on Related Party Disclosures, as identified by the management are set out as below:

(a) Names of Related Parties and nature of relationship:

i) Subsidiaries:
Policybazaar Insurance Web Aggregator Private Limited
Paisabazaar Marketing and Consulting Private Limited
Icall Support Services Private Limited
Accurex Marketing and Consulting Private Limited
Policybazaar Insurance Broking Private Limited
Docprime Technologies Private Limited (Erstwhile: Panacea Techno Services Private Limited)
PB Fintech FZ-LLC

ii) Key Management Personnel (KMP):
Mr. Yashish Dahiya, Whole Time Director & CEO
Mr. Alok Bansal, Whole Time Director & CFO
Ms. Kitty Agarwal, Director
Mr. Parag Dhol, Director
Mr. Atul Gupta, Director

iii) Relatives of KMP:
Ms. Swatee Agarwal, Spouse of Director

(b) Transactions with related parties
The following transactions occurred with related parties :

(Rs. In lakhs)

Particulars	Subsidiaries												Key Management Personnel*		Relatives of KMP		Total	
	Policybazaar Insurance Web Aggregator Private Limited		Paisabazaar Marketing and Consulting Private Limited		Icall Support Services Private Limited		Accurex Marketing And Consulting Private Limited		Docprime Technologies Private Limited		PB Fintech FZ-LLC							
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Amount paid towards share subscription	19,000.00	-	9,000.00	2,000.00	-	-		-	2,199.00	-	788.60	89.50	-	-	-	-	30,987.59	2,089.50
Intellectual Property Rights (IPR) Fees (Refer note 1 below)	1,551.54	-	773.27	-	-	-	-	-	-	-	-	-	-	-	-	-	2,324.81	-
Loan to subsidiary	3,350.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,350.00	-
Interest income from financial assets at amortised cost (Loan to subsidiary) [Refer note 15]	124.45	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	124.45	-
Cost charged to subsidiary companies for sharing of resources (refer note 28)	452.77	754.98	476.58	152.69	11.15	3.71	4.00	-	45.76	-	-	-	-	-	-	-	990.32	911.38
Cost charged back by subsidiary companies for sharing of resources (refer note 29)	-	6,454.88	-	2,516.84	-	-		-	-	-	-	-	-	-	-	-	-	8,971.72
Amount reimbursed to subsidiary company :																		
- Electricity expenses	92.21	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	92.21	-
- Others	3.85	-	0.11	-	-	-	-	-	-	-	-	-	-	-	-	-	3.96	-
Amount reimbursed from subsidiary company against expenses	3.06	-	-	-	-	-	-	-	2.14	-	0.20	-	-	-	-	-	5.40	-
Amount payable to subsidiary company for security deposit	10.72	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	10.72	-
Employee share-based payment expense	323.72	365.94	345.84	304.52	-	-	-	-	45.93	-	-	-	-	-	-	-	715.49	670.46
Remuneration (Gross of Tax)																		
Yashish Dahiya	-	-	-	-	-	-	-	-	-	-	-	-	3,077.24	456.71	-	-	3,077.24	456.71
Alok Bansal	-	-	-	-	-	-	-	-	-	-	-	-	1,395.80	272.77	-	-	1,395.80	272.77
IT consultancy charges	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.15	-	1.15	-
Balances as at year end																		
Trade Payables	-	1,754.07	-	2,034.94	-	-	-	-	-	-	-	-	1.04	-	-	-	1.04	3,789.01
Financials assets-current [Refer note 6 (c)]	3,462.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,462.00	-
Other financial assets - current [Refer note 6(e)]	2,096.11	-	1,152.58	-	100.88	87.94	61.06	56.34	55.21	-	-	39.36	-	-	-	-	3,465.83	183.64

Note 1: Expenditure incurred by the Policybazaar Insurance Web Aggregator Private Limited and Paisabazaar Marketing and Consulting Private Limited ("Subsidiary companies") on brand creation, advertisement and online marketing, till March 31, 2018, were borne by the Etechaces Marketing and Consulting Private Limited ("the Company") and the subsidiary companies in an agreed ratio, as per the agreement with the respective subsidiary Company, as the subsidiary companies were in its initial phase and such expenses were primarily accretive to the enhancement and visibility of the brand names. However, the subsidiary companies have discontinued to share the expenditure incurred on advertisement and online marketing with the Company w.e.f. April 01, 2018, as management has assessed that use of the brand names are now helping the subsidiary companies drive exponential growth in their business in a substantive manner and therefore, it is prudent to absorb such expenses in its entirety within the subsidiary companies. Thus, no advertisement and promotion costs have been shared with the Company during the year (March 31, 2018 - Rs. 6,672.03 lakhs).
Moreover, the brand names "Policybazaar", "Policybazaar.com", "Paisabazaar" and "Paisabazaar.com" are owned by the Company. Considering the fact that the subsidiary companies were in their initial years of operations (being business development phase), the Company had not charged any fees towards usage of Intellectual Property Rights (IPR) till March 31, 2018. The operations of the subsidiary companies have been considerably scaled up during the year and have reached a reasonable size, such that benefits of using the brand names, are now providing impetus to the growth of the subsidiary companies, rather than only enhancing the visibility of the brand name owned by the Company. Hence, the Company has entered into an agreement with the subsidiary companies for an IPR fees @ 5% of the revenue of the respective subsidiary company w.e.f April 01, 2018.

Note 2: Amounts are exclusive of applicable taxes.

*Directors other than Mr. Yashish Dahiya & Mr. Alok Bansal do not take any remuneration from the Company.

(d) Key management personnel compensation

	March 31, 2019 (Rs. in Lakhs)	March 31, 2018 (Rs. in Lakhs)
Short-term employee benefits	323.91	280.47
Post-employment benefits	40.87	50.43
Other Long-term employee benefits	-	-
Termination benefits	-	-
Employee share based payments	4,108.25	398.58
Total compensation	**4,473.04**	**729.47**

Note 28 : During the year the Company shared some of the resources with subsidiary companies and have charged the relevant cost to them based on actual usage of resources by the subsidiary companies, details of which are as under :

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
a) Cost charged to Policybazaar Insurance Web Aggregator Private Limited:		
Rent	388.92	689.87
Electricity	63.85	65.11
	452.77	**754.98**

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
b) Cost charged to Paisabazaar Marketing and Consulting Private Limited:		
Computer and Equipment Rental		-
Rent	392.92	135.62
Electricity	83.66	17.07
	476.58	**152.69**

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
c) Cost charged to Icall Support Services Private Limited		
Rent	8.86	2.95
Electricity	2.29	0.76
	11.15	**3.71**

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
c) Cost charged to Accurex Marketing and Consulting Private Limited		
Rent	3.29	-
Electricity	0.77	-
	4.06	-

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
Cost charged to Docprime Technologies Private Limited		
Rent	36.54	-
Electricity	9.22	-
	45.76	-

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Note 29 : During the year the subsidiary companies have shared some of the resources with the Etechaces (being holding company) and have charged the relevant cost based on actual usage of resources by Etechaces (being holding Company), details of which are as under;

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
a) Cost charged by Policybazaar Insurance Web Aggregator Private Limited		
Salary Expense	-	1,512.15
Advertisement Expenses:		
Offline	-	3,069.54
Online	-	1,873.19
	-	**6,454.88**

	Year ended March 31, 2019 (Rs. in Lakhs)	Year ended March 31, 2018 (Rs. in Lakhs)
b) Cost charged by Paisabazaar Marketing and Consultanting Private Limited		
Salary Expense	-	787.55
Advertisement Expenses:		
Offline	-	1,468.36
Online	-	260.93
	-	**2,516.84**

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Note 30 : Fair value measurements

a) Financial instruments by category

	March 31, 2019 (Rs. in Lakhs)			March 31, 2018 (Rs. in Lakhs)		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments						
- Mutual funds	10,321.80	-	-	64,590.15	-	-
Trade receivables	-	-	413.23	-	-	2,755.70
Loans to subsidiary			3,462.00			
Loans to employee	-	-	3.23	-	-	-
Cash and cash equivalents	-	-	4,715.77	-	-	1,544.95
Other bank balances	-	-	15,478.63	-	-	74.03
Loans- Security deposits	-	-	383.63	-	-	327.76
Unbilled revenue	-	-	288.46	-	-	-
Amount receivable from Subsidiary companies	-	-	3,465.83	-	-	183.64
Interest Accrued but not due	-	-	22.85	-	-	0.48
Total financial assets	**10,321.80**	-	**28,233.63**	**64,590.15**	-	**4,886.56**
Financial liabilities						
Trade payables	-	-	246.17	-	-	4,027.49
Employee related payables	-	-	328.21	-	-	227.15
Lease equalisation reserve	-	-	210.75	-	-	195.47
Other payables	-	-	6.06			1.81
Total financial liabilities	-	-	**791.19**	-	-	**4,451.92**

Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

b) Fair value hierarchy

Financial assets measured at fair value :

(Rs. in Lakhs)

As at March 31, 2019	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Investments at FVTPL:					
Investments in Mutual funds	6(b)	10,321.80	-	-	10,321.80
Total financial assets		**10,321.80**	-	-	**10,321.80**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed (Rs. in Lakhs)

As at March 31, 2019	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Loans to Subsidiary Company	6(c)	-	-	3,462.00	**3,462.00**
Loans to employees	6(c)	-	-	3.23	**3.23**
Security deposits	6(c)	-	-	383.63	**383.63**
Total financial assets		-	-	**3,848.86**	**3,848.86**

Financial assets measured at fair value :

As at March 31, 2018	Notes	Level 1	Level 2	Level 3	(Rs. in Lakhs) Total
Financial assets					
Financial Investments at FVTPL:					
Investments in Mutual funds	6(b)	64,590.15	-	-	64,590.15
Total financial assets		**64,590.15**	-	-	**64,590.15**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

As at March 31, 2018	Notes	Level 1	Level 2	Level 3	(Rs. in Lakhs) Total
Financial assets					
Loans to employees	6(c)	-	-	-	-
Security deposits	6(c)	-	-	327.76	**327.76**
Total financial assets		-	-	**327.76**	**327.76**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices, for example listed equity instruments, traded bonds and mutual funds that have quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. For example, unlisted equity securities, etc.

There are no transfers between levels 1 and 2 during the year.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

c) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:
- the use of quoted market prices or mutual fund houses quotes (NAV) for such instruments. This is included in Level 1.
- the fair value of the remaining financial instrument is determined using discounted cash flow analysis. This is included in Level 3.

d) Fair value of financial assets and liabilities measured at amortised cost

	March 31, 2019 (Rs. In Lakhs)		March 31, 2018 (Rs. In Lakhs)	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Loans to Subsidiary Company	3,462.00	3,462.00	-	-
Loans to employees	3.23	3.23	-	-
Security deposits	383.63	383.63	327.76	327.76
Total financial assets	**3,848.86**	**3,848.86**	**327.76**	**327.76**

The carrying amounts of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets, trade payables and other financial liabilities are considered to be the same as their fair values due to their short term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

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Note No.: 31

Financial risk and Capital management

A) Financial risk management framework

The Company's activities expose it to market risk, liquidity risk and credit risk.
This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, other financial assets measured at amortised cost.	Aging analysis	Diversification of bank deposits, credit limits and letters of credit
Liquidity risk	Other financial liabilities	Rolling cash flow forecasts	Availability of surplus cash
Price Risk	Investments in mutual funds	Credit rating	Portfolio diversification and regular monitoring

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

Trade receivables related credit risk

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry. A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which Company operates and other macro-economic factors.

Credit quality of a customer is assessed based on its credit worthiness and historical dealings with the Company, market intelligence and goodwill. Outstanding customer receivables are regularly monitored by the management.

The Company has established an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables and 12-month expected credit loss for other receivables. An impairment analysis is performed at each reporting date on an individual basis for major parties. The calculation is based on historical data of actual losses. The Company evaluates the concentration of risk with respect to trade receivables as low.

Trade receivables are written off when there is no reasonable expectation of recovery.

Provision for expected credit losses

The Company provides for expected credit loss based on the following:

Category	Description of category	Basis for recognition of expected credit loss	
		Security deposits	Trade receivables
High quality assets, negligible credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil	12-month expected credit loss	Lifetime expected credit losses
Quality assets, low credit risk	Assets where there is low risk of default and where the counter-party has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past		

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Year ended March 31, 2019:

(a) Expected credit loss for security deposits:

(Amount in Rs. Lakhs)

Particulars	**Category**	**Description of category**	**Asset group**	**Estimated gross carrying amount at default**	**Expected probability of default**	**Expected credit losses**	**Carrying amount net of impairment provision**
Loss allowance measured at 12 month expected credit losses	High quality assets, negligible credit risk	Assets where the counterparty has strong capacity to meet the obligations and where the risk of default is negligible or nil	Security deposits	383.63	0.00%	-	383.63

(b) Lifetime expected credit loss for trade receivables under simplified approach:

(Amount in Rs. Lakhs)

Particulars/Ageing	**0-90 days**	**91-180 days**	**181-365 days**	**More than 365 days**	**Total**
Gross carrying amount	339.45	4.96	43.96	75.18	463.55
Expected loss rate	0.05%	0.05%	0.05%	66.67%	
(Loss allowance provision)	0.17	0.00	0.02	50.12	50.32
(Loss allowance provision)	-	-	-	-	50.32
Carrying amount of trade receivables (net of impairment)	**339.28**	**4.96**	**43.94**	**25.06**	**413.23**

Year ended March 31, 2018:

(a) Expected credit loss for security deposits :

(Amount in Rs. Lakhs)

Particulars	**Category**	**Description of category**	**Asset group**	**Estimated gross carrying amount at default**	**Expected probability of default**	**Expected credit losses**	**Carrying amount net of impairment provision**
Loss allowance measured at 12 month expected credit losses	High quality assets, negligible credit risk	Assets where the counterparty has strong capacity to meet the obligations and where the risk of default is negligible or nil	Security deposits	327.76	0.00%	-	327.76

(b) Lifetime expected credit loss for trade receivables under simplified approach:

(Amount in Rs. Lakhs)

Particulars/Ageing	**0-90 days**	**91-180 days**	**181-365 days**	**More than 365 days**	**Total**
Gross carrying amount	1,609.80	791.65	354.25	9.91	2,765.61
Expected loss rate	0.09%	0.48%	0.90%	14.28%	
(Loss allowance provision)	1.49	3.80	3.20	1.42	9.91
Carrying amount of trade receivables (net of impairment)	**1,608.30**	**787.85**	**351.05**	**8.49**	**2,755.70**

The following table summarizes the change in loss allowance measured using the life time expected credit loss model:

	Rs. in Lakhs
Loss allowance on April 1, 2017	**53.40**
Changes in loss allowance	(43.49)
Loss allowance on March 31, 2018	**9.91**
Changes in loss allowance	40.41
Loss allowance on March 31, 2019	**50.32**

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Treasury related credit risk

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The company's treasury maintains flexibility in funding by maintaining liquidity through investments in liquid funds. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities:

			(Rs. in Lakhs)
	0 to 1 year	**More than 1 year**	**Total**
March 31, 2019			
Non-derivatives			
Trade payables	246.17	-	246.17
Other financial liabilities	398.45	146.57	545.02
Total non-derivative liabilities	**644.62**	**146.57**	**791.19**
March 31, 2018			
Non-derivatives			
Trade payables	4,027.49	-	4,027.49
Other financial liabilities	251.75	172.68	424.43
Total non-derivative liabilities	**4,279.24**	**172.68**	**4,451.91**

(c) 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.

The Company's exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Company diversifies its portfolio. Further these are all debt base securities for which the exposure is primarily on account of interest rate risk. Quotes (NAV) of these investments are available from the mutual fund houses.

Profits/losses for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

B) Capital management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital, intruments entirely equity in nature and accumulated profits/losses.

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Note 32 : Transfer pricing
The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961. For this purpose, the Company has appointed an independent consultant for conducting a Transfer Pricing study (the 'study') for the Assessment Year 2019 -20. In the unlikely event that any adjustment is required consequent to completion of the study for the year ended March 31, 2019, the same would be made in the subsequent year. However, management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

Note 33: Segment information
An operating segment is the one whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance. The Company has identified its Chief Executive Officer and Chief Financial Officer as its Chief operating decision maker (CODM). The Company's business activities fall within a single business segment as the Company is engaged in the business of rendering online marketing and information technology consulting & support services largely for the financial services industry, including insurance. Based on nature of services rendered, the risk and returns, internal organization and management structure and the internal performance reporting systems, the management considers that the Company is organized basis a single segment of rendering a bundle of services to the financial services industry, including insurance. The chief operating decision maker reviews the performance of business on an overall basis. As the company has a single reportable segment, the segment wise disclosure requirements of Ind AS 108 on Operating segment is not applicable. Further, the Company earns entire revenue within India only.

The revenues of Rs. 2,096.27 Lakhs (March 31, 2018 - Rs. 6,615.06 Lakhs from two individual external customers) are derived from three individual external customers.

Note 34 : The Company has made long term strategic investments in its wholly owned subsidiary companies, which are scaling up their operations and would generate growth and returns over a period of time. These wholly owned subsidiaries have incurred significant expenses for building the brand and market share which have added to the losses of these entities, thereby resulting in erosion of their net worth as at March 31, 2019. Based on the potential of the business model of these entities to generate profits, coupled with recent third party valuations, management is of the opinion that considering the nature of the industry and the stage of operations of these entities there is no diminution in carrying value of the investments as compared to their current net worth and therefore no provision, other than those already made, is required at this stage.

Note 35 : New and amended IND AS standards

a) Ind AS 116, Leases:
Ministry of Corporate Affairs (MCA) has issued the companies (Indian Accounting Standards) Second Amendment Rules, 2019 on March 30, 2019 notifying new standard IND AS 116 "Leases". This Ind AS is applicable for annual period beginning on or after April 01, 2019. The Company is in the process of evaluating Ind AS 116 and expecting that there will be no material impact on the financial statements resulting from implementation of this standard.

b) Ind AS 12, Income Taxes:
On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for taxes on dividend. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Effective date of application of this amendment is annual period beginning on or after April 01, 2019. The Company is in the process of evaluating this amendment to Ind AS 12 and expecting that the said amendment will not have any impact on the financial statements of the Company.

Note 36: Events occurring after the reporting period

(a) The Company has, subsequent to the year end, issued 10 equity shares having a face value of Rs. 10 each at a premium of Rs. 4,56,335/- each per share and 23,205 compulsorily convertible preference shares having a face value of Rs. 100/- each at a premium of Rs. 4,56,245 per shares on April 16, 2019.

(b) The Company has, subsequent to the year end invested in equity shares of its wholly owned subsidiary companies, details are mentioned as below: -

Subsidiary Company	No. of Shares	Date of investment	Face Value	Premium per share (Rs.)	Amount in lakhs
Policybazaar Insurance Web Aggregator Private Limited	1,886,792	10 May, 2019	10.00	255.00	4,999.99
Paisabazaar Marketing and Consulting Private Limited	1,637,931	13 June, 2019	10.00	222.00	3,799.99
Accrurex Marketing and Consulting Private Limited	500,000	29 April, 2019	10.00	-	50.00
Icall Support Services Private Limited	43,010	13 June, 2019	100.00	365.00	199.99

(c) Approval of financial statements : The financial statements were authorised for issue by the Board of Directors on July 30, 2019

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Amitesh Dutta
Partner
Membership No. 058507
UDIN : 19058507AAAABH3016

Place: Gurugram
Date: July 30, 2019

For and on behalf of the Board of Directors

Yashish Dahiya
Director
DIN : 00706336

Place: Gurugram
Date: July 30, 2019

Alok Bansal
Director
DIN : 01653526

Place: Gurugram
Date: July 30, 2019

Bhaskar Joshi
Company Secretary
M. No. F8032

Place: Gurugram
Date: July 30, 2019

Etechaces Marketing and Consulting Pvt. Ltd.