

## NOTICE

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting (**AGM**) of the Members of the **MXC Solutions India Private Limited** ("the Company") will be held on Saturday, September 29, 2018 at 11.00 AM at the corporate office of the company at 1<sup>st</sup> Floor, Lloyds Centre Point, 1096A Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 to transact the following business;

### ORDINARY BUSINESS;

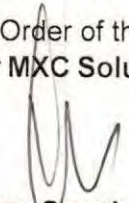
1. To consider and adopt;
  - (a) the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:

(a) "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) "**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."



By Order of the Board  
For **MXC Solutions India Private Limited**

  
**Vinay Sanghi**  
Director  
DIN: 00309085

Dated : September 06, 2018  
Regd. Office : C/o Suraj Sanghi Service Centre,  
Dr. Annie Besant Road, Worli,  
Mumbai- 400 018

AM

**MXC Solutions India Pvt. Ltd.**  
(CIN:- U74900MH2000PTC126237)

Regd. Off.: C/o. Suraj Sanghi Service Centre, Dr. Annie Besant Road, Worli Mumbai - 400 018.

Corp. Off.: Lloyds Centre Point, 1<sup>st</sup> Floor, Unit No. 11 & 12, 1096A, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025.

Website: www.cartrade.com www.cartradeexchange.com Tel: +91 22 6129 1700

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members are requested to affix their signature at the space provided on the Attendance Slip annexed to the Proxy Form and hand over the slip at the entrance to the place of the Annual General Meeting.
4. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares
5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto
6. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors.
8. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
9. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. Bigshare Services Private Limited.

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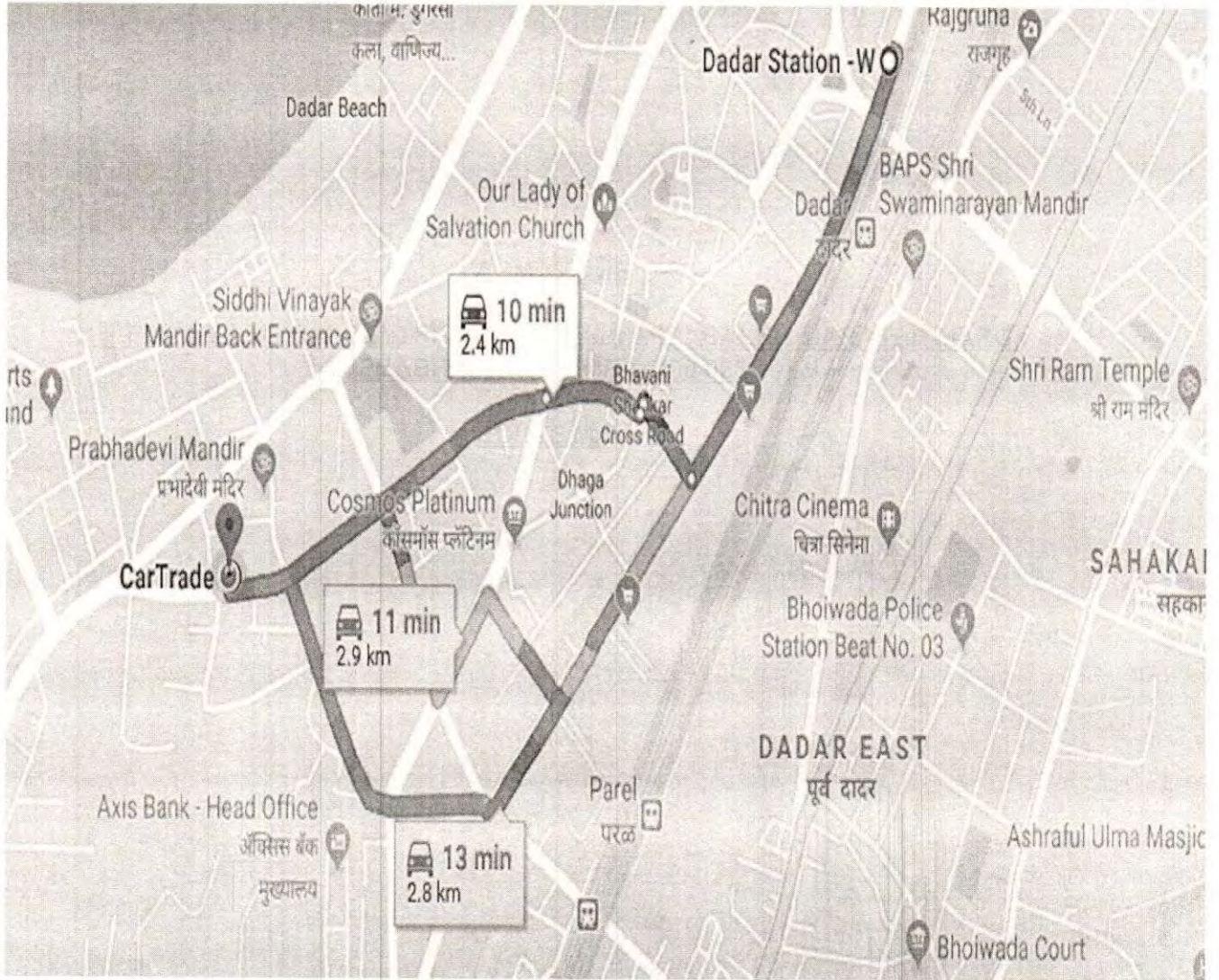
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## AGM VENUE

1<sup>ST</sup> FLOOR, LLOYDS CENTRE POINT, 1096A APPASAHEB MARATHE MARG,  
PRABHADEVI, MUMBAI 400 025

## ROUTE MAP



**MXC Solutions India Pvt. Ltd.**  
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ATTENDANCE SLIP

(Regd. Office: C/o Suraj Sanghi Service Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018)  
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18<sup>TH</sup> ANNUAL GENERAL MEETING

OF

MXC SOLUTIONS INDIA PRIVATE LIMITED

Regd. Folio No./Client ID:

No. of shares held:

I certify that I am a registered shareholder/proxy for the registered Shareholder of MXC Solutions India Private Limited ("**the Company**") and hereby record my presence at the 18<sup>th</sup> Annual General Meeting of the Company held on Saturday, September 29, 2018 at 11.00 AM at the corporate office of the company at 1<sup>st</sup> Floor, Lloyds Centre Point, 1096A Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

**Note:**

Please fill this attendance slip and hand it over at the venue of the meeting.

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201

**Form No. MGT 11  
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]

**CIN:** U74900MH2000PTC126237

**Name of the Company:** MXC Solutions India Private Limited

**Registered office:** C/o Suraj Sanghi Service Centre Dr. Annie Besant Road, Worli, Mumbai – 400018

Name of the Member (s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No/Client ID: \_\_\_\_\_

DP ID: \_\_\_\_\_

I/We, being the member (s) of the Company holding \_\_\_\_\_ shares, hereby appoint

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, September 29, 2018 at 11.00 AM at the corporate office of the company at 1<sup>st</sup> Floor, Lloyds Centre Point, 1096A Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Voting option		
		For	Against	Abstain
ORDINARY BUSINESS;				
1	To adoption of audited Financial statement (including the consolidated Financial Statement)			

Signed this ..... day of ....., 2018

Affix Rs. 1/-  
Revenue  
Stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at C/o Suraj Sanghi Service Centre Dr. Annie Besant Road, Worli, Mumbai - 400018, not less than 48 hours before the commencement of the Meeting.

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63/



## DIRECTORS' REPORT

To  
The Members,  
**MXC Solutions India Private Limited**

Your Directors have pleasure in presenting their 18<sup>th</sup> Annual Report on the affairs of the Company together with the Audited Statements of Accounts (standalone and consolidated) for the financial year ended March 31, 2018.

### FINANCIAL RESULTS:

The Company's financial performance for the year ended March 31, 2018 is summarised below:

Particulars	(Rs in Lakhs)			
	Standalone		Consolidated	
	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2018	Year Ended March 31, 2017
Turnover	2,874.30	2,505.12	12,355.17	7,822.84
Other Income	2,988.42	2,735.47	2,597.71	1,956.27
Total	5,862.72	5,240.59	14,952.88	9,779.11
<b>Profit/ (Loss) for the year before Interest, depreciation and Tax</b>	<b>606.68</b>	<b>(1,255.64)</b>	<b>52.27</b>	<b>(3,365.72)</b>
Less: Depreciation	32.10	50.03	376.30	333.31
Less: Interest and Finance Changes	-	-	3.80	5.09
Less: Tax Expenses	110.25	0.31	420.11	0.31
<b>Profit/ (Loss) after Tax</b>	<b>464.34</b>	<b>(1,305.98)</b>	<b>(747.99)</b>	<b>(3,704.43)</b>
Add: Balance brought forward from previous year	(23,857.24)	(22,556.53)	(27,461.25)	(23,777.24)
Other Comprehensive Income	20.70	5.27	28.99	14.57
Sale of Subsidiary (Powerdrift Studio Private Limited)	-	-	-	(4.11)
Less: Non-Controlling Interest share in Profit / (Loss)	-	-	(278.97)	9.96
<b>Surplus carried to Balance Sheet</b>	<b>(23,372.20)</b>	<b>(23,857.24)</b>	<b>(28,459.22)</b>	<b>(27,461.25)</b>

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**BUSINESS DIVERSIFICATION****Acquisition of majority stake in Shriram Automall India Limited (SAMIL) and Sale of stake in Adroit Inspection Services Private Limited (Adroit)**

On January 24, 2018, the SAMIL, Shriram Transport Finance Company Limited (STFC) and the Company have entered into definitive agreements for acquisition of majority stake in the SAMIL by the Company. Further our Company has sold majority stake in the Adroit which offers services like valuation and inspections to Insurance, Banks and NBFC. Through these arrangements, the Company along with its subsidiary Companies, shall offer both physical and online auction services and Inspection and Valuation to its customers directly.

**ISSUE OF SECURITIES****Share Capital**

There was no change in the paid up Equity Share Capital during the year under consideration.

**DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL**

The Board of Directors of the Company in its meeting held on December 21, 2017 appointed Highdell Investment Ltd's nominees Mr. Siddharth Narayan (DIN: 08015923) as a nominees directors of the Company in place of Mr. Nitin Lalit Nayar (DIN: 03518290).

**NUMBER OF MEETINGS OF THE BOARD**

The Board of Directors met Five (5) times during the financial 2017-18 on May 18, 2017, July 20, 2017, October 05, 2017, December 21, 2017 and March 27, 2018.

**DIRECTOR S' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (3)(c) and (5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

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- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### PARTICULARS OF EMPLOYEE STOCK OPTION SCHEME

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

Sr. NO.	Particulars – FY2017-18	
1	Options granted	180,000
2	Options vested	215,000
3	Options exercised	0
4	The total number of shares arising as a result of exercise of option	0
5	Options lapsed	0
6	The exercise price	0
7	Variation of terms of options	N/A
8	Money realized by exercise of options	0
9	Total number of options in force	2,223,268
10	Employee wise details of options granted to:	
10.1	Key managerial personnel	N/A
10.2	Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year: Abhishek Patodia Aneesha Menon *Gaurav Shah Harminder Singh Bhogal Piyush Thakkar Vikrant Singh	30,000 30,000 *30,000 30,000 30,000 30,000
10.3	Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	N/A

\*During the year Gaurav Shah's 30000 ESOP was lapsed due his resignation.

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**CONSERVATION OF ENERGY, TECHNICAL ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

Pursuant to the requirement under Section 134(3)(m) of the Act, read with Companies (Accounts) Rules, 2014:

- a. The Company has no major activity involving conservation of energy
- b. The Company has no major activity involving technology absorption.
- c. The Foreign Exchange Earnings was Rs. 61.66 Lakhs
- d. Foreign Exchange Outgo was Rs. 31.18 Lakhs

**RISK MANAGEMENT**

During the year under review, the Company has identified and evaluated elements of business risk. It regularly analyses and takes corrective actions for managing/mitigating the same.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to Section 135(1) of the Companies Act 2013 the Company has formulated Corporate Social Responsibility Committee (CSR Committee) and Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

As per Section 135 (5) read with Section 198 of the Companies Act 2013 the Company didn't have fund/ profit, hence the Company could not able to spend any sum on any of its identified CSR activities.

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**DISCLOSURE AS PER THE SECTION 134 OF THE COMPANIES ACT, 2013  
READ WITH RULE 8(5) OF THE COMPANIES (ACCOUNTS) RULES, 2014****Extract of Annual Return**

The extract of the annual return in the form MGT 9 is annexed to this report as Annexure A.

**Particulars of loans, guarantee or investments**

The Company has given loans to its Subsidiary Company named Automotive Exchange Private Limited (AEPL) as detailed hereunder amounting to Rs. 16,945 Lakhs and Rs. 497.97 Lakhs repaid by Automotive Exchange Private Limited during last three years pursuant to Inter Corporate Loan Agreement dated November 10, 2015 and Amendment Agreement dated March 16, 2017 by and between the Company and AEPL. Loans given till date are within the limits specified under Section 186 of the Companies Act, 2013.

On October 20, 2017 the Company had received 31,58,850 Equity Shares of AEPL against Loan (including interest thereon) above loans and 4,04,188 Equity Shares of AEPL against 404188, 4% Cumulative Fully Convertible Debentures including interest held by Company in AEPL.

**Dividend**

In view of the future projection for upcoming years, your Directors do not recommend any dividend during the year under review.

**The amounts carried to reserves:** Rs. 485.04 Lakhs transfer to Reserves.

**Adequacy of Internal Financial Controls**

The Company has its own process driven framework for internal financial controls. The Board is of the opinion that the Company has sound internal financial controls commensurate with the nature and size of its business operations; wherein controls are in place and operating effectively and no material weaknesses exist.

**Subsidiaries, Joint Ventures or Associate Companies**

The names of companies which have become or ceased to be the Company's subsidiaries, joint ventures or associate companies during the year under review is provided below:

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Sr. No.	Name of the Company	Subsidiary/ JV/ Associate	With effect from
1	M/s Automotive Exchange Private Limited	Subsidiary	January 15, 2016
2	M/s Shriram Automall India Limited	Subsidiary	February 6, 2018
3	M/s Adroit Inspections Services Private Limited	Indirect Subsidiary	February 6, 2018
4	M/s CarTradeExchange Solutions Private Limited (Erstwhile known as Motogo India Private Limited)	Indirect Subsidiary	January 15, 2016

The Company had acquired 55.44% equity in Shriram Automall India Limited (SAMIL) from Shriram Transport Finance Company Limited (STFC) by paying Rs. 15,637 Lakhs as consideration and with effective from February 6, 2018, SAMIL, became subsidiary of the Company. The SAMIL is engaged in the Auction, valuation, inspection, certification and allied service in the automobile segment and provide effective services to its clients includes general insurance companies, financial institutions, automobiles resellers.

Further the Company had sold 100% equity share of Adroit Inspections Services Private Limited (Adroit) to SAMIL for Rs. 1300 Lakhs as sold consideration and with effect from February 6, 2018 Adroit ceased to be a subsidiary of the Company.

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in Form AOC-1 is annexed to this report as Annexure B.

The annual report and the annual accounts of Subsidiary Companies and the related detailed information shall be made available to shareholders of the Company seeking such information, the annual accounts of the Subsidiary Companies shall also be kept for inspection by shareholders at the Registered Office of the Company

### **Contracts or Arrangements with Related Parties**

The Related Party Transactions (RPTs) were entered in ordinary course of business on arm's length basis and were in compliance with the provisions of the Act. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act along with the justification for entering into such contract or arrangement in Form AOC-2 is annexed to this report as Annexure C. Omnibus approval was obtained for the RPTs of repetitive nature. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. For details of the transactions with Related Party refer to the note 26 to the financial statements.



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**Financial summary/highlights**

The details are spread over in the Annual Report as well as are provided in the beginning of this report.

**Change in Nature of Business**

There has been no change in the nature of business of the Company.

**Material Changes and Commitments between the end of the financial year and date of this report**

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

**Details relating to Deposits covered under Chapter V of the Act: - Nil**

- (a) Accepted during the year;- Nil
- (b) remained unpaid or unclaimed as at the end of the year;- Nil
- (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year  
and if so, number of such cases and the total amount involved:
  - i. at the beginning of the year - Nil
  - ii. maximum during the year - Nil
  - iii. at the end of the year – Nil

**Significant and Material Orders**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**Audit Committee**

The provision of Audit Committee under the Companies Act, 2013 is not applicable to the Company.

**PARTICULARS OF EMPLOYEES**

The statement showing particulars of remuneration as required by Section 197 of the Act read with Rule 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with MCA notification dated June 30, 2016, is below;

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(Rs. In Lakhs)

Sr. No	Name of the Employee	Designation	Remuneration per annum
1	Vinay Vinod Sanghi	Chief Executive Officer	248.89

In terms of Section 136 of the Companies Act 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regard.

#### MAINTENANCE OF COST RECORD

As per section 148(1) of the Companies Act 2013 read with applicable Rule 2014, maintenance of cost record not applicable on our Company.

#### SECRETARIAL STANDARDS (SS)

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

#### CONSOLIDATED FINANCIAL STATEMENT

In accordance with the provisions of the Companies Act, 2013 ("the Act") and Ind AS 110 – Consolidated Financial Statement read with Ind AS - 28 Investments in Associates and Ind AS 31 – Interests in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

#### ANTI-SEXUAL HARRASSMENT POLICY

The company has in place an Anti-Sexual Harassment Policy in line with the requirement of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding Sexual Harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of Sexual Harassment complaints received and closed during the year 2017-18:

No. of complaints received: Nil


No. of complaints closed: Not Applicable

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*PSM*  




## AUDITORS

M/s. Deloitte Haskins & Sells LLP Chartered Accountants were appointed as Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 30, 2014. They have confirmed that they are not disqualified from continuing as Auditors of the Company.


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

## ACKNOWLEDGEMENT


The Board of Directors would like to express their sincere thanks for the assistance and co-operation received from the banks, Government authorities, customers, vendors and members during the year under review.

The Board of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors  
MXC Solutions India Private Limited

  
Vinay Sanghi  
Director


(DIN: 00309085)

  
Rajan Mehra  
Director

(DIN: 00504892)

Am  
Place: Mumbai

Date: September 06, 2018

By   
**MXC Solutions India Pvt. Ltd.**  
(CIN:- U74900MH2000PTC126237)

Regd. Off.: C/o. Suraj Sanghi Service Centre, Dr. Annie Besant Road, Worli Mumbai - 400 018.

Corp. Off.: Lloyds Centre Point, 1<sup>st</sup> Floor, Unit No. 11 & 12, 1096A, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025.

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ANNEXURE A

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on March 31, 2018

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	U74900MH2000PTC126237
ii.	Registration Date	28/04/2000
iii.	Name of the Company	MXC Solutions India Private Limited
iv.	Category/Sub-Category of the Company	Company Limited Non-Government Company
v.	Address of the Registered office and contact details	C/o Suraj Sanghi Service Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018, Phone: - 022- 6129 1700 Email Id: <a href="mailto:l.pal@cartrade.com">l.pal@cartrade.com</a> Website: <a href="http://www.cartrade.com">www.cartrade.com</a>
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059 Phone: - + 91-22-6263 8200 Email Id: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total Turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Enabling E-transactions of all kinds of products including automotive products	74901	100.00

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### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Automotive Exchange Private Limited	U72200MH2003PTC244158	Subsidiary	100	2(87)
2.	*Shriram Automall India Limited	U50100TN2010PLC074572	Subsidiary	55.44	2(87)
3.	M/s Adroit Inspections Services Private Limited	U93000DL2016PTC292367	Indirect Subsidiary	100	2(87)
4.	M/s CarTradeExchange Solutions Private Limited (Erstwhile known as Motogo India Private Limited)	U74120MH2012PTC237037	Indirect Subsidiary	55.44	2(87)

\* Shriram Automall India Limited became a subsidiary Company w.e.f 06.02.2018

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 31.03.2017)				No. of Shares held at the end of the year (as on 31.03.2018)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	-	-	-	-	-	-	-	-	-
<b>2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals									
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other.....	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total Promoters Shareholding (A)	-	-	-	-	-	-	-	-	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Government (s)	-	-	-	-	-	-	-	-	-
d) State Government (s)	-	-	-	-	-	-	-	-	-

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e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	12,04,631	300	12,04,931	34.93	12,04,631	300	12,04,931	34.93	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total(B)(1)</b>	<b>12,04,631</b>	<b>300</b>	<b>12,04,931</b>	<b>34.93</b>	<b>12,04,631</b>	<b>300</b>	<b>12,04,931</b>	<b>34.93</b>	<b>-</b>
<b>2. Non Institutions</b>									
a) Bodies Corporate (i) Indian (ii)Overseas	-	-	-	-	-	-	-	-	-
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh  (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-  1,75,000	100  -	100  175,000	0.00  5.07	-  175,000	100  -	100  175,000	0.00  5.07	-  -
c) Others (Specify)	-	-	-	-	-	-	-	-	-
d) NRI	-	2,68,080	2,68,080	7.77	-	2,68,080	2,68,080	7.77	-
e) Director & Relative	-	11,01,142	11,01,142	31.92	-	11,01,142	11,01,142	31.92	-
f) Trust	7,00,050	-	7,00,050	20.30	7,00,050	-	7,00,050	20.30	-
g) HUF	-	-	-	-	-	-	-	-	-
<b>Sub-total(B)(2)</b>	<b>8,75,050</b>	<b>13,69,322</b>	<b>22,44,372</b>	<b>65.07</b>	<b>8,75,050</b>	<b>13,69,322</b>	<b>22,44,372</b>	<b>65.07</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>20,79,681</b>	<b>13,69,622</b>	<b>34,49,303</b>	<b>100</b>	<b>20,79,681</b>	<b>13,69,622</b>	<b>34,49,303</b>	<b>100</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>20,79,681</b>	<b>13,69,622</b>	<b>34,49,303</b>	<b>100</b>	<b>20,79,681</b>	<b>13,69,622</b>	<b>34,49,303</b>	<b>100</b>	<b>-</b>

ii. **Shareholding of Promoters**

Sr. No	Shareholder's Name	No. of Shares held at the beginning of the year (as on 31.03.2017)			No. of Shares held at the end of the year (as on 31.03.2018)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
	-	-	-	-	-	-	-	-

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iii. Change in Promoters' Shareholding (please Specify, if there is no change)

Sr. no		Shareholding at the beginning of the year (as on 31.03.2017)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SR. No.	Name of the Share Holder	Shareholding at the beginning of the year (as on		Change in Share Holding			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase (Decrease)	Reason	No. of shares	% of total shares of the company
1.	Shree Krishna Trust	700,050	20.30	-	-	-	700,050	20.30
2.	Highdell Investment Ltd	611,981	17.74	-	-	-	611,981	17.74
3.	Macritchie Investments Pte. Ltd	592,650	17.18	-	-	-	592,650	17.18
4.	Bina Vinod Sanghi Jointly with Vinay Vinod Sanghi	450,000	13.05	-	-	-	450,000	13.05
5.	Austin Ligon	192,730	5.59	-	-	-	192,730	5.59
6.	Akshay Sankar	100,000	2.90	-	-	-	100,000	2.90
7.	Arun Sinha	75,000	2.17	-	-	-	75,000	2.17
8.	Viraj Vinod Sanghi Jointly with Niki Viraj Sanghi	50,000	1.45	-	-	-	50,000	1.45
9.	Vinti Rajesh Gajree Jointly with Rajesh Rajkumar Gajree	50,000	1.45	-	-	-	50,000	1.45
10.	Dan Neary	50,000	1.45	-	-	-	50,000	1.45

iv. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Director/KMP	No. of Shares held at the beginning of the year (as on 31.03.2017)		No. of Shares held at the end of the year (as on 31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vinay Sanghi	450,050	13.05	450,050	13.05
2.	Victor Perry III	101,092	2.93	101,092	2.93

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## v. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i + ii + iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
- Addition				
- Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i + ii + iii)	-	-	-	-

## vi. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SR. No.	Particulars of Remuneration	Name of MD / WTD / Manager (Rs. In Lakhs)
		Vinay Vinod Sanghi (WTD)
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	248.89/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	
	- as % of profit	-
	- Others, specify...	-
5.	Others, please specify	-
6.	Total (A)	248.89/-
	Ceiling as per the Act	NA

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**B. Remuneration to other directors: NIL**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	/			
	Total(1)				
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	/			
	Total (2)				
	Total (B) = (1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

**C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD:**

(Rs. In Lakhs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	Company Secretary Labhadur Pal	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	4.38/-	4.38/-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	<b>Total</b>	-	-	<b>4.38/-</b>	<b>4.38/-</b>

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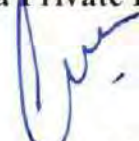
vii. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>C. Directors</b>					
Penalty					
Punishment					
Compounding					
<b>D. Other Officers In Default</b>					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors  
MXC Solutions India Private Limited



Vinay Sanghi  
Director  
(DIN: 00309085)



Rajan Mehra  
Director  
(DIN: 00504892)

Place: Mumbai  
Date: September 06, 2018

**MXC Solutions India Pvt. Ltd.**  
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**ANNEXURE B**

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

Sl. No.	Particulars	Details			
		Automotive Exchange Private Limited	CarTradeExchange Solutions Private Limited (Erstwhile known as Motogo India Private Limited)	Adroit Inspection Service Private Limited	Shriram Automall India Limited
1	Name of the subsidiary	Automotive Exchange Private Limited	CarTradeExchange Solutions Private Limited (Erstwhile known as Motogo India Private Limited)	Adroit Inspection Service Private Limited	Shriram Automall India Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2018 (Rs. in Lakhs)	March 31, 2018 (Rs. in Lakhs)	March 31, 2018 (Rs. in Lakhs)	March 31, 2018 (Rs. in Lakhs)
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA
4	Share capital	152.50	4.50	21.70	3,000.00
5	Reserves & surplus/ Other Equity	1,966.25	1.87	196.63	3,486.28
6	Total assets	3,494.22	7.46	373.92	11,773.38
7	Total Liabilities	1,375.47	(1.09)	155.59	5,287.10
8	Investments	4.50	-	-	1,535.95
9	Turnover	5,794.48	-	1,507.93	10,528.42
10	Profit/(Loss) before taxation	(1,853.56)	33.19	164.34	3,112.34
11	Provision for taxation/ Tax Expenses	-	-	50.34	1,075.12
12	Profit/(Loss) after taxation	(1,853.56)	33.19	114.00	2,037.22
13	Proposed Dividend	-	-	-	-
14	% of shareholding	100%	100%	55.44%	55.44%



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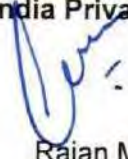
## Part "B": Associates and Joint Ventures

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

Name of associates/Joint Ventures	
1. Latest audited Balance Sheet Date	NA
2. Shares of Associate/Joint Ventures held by the company on the year end	NA
No.	NA
Amount of Investment in Associates/Joint Venture	NA
Extend of Holding%	NA
3. Description of how there is significant influence	NA
4. Reason why the associate/joint venture is not Consolidated	NA
5. Net worth attributable to shareholding as per latest audited Balance Sheet	NA
6. Profit/Loss for the year	NA
i. Considered in Consolidation	NA
ii. Not Considered in Consolidation	NA

For and on behalf of the Board of Directors  
MXC Solutions India Private Limited

  
Vinay Sanghi  
Director  
(DIN: 00309085)

  
Rajan Mehra  
Director  
(DIN: 00504892)

Place: Mumbai  
Date: September 06, 2018

**MXC Solutions India Pvt. Ltd.**  
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**ANNEXURE C  
FORM NO. AOC-2**

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

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

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

Sr. No.	Particulars	Details
	Name (s) of the related party & nature of Relationship	
	Nature of contracts/arrangements/transactions	
	Duration of the contracts / arrangements / Transactions	
	Salient terms of the contracts or arrangements or transactions including the value, if any	
	Justification for entering into such contracts or arrangements or transactions'	
	Date of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of Relationship	Mr. Varun Vinay Sanghi – Assistant Manager Product & son of Mr. Vinay Sanghi, CEO & Whole Time Director of the Company, Adroit Inspection Service Private Limited, Shriram Automall India Limited and its Subsidiary/ Associates etc.
	Nature of contracts/arrangements/ transactions	For Varun Sanghi - Revision in remuneration For other – rendering and use service
	Duration of the contracts / arrangements / Transactions	For Varun Sanghi - Revision in remuneration For other – rendering and use service
	Salient terms of the contracts or arrangements or transactions including the value, if any	Please refer note 26 of the Financial Statement
	Date of approval by the Board	October 5, 2017
	Amount paid as advances, if any	N.A

For and on behalf of the Board of Directors  
MXC Solutions India Private Limited

Vinay Sanghi  
Director  
(DIN: 00309085)

Rajan Mehra  
Director  
(DIN: 00504892)

Place: Mumbai  
Date: September 06, 2018

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**INDEPENDENT AUDITOR'S REPORT  
To The Members of MXC Solutions India Private Limited  
Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of MXC Solutions India Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. 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 Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- f) Reporting on the adequacy of Internal Financial Control Over Financial Reporting of the Company and the operating effectiveness of such controls, under section 143(3) (i) of the Act is not applicable in view of the exemption available to the company in terms of the notification no. G.S.R. 583(E) dated 13 June 2017 issued by the Ministry of Corporate Affairs, Government of India, read with general circular No. 08/2017 dated 25 July 2017.

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**Deloitte  
Haskins & Sells LLP**

- 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm's Registration No.117366W/W-100018)



Mohammed Bengali  
Partner  
Membership No. 105828

Mumbai  
Date: September 6, 2018

**ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of MXC Solutions India Private Limited ('the Company')**

- (i) In respect of its fixed assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
  - c) The Company does not have any immovable properties of freehold or leasehold land and building. Therefore, the provisions of clause (i) (c) of the Order is not applicable.
- (ii) The Company does not have any inventory and hence reporting under clause (ii) of the order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public during the year. Therefore, the provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) According to information and explanations given to us, the Companies (Cost records and audit) Rules, 2014 prescribed by the Central Government under Section 148 (1) of the Act are not applicable to the Company.



- (vii) According to the information and explanations given to us in respect of statutory dues:
- a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employee State Insurance, Income-tax, Sales tax, Service tax, Value Added Tax, Goods and Services tax, cess and any other material statutory dues applicable to it with the appropriate authorities.
  - b) There were no undisputed amounts payable in respect of Provident Fund, Employee State Insurance, Income-tax, Sales Tax, Service Tax, Value Added Tax, Goods and Services tax, cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
  - c) There are no dues of Income-tax, Sales tax, Service Tax, Value Added Tax, Goods and Services tax, as on March 31, 2018 on account of disputes.
- (viii) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause (viii) of the order is not applicable to the Company.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The Company is a private company and hence the provisions of section 197 of the Companies Act, 2013 do not apply to the Company.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) The Company is a private company and hence the provisions of section 177 of the Companies Act, 2013 are not applicable to the Company. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



Mohammed Bengali  
Partner  
(Membership No. 105828)

Mumbai  
Date: September 6, 2018



**MXC Standalone Financials (Year ended March 31, 2018)**

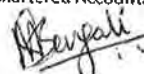
MXC Solutions India Private Limited  
Balance Sheet as at March 31, 2018

(Rs. in lakhs)

Particulars	Note	As at March 31, 2018	As at March 31, 2017
<b>ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, Plant and Equipment	3	44.12	62.00
(b) Financial Assets			
(i) Investments	4		
(ii) Other financial assets	5	1,01,659.58	67,834.13
(c) Income tax assets (net)		53.55	79.91
(d) Other Assets	6	85.35	196.81
		7.67	11.77
<b>Total Non - Current Assets</b>		<b>1,01,850.27</b>	<b>68,184.62</b>
<b>2 Current assets</b>			
(a) Financial Assets			
(i) Investments	4	24,142.41	40,501.25
(ii) Trade receivables	7	333.35	486.75
(iii) Cash and cash equivalents	8A	366.81	148.84
(iv) Bank balance other than (iii) above	8B	103.29	9.59
(v) Other financial assets	5	434.62	16,471.86
(b) Other assets	6	1,551.15	1,825.13
<b>Total Current Assets</b>		<b>26,931.63</b>	<b>59,443.42</b>
<b>Total Assets (1+2)</b>		<b>1,28,781.90</b>	<b>1,27,628.04</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share capital	9	3,835.27	3,835.27
(b) Other Equity	10	1,22,937.59	1,22,103.89
<b>Total Equity</b>		<b>1,26,772.86</b>	<b>1,25,939.16</b>
<b>LIABILITIES</b>			
<b>2 Non-current liabilities</b>			
(a) Provisions	11	196.22	191.31
<b>Total Non - Current Liabilities</b>		<b>196.22</b>	<b>191.31</b>
<b>3 Current liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables (includes dues of micro and small enterprises NIL (March 31, 2017: NIL))	12	412.45	375.33
(ii) Other financial liabilities	13	776.41	593.90
(b) Provisions	11	35.10	35.86
(c) Other liabilities	14	588.86	492.48
<b>Total Current Liabilities</b>		<b>1,812.82</b>	<b>1,497.57</b>
<b>Total Liabilities (2+3)</b>		<b>2,009.04</b>	<b>1,688.88</b>
<b>Total Equity and Liabilities (1+2+3)</b>		<b>1,28,781.90</b>	<b>1,27,628.04</b>


See accompanying notes forming part of the financial statements.

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

  
Mohammed Bengali  
Partner

Place: Mumbai  
Date: September 6, 2018

For MXC Solutions India Private Limited

  
Vinay Sanghi  
Chief Executive Officer & Director  
(DIN: C0309085)

  
Lalbahadur Pal  
Company Secretary

Place: Mumbai  
Date: September 6, 2018

  
Rajan Mehra  
Director  
(DIN: 00504892)

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**MXC Solutions India Private Limited**  
**Statement of Profit and Loss for the year ended March 31, 2018**

(Rs. in lakhs)

Particulars	Note	For the Year ended March 31, 2018	For the Year ended March 31, 2017
I Revenue from operations	15	2,874.30	2,505.12
II Other income	16	2,988.42	2,735.47
<b>III Total Income (I + II)</b>		<b>5,862.72</b>	<b>5,240.59</b>
<b>IV Expenses</b>			
(a) Employee Benefits Expense	17	3,572.59	4,015.99
(b) Depreciation expense	3	32.10	50.03
(c) Other expenses	18	1,683.44	2,480.24
<b>Total Expense</b>		<b>5,288.13</b>	<b>6,546.26</b>
<b>V Profit / (Loss) before tax (III - IV)</b>		<b>574.59</b>	<b>(1,305.67)</b>
<b>VI Tax expense:</b>			
Current tax	19	110.25	0.31
<b>VII Profit / (Loss) for the year (V-VI)</b>		<b>464.34</b>	<b>(1,305.98)</b>
<b>VIII Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		20.70	5.27
<b>Total other comprehensive Income</b>		<b>20.70</b>	<b>5.27</b>
<b>IX Total Comprehensive Income / (Loss) for the year (VII+VIII)</b>		<b>485.04</b>	<b>(1,300.71)</b>
<b>X Earnings per equity share (of Rs. 10/- each)</b>	22		
Basic		13.46	(40.55)
Diluted		1.09	
See accompanying notes forming part of the financial statements.			

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

  
**Mohammed Bengali**  
Partner

Place: Mumbai  
Date: September 6, 2018

For MXC Solutions India Private Limited

  
**Vinay Sanghi**  
Chief Executive Officer & Director  
(DIN: 00309085)

  
**Rajan Mehra**  
Director  
(DIN: 00504892)

  
**Lal Bahadur Pal**  
Company Secretary

Place: Mumbai  
Date: September 6, 2018

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MXC Solutions India Private Limited  
Statement of Changes in Equity for the year ended March 31, 2018

(Rs. in lakhs)

a. Equity Share Capital		
(i) Equity Shares	As at	As at
	March 31, 2018	March 31, 2017
Opening Balance	344.93	315.67
Changes during the year	-	29.26
<b>Total</b>	<b>344.93</b>	<b>344.93</b>
(ii) Preference Shares	As at	As at
	March 31, 2018	March 31, 2017
Opening Balance	3,490.34	3,072.35
Changes during the year	-	417.99
<b>Total</b>	<b>3,490.34</b>	<b>3,490.34</b>
<b>Closing Balance (i+ii)</b>	<b>3,835.27</b>	<b>3,835.27</b>

(Rs. in lakhs)

b. Other Equity	Securities Premium	Share options outstanding account	Retained earnings	Money Received against Share Warrant	Total
Balance as at April 1, 2016	1,18,315.58	581.23	(22,556.53)	4.00	96,344.28
Add: Loss for the year	-	-	(1,305.98)	-	(1,305.98)
Add: Other comprehensive Income for the year	-	-	5.27	-	5.27
<b>Total comprehensive loss for the year</b>			<b>(1,300.71)</b>		<b>(1,300.71)</b>
<b>Add:</b>					
1. Received on issue of Equity shares during the year	7.18	-	-	-	7.18
2. Received on issue of 8% Non-cumulative Compulsorily Convertible Preference shares E Series	3,264.46	-	-	-	3,264.46
3. Received on issue of 8% Non-cumulative Compulsorily Convertible Preference shares F Series	23,869.49	-	-	-	23,869.49
4. Money received during the year(Refer note 28)	-	-	-	0.46	0.46
5. Recognition of share based payments (Refer note 4 & 17)	-	-	-	-	-
Options Vested during the year	-	250.63	-	-	250.63
Options lapsed during the year	-	-	-	-	-
Options cancelled during the year	-	(331.90)	-	-	(331.90)
Options exercised during the year	-	-	-	-	-
<b>Balance as at March 31, 2017</b>	<b>1,45,456.71</b>	<b>499.96</b>	<b>(23,857.24)</b>	<b>4.46</b>	<b>1,22,103.89</b>
Add: Profit for the year	-	-	464.34	-	464.34
Add: Other comprehensive Income for the year	-	-	20.70	-	20.70
<b>Total comprehensive income for the year</b>			<b>485.04</b>		<b>485.04</b>
<b>Add:</b>					
1. Recognition of share based payments (Refer note 4 & 17)	-	-	-	-	-
Options Vested during the year	-	380.42	-	-	380.42
Options lapsed during the year	-	-	-	-	-
Options cancelled during the year	-	(31.76)	-	-	(31.76)
Options exercised during the year	-	-	-	-	-
<b>Balance as at March 31, 2018</b>	<b>1,45,456.71</b>	<b>848.62</b>	<b>(23,372.20)</b>	<b>4.46</b>	<b>1,22,937.59</b>

See accompanying notes forming part of the financial statements.

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

Mohammed Bengali  
Partner

Place: Mumbai  
Date: September 6, 2018

For MXC Solutions India Private Limited

Vinay Sanghi  
Chief Executive Officer & Director  
(DIN: 00309085)

Rajan Mehra  
Director  
(DIN: 00504892)

Lal Bahadur Pal  
Company Secretary

Place: Mumbai  
Date: September 6, 2018

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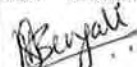
Particulars	For the year ended March 31, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>			
Profit / (Loss) before Tax		574.59	(1,305.67)
<u>Adjustments for:</u>			
Security deposits forfeited	-		(30.31)
Depreciation	32.10		50.03
Share based payments to employees	64.86		17.46
Interest income on financial asset (ICD) carried at amortised cost	(531.26)		(1,050.10)
Interest income on financial asset (Debentures) carried at Fair value through Profit and Loss	-		(20.56)
Interest Income on Income tax refund	(10.23)		-
Loss on sale of Property, Plant and Equipment (Net)	0.43		0.30
Provision for doubtful debts	102.66		-
Bad debts written off	-		141.86
Liabilities no longer required written back	(55.18)		(14.85)
Amortised prepaid rent	4.14		4.47
Interest income on security deposit	(4.01)		(4.38)
Net gain on Investments carried at fair value through Profit and Loss - Mutual Fund	(2,386.40)		(1,433.85)
Loss on sale of Investment in equity instruments	0.01		-
Net gain on Investments carried at fair value through Profit and Loss - Debentures	-		(198.60)
		(2,782.88)	(2,538.53)
<b>Operating Loss before Working Capital Changes</b>		(2,208.29)	(3,844.20)
<u>Changes in working capital:</u>			
Decrease in trade receivables	50.74		196.96
Decrease in other assets	273.94		81.53
Increase in other financial assets	(128.29)		(4.98)
Increase in other financial liabilities	182.51		75.00
Increase in other liabilities	96.38		166.20
Increase / (Decrease) in trade payables	92.30		(447.43)
Increase in provision for employee benefits	24.85		57.21
		592.43	124.49
<b>Cash generated from operations</b>		(1,615.86)	(3,719.71)
Income tax paid (Net of refund)		44.54	63.60
<b>Net Cash used in Operating Activities</b>		(1,571.32)	(3,656.11)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Payments for purchase of Property, Plant and Equipment	(15.40)		(25.88)
Proceeds from sale of Property, Plant and Equipment	0.75		1.52
Purchase of current Investments	(1,300.00)		(27,985.83)
Proceeds from sale of current investments	20,045.25		5,385.00
Purchase of non-current investments (Investment in subsidiary) (refer note 4)	(15,637.60)		-
Inter-Corporate deposits to subsidiary	(1,210.00)		(2,185.00)
Net cash outflow on acquisition of subsidiary (refer note 31)	(1,900.01)		-
Net cash inflow on disposal of subsidiary (refer note 31)	1,300.00		-
Inter-Corporate deposits received back	-		497.97
Restricted bank balance	(93.70)		(9.55)
Interest received	-		2.06
<b>Net Cash from / (used) in Investing Activities</b>		1,789.29	(24,319.75)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Issue of Equity shares	-		29.26
Proceeds from Issue of Preference shares	-		417.99
Securities premium received on issue of Equity shares	-		7.18
Securities premium received on issue of 8% Non-cumulative compulsorily convertible Preference shares Equity shares	-		27,183.94
Proceeds from issue of share warrants	-		0.46
<b>Net Cash from Financing Activities</b>		-	27,588.83
<b>Net increase / (decrease) in cash and cash equivalents</b>		217.97	(387.03)
Cash and cash equivalents at beginning of the year		148.84	535.87
<b>Cash and cash equivalents at end of the year</b>		366.81	148.84

Cash and cash equivalents at end of the year (as per note 8A)  
See accompanying notes forming part of the financial statements

**Notes:**

- (a) The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS - 7) "Statement of Cash Flow".  
(b) Components of cash and cash equivalents include cash and bank balances in current accounts as disclosed in note 8 of the financial statements

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

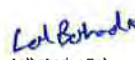
  
Mohammed Bengali  
Partner

Place: Mumbai  
Date: September 6, 2018

For MXC Solutions India Private Limited

  
Vinay Sanghi  
Chief Executive Officer & Director  
(DIN: 00309085)

  
Rajan Mehra  
Director  
(DIN: 00504892)

  
Lalbahadur Pal  
Company Secretary

Place: Mumbai  
Date: September 6, 2018

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## 1. Corporate information

MXC Solutions India Private Limited commenced operations in August 2009. The Company runs CarTrade.com an online auto classifieds and content site and CarTradeExchange, which helps new and used car dealers to run their business. The Company is domiciled in India and its registered office is at c/o Suraj Sanghi Service Centre, Dr. Annie Besant Road, Worli, Mumbai -400 018.

## 2. Significant Accounting Policies

### 2.1 Statement of Compliance

These financial statements have been prepared in accordance with The Indian Accounting Standards (herein after referred to as the Ind AS) as notified by ministry of corporate affairs pursuant to section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 as amended as other relevant provisions of the Act.

### 2.2 Basis of accounting and preparation of financial statements

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Financial statements are presented in Indian rupees (INR) and all values are rounded to the nearest lakhs (INR), except when otherwise indicated.

### 2.3 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when the payment is being done. Revenue is measured at the fair value of the consideration received or receivable and is reduced for estimated customer credit notes and other similar allowances.

- a) Revenue from Commission income is recognised in the period in which the services are rendered.
- b) Revenue from Membership and Registration fees is recognized on a straight-line basis over the period of the contract.
- c) Revenue from advertisement income is recognized in the period in which the advertisement is displayed.
- d) Revenue from License fee is recognised on a straight-line basis over the period of the contract.

### 2.4 Other income

- a) Dividend from investments are recognised when the right to receive payment is established and no significant uncertainty as to collectibility exists.
- b) Interest income from financial instruments measured at amortised cost is recorded on accrual basis.

### 2.5 Leases

At the inception of a lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

#### Finance Lease

Leases are classified as Finance leases wherever the terms of lease transfer substantially all the risk and the rewards of ownership to the lessee. All other leases are classified as operating leases.

#### Operating lease

Operating lease payments are recognised on a straight line basis over the lease term in the statement of profit and loss, unless the lease agreement explicitly states that increase is on account of inflation. The leased assets are not recognized on the Company's balance sheet.

### 2.6 Foreign Currencies

The Company's financial statements are presented in INR, which is also the company's functional currency.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.

Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.



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**2.7 Employee Benefits**

Employee benefits include contributions to provident fund, employee state insurance scheme, gratuity fund and compensated absences.

**i. Short term employee benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives payable within twelve months.

**ii. Post-employment benefits**

Contributions to defined contribution retirement benefit schemes are recognised as expenses when employees have rendered services entitling them to the contributions.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling (if applicable), excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the period of plan amendment.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognises changes in service costs comprising of current service costs, past-service costs, gains and losses on curtailments and non-routine settlements under employee benefit expenses in the Statement of Profit and Loss. The net interest expense or income is recognised as part of finance cost in the Statement of Profit and Loss.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the scheme.

**iii. Other long-term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.

**2.8 Taxation**

**a) Current tax**

The tax currently payable is based on taxable profit for the year in accordance with the provisions of the Income Tax Act, 1961. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Provision for current income taxes and advance taxes paid in respect of the same jurisdiction are presented in the balance sheet after offsetting them on an assessment year basis.

Minimum Alternate Tax ('MAT') paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability is recognised as an asset in the balance sheet only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

**b) Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.



c) Current and deferred tax for the year

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

**2.9 Property, Plant and Equipment**

Property, Plant and Equipment are carried at cost, as reduced by accumulated depreciation and Impairment loss, if any. Cost comprises of purchase price / cost of construction, including non-refundable taxes or levies and any expenses attributable to bring the assets to its working condition for its intended use.

Depreciation is provided for Property, Plant and Equipment so as to expense the cost over its useful life. The estimated useful lives and method of depreciation are reviewed at the end of each financial year and any change in estimate is accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis for Property, Plant and Equipment purchased and sold during the year. Depreciation on Property, Plant and Equipment has been provided on the straight-line method as per the estimated useful life prescribed in Schedule II to the Companies Act, 2013.

Estimated useful lives of the assets are as follows:

- a) Computers - 3 Years and Servers - 6 years
- b) Office Equipments - 3 Years\*
- c) Furniture & Fixtures - 10 Years

\* In this case, the lives of the assets are other than the prescribed lives in Schedule II to the Companies Act, 2013. The lives of the assets have been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognised in the Statement of Profit and Loss in the year of occurrence.

In order to better reflect the usage of its tangible assets, during the year, company re-assessed the useful life of its assets and accordingly

(i) the Company has changed its method of depreciation for all items of Property, plant and equipment from written down value method to straight line method. This has resulted in a decrease in the depreciation charge for the year by Rs. 4.72 lakhs.

(ii) The Company has also revised the estimated useful life of Office Equipment from 5 years to 3 years. This has resulted in an increase in the depreciation charge for the year by Rs. 5.77 lakhs.

**2.10 Impairment of tangible assets**

The carrying values of assets / cash generating units ("CGU") at each balance sheet date are reviewed for impairment, if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at a revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and the value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account.

**2.11 Provisions and Contingencies**

Provision is recognized in the accounts when there is a present obligation as a result of past event/s and it is probable that an outflow of resources will be required to settle the obligation. Contingent liabilities, if any, are disclosed in the notes to the financial statements.



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**2.12 Share Based Payment arrangements**

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Note 27.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the counterparty renders the service.

**2.13 Financial Instruments**

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

**Financial assets**

**i. Financial assets at amortised cost**

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

These include trade receivables, balances with banks, and other financial assets.

**ii. Financial assets at fair value through other comprehensive income (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

**iii. Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

**iv. De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at lower of the original carrying amount of the asset and maximum amount of consideration that the Company could be required to repay.

**v. Impairment of financial assets:**

The Company recognizes a loss allowance for expected credit losses on a financial asset that is held at amortized cost. Loss allowance in respect of financial assets other than finance receivables is measured at an amount equal to life time expected losses and is calculated as the difference between their carrying amount and the expected future cash flows. Such impairment loss is recognized in the income statement. If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. The reversal is recognized in the income statement.



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#### Financial liabilities and Equity instruments

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### i. Equity instruments

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

##### ii. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

All the financial assets and financial liabilities of the Company are currently measured at amortized cost except for investment in Mutual Fund and Investment in Debenture of subsidiary which are measured at FVTPL.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

#### 2.14 Cash and Cash Equivalents

Cash comprises cash on hand. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### 2.15 Investment in Subsidiary

The Company has elected to recognize its investments in subsidiary at cost in accordance with IND AS 27, 'Separate Financial Statements'. The details of such investments are given in Note 4.

#### 2.16 Fair Value

The Company measures financial instruments at fair value at each Balance sheet date in accordance with the accounting policies mentioned above.

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

- In the principal market for the asset or liability, or
- In the absence of principal market, in the most advantageous market for asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

#### 2.17 Events after Reporting Date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed

#### 2.18 Critical accounting judgements and key sources of estimation uncertainty

In application of Company's accounting policies, which are described above, the directors of the company are required to make judgements, estimations and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision or future periods if the revision affects both current and future periods.

##### a) Critical judgements in applying accounting policies

There are no critical judgements which the director's have made in the process of applying Company's accounting policies and which have significant effect on the amounts recognised in the financial statement.



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**b) Key sources of estimation uncertainty**

Key sources of estimation uncertainty that the directors have made in the process of applying the Company's accounting policies and have the most significant effect on the amounts recognised in the financial statements are as follows:-

Useful lives of Property, Plant & Equipment:

As described in 2.9 above, the Company reviews the estimated useful lives of Property, Plant & Equipment at the end of each reporting period. During the current year, the Company has revised the estimates of useful lives of tangible assets.

Fair Value Measurement and Valuation Processes

Company has some assets which are measured at Fair Value for financial reporting purpose. In estimating the fair value of an asset, the company uses market observable data to the extent it is available. When the fair value of financial assets recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including discounted cash flow model, which involves various judgements and assumptions.

**2.19 Earning Per Share**

Basic earnings per share has been computed by dividing profit or loss for the year by the weighted average number of shares outstanding during the year. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

**2.20 Standards issued but not yet effective**

In March 2018, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Ind AS 115 on Revenue from Contract with Customers, Appendix B to Ind AS 21 on Foreign currency transactions and advance consideration and amendments to certain other standards. These amendments are in line with recent amendments made by International Accounting Standards Board (IASB). These amendments are applicable to the Company from 1 April 2018. The Company will be adopting the amendments from their effective date.

**a) Ind AS 115 on Revenue from Contract with Customers:**

Ind AS 115 supersedes Ind AS 11 on Construction Contracts and Ind AS 18 on Revenue. Ind AS 115 requires an entity to report information regarding nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with customers. The principle of Ind AS 115 is that an entity should recognize revenue that demonstrates the transfer of promised goods and services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard can be applied either retrospectively to each prior reporting period presented or can be applied retrospectively with recognition of cumulative effect of contracts that are not completed contracts at the date of initial application of the standard.

The impact on adoption of the standard is not expected to be material.

**b) Appendix B to Ind AS 21 on Foreign currency transactions and advance consideration:**

The Appendix clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration towards such assets, expenses or income. If there are multiple payments or receipts in advance, then an entity must determine transaction date for each payment or receipts of advance consideration.

The impact of the Appendix on the financial statements is not expected to be material.



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3. Property, Plant and Equipment

Particulars	(Rs. in lakhs)	
	As at March 31, 2018	As at March 31, 2017
Carrying amount of:		
Furniture & Fixtures	20.01	20.89
Office Equipments	8.25	16.78
Computer	15.86	24.33
<b>Total</b>	<b>44.12</b>	<b>62.00</b>

Particulars	(Rs. in lakhs)			
	Furniture & Fixtures	Office Equipment (Refer note below)	Computer	Total
<b>Cost</b>				
At April 1, 2016	35.60	45.04	144.96	225.60
Additions	2.28	7.68	15.92	25.88
Disposals	-	0.25	25.34	25.59
<b>At March 31, 2017</b>	<b>37.88</b>	<b>52.47</b>	<b>135.54</b>	<b>225.89</b>
Additions	1.74	3.51	10.15	15.40
Disposals	-	5.33	6.20	11.53
<b>At March 31, 2018</b>	<b>39.62</b>	<b>50.65</b>	<b>139.49</b>	<b>229.76</b>
<b>Accumulated Depreciation</b>				
At April 1, 2016	8.22	25.62	103.79	137.63
Depreciation	8.77	10.26	31.00	50.03
Disposals	-	0.19	23.58	23.77
<b>At March 31, 2017</b>	<b>16.99</b>	<b>35.69</b>	<b>111.21</b>	<b>163.89</b>
Depreciation	2.62	11.33	18.15	32.10
Disposals	-	4.62	5.73	10.35
<b>At March 31, 2018</b>	<b>19.61</b>	<b>42.40</b>	<b>123.63</b>	<b>185.64</b>

Note: Refer note 2.9 for change in estimated useful life of Office Equipments from 5 years to 3 years.





4. Investments

Particulars	As at March 31, 2018			As at March 31, 2017		
	QTY	Current	Non Current	QTY	Current	Non Current
<b>Unquoted Investments</b>						
<b>A. Investments in Equity Instruments</b>						
Subsidiary						
(i) Automotive Exchange Private Limited of Re 1/- each fully paid up (Refer note a to d below)	1,52,50,314	-	86,021.98	1,16,87,276	-	65,434.34
(ii) Shriram AutoMall India Private Limited of Rs 10/- each fully paid up (Refer note e below)	1,66,30,435	-	15,637.60	-	-	-
<b>B. Investments in Debentures</b>						
Subsidiary						
4% Unsecured Cumulative Fully Convertible Debenture of Automotive Exchange Private Limited	-	-	-	4,04,188	-	2,399.79
<b>C. Investments in Mutual Funds</b>						
- IIFDC Liquid Fund- Growth (of Rs. 1000/- each)	32,780	1,117.98	-	3,17,023	10,143.58	-
- ICICI Prudential Liquid- Regular Plan- Growth (of Rs 100/- each)	38,42,935	9,852.83	-	41,63,364	9,998.59	-
- Birla Sun Life Cash Plus- Growth-Regular Plan (of Rs. 100/- each)	35,42,063	9,855.22	-	38,97,090	10,152.43	-
- DSP BlackRock Liquidity Fund- Institutional Plan- Growth (of Rs 1000/- each)	1,34,050	3,316.38	-	4,40,300	10,206.65	-
<b>Total Unquoted Investments [A+B+C]</b>		<b>24,142.41</b>	<b>1,01,659.58</b>		<b>40,501.25</b>	<b>67,834.13</b>
<b>INVESTMENTS CARRIED AT FVTPL [B+C]</b>		<b>24,142.41</b>	-		<b>40,501.25</b>	<b>2,399.79</b>
<b>INVESTMENTS CARRIED AT COST [A]</b>		-	<b>1,01,659.58</b>		-	<b>65,434.34</b>

Category-wise investments

	As at March 31, 2018	As at March 31, 2017
<b>Financial assets carried at cost</b>		
Unquoted equity shares	1,01,659.58	65,434.34
<b>Financial assets carried at FVTPL</b>		
Debentures	-	2,399.79
Mutual funds	24,142.41	40,501.25

Notes:

- During the previous year, Automotive Exchange Private Limited had converted its 2,249,799 0.001% Compulsorily Convertible Preference shares of Re 1/- each into 2,249,799 equity shares of Re 1/- each vide board resolution dated October 7, 2016.
- Investment cost includes Rs. 718.82 lakhs and Rs. 435.02 lakhs for the year ended March 31, 2018 and March 31, 2017 respectively on account of share based payments granted to employees of subsidiary company.
- During the year, Automotive Exchange Private Limited had converted its 404,188 4% Unsecured Cumulative Fully Convertible Debenture (including accumulated interest thereon) till October 10, 2017 amounting Rs. 2,431.83 lakhs in 404,188 Equity shares of Re. 1 each vide board resolution dated October 10, 2017.
- During the year, Automotive Exchange Private Limited had converted intercorporate deposits (including accumulated interest thereon) till October 10, 2017 amounting Rs. 17,882.88 lakhs in 3,158,850 Equity shares of Re. 1 each vide board resolution dated October 10, 2017.
- During the year, pursuant to Share Purchase Agreement (SPA) dated January 24, 2018 entered into by the Company with Shriram Automall India Limited (SAMIL) and Shriram Transport Finance Company Limited, the company has acquired 51%, 1,66,30,435 equity shares of Rs. 10/- each of Shriram Automall India Limited from Shriram Transport Finance Company Limited. Hence w.e.f. February 6, 2018, the closing date, Shriram Automall India Limited has become subsidiary of the Company.

The terms and conditions of the Agreement includes a total purchase price of Rs. 15,637.60 lakhs paid by the Company on February 6, 2018.



10

MXC Solutions India Private Limited  
Notes forming part of the financial statements for the year ended March 31, 2018

5. Other Financial assets (Unsecured, considered good)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Current	Non Current	Current	Non Current
	a) Security Deposits	3.70	53.55	2.34
- Unsecured, considered good				
b) Inter Corporate Deposits (Refer note 4 (d) and 32)	290.00	-	15,237.03	-
c) Interest accrued on ICD Deposits (interest range : 6.293% to 6.710%) (Refer note 4(d))	6.03	-	1,232.49	-
d) Interest accrued on Debentures (Refer note 4 (c))	-	-	-	22.40
e) Unbilled revenue	89.80	-	-	-
f) Others (Refer note below)	45.09	-	-	-
<b>Total</b>	<b>434.62</b>	<b>53.55</b>	<b>16,471.86</b>	<b>79.91</b>

Note: Includes Rs. 30.86 lakhs towards reimbursement of expenses incurred by the Company on behalf of SAMIL as per the outsourcing agreement dated January 24, 2018.

6. Other assets (Unsecured, considered good)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Current	Non Current	Current	Non Current
	a) Indirect taxes recoverable (Refer note 33)	1,508.46	-	1,805.84
b) Advance to employees	2.98	-	1.66	-
c) Prepaid expenses	5.37	7.67	8.24	11.77
d) Advance to suppliers	34.34	-	9.39	-
<b>Total</b>	<b>1,551.15</b>	<b>7.67</b>	<b>1,825.13</b>	<b>11.77</b>





**MXC Solutions India Private Limited**  
**Notes forming part of the financial statements for the year ended March 31, 2018**

**7. Trade receivables**

(Rs. In lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Trade Receivable (Unsecured)</b>		
(a) Considered Good	333.35	486.75
(b) Considered Doubtful	102.66	-
	<b>436.01</b>	<b>486.75</b>
Less: Allowances for doubtful debts (expected credit loss allowance)	102.66	-
<b>Total</b>	<b>333.35</b>	<b>486.75</b>

**Notes**

The credit period on sale of services is 0 to 60 days. The Company does not charge interest on delayed payments and exercise the right on its own discretion depending upon prevailing circumstances.

Before accepting a new customer, the Company obtains market feedback on the creditworthiness of the customer concerned. Customer wise outstanding receivables are reviewed on a quarterly basis and where necessary, the credit allowed to particular customers for subsequent sales is adjusted in line with their past payment performance.

The following table gives details in respect of percentage of revenues from services generated from top customers and top five customers :

Particulars	As at March 31, 2018	As at March 31, 2017
Revenue from top customer	7.98%	12.5%
Revenue from top five customers	23.01%	34.5%

**Age of receivables**

(Rs. In lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Exceeding six months	118.35	33.04
Others	317.66	453.71
<b>Total</b>	<b>436.01</b>	<b>486.75</b>

**Expected credit loss allowance**

In determining the allowances for doubtful trade receivables the Company has used a simplified approach by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information.

**Movement in the expected credit loss allowance**

(Rs. In lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Opening Balance	-	76.93
Add: During the year	102.66	-
Less: Excess Provision for doubtful debts written back	-	(11.64)
Less: Written off as Bad Debt	-	(65.29)
<b>Closing Balance</b>	<b>102.66</b>	<b>-</b>



**MXC Solutions India Private Limited**

**Notes forming part of the financial statements for the year ended March 31, 2018**

**8A. Cash and cash equivalents**

(Rs. In lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
(a) Bank balances		
- In Current account	366.00	148.37
(b) Cash on hand	0.81	0.47
<b>Total</b>	<b>366.81</b>	<b>148.84</b>

**Notes**

- (i) Cash and cash equivalent as per statement of cash flow. 366.81                      148.84
- (ii) During the year ended March 31, 2018 and March 31, 2017, the Company has not entered into any non cash investing and financing activities which are not reflected in Statement of Cash Flows.

**8B. Bank balance other than note 8A above**

(Rs. In lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Other Bank Balance:</b>		
Restricted bank balance (Refer note below)	103.29	9.59
<b>Total</b>	<b>103.29</b>	<b>9.59</b>

**Note:** Represents amount received from financier company towards loan taken by customer for purchase of cars which is subsequently transferred by the company to customer.





**MXC Solutions India Private Limited**  
**Notes forming part of the financial statements for the year ended March 31, 2018**

**9. Equity Share Capital**

Particulars	As at		As at	
	March 31, 2018		March 31, 2017	
	Units	Amount	Units	Amount
<b>Authorised Capital</b>				
Equity Shares of Rs 10/- each	85,00,000	850.00	85,00,000	850.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each A series	20,00,000	200.00	20,00,000	200.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each B Series	28,00,000	280.00	28,00,000	280.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each C Series	40,00,000	400.00	40,00,000	400.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each D Series	64,00,000	640.00	64,00,000	640.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each E Series	40,00,000	400.00	40,00,000	400.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F Series	1,29,00,000	1,290.00	1,29,00,000	1,290.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F1 Series	6,00,000	60.00	6,00,000	60.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each G Series	40,00,000	400.00	40,00,000	400.00
	<b>4,52,00,000</b>	<b>4,520.00</b>	<b>4,52,00,000</b>	<b>4,520.00</b>
<b>Issued, Subscribed and Fully Paid up</b>				
Equity Shares of Rs 10/- each	34,49,303	344.93	34,49,303	344.93
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each A Series	19,32,120	193.21	19,32,120	193.21
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each B Series	27,70,456	277.05	27,70,456	277.05
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each C Series	36,57,066	365.71	36,57,066	365.71
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each D Series	59,64,300	596.43	59,64,300	596.43
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each E Series	35,19,482	351.95	35,19,482	351.95
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F Series	1,28,79,955	1,288.00	1,28,79,955	1,288.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F1 Series	5,85,437	58.54	5,85,437	58.54
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each G Series	35,94,499	359.45	35,94,499	359.45
<b>Total</b>	<b>3,83,52,618</b>	<b>3,835.27</b>	<b>3,83,52,618</b>	<b>3,835.27</b>

Refer Notes (i) to (iv) below



Notes

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

(Rs. In lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity shares</b>				
At the beginning of the year	34,49,303	344.93	31,56,753	315.68
Add: Issued during the year	-	-	-	-
Add: Issue of equity shares under employee share option plan ( Refer Note 27)	-	-	2,92,550	29.26
At the end of the year	<b>34,49,303</b>	<b>344.93</b>	<b>34,49,303</b>	<b>344.93</b>
<b>Compulsorily convertible preference shares</b>				
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each A Series</b>				
At the beginning of the year	19,32,120	193.21	19,32,120	193.21
Add: Issued during the year	-	-	-	-
At the end of the year	<b>19,32,120</b>	<b>193.21</b>	<b>19,32,120</b>	<b>193.21</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each B Series</b>				
At the beginning of the year	27,70,456	277.05	27,70,456	277.05
Add: Issued during the year	-	-	-	-
At the end of the year	<b>27,70,456</b>	<b>277.05</b>	<b>27,70,456</b>	<b>277.05</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each C Series</b>				
At the beginning of the year	36,57,066	365.71	36,57,066	365.71
Add: Issued during the year	-	-	-	-
At the end of the year	<b>36,57,066</b>	<b>365.71</b>	<b>36,57,066</b>	<b>365.71</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each D Series</b>				
At the beginning of the year	59,64,300	596.43	59,64,300	596.43
Add: Issued during the year	-	-	-	-
At the end of the year	<b>59,64,300</b>	<b>596.43</b>	<b>59,64,300</b>	<b>596.43</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each E Series</b>				
At the beginning of the year	35,19,482	351.95	35,19,482	351.95
Add: Issued during the year	-	-	-	-
At the end of the year	<b>35,19,482</b>	<b>351.95</b>	<b>35,19,482</b>	<b>351.95</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F Series</b>				
At the beginning of the year	1,28,79,955	1,288.00	1,28,79,955	1,288.00
Add: Issued during the year	-	-	-	-
At the end of the year	<b>1,28,79,955</b>	<b>1,288.00</b>	<b>1,28,79,955</b>	<b>1,288.00</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F1 Series</b>				
At the beginning of the year	5,85,437	58.54	-	-
Add: Issued during the year	-	-	5,85,437	58.54
At the end of the year	<b>5,85,437</b>	<b>58.54</b>	<b>5,85,437</b>	<b>58.54</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each G Series</b>				
At the beginning of the year	35,94,499	359.45	-	-
Add: Issued during the year	-	-	35,94,499	359.45
At the end of the year	<b>35,94,499</b>	<b>359.45</b>	<b>35,94,499</b>	<b>359.45</b>





(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2018		As at March 31, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights:</b>				
Austin Ligon	1,92,730	5.59%	1,92,730	5.59%
Vinay Vinod Sanghi with Seena Vinay Sanghi	4,50,050	13.05%	4,50,050	13.05%
Bina Vinod Sanghi with Vinay Vinod Sanghi	4,50,000	13.05%	4,50,000	13.05%
Shree Krishna Trust	7,00,050	20.30%	7,00,050	20.30%
Highdell Investment Ltd	6,11,981	17.74%	6,11,981	17.74%
Macritchie Investments Pte. Ltd.*	5,92,650	17.18%	5,92,650	17.18%
<b>8% Non-cumulative Compulsorily Convertible Preference Shares (Series A to G)</b>				
CMDB II	56,75,595	16.26%	56,75,595	16.26%
Highdell investment Ltd	1,45,26,693	41.62%	1,45,26,693	41.62%
MacRitchie Investments Pte. Ltd.	1,08,34,252	31.04%	1,08,34,252	31.04%
Springfield Venture International	31,82,038	9.12%	31,82,038	9.12%

\* Transfer made during the previous year from Shree Krishna Trust (300,000 shares), Vinay Vinod Sanghi (292,550 shares) and Ephiphany overseas ventures (100 shares)

(iii) Terms/rights attached to equity shares

(a) Voting rights

The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, in proportion of their shareholding.

(b) Dividend distribution rights:

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Subject to the provisions of section 123 of the Companies Act, 2013, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

(iv) Terms of conversion/ redemption of CCPS

(a) Series A Preference shares are compulsorily convertible on exercise of the conversion option by the preference shareholders at any time during the conversion period 20 years from the date of issue i.e. 08.12.09 to Canaan VIII Mauritius (transferred to CMDB-II on 24.03.15) and 11.01.10 to Austin Ligon and Daniel Neary and 01.12.11 to Tiger Global Six India II Holdings (transferred to Highdell Investment Ltd. on 24.12.14) or on the expiry of the conversion period or immediately prior to the filing by the Company of its draft offer document with SEBI.

(b) Series B Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 15.12.10 or immediately prior to the filing by the Company of its draft offer document with SEBI.



**MXC Solutions India Private Limited**

**Notes forming part of the financial statements for the year ended March 31, 2018**

(c) Series C Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 02.09.11 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(d) Series D Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 09.10.14 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(e) Series E Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 04.08.15 & 25.08.15 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(f) Series F Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 12.01.16 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(g) Series F1 Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 29.04.16 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(h) Series G Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 03.02.17 or immediately prior to the filing by the Company of its draft offer document with SEBI.





MXC Solutions India Private Limited  
Notes forming part of the financial statements for the year ended March 31, 2018

10. Other equity

(Rs. In lakhs)		
Particulars	As at March 31, 2018	As at March 31, 2017
(a) Securities premium account	1,45,456.71	1,45,456.71
(b) Share option outstanding account	848.62	499.96
(c) Retained earnings	(23,372.20)	(23,857.24)
(d) Money Received against Share Warrant (Refer note 28)	4.46	4.46
<b>Total</b>	<b>1,22,937.59</b>	<b>1,22,103.89</b>

10.1 Securities premium account

(Rs. In lakhs)		
Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Balance at beginning of year	1,45,456.71	1,18,315.58
Additions during the year	-	-
Received on issue of Equity shares during the year	-	7.18
Received on issue of 8% Non-cumulative Compulsorily Convertible Preference shares F1 Series	-	3,264.46
Received on issue of 8% Non-cumulative Compulsorily Convertible Preference shares G Series	-	23,869.49
<b>Balance at end of year</b>	<b>1,45,456.71</b>	<b>1,45,456.71</b>

10.2 Share option outstanding account

(Rs. In lakhs)		
Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Balance at beginning of year	499.96	581.23
Options Vested during the year	380.42	250.63
Options lapsed during the year	-	-
Options cancelled during the year	(31.76)	(331.90)
Options exercised during the year	-	-
<b>Balance at end of year</b>	<b>848.62</b>	<b>499.96</b>

10.3 Retained earnings

(Rs. In lakhs)		
Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Balance at beginning of year	(23,857.24)	(22,556.53)
Profit/(Loss) for the year	464.34	(1,305.98)
Remeasurement of defined benefit obligation	20.70	5.27
<b>Balance at end of year</b>	<b>(23,372.20)</b>	<b>(23,857.24)</b>

10.4 Money Received against Share Warrant (Refer Note 28)

(Rs. In lakhs)		
Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Balance at beginning of year	4.46	4.00
Money received during the year	-	0.46
<b>Balance at end of year</b>	<b>4.46</b>	<b>4.46</b>



**11. Provisions**

(Rs. In lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Current	Non Current	Current	Non Current
<b>Provision for employee benefits (Refer note 20)</b>				
Gratuity	18.91	131.95	15.75	112.07
Compensated absences	16.19	64.27	20.11	79.24
<b>Total</b>	<b>35.10</b>	<b>196.22</b>	<b>35.86</b>	<b>191.31</b>

**12. Trade Payables**

(Rs. In lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Trade payables</b>		
Dues to Micro, Small and Medium Enterprises	-	-
Dues to Others	412.45	375.33
<b>Total</b>	<b>412.45</b>	<b>375.33</b>
Information regarding the total outstanding dues of Micro Enterprises and Small Enterprises is given to the extent the same is available with the Company.		

**13. Other Financial Liabilities (Current)**

(Rs. In lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
(i) Security deposit received from customers	666.60	584.31
(ii) Others (Refer note below)	109.81	9.59
<b>Total</b>	<b>776.41</b>	<b>593.90</b>

Note: Includes Rs. 103.29 lakhs (Previous year Rs. 9.59 lakhs) received from financier company towards loan taken by customer for purchase of cars which is subsequently transferred by the Company to customer.

**14. Other Liabilities (Current)**

(Rs. In lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
(i) Advances received from customers	80.41	54.22
(ii) Deferred Revenue	196.99	171.14
(iii) Statutory Dues	52.44	86.52
(iv) Security deposit payable	259.02	180.60
<b>Total</b>	<b>588.86</b>	<b>492.48</b>



15. Revenue from Operations

(Rs. In lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>(a) Revenue from rendering of services</b>		
Commission Income	1,594.86	923.58
Advertisement Income	123.56	684.93
Membership and Registration Fees	1,155.05	866.30
	<b>2,873.47</b>	<b>2,474.81</b>
<b>(b) Other Operating revenues</b>	0.83	30.31
<b>Total</b>	<b>2,874.30</b>	<b>2,505.12</b>

16. Other Income

(Rs. In lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>(a) Interest Income</b>		
i) On financial asset (ICD) carried at amortised cost	531.26	1,050.10
ii) On financial asset (Debentures) carried at Fair value through Profit and Loss	-	20.56
iii) On Income tax refund	10.23	12.56
iv) On Security Deposits	4.01	4.38
	<b>545.50</b>	<b>1,087.60</b>
<b>(b) Net gain on Investments carried at fair value through Profit and Loss</b>		
i) Mutual fund	2,386.40	1,433.85
ii) Debentures	-	198.60
	<b>2,386.40</b>	<b>1,632.45</b>
<b>(c) Other Non-Operating Income</b>		
Liabilities no longer required written back	55.18	14.85
Miscellaneous Income	1.34	0.57
	<b>56.52</b>	<b>15.42</b>
<b>Total</b>	<b>2,988.42</b>	<b>2,735.47</b>





**MXC Solutions India Private Limited**

Notes forming part of the financial statements for the year ended March 31, 2018

**17. Employee benefits expense**

(Rs. In lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Salaries and related costs	3,185.97	3,711.12
Gratuity expense	82.82	44.81
Contributions to provident and other funds	159.94	164.34
Share-based payments to employees (Refer note 27)	64.86	17.46
Staff welfare expenses	79.00	78.26
<b>Total</b>	<b>3,572.59</b>	<b>4,015.99</b>

**18. Other expenses**

(Rs. In lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Power and fuel	23.83	27.62
Rent (Refer note 21)	301.53	396.60
Amortized prepaid rent	4.14	4.47
Repairs and maintenance - Computers	4.89	5.65
Repairs and maintenance - Others	4.98	4.79
Insurance	1.66	3.64
Rates and taxes	3.30	37.59
Telephone and Communication	83.46	101.07
Travelling and conveyance	181.13	120.70
Printing and stationery	5.26	8.19
RTO transfer fees	55.56	2.09
Sales commission	74.95	8.87
Legal and professional fees	237.02	84.09
Payments to auditors (Refer Note 30)	11.29	12.62
Postage and Courier charges	3.94	4.99
Office Maintenance	29.32	27.38
Advertisement, Marketing and Sales Promotion Expenses	314.78	1,350.23
Website Hosting Charges	32.09	53.98
Provision for doubtful debts	102.66	-
Bad Debts Written Off	-	218.79
Less: Adjusted against earlier year's provision	-	76.93
	-	141.86
Loss on Sale of Property, Plant and Equipment (net)	0.43	0.30
Software Licence Purchase	4.52	4.30
Autoinspection charges	134.32	37.23
Warranty Issue Expenses	7.21	18.25
Inadmissible Service tax credit written off	30.35	-
Miscellaneous expenses	30.82	23.73
<b>Total</b>	<b>1,683.44</b>	<b>2,480.24</b>



19. Income Tax

i) Income tax recognised in statement of profit and loss

(Rs. In lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Current tax</b>		
In respect of current year	113.22	-
In respect of prior years	(2.97)	0.31
<b>Total Current tax</b>	<b>110.25</b>	<b>0.31</b>

ii) The Income tax expense for the year can be reconciled to the accounting profit as follows:

(Rs. In lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Profit / (Loss) before tax	574.59	(1,305.67)
Income tax expense calculated at enacted corporate tax rate	147.96	(403.45)
Effect of expenses that are not deductible in determining taxable profit	16.99	(643.49)
Effect of tax offsets not recognised as deferred tax assets	(99.29)	1,046.94
Utilisation of Unabsorbed Depreciation of earlier years on which no DTA was created	(44.65)	-
Minimum Alternate Tax (MAT) credit not recognised as DTA	92.21	-
Adjustments recognised in the current year in relation to the current tax of prior years	(2.97)	0.31
<b>Income tax expense recognised in profit or loss</b>	<b>110.25</b>	<b>0.31</b>

The tax rate used for the reconciliations above is the corporate tax rate of 25.75% for 2017-18 and 30.90% for 2016-2017 payable by corporate entities in India on taxable profits under the Indian tax law.



**20. Employee Benefits**

**a) Defined Contribution Plans**

The Company makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by Employee Provident Fund Organisation. Under this scheme, the Company is required to contribute a specified percentage of payroll cost to fund the benefits.

Both the employees and the Company make pre-determined contributions to the provident fund. Amount recognized as expense amounts to Rs. 130.13 Lakhs (March 31, 2017 : Rs. 135.10 lakhs) under contributions to provident and other funds (Note 17 Employee benefits expense)

**b) Defined Benefit Plans**

(i) The Company makes annual contribution towards gratuity to an unfunded defined benefit plan for qualifying employees. The plan provides for lump sum payments to employees whose right to receive gratuity had vested at the time of resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service except in case of death

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit credit Method, which recognises each period, of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

ii) The plan typically exposes the Company to actuarial risk such as interest rate risk, salary risk and demographic risk:

**Interest rate risk** - The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

**Salary risk** - Higher than expected increases in salary will increase the defined benefit obligation.

**Demographic risk** - This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

iii) The most recent actuarial valuation of the defined benefit obligation was carried out as at March 31, 2018 by an independent actuary

iv) The details in respect of the amounts recognised in the Company's financial statements for the year ended March 31, 2018 and March 31, 2017 for the defined benefit scheme is as under:

Particulars	Gratuity (Unfunded)	
	As at March 31, 2018	As at March 31, 2017
<b>I. Principal Actuarial assumptions</b>		
Discount rate	7.55%	7.00%
Expected rate of salary increase	7.50%	7.50%
Mortality tables	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Withdrawal Rates	25% at younger ages reducing to 1% at older ages.	25% at younger ages reducing to 1% at older ages.

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations. The estimates of future compensation cost considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors.

(Rs. in lakhs)

Particulars	Gratuity (Unfunded)	
	As at March 31, 2018	As at March 31, 2017
<b>II. Components of defined benefit costs recognised in the Statement of Profit and loss</b>		
Service cost:		
Current service cost	37.60	38.13
Past service cost and (gain) / loss from settlements	36.82	-
Net interest expense	8.40	6.68
<b>Components of defined benefit costs recognised in the Statement of Profit and loss (Refer note 17)</b>	<b>82.82</b>	<b>44.81</b>

(Rs. in lakhs)

Particulars	Gratuity (Unfunded)	
	As at March 31, 2018	As at March 31, 2017
<b>III. Components of defined benefit costs recognised in the other comprehensive income</b>		
Actuarial (gains) / losses arising from changes in financial assumptions	(6.55)	7.48
Actuarial (gains) / losses arising from changes in experience adjustments	(14.15)	(12.75)
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>(20.70)</b>	<b>(5.27)</b>
<b>Total</b>	<b>62.12</b>	<b>39.54</b>



BM



(Rs. In lakhs)

Particulars	Period Ended	
	As at March 31, 2018	As at March 31, 2017
<b>IV. Amount recognised in the balance sheet</b>		
Opening defined benefit obligation	127.82	90.88
Expenses charged to profit & loss account	82.82	44.81
Amount recognised in Other Comprehensive Income	(20.70)	(5.27)
Benefits paid	(39.08)	(2.60)
<b>Closing defined benefit obligation (Refer note 11)</b>	<b>150.86</b>	<b>127.82</b>

(Rs. In lakhs)

Particulars	Gratuity (Unfunded)	
	As at March 31, 2018	As at March 31, 2017
<b>V. Change in the defined benefit obligation</b>		
Opening defined benefit obligation	127.82	90.88
Past service cost and (gain) / loss from settlements	36.82	-
Current service cost	37.60	38.13
Interest cost	8.40	6.68
Remeasurement (gains)/losses:		
Actuarial (gains) / losses arising from changes in financial assumptions	(6.55)	7.48
Actuarial (gains) / losses arising from changes in experience adjustments	(14.15)	(12.75)
Benefits paid	(39.08)	(2.60)
<b>Closing defined benefit obligation (Refer note 11)</b>	<b>150.86</b>	<b>127.82</b>

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase, withdrawal rates and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

## Sensitivity Analysis

(Rs. In lakhs)

Particulars	Gratuity (Unfunded)	
	As at March 31, 2018	As at March 31, 2017
Defined Benefit Obligation - Discount Rate + 50 basis points	145.34	123.30
Defined Benefit Obligation - Discount Rate - 50 basis points	156.80	132.66
Defined Benefit Obligation - Salary Escalation Rate + 50 basis points	156.77	131.35
Defined Benefit Obligation - Salary Escalation Rate - 50 basis points	145.31	124.28
Defined Benefit Obligation - Withdrawal Rate + 1000 basis points	148.42	125.50
Defined Benefit Obligation - Withdrawal Rate - 1000 basis points	153.37	130.24

These sensitivities have been calculated above to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

## Expected future cashflows

(Rs. In lakhs)

Particulars	Gratuity (Unfunded)	
	As at March 31, 2018	As at March 31, 2017
Year 1	18.91	15.75
Year 2	13.59	9.37
Year 3	16.28	12.72
Year 4	15.52	15.58
Year 5	14.28	14.64
Year 6 to 10	60.45	53.66

## c. Leave plan and compensated absences

Leave unavailed of by eligible employees may be carried forward / encashed by them / their nominees in the event of death or permanent disablement or resignation, subject to a maximum leave of 50 days.

The liability for compensated absences as at the year end is Rs. 80.46 lakhs (2017: Rs. 99.35 lakhs) as shown under non-current provisions Rs. 64.27 lakhs (2017: 79.24 lakhs) and current provisions Rs. 16.19 lakhs (2017: 20.11 lakhs). The amount charged to the Statement of Profit and Loss under Salaries and related costs in note 24 "Employee benefits" is Rs. 5.57 lakhs (2017 : 25.43 lakhs).

Refer table I above for actuarial assumptions on compensated absences.



**21. Operating lease arrangements****The Company as a lessee**Leasing arrangements

The Company's significant leasing arrangements are in respect of operating leases taken for Office Premises. These leases have an average life of between 11 to 36 months with renewal option included in the contracts. There are no restrictions placed upon the Company by entering into these leases.

Payments recognised as an expense

(Rs. In lakhs)

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Minimum lease payments	301.53	396.60
<b>Total</b>	<b>301.53</b>	<b>396.60</b>

**22. Earnings per share (EPS)**

The following reflects the Profit / (loss) and shares data used in the basic and diluted EPS computations:

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
<b>Basic</b>		
Profit / (Loss) for the year attributable to ordinary shareholders (Rs. In lakhs)	464.34	(1,305.98)
Weighted average number of ordinary shares for basic EPS	34,49,303	32,20,874
<b>Basic Earnings per ordinary shares (In Rs.)</b>	<b>13.46</b>	<b>(40.55)</b>
<b>Diluted</b>		
Profit / (Loss) for the year attributable to ordinary shareholders (Rs. In lakhs)	464.34	(1,305.98)
Weighted average number of ordinary shares for basic EPS	34,49,303	32,20,874
Add: Effect of employee stock option *	22,23,268	-
Add: Effect of convertible share warrant *	17,16,752	-
Add: Effect of convertible preference shares *	3,52,99,477	-
Weighted average number of ordinary shares and potential ordinary shares for diluted EPS *	4,26,88,800	-
<b>Diluted Earnings per ordinary shares (In Rs.)</b>	<b>1.09</b>	<b>-</b>

\* In the Previous year, the potential ordinary shares had not been considered for the purpose of computing diluted earning per share as they were anti-dilutive in nature.

**23. Segment reporting**

The Company is engaged in operating and managing a media / platform for the automotive sector, which are subject to same risk and rewards. Hence, there are no separate reportable segments as defined by Indian Accounting Standard 108 on "Operating segments".

Geographical Revenue is allocated based on the location of the customer. Information regarding geographical revenue is as follows:

(Rs. In lakhs)

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Geography		
- India	2,811.81	2,409.18
- Outside India	61.66	65.63
<b>Total</b>	<b>2,873.47</b>	<b>2,474.81</b>

All non-current assets of the Company are located in India.



**24. Financial Instruments**

**(i) Capital management**

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at March 31st, 2018, the Company has only one class of equity shares and has no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for re-investment into business based on its long term financial plans.

**(ii) Categories of financial instruments**

(Rs. In lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Financial assets</b>		
<b>Measured at FVTPL</b>		
Non-Current Investments - Debentures	-	2,399.79
Current Investments - Mutual Funds	24,142.41	40,501.25
<b>Measured at amortised cost</b>		
Trade Receivables	333.35	486.75
Cash and cash equivalents	366.81	148.84
Other bank balances with bank	103.29	9.59
Other financial assets	488.17	16,551.77
<b>Financial liabilities</b>		
<b>Measured at amortised cost</b>		
Trade payables	412.45	375.33
Other financial liabilities	776.41	593.90

**(iii) Financial risk management objectives**

The Company monitors and manages the financial risks relating to the operations of the entity through internal risk reports which analyse exposures by degree and magnitude of the risk. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

**(iv) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. However company is not significantly exposed to any such risk for the end of reporting period.

**(v) Credit risk management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company.

The Company has adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Company obtains market feedback on the creditworthiness of the customer concerned. Customer wise outstanding receivables are reviewed on a monthly basis and where necessary, the credit allowed to particular customers for subsequent sales is adjusted in line with their past payment performance. Credit exposure is controlled by counterparty limits that are reviewed and approved by the management on a quarterly basis. Also refer note 7.



21



**MXC Solutions India Private Limited**

Notes forming part of the financial statements for the year ended March 31, 2018

**(vi) Liquidity risk management**

Ultimate responsibility for liquidity risk management rests with the management, which has established an appropriate liquidity risk management framework for the Company's short-, medium- and long-term funding and liquidity management requirements. The Company manages liquidity risk by continuously monitoring forecast and actual cash flows.

**(vi)(a) Liquidity risk tables**

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2018

(Rs. In Lakhs)			
Particulars	Due in next 1 year	Due in next 5 years	Carrying amount
<b>Financial Liabilities</b>			
Trade payables	412.45	-	412.45
Other financial liabilities	776.41	-	776.41
<b>Total</b>	<b>1,188.86</b>	<b>-</b>	<b>1,188.86</b>

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2017

(Rs. In Lakhs)			
Particulars	Due in next 1 year	Due in next 5 years	Carrying amount
<b>Financial Liabilities</b>			
Trade payables	375.33	-	375.33
Other financial liabilities	593.90	-	593.90
<b>Total</b>	<b>969.23</b>	<b>-</b>	<b>969.23</b>



25. Fair Value Measurement

(i) Fair value of financial assets and financial liabilities that are measured at fair value on recurring basis

The following table determines that how the fair values of these financial assets at the end of each reporting period are determined

Financial Asset/ Financial Liabilities	Fair Value		Fair Value Hierarchy	Valuation technique and key inputs
	As at March 31, 2018	As at March 31, 2017		
<b>Financial assets</b>				
Investment in Mutual Fund	24,142.41	40,501.25	Level 1	NAV issued by third party custodian
Investment in Debentures	-	2,399.79	Level 3	Income approach - Discounted cash flow model. (Key inputs comprise of growth rate and discount rate)

(i)(a) Reconciliation of Level 3 Fair Value Measurement

Particulars	Fair Value	
	As at March 31, 2018	As at March 31, 2017
<b>Debentures</b>		
- Opening Balance	2,399.79	2,201.19
- Total Gain recognised In Profit and Loss	-	198.60
- Purchases	-	-
- Issues	-	-
- Disposals / conversion	2,399.79	-
- Transfers out of Level 3	-	-
<b>Closing Balance</b>	-	2,399.79

(i)(b) Sensitivity Analysis of Key Assumption used in Level 3 Fair Valuation

Particulars	Value of Debenture	
	As at March 31, 2018	As at March 31, 2017
Change in Revenue Growth Rate + 50 basis points	NA	2,498.41
Change in Revenue Growth Rate - 50 basis points	NA	2,296.07
Change in Perpetuity EBITDA Margin + 500 basis points	NA	2,732.91
Change in Perpetuity EBITDA Margin - 500 basis points	NA	2,054.02
Change in Weighted Average Cost of Capital Rate + 50 basis points	NA	2,245.29
Change in Weighted Average Cost of Capital Rate - 50 basis points	NA	2,554.08

(ii) Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Except as detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values

Particulars	As at March 31, 2018		As at March 31, 2017	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets</b>				
<b>Financial assets at amortised cost:</b>				
Trade Receivables	333.35	333.35	486.75	486.75
Cash and cash equivalents	366.81	366.81	148.84	148.84
Other bank balances with bank	103.29	103.29	9.59	9.59
Other financial assets	488.17	488.17	16,551.77	16,551.77
<b>Financial Liabilities</b>				
<b>Financial liabilities held at amortised cost:</b>				
Trade payables	412.45	412.45	375.33	375.33
Other financial liabilities	776.41	776.41	593.90	593.90



26. Related party transactions

A. Details of related parties

Description of relationship	Names of related parties
Wholly owned Subsidiary	Automotive Exchange Private Limited
Subsidiaries (held directly)	Adroit Inspection Services Private Limited (From May 2, 2017 to February 5, 2018) Shriram Automall India Limited (w.e.f. February 6, 2018)
Subsidiaries (held indirectly)	CarTradeExchange Solutions Private Limited (Formerly known as Mologo India Private Limited) Adroit Inspection Services Private Limited (w.e.f. February 6, 2018)
Key Management Personnel	Mr. Vinay Sanghi
Relatives of key management personnel	Mr. Varun Sanghi
Enterprises over which Key Management Personnel is able to exercise significant influence	Suraj Sanghi Finance Limited Mohan Three Wheelers Private Limited Project Automobiles (Bombay) Private Limited Sah & Sanghi Auto Agencies Private Limited Virat Industries Limited

(Rs. In lakhs)

S. No.	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
	<b>Nature of Transactions/ Names of Related Parties</b>		
<b>A</b>	<b>Subsidiary (Automotive Exchange Private Limited)</b>		
1	Interest on debentures	-	20.56
2	Interest on Inter corporate deposits	531.26	1,050.10
3	Inter corporate deposits given	1,210.00	2,185.00
4	Inter corporate deposits repaid	-	497.97
5	Share based payments	283.80	201.85
6	Equity shares issued during the year on conversion of Inter corporate deposits	17,882.88	-
7	Equity shares issued during the year on conversion of 4% Unsecured fully convertible Debentures	2,420.96	-
<b>8</b>	<b>Subsidiary (Adroit Inspection Services Private Limited)</b>		
1	Auto inspection charges	99.08	-
<b>C</b>	<b>Subsidiary (Shriram Automall India Limited )</b>		
1	License fees - income	0.83	-
2	Reimbursement of expenses	85.53	-
3	Legal and professional fees - expense	121.86	-
4	Sale of shares (Adroit Inspection Services Private Limited)	1,300.00	-
<b>B</b>	<b>Compensation of Key management personnel (Vinay Sanghi)</b>		
1	Short Term Benefits	248.89	299.94
2	Post Employment Benefits	1.62	3.73
3	Share Based Payments		
	(a) for Equity	-	29.26
	(b) for Securities Premium	-	7.18
4	Money Received against Share Warrant	-	0.46
<b>C</b>	<b>Relatives of key management personnel (Varun Sanghi)</b>		
1	Remuneration	5.65	2.29

(Rs. In lakhs)

S. No.	Particulars	As at March 31, 2018	As at March 31, 2017
	<b>Balance outstanding</b>		
<b>A</b>	<b>Automotive Exchange Private Limited</b>		
1	Inter corporate deposits (Receivable)	290.00	15,237.03
2	Interest accrued on Inter corporate deposits (Receivable)	6.03	1,232.49
3	Debentures (Investment)	-	2,201.19
4	Interest accrued on debentures (Receivable)	-	22.40
<b>B</b>	<b>Shriram Automall India Limited</b>		
1	Trade Payable *	33.55	-
2	Trade Receivable **	64.51	-
<b>C</b>	<b>Adroit Inspection Services Private Limited - (Advance given)</b>	24.42	-

\* The balance does not include provision for expenses

\*\* The balance does not include unbilled revenue and contractually reimbursable expenses





**27. Employee Stock Option Scheme**

(a) In 2010, 2011, 2014 and 2015 the Company had instituted an Equity settled "Employee Stock Option Plan 2010" (ESOP 2010), "Employee Stock Option Plan 2011" (ESOP 2011), "Employee Stock Option Plan 2014" (ESOP 2014) and "Employee Stock Option Plan 2015" (ESOP 2015) for its employees and directors. The "ESOP 2010", "ESOP 2011", "ESOP 2014" and "ESOP 2015" are administered through by the Board. Under the scheme, the Board has accorded its consent to grant options exercisable into not more than 554,131 (under "ESOP 2010"), 970,478 (under "ESOP 2011") 306,123 (under "ESOP 2014") and 1,731,827 (under "ESOP 2015") Equity Shares of Rs. 10/- each of the Company. The exercisable price shall be equal to the Fair Market Value as certified by an Independent valuer or up to 50% discount to the Fair Market Value as may be decided by the Board.

**(b) Investment in Subsidiary**

In 2015 the Company had instituted an Equity settled "Employee Stock Option Plan 2015" (ESOP 2015), for its employees and directors of the subsidiary (Automotive Exchange Private Limited). The "ESOP 2015" are administered through by the Board. Under the scheme, the Board has accorded its consent to grant options exercisable into not more than 1,731,827 (under "ESOP 2015") Equity Shares of Rs. 10/- each of the Company. The exercisable price shall be equal to the Fair Market Value as certified by an independent valuer or up to 50% discount to the Fair Market Value as may be decided by the Board. The company has recognised the same as investment in subsidiary at amortised cost.

**(c) The vesting of the options is as follows:**

Sr.No	Vesting Date	Maximum number / % of Options that shall vest			
		ESOP 2010	ESOP 2011	ESOP 2014	ESOP 2015
1	1 year from the Grant Date	25%	25%	25%	25%
2	2 years from the Grant Date	25%	25%	25%	25%
3	3 years from the Grant Date	25%	25%	25%	25%
4	4 years from the Grant Date	25%	25%	25%	25%
<b>Total</b>		<b>100 (One Hundred)%</b>	<b>100 (One Hundred)%</b>	<b>100 (One Hundred)%</b>	<b>100 (One Hundred)%</b>

The options granted and outstanding by the Company are 1,97,500 options under "ESOP 2010", 760,058 options under "ESOP 2011", 300,710 options under "ESOP 2014" and 30,000 options under "ESOP 2015". The options can be exercised as per provisions of the scheme which is based on listing of the shares of the Company on a recognised stock exchange. If the Company does not have an IPO within six years from the date of the first Grant, the Scheme will be referred back to the Board. All live Options, if any, will lapse at the end of ten years from the date of Grant of Options.

**(d) The details of the options are as under:**

**(i) ESOP 2010**

Particulars	As at March 31, 2018	As at March 31, 2017
Options outstanding at the beginning of the year	1,97,500	4,85,000
Options granted during the year	-	-
Options lapsed during the year	-	-
Options cancelled during the year	-	37,500
Options exercised during the year	-	2,50,000
<b>Options granted and outstanding at the end of the year</b>	<b>1,97,500</b>	<b>1,97,500</b>

Total options vested until March 31, 2018 are 197,500 (options vested during the year are NIL).

**(ii) ESOP 2011**

Particulars	As at March 31, 2018	As at March 31, 2017
Options outstanding at the beginning of the year	7,92,558	9,40,478
Options granted during the year	-	-
Options lapsed during the year	-	-
Options cancelled during the year	32,500	1,05,370
Options exercised during the year	-	42,550
<b>Options granted and outstanding at the end of the year</b>	<b>7,60,058</b>	<b>7,92,558</b>

Total options vested until March 31, 2018 are 731,308 (options vested during the year are 61,250).



MXC Solutions India Private Limited  
Notes forming part of the financial statements for the year ended March 31, 2018

(iii) ESOP 2014

Particulars	As at March 31, 2018	As at March 31, 2017
Options outstanding at the beginning of the year	3,00,710	3,02,840
Options granted during the year	-	-
Options lapsed during the year	-	-
Options cancelled during the year	-	2,130
Options exercised during the year	-	-
Options granted and outstanding at the end of the year	3,00,710	3,00,710

Total options vested until March 31, 2018 are 225,710 (options vested during the year are 75,000).

(iv) ESOP 2015

Particulars	As at March 31, 2018	As at March 31, 2017
Options outstanding at the beginning of the year	-	-
Options granted during the year	60,000	-
Options lapsed during the year	-	-
Options cancelled during the year	30,000	-
Options exercised during the year	-	-
Options granted and outstanding at the end of the year	30,000	-

Total options vested until March 31, 2018 are 7,500 (options vested during the year are 7,500)

(e) Fair Valuations of Options Granted

ESOP Scheme	Grant date	Grant Date Share Price	Exercise Price	Volatility	Risk Free Interest Rate	Time to Maturity
ESOP 2011 (A)	16/01/2012	20.88	21.00	48.10%	7.57%	3.00 Years
				45.70%	7.62%	4.50 Years
ESOP 2011 (B)	22/10/2014	33.81	34.00	46.70%	6.64%	4.00 Years
				44.60%	6.57%	3.50 Years
				43.60%	6.55%	3.00 Years
				45.70%	7.62%	4.50 Years
ESOP 2014 (A)	22/10/2014	33.81	240.00	46.70%	6.64%	4.00 Years
				44.60%	6.57%	3.50 Years
				43.60%	6.55%	3.00 Years
				45.90%	7.67%	4.50 Years
ESOP 2011 (C)	01/01/2015	33.81	34.00	46.70%	6.44%	4.00 Years
				44.60%	6.57%	3.50 Years
				43.60%	6.55%	3.00 Years
				45.90%	7.67%	4.50 Years
ESOP 2014 (B)	01/01/2015	33.81	34.00	46.70%	6.44%	4.00 Years
				44.60%	6.57%	3.50 Years
				43.60%	6.55%	3.00 Years
				45.80%	6.51%	4.50 Years
ESOP 2010	15/01/2016	139.56	140.00	46.00%	6.60%	4.00 Years
				44.60%	6.57%	3.50 Years
				43.60%	6.55%	3.00 Years
				43.90%	7.01%	5.50 Years
ESOP 2015 (C)	01/05/2017	674.06	472.00	43.94%	6.94%	6.00 Years
				44.49%	7.03%	6.50 Years
				44.54%	7.11%	7.00 Years

\* As informed by management, dividend yield is considered to be zero for each share options

(f) Share Options exercised during the previous year

The following share options were exercised during the previous year

Option Series	Number Exercised	Exercise Date	Share Price at exercise date
ESOP 2010 (Granted on 14/10/2010)	2,50,000	11/01/2017	199.71
ESOP 2011 (Granted on 16/01/2012)	42,550	11/01/2017	199.71
Total	2,92,550		



**28. Money received against share warrants**

**Share Warrant 1.**

The Board of Directors of the Company at their meeting held on 24 September, 2014 and as approved at its Extra Ordinary General Meeting held on 24 September, 2014 had resolved to create, offer, issue and allot 800,000 warrants, convertible into 800,000 Equity shares of Rs. 10/- each on a preferential allotment basis, pursuant to the provisions of the Companies Act, at a conversion price of Rs. 117/- per Equity share of the Company, subsequently these warrants were allotted to Mr. Vinay Sanghi in accordance with the terms of the Warrant subscription agreement and the application money amounting to Rs. 4 lakhs was received from him. The warrants may be converted into equivalent number of shares (in equal instalments yearly) on payment of the balance amount on or before 29 September, 2018.

**Share Warrant 2.**

The Board of Directors of the Company at their meeting held on 16 December, 2016 and as approved at its Extra Ordinary General Meeting held on 20 December, 2016 had resolved to create, offer, issue and allot 776,707 and 140,045 warrants, convertible into 776,707 and 140,045 Equity shares of Rs. 10/- each on a preferential allotment basis, pursuant to the provisions of the Companies Act, at a conversion price of Rs. 510/- and Rs. 596/- respectively per Equity share of the Company, subsequently these warrants were allotted to Mr. Vinay Sanghi in accordance with the terms of the Warrant subscription agreement and the application money amounting to Rs. 0.46 lakhs was received from him. The warrants may be converted into equivalent number of shares (in equal instalments yearly) on payment of the balance amount on or before 1 July, 2020 and 30 November, 2020 respectively.

**29. Deferred tax asset**

In accordance with Ind AS 12 on "Income taxes" (Ind AS 12), deferred tax assets and liabilities should be recognized for all timing differences. However, considering the present financial position and accumulated tax losses carried forward and the requirement of the Ind AS 12 regarding certainty/virtual certainty, the deferred tax asset aggregating to Rs. 6,343.39 lakhs is not accounted for. However, the same will be reassessed at subsequent Balance Sheet date and will be accounted for in the year of reasonable certainty/virtual certainty in accordance with the aforesaid Ind AS 12.

The tax effect of significant timing differences that has resulted in deferred tax assets are as follows:

Particulars	(Rs. In lakhs)	
	As at March 31, 2018	As at March 31, 2017
<b>Deferred tax liability:</b>		
Fair Value Gain of Mutual Fund (Recognised FVTPL)	610.64	632.17
Fair Value Gain on Debenture (Recognised FVTPL)	-	61.37
Remeasurements of the defined benefit plans (Recognised FVTOCI)	5.38	1.63
	<b>616.02</b>	<b>695.17</b>
<b>Deferred tax asset:</b>		
Depreciation	10.05	8.14
Provision for Doubtful Debts	26.69	-
Gratuity & Leave Encashment	60.14	71.82
Change in Present Value of Security Deposit	0.04	0.09
Unabsorbed Depreciation	-	53.58
Carry forward Losses	6,862.49	8,587.61
	<b>6,959.41</b>	<b>8,721.24</b>
<b>Net deferred tax asset</b>	<b>6,343.39</b>	<b>8,026.07</b>

Unrecognized, deductible, temporary differences on unused tax losses and unabsorbed depreciation:

Particulars	(Rs. In lakhs)	
	As at March 31, 2018	As at March 31, 2017
Deductible temporary differences, unused tax losses and unabsorbed depreciation for which no deferred tax asset have been recognized, are attributable to the following:		
Unabsorbed depreciation	-	173.40
Unabsorbed losses	26,394.19	27,791.62

Breakup of expiry of balances as at March 31, 2018:

March 31	(Rs. In lakhs)
	Amount
2018	158.04
2019	296.35
2020	482.95
2021	1,257.68
2022	1,722.13
2023	6,792.04
2024	13,206.51
2025	2,478.49
<b>Total</b>	<b>26,394.19</b>

**30. Payment to auditors**

Particulars	(Rs. In lakhs)	
	March 31, 2018	March 31, 2017
a) for audit *	11.25	12.50
b) for reimbursement of expenses.	0.04	0.12
<b>Total</b>	<b>11.29</b>	<b>12.62</b>

\* Previous year figure includes Rs. 3.50 lakhs pertaining to services rendered for the financial year 2015-16.





**MXC Solutions India Private Limited**

**Notes forming part of the financial statements for the year ended March 31, 2018**

31. Pursuant to Share Transfer Agreement (STA) dated May 02, 2017 entered into by the Company with Mr. Himanshu Lohiya, Mr. Mukesh Kumar, Mr. Puneet Tyagi and Adroit Inspection Services Private Limited, the company acquired 51% equity holding in Adroit Inspection Services Private Limited (5,100 equity shares of Rs. 10/- each) as against consideration of Rs. 600 lakhs.

In addition, on May 02, 2017 the company further subscribed 434 equity shares of Rs. 10/- each of Adroit Inspection Services Private Limited at a consideration of Rs. 51.01 lakhs.

The Company received 49,806 bonus shares vide board resolution dated August 7, 2017 and 55,340 bonus shares vide board resolution dated November 23, 2017 of Adroit Inspection Service Private Limited.

Pursuant to agreement dated January 12, 2018 entered into by the Company with Mr. Himanshu Lohiya, Mr. Mukesh Kumar and Mr. Puneet Tyagi, the company has acquired balance 49% equity holding in Adroit Inspection Services Private Limited (1,06,340 equity shares of Rs. 10/- each) as against consideration of Rs. 649 lakhs. Hence w.e.f. January 12, 2018 Adroit Inspection Services Private Limited became a wholly owned subsidiary of the Company.

Further, post acquisition of 100% shares of Adroit Inspection Services Private Limited and pursuant to Share Purchase Agreement (SPA) dated January 24, 2018 entered into by the company with Shriram Automall India Limited and Adroit Inspection Services Private Limited, the company sold 100%, 2,17,020 equity share of Adroit Inspection Service Private Limited to Shriram Automall India Limited at a total consideration of Rs. 1300 lakhs.

**32. Disclosure as per Section 186 of the Companies Act, 2013**

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

- (i) Details of Investments made by the company are given in Note 4 in the financial statement.  
(ii) Details of loans given by the Company are as follows:

(Rs. In lakhs)

Name of the Party	Relationship	For the year ended March 31, 2018	For the year ended March 31, 2017	Purpose
Automotive Exchange Private Limited	Wholly Owned Subsidiary	1,210.00	1,687.03	Corporate purpose

(iii) There are no securities provided and no guarantees given during the year.

**33. Indirect taxes recoverable**

Out of the total Indirect Taxes recoverable as on the reporting date, Rs. 1,503.98 lakhs represents unutilised Cenvat credit of service tax accumulated till June 30, 2017. The Company is utilising cenvat credit against the payment of GST liability. The Company believes it can generate sizeable amount of revenue in forthcoming years and will utilise the Cenvat credit against the future GST liability.

**34. Approval of financial statements**

The financial statements were approved for issue by the board of directors on September 6, 2018

35. Previous year's figures have been regrouped wherever necessary, to conform to the current year's classification.

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

  
Mohammed Bengali  
Partner

Place: Mumbai  
Date: September 6, 2018

For MXC Solutions India Private Limited

  
Vinay Sanghi  
Chief Executive Officer & Director

  
Rajan Mehra  
Director

  
Lalbahadur Pal  
Company Secretary

Place: Mumbai  
Date: September 6, 2018

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## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF MXC SOLUTIONS INDIA PRIVATE LIMITED**

#### **Report on the Consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of MXC Solutions India Private Limited (hereinafter referred to as "the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), comprising the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

#### **Management's Responsibility for the Consolidated Ind AS Financial Statements**

The Parent's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Parent, as aforesaid.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

116

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Parent's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Parent's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Parent's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred below in the Other Matters paragraph, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2018, and their consolidated loss, consolidated total comprehensive loss, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

### **Other Matters**

- (a) We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of Rs.12,154.76 lakhs as at March 31, 2018, total revenues of Rs. 3,968.68 lakhs and net cash inflows amounting to Rs. 161.97 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

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

**Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements of subsidiaries, referred in the Other Matters paragraph above we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Parent as on March 31, 2018 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies, is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) Reporting on the adequacy of Internal Financial Control Over Financial Reporting and the operating effectiveness of such controls, under section 143(3)(i) of the Act is not applicable to the consolidated Ind AS financial statements in view of the exemption available to the Parent in terms of the notification no. G.S.R. 583(E) dated 13 June 2017 issued by the Ministry of Corporate Affairs, Government of India, read with general circular No. 08/2017 dated 25 July 2017.

116

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent and its subsidiary companies.

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



Mohammed Bengali  
Partner  
(Membership No. 105828)

Mumbai  
September 6, 2018

**MXC Consolidated Financials (Year ended March 31, 2018)**



Particulars	Note	As at March 31, 2018	As at March 31, 2017
<b>ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, Plant and Equipment	3	4,763.87	370.30
(b) Capital Work-in-progress		1.25	2.41
(c) Goodwill	4A	89,573.12	78,409.27
(d) Other Intangible Assets	4B	2,273.62	103.45
<b>(e) Financial Assets</b>			
(i) Investments	5	235.95	-
(ii) Other financial assets	6	280.57	183.05
(f) Deferred Tax assets (net)		156.36	-
(g) Income Tax assets (net)		429.86	404.38
(h) Other Assets	8	78.62	14.57
<b>Total Non - Current Assets</b>		<b>97,793.22</b>	<b>79,487.43</b>
<b>2 Current assets</b>			
<b>(a) Financial Assets</b>			
(i) Investments	5	24,557.14	40,501.25
(ii) Loan	7	2,835.00	-
(iii) Trade receivables	9	3,587.02	2,125.46
(iv) Cash and cash equivalents	10A	1,224.26	383.77
(v) Bank balance other than (iv) above	10B	105.15	9.59
(vi) Other financial assets	6	337.82	252.50
<b>(b) Other assets</b>	8	<b>1,951.15</b>	<b>2,446.52</b>
<b>Total Current Assets</b>		<b>34,597.54</b>	<b>45,719.09</b>
<b>Total Assets (1+2)</b>		<b>1,32,390.76</b>	<b>1,25,206.52</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share capital	11	3,835.27	3,835.27
(b) Other Equity	12A	1,17,275.54	1,18,533.68
<b>Equity attributable to owners of the Company</b>		<b>1,21,110.81</b>	<b>1,22,368.95</b>
Non Controlling Interests	12B	2,969.89	(11.91)
<b>Total Equity</b>		<b>1,24,081.70</b>	<b>1,22,357.04</b>
<b>Liabilities</b>			
<b>2 Non-current liabilities</b>			
(a) Provisions	13	359.60	346.61
<b>Total non - Current Liabilities</b>		<b>359.60</b>	<b>346.61</b>
<b>3 Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Trade payables	14	5,630.27	1,076.96
(ii) Other financial liabilities	15	788.16	593.90
(b) Provisions	13	177.66	61.51
(c) Income tax liabilities (net)		115.44	-
(d) Other liabilities	16	1,237.93	770.50
<b>Total Current Liabilities</b>		<b>7,949.46</b>	<b>2,502.87</b>
<b>Total Liabilities (2+3)</b>		<b>8,309.06</b>	<b>2,849.48</b>
<b>Total Equity and Liabilities (1+2+3)</b>		<b>1,32,390.76</b>	<b>1,25,206.52</b>

See accompanying notes forming part of the Consolidated financial statements.

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants



Mohammed Bengali  
Partner

Place: Mumbai  
Date: September 6, 2018

For MXC Solutions India Private Limited



Vinay Jaggi  
Chief Executive Officer & Director  
(DIN: 00309085)



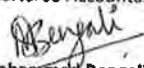

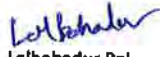

Rajan Mehra  
Director  
(DIN: 00504892)

  
Lalbahadur Pal  
Company Secretary

Place: Mumbai  
Date: September 6, 2018

**MXC Solutions India Private Limited**  
**Consolidated Statement of Profit and Loss for the year ended March 31, 2018**

(Amount in Lakhs)

Particulars	Note	For the Year ended March 31, 2018	For the Year ended March 31, 2017
I Revenue from operations	17	12,355.17	7,822.84
II Other income	18	2,597.71	1,956.27
<b>III Total Income (I + II)</b>		<b>14,952.88</b>	<b>9,779.11</b>
<b>IV Expenses</b>			
Employee Benefits Expense	19	8,015.54	7,438.42
Finance Costs	20	3.80	5.09
Depreciation and amortisation expense	3 & 4B	376.30	333.31
Other expenses	21	6,885.12	5,706.41
<b>Total Expense (IV)</b>		<b>15,280.76</b>	<b>13,483.23</b>
<b>V Loss before tax (III - IV)</b>		<b>(327.88)</b>	<b>(3,704.12)</b>
<b>VI Tax expense / (benefit)</b>			
(a) Current tax		493.77	0.31
(b) Deferred tax		(13.66)	-
<b>Total Tax Expense (VI)</b>	22	<b>420.11</b>	<b>0.31</b>
<b>VII Loss for the year (V-VI)</b>		<b>(747.99)</b>	<b>(3,704.43)</b>
<b>VIII Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		28.99	14.57
<b>Total Other Comprehensive Income for the year</b>		<b>28.99</b>	<b>14.57</b>
<b>IX Total other comprehensive Loss for the year (VII + VIII)</b>		<b>(719.00)</b>	<b>(3,689.86)</b>
<b>X Loss for the year attributable to:</b>			
- Owners of the Company		(1,026.96)	(3,694.47)
- Non-controlling interests		278.97	(9.96)
<b>XI Other Comprehensive Income attributable to:</b>			
- Owners of the Company		28.99	14.57
- Non-controlling interests		-	-
<b>XII Total Comprehensive Loss for the year attributable to:</b>			
- Owners of the Company		(997.97)	(3,679.90)
- Non-controlling interests		278.97	(9.96)
<b>XIII Earnings per equity share (of Rs. 10/- each)</b>			
Basic & Diluted (In Rs.)	25	(21.69)	(115.01)
See accompanying notes forming part of the Consolidated financial statements.			
In terms of our report attached For Deloitte Haskins & Sells LLP Chartered Accountants  Mohammed Bengali Partner		For MXC Solutions India Private Limited  Vinay Sarghi Chief Executive Officer & Director (DIN: 00309085)	
Place: Mumbai Date: September 6, 2018		 Lalbahadur Pal Company Secretary Place: Mumbai Date: September 6, 2018	
		 Rajan Mehra Director (DIN: 00504892)	

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MXC Solutions India Private Limited  
Statement of Changes in Equity for the year ended March 31, 2018

(Amount in Lakhs)			
a. Equity Share Capital	As at	As at	As at
(i) Equity Shares	March 31, 2018	March 31, 2017	March 31, 2017
Opening Balance	344.93	315.67	315.67
Issued during the year	-	29.26	29.26
<b>Total</b>	<b>344.93</b>	<b>344.93</b>	<b>344.93</b>
(ii) Preference Shares	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2017
Opening Balance	3,490.34	3,072.35	3,072.35
Issued during the year	-	417.99	417.99
<b>Total</b>	<b>3,490.34</b>	<b>3,490.34</b>	<b>3,490.34</b>
<b>Closing Balance (i+ii)</b>	<b>3,835.27</b>	<b>3,835.27</b>	<b>3,835.27</b>

	(Amount in Lakhs)									
	Securities Premium	Share option outstanding account	Retained earnings	Money Received against Share Warrant	Capital Reserve	Other reserves	Attributable to owners of the Company	Non Controlling Interest	Total	
<b>b. Other Equity</b>										
Balance as at April 1, 2016	1,18,315.58	581.23	(23,777.24)	4.00	33.80	-	95,157.37	24.33	95,181.70	
Add: Loss for the year	-	-	(3,694.47)	-	-	-	(3,694.47)	(9.96)	(3,704.43)	
Add: Other comprehensive income for the year	-	-	14.57	-	-	-	14.57	-	14.57	
Total comprehensive loss for the year	-	-	(3,679.90)	-	-	-	(3,679.90)	(9.96)	(3,689.86)	
Add:										
1. Received on issue of Equity shares during the year	7.18	-	-	-	-	-	7.18	-	7.18	
2. Received on issue of 8% Non-cumulative Compulsorily Convertible Preference shares F1 Series	3,264.46	-	-	-	-	-	3,264.46	-	3,264.46	
3. Received on issue of 8% Non-cumulative Compulsorily Convertible Preference shares G Series	23,869.49	-	-	0.46	-	-	23,869.49	-	23,869.49	
4. Money received during the year (Refer note 33)	-	-	(4.11)	-	-	-	0.46	(26.28)	0.46	
5. Sale of Subsidiary Powerdrift Studios Private Limited	-	250.63	-	-	-	-	250.63	-	250.63	
6. Recognition of share based payments (Refer note 30)	-	(331.90)	-	-	-	-	(331.90)	-	(331.90)	
Options Vested during the year	-	499.96	(27,461.25)	4.46	33.80	-	1,18,533.68	(11.91)	1,18,521.77	
Options cancelled during the year	-	-	(1,026.96)	-	-	-	(1,026.96)	278.97	(747.99)	
Balance as at March 31, 2017	1,45,456.71	-	28.99	-	-	-	28.99	-	28.99	
Add: Loss for the year	-	-	(997.57)	-	-	-	(997.57)	278.97	(719.00)	
Add: Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	
Total comprehensive loss for the year	-	-	-	-	-	-	-	278.97	(719.00)	
Add:										
1. Pursuant to acquisition of NCI of Adroit Inspection Services Private Limited (Refer note 34)	-	-	-	-	-	-	(594.92)	-	(594.92)	
2. Pursuant to acquisition of NCI of Motogo India Private Limited	-	-	-	-	-	-	(13.91)	-	(13.91)	
3. Pursuant to acquisition of Shriram Automall India Limited (Refer note 34)	-	-	-	-	-	-	-	2,690.92	2,690.92	
4. On account of sale of Motogo India Private Limited	-	-	-	-	-	-	-	11.91	11.91	
5. Recognition of share based payments (Refer note 30)	-	349.90	-	-	-	-	349.90	-	349.90	
Options Vested during the year	-	(1.24)	-	-	-	-	(1.24)	-	(1.24)	
Options cancelled during the year	-	-	-	-	-	-	-	-	-	
<b>Balance as at March 31, 2018</b>	<b>1,45,456.71</b>	<b>848.62</b>	<b>(28,459.22)</b>	<b>4.46</b>	<b>33.80</b>	<b>(608.83)</b>	<b>1,17,275.54</b>	<b>2,969.89</b>	<b>1,20,245.43</b>	

See accompanying notes forming part of the Consolidated financial statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP

Chartered Accountants

  
Mohammed Bengali  
Partner

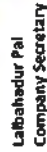
Place: Mumbai

Date: September 6, 2018

For MXC Solutions India Private Limited

  
Vinay Sughri  
Chief Executive Officer & Director  
(DIN: 00309085)

  
Rajan Mehra  
Director  
(DIN: 00504892)

  
Lalbahadur Pal  
Company Secretary

Place: Mumbai

Date: September 6, 2018



Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Loss before Tax	(327.88)	(3,704.12)
Adjusted for:		
Depreciation and amortisation expense	376.30	333.31
Share based payments to employees	348.66	250.63
Interest income on financial asset (ICD) carried at amortised cost	(35.35)	-
Interest income on loan carried at amortised cost	-	(2.60)
Interest Income- bank deposits and financials assets (investment) carried at amortised cost	(8.38)	(0.08)
Interest Income - security deposits	(15.24)	(14.50)
Interest Income - income tax refund	(10.24)	(37.13)
Profit on sale of Property, Plant and Equipment (Net)	(0.04)	(5.27)
Unbilled revenue written off	125.79	74.47
Finance costs	3.80	5.09
Provision for doubtful debts	105.64	26.58
Provision for doubtful advances	-	3.05
Bad debts written off (Net)	54.29	153.50
Inadmissible service tax written off	30.35	-
Liabilities no longer required written back	(116.03)	(33.07)
Excess Provision for doubtful debts written back	(13.11)	(11.64)
Gain on sale of control over subsidiary	-	(412.37)
Net gain on investment carried at fair value through Profit and Loss on mutual fund	(2,388.93)	(1,433.85)
<b>Operating Loss before Working Capital Changes</b>	<b>(1,542.49)</b>	<b>(1,103.88)</b>
<b>Changes in working capital:</b>	<b>(1,870.37)</b>	<b>(4,808.00)</b>
(Increase) in trade receivables	(277.81)	(548.77)
(Decrease)/Increase in other assets	933.02	319.33
(Decrease) in trade payables, non current and current liabilities	510.78	(330.34)
Increase in provision for employee benefits	35.47	101.73
	<b>1,201.46</b>	<b>(458.05)</b>
<b>Cash used in operations</b>	<b>(668.91)</b>	<b>(5,266.05)</b>
Deferred Tax assets		
Income tax refund/(paid)	(486.31)	289.32
<b>Net Cash used in Operating Activities</b>	<b>(1,155.22)</b>	<b>(4,976.73)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payments for purchase of Property, Plant and Equipment	(97.31)	(79.23)
Proceeds from sale of Property, Plant and Equipment	3.77	7.17
Purchase of current investments	(1,599.04)	(27,985.83)
Proceeds from sale of current investments	20,047.78	-
Payment made on account of acquisition of subsidiary (refer note 34)	(15,159.80)	-
Payment made on account of acquisition of subsidiary - Adroit (refer note 34)	(600.00)	-
Payment made on account of acquisition of subsequent stake in subsidiary - Adroit (refer note 34) - Adroit	(649.00)	-
Payment made on account of acquisition of subsequent stake in subsidiary - Motogo	(2.00)	-
Sale of control over subsidiary	-	5,385.00
Proceeds from sale of non- current investments	30.83	-
Restricted Bank Balance	(93.41)	(9.59)
Inter-Corporate deposits received back	-	448.68
Interest received	68.68	2.60
<b>Net Cash (used in)/from Investing Activities</b>	<b>1,950.50</b>	<b>(22,231.20)</b>

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Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of borrowings	-	(710.82)
Proceeds from issue of Equity shares	49.01	29.26
Proceeds from borrowings	-	-
Payments of borrowings	-	-
Proceeds from issue of Preference shares	-	417.99
Securities premium received on issue of Equity shares	-	7.18
Securities premium received on issue of 8% Non-cumulative compulsorily convertible Preference shares	-	27,133.94
Sale of subsidiary Powerdrift Solutions Private Limited (Refer note 30)	-	-
Proceeds from issue of share warrants	-	0.46
Finance Costs	(3.80)	(14.94)
<b>Net Cash from Financing Activities</b>	<b>45.21</b>	<b>26,863.07</b>
Net decrease in cash and cash equivalents	<b>840.49</b>	<b>(344.86)</b>
Cash and cash equivalents at beginning of the year	<b>383.77</b>	<b>728.63</b>
Cash and cash equivalents at end of the year	<b>1,224.26</b>	<b>383.77</b>
<b>Cash and cash equivalents at end of the year (as per note 10A)</b>	<b>1,224.26</b>	<b>383.77</b>
See accompanying notes forming part of the financial statements		


**Notes:**  
(a) The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS - 7) "Statement of Cash Flow".  
(b) Components of cash and cash equivalents include cash and bank balances in current accounts as disclosed in note 10 of the financial statements

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

*Am*  
*PM*  
  
Mohammed Bengali  
Partner

Place: Mumbai  
Date: September 6, 2018

For MXC Solutions India Private Limited

  
Vinay Sangli  
Chief Executive Officer & Director  
(DIN: 06309085)

  
Rajan Mehra  
Director  
(DIN: 00504892)

  
Lalbahadur Pal  
Company Secretary

Place: Mumbai  
Date: September 6, 2018

**Note 1: About the Company**

MXC Solutions India Private Limited commenced operations in August 2009. The Company runs CarTrade.com an online auto classifieds and content site and CarTradeExchange, which helps new and used car dealers to run their business. The Company is domiciled in India and its registered office is at c/o Suraj Sanghi Service Centre, Dr. Annie Besant Road, Worli, Mumbai -400 018.

The Consolidated financial statements comprise financial statements of the Company and its subsidiaries (collectively, the Group) for the year ended March 31, 2018. Subsidiaries are engaged in providing a platform where car buyers and owners can research and transact cars, facilitating buyers/sellers to sell their trucks and commercial vehicles, refurbishment of pre owned vehicles, automalls and electric truck bazaars. One of subsidiaries provides motor vehicle inspection service, it inspects and performs valuation on private as well as commercial automobiles.

**Note 2: Significant Accounting Policies**

**2.1 Statement of Compliance**

These Financial statements have been prepared in accordance with The Indian Accounting Standards (herein after referred to as the Ind AS) as notified by ministry of corporate affairs pursuant to section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 as amended as other relevant provisions of the Act.

**2.2 Basis of accounting and preparation of Consolidated financial statements**

The Consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Financial statements are presented in Indian rupees (INR) and all values are rounded to the nearest lakhs (INR), except when otherwise indicated.

**2.3 Basis of Consolidation**

The Consolidated financial statements comprise the financial statements of the Company and the entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- i. has power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- ii. is exposed or has rights, to variable returns from its involvement with the investee and
- iii. has the ability to use its power over the investee to affect its returns

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

Income and expenses of a subsidiary acquired or disposed off during the year are included in the Consolidated financial statements from the date the Group obtains control until the date the Group ceases to control the subsidiary.

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- a. Derecognises the assets (including goodwill) and liabilities of the subsidiary
- b. Derecognises the carrying amount of any non-controlling interests
- c. Derecognises the cumulative translation differences recorded in equity
- d. Recognises the fair value of the consideration received
- e. Recognises any surplus or deficit in profit or loss
- f. Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed off the related assets or liabilities.

**2.4 Business Combinations**

Acquisitions of business are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquire and the equity interests issued by the Group in exchange of control of the acquire. Acquisition related costs are generally recognized in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except that:

• Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 – Employee Benefits respectively.

• Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non Current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquire, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Non-Controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on transaction-by-transaction basis.





When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration that is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve, as the case may be. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent settlement dates and is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognized in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

In case of business combination involving entities under common control the above policy does not apply. Business combinations involving entities under common control are accounted for using the Pooling of interests method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of the transferor entity or business is recognised as Capital Reserve under equity.

2.5 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (See note 2.4 above) less accumulated impairment losses, if any.

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

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

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

Goodwill is considered to have indefinite useful life and hence is not subject to amortisation but tested for impairment at least annually.

2.6 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured regardless of when the payment is being done. Revenue is measured at the fair value of the consideration received or receivable and is reduced for estimated customer credit notes and other similar allowances.

Rendering of services:

- a) Revenue from advertisement income is recognized in the period in which the advertisement is displayed.
- b) Revenue from buyer/seller facilitation fees is recognised as per the terms of the contract on an accrual basis.
- c) Revenue from lead sale is recognized in the period in which the services are rendered.
- d) Revenue from Commission income is recognised in the period in which the services are rendered.
- e) Revenue from Membership and Registration fees is recognized on a straight-line basis over the period of the contract.
- f) Subscription revenue is recognized on a straight-line basis over the period of the contract.
- g) Revenue from License fee is recognised on a straight-line basis over the period of the contract.
- h) Revenue from software development and licensing fees is recognized in the period in which the services are rendered.
- i) Revenue from website development and maintenance is recognised in the period in which the services are rendered.

Tax on fees is collected by the Company as an intermediary and accordingly revenue is presented on net basis.

2.7 Other income

- a) Dividend from investments are recognised when the right to receive payment is established and no significant uncertainty as to collectibility exists.
- b) Interest income from financial instruments measured at amortised cost, is recorded on accrual basis.



2.8 Leases

At the inception of a lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

Finance Lease

Leases are classified as Finance leases wherever the terms of lease transfer substantially all the risk and the rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease

Operating lease payments are recognised on a straight line basis over the lease term in the statement of profit and loss, unless the lease agreement explicitly states that increase is on account of inflation. The leased assets are not recognized on the Group's balance sheet.

2.9 Foreign Currency

The Group's financial statements are presented in INR, which is also the Group's functional currency.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.

Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

2.10 Employee Benefits

Employee benefits include contributions to provident fund, employee state insurance scheme, gratuity fund and compensated absences.

**i. Short term employee benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives payable within twelve months.

**ii. Post-employment benefits**

Contributions to defined contribution retirement benefit schemes are recognised as expenses when employees have rendered services entitling them to the contributions.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling (if applicable), excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the period of plan amendment.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Group recognises changes in service costs comprising of current service costs, past-service costs, gains and losses on curtailments and non-routine settlements under employee benefit expenses in the Statement of Profit and Loss. The net interest expense or income is recognised as part of finance cost in the Statement of Profit and Loss.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the scheme.

**iii. Other long-term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.



2.11

**Taxation**

**a) Current tax**

The tax currently payable is based on taxable profit for the year in accordance with the provisions of the Income Tax Act, 1961. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Provision for current income taxes and advance taxes paid in respect of the same jurisdiction are presented in the balance sheet after offsetting them on an assessment year basis.

Minimum Alternate Tax ('MAT') paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability is recognised as an asset in the Balance sheet only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists

**b) Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**c) Current and deferred tax for the year**

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

2.12

**Property Plant and Equipment**

Property, Plant and Equipment are carried at cost, as reduced by accumulated depreciation and impairment loss, if any. Cost comprises of purchase price / cost of construction, including non-refundable taxes or levies and any expenses attributable to bring the assets to its working condition for its intended use.

Depreciation is provided for Property, Plant and Equipment so as to expense the cost over its useful life. The estimated useful lives and method of depreciation are reviewed at the end of each financial year and any change in estimate is accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis for Property, Plant and Equipment purchased and sold during the year. Depreciation on Property, Plant and Equipment has been provided on the straight-line method as per the estimated useful life prescribed in Schedule II to the Companies Act, 2013.

Estimated useful lives of the assets are as follows:

- a) Computers - 3 Years and servers - 6 Years
- b) Office Equipments - 3 to 5 Years \*
- c) Furniture & Fixtures - 10 Years
- d) Vehicles - 8 Years and 10 Years
- e) Building - 60 Years
- f) Plant and Equipment - 15 Years
- h) Leasehold Improvement - 60 months or lease period whichever is lower

\* In this case, the lives of the assets are other than the prescribed lives in Schedule II to the Companies Act, 2013. The lives of the assets have been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognised in the Statement of Profit and Loss in the year of occurrence.

2.13

**Intangible Assets**

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the company and the cost of the asset can be measured reliably.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at the end of each financial year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.





Intangible assets are amortised as follows:  
Software - 3 Years  
Brand Name - 7 Years  
Trade mark - 10 Years

**2.14 Impairment of Tangible and Intangible assets**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

**2.15 Provisions and Contingencies**

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes. Contingent assets are not recognised in the financial statements.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions and contingent liabilities are reviewed at each balance sheet date.

**2.16 Share Based Payment arrangements**

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Note 30.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the counterparty renders the service.



2.17 **Financial Instruments**

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

**Financial assets**

**i. Financial assets at amortised cost**

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

**ii. Financial assets at fair value through other comprehensive income (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

**iii. Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

**iv. De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continging involvement that takes the form of a guarantee over the transferred asset is measured at lower of the original carrying amount of the asset and maximum amount of consideration that the Company could be required to repay.

**v. Impairment of financial assets:**

The Group recognizes a loss allowance for expected credit losses on a financial asset that is held at amortized cost. Loss allowance in respect of financial assets other than finance receivables is measured at an amount equal to life time expected losses and is calculated as the difference between their carrying amount and the expected future cash flows. Such impairment loss is recognized in the income statement. If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. The reversal is recognized in the income statement.

**Financial liabilities and Equity instruments**

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**i. Equity instruments**

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

**ii. Financial liabilities**

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

All the financial assets and financial liabilities of the Group are currently measured at amortized cost except for investment in Mutual Fund.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

2.18 **Cash and Cash Equivalents**

Cash comprises cash on hand. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

807



2.19 Fair Value

The Group measures financial instruments at fair value at each Balance sheet date in accordance with the accounting policies mentioned above.

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

- In the principal market for the asset or liability, or
- In the absence of principal market, in the most advantageous market for asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

2.20 Events after Reporting Date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

2.21 Earning Per Share

Basic earnings per share has been computed by dividing profit or loss for the year by the weighted average number of shares outstanding during the year. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

2.22 Critical accounting judgements and key sources of estimation uncertainty

In application of Group's accounting policies, which are described in Note 2, the directors of the company are required to make judgements, estimations and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision or future periods if the revision affects both current and future periods.

a) Critical judgements in applying accounting policies

There are no critical judgements which the director's have made in the process of applying Group's accounting policies and which have significant effect on the amounts recognised in the financial statement.

b) Key sources of estimation uncertainty

Key sources of estimation uncertainty that the directors have made in the process of applying the Group's accounting policies and have the most significant effect on the amounts recognised in the financial statements.

Useful lives of Property, Plant & Equipment:

As described in 2.12 above, the Group reviews the estimated useful lives of Property, Plant & Equipment at the end of each reporting period. During the current year, the Group revised the estimate of useful lives of tangible assets.

Impairment of Goodwill

While testing Goodwill for impairment, determination of the higher of the cash-generating units (CGU), fair value less costs of disposal and its value in use is required.

Determination of fair value is based on the best information available in the circumstances and may incorporate the director's own assumptions, including appropriate rise adjustments for non-performance and lack of marketability. The market approach used wherein fair value is derived by reference to observable valuation measures for comparable companies and adjusted for difference between the investment and the referenced comparable (eg. public company comparable, private company including own investments) or by referenced to valuation measures for price of recent transactions in own investments.





2.23

**Standards issued but not yet effective**

In March 2018, the Ministry of Corporate Affairs (MCA) Issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Ind AS 115 on Revenue from Contract with Customers, Appendix B to Ind AS 21 on Foreign currency transactions and advance consideration and amendments to certain other standards. These amendments are in line with recent amendments made by International Accounting Standards Board (IASB). These amendments are applicable to the Company from 1 April 2018. The Group will be adopting the amendments from their effective date.

**a) Ind AS 115 on Revenue from Contract with Customers:**

Ind AS 115 supersedes Ind AS 11 on Construction Contracts and Ind AS 18 on Revenue. Ind AS 115 requires an entity to report information regarding nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with customers. The principle of Ind AS 115 is that an entity should recognize revenue that demonstrates the transfer of promised goods and services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard can be applied either retrospectively to each prior reporting period presented or can be applied retrospectively with recognition of cumulative effect of contracts that are not completed contracts at the date of initial application of the standard

The impact on adoption of the standard is not expected to be material.

**b) Appendix B to Ind AS 21 on Foreign currency transactions and advance consideration:**

The Appendix clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration towards such assets, expenses or income. If there are multiple payments or receipts in advance, then an entity must determine transaction date for each payment or receipts of advance consideration.

The impact of the Appendix on the financial statements is not expected to be material.

P67



MNC Solutions India Private Limited  
Notes forming part of the Consolidated financial statements for the year ended March 31, 2018

Note 3: Property, plant and equipment

Description of Assets	[Amount in Lakhs]	
	As at March 31, 2018	As at March 31, 2017
Carrying Amount of:		
Land - freehold	4,015.96	-
Lease Hold Improvements	127.67	97.73
Building	237.83	-
Plant and Equipment	125.19	-
Furniture and fixtures	119.56	81.35
Vehicles	0.18	-
Office equipments	66.09	86.32
Computers	71.29	104.90
Shooting Equipments	-	-
<b>Total</b>	<b>4,763.87</b>	<b>370.30</b>

Description of Assets	Land - freehold	Lease Hold Improvements	Buildings	Plant and Equipment	Furniture and fixtures	Vehicles	Office equipments	Computer	Shooting Equipments	Total
I. Gross carrying value:										
Balance as at April 1, 2016	-	428.66	-	-	174.84	0.52	231.35	785.04	30.36	1,630.77
Additions	-	-	-	-	2.28	-	36.50	19.31	-	56.09
Disposals	-	-	-	-	-	-	0.25	65.07	-	65.32
Derogated on disposal of Subsidiary PowerDrift Studios Private Limited (Refer note 42)	-	-	-	-	-	2.87	-	11.12	-	49.04
Balance as at March 31, 2017	-	428.66	-	14.79	176.25	0.52	262.91	708.16	-	1,574.50
Additions	-	2.41	-	20.15	2.70	-	-	51.34	-	91.39
Acquisitions through Business Combination (Refer Note 34)	4,015.96	364.30	258.83	428.67	136.36	3.64	71.30	-	-	5,278.96
Disposals	-	-	-	3.01	8.22	-	20.77	44.13	-	76.13
Balance as at March 31, 2018	4,015.96	795.37	258.83	440.45	305.09	4.16	333.49	715.37	-	6,668.72

Description of Assets	Land - freehold	Lease Hold Improvements	Buildings	Plant and Equipment	Furniture and fixtures	Vehicles	Office equipments	Computers	Shooting Equipments	Total
II. Accumulated depreciation and impairment										
Balance as at April 1, 2016	-	260.23	-	-	68.51	0.52	149.37	543.94	10.24	1,026.81
Depreciation expense	-	70.70	-	-	25.79	-	36.08	129.00	-	261.57
Eliminated on disposal of assets	-	-	-	-	-	-	0.19	63.23	-	63.42
Derogated on disposal of Subsidiary PowerDrift Studios Private Limited (Refer note 42)	-	-	-	-	1.40	-	2.67	6.45	10.24	20.76
Balance as at March 31, 2017	-	330.93	-	-	92.90	0.52	176.59	603.26	-	1,204.70
Depreciation expense	-	73.71	0.82	6.53	17.54	-	66.65	83.61	-	248.86
Eliminated on disposal of assets	-	-	-	2.86	8.22	-	18.53	42.79	-	72.40
Acquisitions through Business Combination (Refer Note 34)	-	263.06	20.08	311.59	83.33	3.46	42.69	-	-	724.19
Balance as at March 31, 2018	-	667.70	20.90	315.26	185.53	3.98	267.40	644.08	-	2,104.85



**MXC Solutions India Private Limited**  
**Notes forming part of the Consolidated financial statements for the year ended March 31, 2018**

**Note 4A. Goodwill**

(Amount in Lakhs)

<b>Goodwill</b>	<b>Amount</b>
<b>Gross carrying value</b>	
Balance as on April 1, 2016	78,409.27
Amounts recognised from business combinations occurred during the year	-
Balance as on March 31, 2017	78,409.27
Amounts recognised from business combinations occurred during the year (Refer Note 34)	11,163.85
Balance as on March 31, 2018	89,573.12
<b>Accumulated Impairment</b>	
Balance as on April 1, 2016	-
Impairment losses recognised in the year	-
Balance as on March 31, 2017	-
Impairment losses recognised in the year	-
Balance as on March 31, 2018	-

**Note:**

(i) Goodwill of Rs.78,409.27 lakhs has been allocated to the Automotive Exchange Private Limited (identified as separate CGU) for the purpose of impairment testing, the recoverable amount of this CGU is determined based on fair value less cost of disposal as per requirement of Ind AS 36. The fair value is computed as per the market approach using revenue multiples. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113.

(ii) Goodwill of Rs. 10,569.13 lakhs and Rs. 594.72 lakhs has been allocated to the Shriram Automall India Limited and Adroit Inspection Services Private Limited respectively (identified as separate CGU) [This goodwill has been recognised on this acquisitions carried out during the year] (Refer note 34)

987





Note 4B : Intangible Asset

(Amount in Lakhs)

Description of Assets	(Amount in Lakhs)	
	As at March 31, 2018	As at March 31, 2017
Carrying Amount of:		
Brand Name	2,219.80	-
Trade Mark	1.14	-
Computer Software	52.68	103.45
Website & Domain	-	-
<b>Total</b>	<b>2,273.62</b>	<b>103.45</b>

(Amount in Lakhs)

Description of Assets	Customer contract	TradeMark	Computer Software	Website & Domain	Total
<b>I. Gross carrying value</b>					
Balance as at April 1, 2016	-	-	512.41	3.61	516.02
Additions	-	-	23.44	-	23.44
Derecognised on disposal of subsidiary PowerDrift Studios Private Limited (Refer Note 42)	-	-	-	(3.61)	(3.61)
<b>Balance as at March 31, 2017</b>	-	-	<b>535.85</b>	-	<b>535.85</b>
Additions	-	-	15.49	-	15.49
Pursuant to acquisition during the year (Refer Note 34)	2,267.73	4.64	189.41	-	2,461.78
Disposal	-	-	23.44	-	23.44
<b>Balance as at March 31, 2018</b>	<b>2,267.73</b>	<b>4.64</b>	<b>717.31</b>	-	<b>2,989.68</b>

(Amount in Lakhs)

Description of Assets	Customer contract	TradeMark	Computer Software	Website & Domain	Total
<b>II. Accumulated depreciation and impairment</b>					
Balance as at April 1, 2016	-	-	360.66	2.39	363.05
Depreciation expense	-	-	71.74	-	71.74
Derecognised on disposal of subsidiary PowerDrift Studios Private Limited (Refer Note 42)	-	-	-	(2.39)	(2.39)
<b>Balance as at March 31, 2017</b>	-	-	<b>432.40</b>	-	<b>432.40</b>
Depreciation expense	47.93	0.07	79.44	-	127.44
Disposal	-	-	23.44	-	23.44
Pursuant to acquisition during the year (Refer Note 34)	-	3.43	176.23	-	179.66
<b>Balance as at March 31, 2018</b>	<b>47.93</b>	<b>3.50</b>	<b>664.63</b>	-	<b>716.06</b>



MXC Solutions India Private Limited  
Notes forming part of the Consolidated financial statements for the year ended March 31, 2018

5. Investments

Particulars	As at March 31, 2018		As at March 31, 2017		(Amount in Lakhs)	
	QTY	Current	Non Current	QTY		Current
<b>Unquoted Investments</b>						
<b>A. Investments in subordinated debts</b>						
Shriram Transport Finance Company Limited	14,429	-	159.42	-	-	-
Shriram City Union Finance Limited	6,538	-	76.53	-	-	-
Shriram Transport Finance Company Limited	10,262	110.40	-	-	-	-
Shriram City Union Finance Limited	4,547	54.33	-	-	-	-
<b>B. Investments in Mutual Funds</b>						
HDFC Liquid Fund- Growth (of Rs. 1000/- each)	32,780	1,117.98	-	3,17,023	10,143.58	-
ICICI Prudential Liquid- Regular Plan- Growth (of Rs. 100/- each)	38,42,935	9,852.83	-	41,63,364	9,998.59	-
Birla Sun Life Cash Plus- Growth-Regular Plan (of Rs. 100/- each)	35,42,063	9,855.22	-	38,97,090	10,152.43	-
DSP BlackRock Liquidity Fund- Institutional Plan- Growth (of Rs. 1000/- each)	1,34,050	3,316.38	-	4,40,300	10,206.65	-
Axis Liquid Fund - Direct Growth (of Rs. 1000/- each)	12,989	250.00	-	-	-	-
<b>Total Unquoted Investments [A+B]</b>		<b>24,557.14</b>	<b>235.95</b>		<b>40,501.25</b>	
<b>INVESTMENTS CARRIED AT FVTPL [B]</b>		<b>24,392.41</b>			<b>40,501.25</b>	
<b>INVESTMENTS CARRIED AT AMORTISED COST [A]</b>		<b>164.73</b>	<b>235.95</b>			
<b>Category-wise investments</b>						
Financial assets carried at amortised cost						
Unquoted subordinated debts		400.68	-			
Financial assets carried at FVTPL						
Mutual funds		24,392.41	40,501.25			



6. Other Financial assets (Unsecured)

(Amount in Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Current	Non Current	Current	Non Current
a) Security Deposits				
- Considered good	14.87	264.33	2.34	182.01
- Considered doubtful	3.05	-	3.05	-
	17.92	264.33	5.39	182.01
Less -Allowance for doubtful	(3.05)	-	(3.05)	-
	14.87	264.33	2.34	182.01
b) Interest accrued on Inter Corporate Loan	50.28	-	-	-
c) Interest accrued on Fixed Deposits	0.12	-	0.04	-
d) Unbilled Revenue	243.13	-	249.89	-
e) Interest accrued on subordinated debt	8.06	11.47	0.23	-
f) Loan to employees	7.13	3.35	-	-
g) Deposit accounts with original maturity for more than 12 months	-	1.42	-	1.04
h) Others	14.23	-	-	-
<b>Total</b>	<b>337.82</b>	<b>280.57</b>	<b>252.50</b>	<b>183.05</b>

7. Loan

(Amount in Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Current	Non Current	Current	Non Current
Inter Corporate Loan	2,835.00	-	-	-
<b>Total</b>	<b>2,835.00</b>	<b>-</b>	<b>-</b>	<b>-</b>

8. Other assets (Unsecured, considered good)

(Amount in Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Current	Non Current	Current	Non Current
a) Indirect taxes recoverable (Refer note 40)	1,778.61	26.83	2,353.29	-
b) Advance to employees	33.02	-	1.74	-
c) Prepaid expenses	64.19	8.33	46.23	12.01
d) Advance to vendors	47.71	-	34.98	-
e) Advance rent	10.04	43.46	10.28	2.56
f) Plan asset - gratuity (net of provision) (Refer note 23)	17.58	-	-	-
<b>Total</b>	<b>1,951.15</b>	<b>78.62</b>	<b>2,446.52</b>	<b>14.57</b>

2017





9. Trade receivables

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Trade Receivable (Unsecured)</b>		
(a) Considered Good	3,587.02	2,125.46
(b) Considered Doubtful	356.39	111.71
	<b>3,943.41</b>	<b>2,237.17</b>
Less: Allowances for doubtful debts (expected credit loss allowance)	356.39	111.71
<b>Total</b>	<b>3,587.02</b>	<b>2,125.46</b>

Notes

The credit period on sale of services is 0 to 90 days. The Group does not charge interest on delayed payments and exercise the right on its own discretion depending upon prevailing circumstances.

Before accepting a new customer, the Group obtains market feedback on the creditworthiness of the customer concerned. Customer wise outstanding receivables are reviewed on a monthly basis and where necessary, the credit allowed to particular customers for subsequent sales is adjusted in line with their past payment performance.

The following table gives details in respect of percentage of revenues generated from top customers and top five customers :

Particulars	As at March 31, 2018	As at March 31, 2017
Revenue from top customer	9.55%	10.37%
Revenue from top five customers	26.66%	27.47%

Age of receivables

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Exceeding six months	652.06	234.56
Others	3,291.35	2,002.61
<b>Total</b>	<b>3,943.41</b>	<b>2,237.17</b>

Movement in the expected credit loss allowance

(Amount in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Balance at beginning of the year	111.71	181.87
Add: Pursuant to acquisition during the year (Refer Note 34)	90.29	-
Add: Provision made during the year	158.44	26.58
Less: Excess Provision Written Back	(4.05)	(11.64)
Less: Bad Debts Written off	-	(85.10)
<b>Balance at end of the year</b>	<b>356.39</b>	<b>111.71</b>



**MXC Solutions India Private Limited**  
**Notes forming part of the Consolidated financial statements for the year ended March 31, 2018**

**10A. Cash and cash equivalents**

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
(a) Cash in hand	102.49	0.55
(b) Bank balances - In Current account	1,121.77	383.22
<b>Total</b>	<b>1,224.26</b>	<b>383.77</b>

**Notes:**

- (i) Cash and cash equivalent as per statement of Cash flow 1,224.26                      383.77
- (ii) During the year ended March 31, 2018 and March 31, 2017, the Group has not entered into any non cash investing and financing activities which are not reflected in Statement of Cash Flows.

**10B. Bank balance other than note 10A above**

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Other Bank Balance:</b>		
(a) Deposit accounts with original maturity for more than 3 months but less than 12 months	1.86	-
(b) Restricted bank balance (Refer note below)	103.29	9.59
<b>Total</b>	<b>105.15</b>	<b>9.59</b>

Note: Represents amount received from financier company towards loan taken by customer for purchase of cars which is subsequently transferred by the company to customer.



11. Equity Share Capital

(Amount in Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Units	Amount	Units	Amount
	<b>Authorised Capital</b>			
Equity Shares of Rs 10/- each	85,00,000	850.00	85,00,000	850.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each A Series	20,00,000	200.00	20,00,000	200.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each B Series	28,00,000	280.00	28,00,000	280.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each C Series	40,00,000	400.00	40,00,000	400.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each D Series	64,00,000	640.00	64,00,000	640.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each E Series	40,00,000	400.00	40,00,000	400.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F Series	1,29,00,000	1,290.00	1,29,00,000	1,290.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F1 Series	6,00,000	60.00	6,00,000	60.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each G Series	40,00,000	400.00	40,00,000	400.00
	<b>4,52,00,000</b>	<b>4,520.00</b>	<b>4,52,00,000</b>	<b>4,520.00</b>
<b>Issued, Subscribed and Fully Paid up</b>				
Equity Shares of Rs 10/- each	34,49,303	344.93	34,49,303	344.93
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each A Series	19,32,120	193.21	19,32,120	193.21
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each B Series	27,70,456	277.05	27,70,456	277.05
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each C Series	36,57,066	365.71	36,57,066	365.71
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each D Series	59,64,300	596.43	59,64,300	596.43
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each E Series	35,19,482	351.95	35,19,482	351.95
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F Series	1,28,79,955	1,288.00	1,28,79,955	1,288.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F1 Series	5,85,437	58.54	5,85,437	58.54
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each G Series	35,94,499	359.45	35,94,499	359.45
	<b>3,83,52,618</b>	<b>3,835.27</b>	<b>3,83,52,618</b>	<b>3,835.27</b>

Refer Notes (i) to (iv) below

264





Notes

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

(Amount in Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity shares</b>				
At the beginning of the year	34,49,303	344.93	31,56,753	315.67
Add: Issue of equity shares under employee share option plan ( Refer Note 30)	-	-	2,92,550	29.26
At the end of the year	<b>34,49,303</b>	<b>344.93</b>	<b>34,49,303</b>	<b>344.93</b>
<b>Compulsorily convertible preference shares</b>				
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each A series</b>				
At the beginning of the year	19,32,120	193.21	19,32,120	193.21
Add: Issued during the year	-	-	-	-
At the end of the year	<b>19,32,120</b>	<b>193.21</b>	<b>19,32,120</b>	<b>193.21</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each B Series</b>				
At the beginning of the year	27,70,456	277.05	27,70,456	277.05
Add: Issued during the year	-	-	-	-
At the end of the year	<b>27,70,456</b>	<b>277.05</b>	<b>27,70,456</b>	<b>277.05</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each C Series</b>				
At the beginning of the year	36,57,066	365.71	36,57,066	365.71
Add: Issued during the year	-	-	-	-
At the end of the year	<b>36,57,066</b>	<b>365.71</b>	<b>36,57,066</b>	<b>365.71</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each D Series</b>				
At the beginning of the year	59,64,300	596.43	59,64,300	596.43
Add: Issued during the year	-	-	-	-
At the end of the year	<b>59,64,300</b>	<b>596.43</b>	<b>59,64,300</b>	<b>596.43</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each E Series</b>				
At the beginning of the year	35,19,482	351.95	35,19,482	351.95
Add: Issued during the year	-	-	-	-
At the end of the year	<b>35,19,482</b>	<b>351.95</b>	<b>35,19,482</b>	<b>351.95</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F Series</b>				
At the beginning of the year	1,28,79,955	1,288.00	1,28,79,955	1,288.00
Add: Issued during the year	-	-	-	-
At the end of the year	<b>1,28,79,955</b>	<b>1,288.00</b>	<b>1,28,79,955</b>	<b>1,288.00</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F1 Series</b>				
At the beginning of the year	5,85,437	58.54	-	-
Add: Issued during the year	-	-	5,85,437	58.54
At the end of the year	<b>5,85,437</b>	<b>58.54</b>	<b>5,85,437</b>	<b>58.54</b>
<b>8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each G Series</b>				
At the beginning of the year	35,94,499	359.45	-	-
Add: Issued during the year	-	-	35,94,499	359.45
At the end of the year	<b>35,94,499</b>	<b>359.45</b>	<b>35,94,499</b>	<b>359.45</b>

96)



(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2018		As at March 31, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights:</b>				
Austin Ligon	1,92,730	5.59%	1,92,730	5.59%
Vinay Vinod Sanghi with Seena Vinay Sanghi	4,50,050	13.05%	4,50,050	13.05%
Bina Vinod Sanghi with Vinay Vinod Sanghi	4,50,000	13.05%	4,50,000	13.05%
Shree Krishna Trust	7,00,050	20.30%	7,00,050	20.30%
Highdell Investment Ltd	6,11,981	17.74%	6,11,981	17.74%
Macritchie Investments Pte. Ltd.*	5,92,650	17.18%	5,92,650	17.18%
<b>8% Non-cumulative Compulsorily Convertible Preference Shares (Series A to G)</b>				
CMDB II	56,75,595	16.26%	56,75,595	16.26%
Highdell Investment Ltd	1,45,26,693	41.62%	1,45,26,693	41.62%
MacRitchie Investments Pte. Ltd.	1,08,34,252	31.04%	1,08,34,252	31.04%
Springfield Venture International	31,82,038	9.12%	31,82,038	9.12%

\* Transfer made during the previous year from Shree Krishna Trust (300,000 shares), Vinay Vinod Sanghi (292,550 shares) and Ephiphany overseas ventures (100 shares)

(iii) Terms/rights attached to equity shares

(a) Voting rights

The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, in proportion of their shareholding.

(b) Dividend distribution rights:

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Subject to the provisions of section 123 of the Companies Act, 2013, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

(iv) Terms of conversion/ redemption of CCPS

(a) Series A Preference shares are compulsorily convertible on exercise of the conversion option by the preference shareholders at any time during the conversion period 20 years from the date of issue i.e. 08.12.09 to Canaan VIII Mauritius (transferred to CMDB-II on 24.03.15) and 11.01.10 to Austin Ligon and Daniel Neary and 01.12.11 to Tiger Global Six India II Holdings (transferred to Highdell Investment Ltd. on 24.12.14) or on the expiry of the conversion period or immediately prior to the filing by the Company of its draft offer document with SEBI.

(b) Series B Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 15.12.10 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(c) Series C Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 02.09.11 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(d) Series D Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 09.10.14 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(e) Series E Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 04.08.15 & 25.08.15 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(f) Series F Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 12.01.16 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(g) Series F1 Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 29.04.16 or immediately prior to the filing by the Company of its draft offer document with SEBI.

(h) Series G Preference shares are compulsorily convertible on the expiry of the conversion period of 20 years from the date of issue i.e. 03.02.17 or immediately prior to the filing by the Company of its draft offer document with SEBI.



12A. Other equity

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
(a) Securities premium account	1,45,456.71	1,45,456.71
(b) Share option outstanding account	848.62	499.96
(c) Retained earnings	(28,459.22)	(27,461.25)
(d) Money Received against Share Warrant	4.46	4.46
(e) Capital Reserve on consolidation	33.80	33.80
(f) Other reserves	(608.83)	-
<b>Total</b>	<b>1,17,275.54</b>	<b>1,18,533.68</b>

12A.1. Securities premium account

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at beginning of year	1,45,456.71	1,18,315.58
Additions during the year	-	-
Received on issue of Equity shares during the year	-	7.18
Received on issue of 8% Non-cumulative Compulsorily Convertible Preference shares F1 Series	-	3,264.46
Received on issue of 8% Non-cumulative Compulsorily Convertible Preference shares G Series	-	23,869.49
<b>Balance at end of year</b>	<b>1,45,456.71</b>	<b>1,45,456.71</b>

12A.2. Share option outstanding account (Refer Note 30)

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at beginning of year	499.96	581.23
Options Vested during the year	349.90	250.63
Options cancelled during the year	(1.24)	(331.90)
<b>Balance at end of year</b>	<b>848.62</b>	<b>499.96</b>

12A.3 Retained earnings

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at beginning of year	(27,461.25)	(23,777.24)
Loss for the year	(1,026.96)	(3,694.47)
Other comprehensive income arising from remeasurement of defined benefit obligation (net of income tax)	28.99	14.57
Sale of subsidiary Powerdrift Studios Private Limited	-	(4.11)
<b>Balance at end of year</b>	<b>(28,459.22)</b>	<b>(27,461.25)</b>

12A.4 Money Received against Share Warrant (Refer note 33)

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at beginning of year	4.46	4.00
Money received during the year	-	0.46
<b>Balance at end of year</b>	<b>4.46</b>	<b>4.46</b>

12A.5 Capital Reserve on consolidation (Refer note 42)

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at beginning of year	33.80	33.80
Add: Addition during the year	-	-
<b>Balance at end of year</b>	<b>33.80</b>	<b>33.80</b>

12A.6 Other reserves

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at beginning of year	-	-
Pursuant to acquisition of NCI of Adroit Inspection Services Private Limited	(594.92)	-
Pursuant to acquisition of NCI of Motogo India Private Limited	(13.91)	-
<b>Balance at end of year</b>	<b>(608.83)</b>	<b>-</b>

12B: Non Controlling Interest

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at beginning of year	(11.91)	24.33
Share of Profit / (Loss) during the year	278.97	(9.96)
Arising on the acquisition of SAMIL (Refer note 34)	2,690.92	-
Sale of subsidiary of Powerdrift Studio Private Limited	-	(26.28)
Pursuant to acquisition of NCI of Motogo	11.91	-
<b>Balance at end of year</b>	<b>2,969.89</b>	<b>(11.91)</b>



13. Provisions

(Amount in Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Current	Non Current	Current	Non Current
Provision for employee benefits (Refer Note 23)				
Gratuity	42.82	295.33	41.40	267.37
Compensated absences	134.84	64.27	20.11	79.24
<b>Total</b>	<b>177.66</b>	<b>359.60</b>	<b>61.51</b>	<b>346.61</b>

14. Trade Payables

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Trade payables		
Dues to Micro, Small and Medium Enterprises*		
Dues to Others	5,630.27	1,076.96
<b>Total</b>	<b>5,630.27</b>	<b>1,076.96</b>

\*Information regarding the total outstanding dues of Micro Enterprises and Small Enterprises is given to the extent the same is available with the Group.

15. Other Financial Liabilities (Current)

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
(i) Security deposit received from customers	666.60	584.31
(ii) Sundry creditors for fixed assets	11.75	-
(iii) Others (Refer note below)	109.81	9.59
<b>Total</b>	<b>788.16</b>	<b>593.90</b>

Note: Includes Rs. 103.29 lakhs (March 31, 2017 Rs. 9.59 lakhs) received from financier company towards loan taken by customer for purchase of cars which is subsequently transferred by the company to customer.

16. Other Liabilities (Current)

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
(i) Advances received from customers	129.81	177.74
(ii) Deferred Revenue	384.34	231.54
(iii) Statutory Dues	454.44	148.10
(iv) Security deposit payable	259.02	180.60
(v) Straight lining liabilities	10.32	32.52
<b>Total</b>	<b>1,237.93</b>	<b>770.50</b>

187





**MXC Solutions India Private Limited**

**Notes forming part of the Consolidated financial statements for the year ended March 31, 2018**

**17. Revenue from Operations**

**(Amount in Lakhs)**

<b>Particulars</b>	<b>For the year ended March 31, 2018</b>	<b>For the year ended March 31, 2017</b>
<b>(a) Revenue from rendering of services</b>		
i) Advertisement Income	4,281.33	4,692.99
ii) Buyer/seller facilitation fees	2,300.10	-
iii) Lead Sales Revenue	1,631.98	1,282.81
iv) Commission Income	1,594.86	923.58
v) Membership and Registration Fees	1,155.05	866.30
vi) Inspection Revenue	1,033.43	-
vii) Valuation Revenue	260.95	-
viii) Rental income	92.74	-
ix) Sale of services	2.41	20.58
x) Website and software development fees	2.32	6.27
	<b>12,355.17</b>	<b>7,792.53</b>
<b>(b) Other Operating revenues</b>	-	30.31
	-	<b>30.31</b>
<b>Total</b>	<b>12,355.17</b>	<b>7,822.84</b>

867



**MXC Solutions India Private Limited**

**Notes forming part of the Consolidated financial statements for the year ended March 31, 2018**

**18. Other Income**

(Amount in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended 31 March 2017
<b>a) Interest Income</b>		
i) On Bank deposits	0.10	0.08
ii) On financial asset (ICD) carried at amortised cost	35.35	-
iii) On Income Tax Refund	10.24	37.13
iv) On Security Deposits	15.24	14.50
v) On Loan carried at amortised cost	-	2.60
vi) On financial asset (Investment) carried at amortised cost	8.28	-
	<b>69.21</b>	<b>54.31</b>
<b>b) Net gain on investment carried at fair value through Profit and Loss on mutual fund</b>		
	2,388.93	1,433.85
	<b>2,388.93</b>	<b>1,433.85</b>
<b>c) Other Non-Operating Income</b>		
i) Liabilities no longer required written back	116.03	33.07
ii) Excess Provision for doubtful debts written back	13.11	11.64
iii) Profit on sale of Property, Plant and Equipment (Net)	0.04	5.27
iv) Gain on sale of control over subsidiary (Refer note 42)	-	412.37
v) Miscellaneous Income	10.39	5.76
	<b>139.57</b>	<b>468.11</b>
<b>Total</b>	<b>2,597.71</b>	<b>1,956.27</b>

137



**MXC Solutions India Private Limited**

**Notes forming part of the Consolidated financial statements for the year ended March 31, 2018**

**Note 19: Employee benefits expense**

(Amount in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Salaries and related costs	7,050.76	6,676.89
Gratuity	131.21	96.32
Contributions to provident and other funds	299.96	272.80
Share-based payments to employees (Refer note 30)	348.66	250.63
Staff welfare expenses	184.95	141.78
<b>Total</b>	<b>8,015.54</b>	<b>7,438.42</b>

**Note 20: Finance cost**

(Amount in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Interest on Loans	-	5.09
Interest on others	3.80	-
<b>Total</b>	<b>3.80</b>	<b>5.09</b>

867



**MXC Solutions India Private Limited**

**Notes forming part of the Consolidated financial statements for the year ended March 31, 2018**

**21. Other expenses**

(Amount in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Power and fuel	106.55	84.76
Rent (Refer note 24)	707.00	712.11
Royalty paid	24.69	-
Buyer/seller facilitation expenses	142.48	-
Inspection and Valuation Charges	867.72	-
Repairs and maintenance - Computers	4.89	5.65
Repairs and maintenance - Others	100.41	61.63
Insurance	6.81	7.39
Rates and taxes	91.75	71.16
Telephone and Communication	185.49	194.35
Travelling and conveyance	504.56	306.92
Printing and stationery	27.40	10.54
RTO Form B Extract Charges	55.56	2.09
Sales commission	74.95	8.87
Legal and professional fees	341.08	166.77
Payments to auditors (Refer Note 38)	25.94	20.02
Postage and Courier charges	3.94	4.99
Office Maintenance	29.32	27.38
Foreign exchange Difference (Net)	12.14	17.04
Advertisement, Marketing and Sales Promotion Expenses	2,666.41	3,339.77
Corporate social responsibility expenses (Refer note 37)	1.54	-
Directors sitting fees	0.70	-
Website Hosting Charges	206.57	235.51
Unbilled revenue written off	125.79	74.47
Software development Charges	5.10	-
Provision for doubtful Advances	-	3.05
Provision for doubtful debts	105.64	26.58
Bad Debts Written Off	97.56	238.60
Less: Adjusted against earlier year's provision	(43.27)	(85.10)
	54.29	153.50
Autoinspection charges	42.24	-
Software Licence Purchase	4.52	4.30
Warranty Issue Expenses	7.21	55.60
Inadmissible Service tax credit written off	30.35	-
Miscellaneous expenses	322.08	111.96
<b>Total</b>	<b>6,885.12</b>	<b>5,706.41</b>

107





## Note 22. Income Tax

## i) Income tax recognised in statement of profit and loss

(Amount in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Current tax</b>		
In respect of the current year	436.74	-
In respect of prior years	(2.97)	0.31
	433.77	0.31
<b>Deferred tax</b>		
In respect of the current year	(13.66)	-
<b>Total income tax expense</b>	<b>420.11</b>	<b>0.31</b>

## ii) The income tax expense for the year can be reconciled to the accounting profit as follows:

(Amount in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Loss before tax	(327.88)	(3,704.12)
Income tax expense at enacted tax rate	(84.43)	(1,144.57)
Effect of expenses that are not deductible in determining taxable profit	39.68	(2,323.61)
Effect of tax offsets not recognised as deferred tax assets	(109.12)	1,153.86
Deferred tax assets not recognised because realization is not probable	552.63	1,314.33
Utilisation of Unabsorbed Depreciation of earlier years on which no DTA was created	(44.65)	-
Minimum Alternate Tax (MAT) credit not recognised as DTA	92.21	-
Adjustments recognised in the current year in relation to the current tax of prior years	(2.97)	0.31
Effect of difference in rate of taxation	(23.24)	-
<b>Income tax expense recognised in profit or loss</b>	<b>420.11</b>	<b>0.31</b>

The tax rate used for the reconciliations above is the corporate tax rate of 25.75% for 2017-18 and 30.90% for 2016-2017 payable by corporate entities in India on taxable profits under the Indian tax law.



**Note 23: Employee Benefits**

**a) Defined Contribution Plans**

The Group makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by Employee Provident Fund Organisation. Under this scheme, the Company is required to contribute a specified percentage of payroll cost to fund the benefits.

Both the employees and the Group make pre-determined contributions to the provident fund. Amount recognized as expense amounts to Rs. 256.27 Lakhs (March 31, 2017 : Rs. 243.56 Lakhs) under contributions to provident and other funds (Note 19 Employee benefits expense)

**b) Defined Benefit Plans**

i) The Company makes annual contribution towards gratuity to an unfunded / funded defined benefit plan for qualifying employees. The plan provides for lump sum payments to employees whose right to receive gratuity had vested at the time of resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service except in case of death

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit credit Method, which recognises each period, of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

ii) The plan typically exposes the Company to actuarial risk such as interest rate risk, salary risk and demographic risk:

**Interest rate risk** - The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

**Salary risk** - Higher than expected increases in salary will increase the defined benefit obligation.

**Demographic risk** - This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

iii) The most recent actuarial valuation of the defined benefit obligation was carried out as at March 31, 2018 by an independent actuary

iv) The details in respect of the amounts recognised in the Company's financial statements for the year ended March 31, 2018 and March 31, 2017 for the defined benefit scheme is as under:

(Amount in Lakhs)

Particulars	Gratuity	
	As at March 31, 2018	As at March 31, 2017
<b>I. Principal Actuarial assumptions</b>		
Discount rate	7.45%-7.88%	6.80% - 7.00%
Expected rate of salary increase	5.00% - 10.00%	7.50% - 10.00%
Expected rate of Return	7.86%	N.A.
Mortality tables	IALM (2006-08) UR.	IALM (2006-08) UR.
<b>Withdrawal Rates</b>		
MXC Solutions India Private Limited	25% at younger ages reducing to 1% at older ages.	25% at younger ages reducing to 1% at older ages.
Automotive Exchange Private Limited	20% at age band 21-30, 16% at age band 31-40, 23% at age band 41-57.	20% at age band 21-30, 16% at age band 31-40, 23% at age band 41-57.
Shriram Automall India Limited	For service 4 years and below 10.00% p.a. and for service 5 years and above 5.00% p.a.	For service 4 years and below 10.00% p.a. and for service 5 years and above 5.00% p.a.
Adroit Inspections Services Private Limited	25% at younger ages reducing to 1% at older ages.	NA

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations. The estimates of future compensation cost considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors.

Particulars	Gratuity (Unfunded)		Gratuity (funded)	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
<b>II. Components of defined benefit costs recognised in the Statement of Profit and loss</b>				
Service cost:				
Current service cost	83.88	79.52	26.34	-
Past service cost and (gain) / loss from settlements	36.82	-	0.42	-
Net interest expense	19.83	16.80	1.55	-
Components of defined benefit costs recognised in the Statement of Profit and loss (Refer Note 1 and 2 below)	140.53	96.32	28.31	-

1) In case of Shriram Automall India Limited the actuarial valuation has been done at March 31, 2018 only and component of defined benefit cost is not recognised in the Statement of Profit and Loss under the Employee benefit, arrived in proportion to the number of days covered in the period from April 1, 2017 to February 6, 2018 amounting to Rs. 37.55 Lakhs.

2) In case of Adroit Inspection Services Private Limited the actuarial valuation has been done at March 31, 2018 only and component of defined benefit cost is not recognised in the Statement of Profit and Loss under the Employee benefit, arrived in proportion to the number of days covered in the period from April 1, 2017 to April 30, 2017 amounting to Rs. 0.08 lakhs.

Particulars	Gratuity (Unfunded)		Gratuity (funded)	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
<b>III. Components of defined benefit costs recognised in the other comprehensive income</b>				
Remeasurement on the net defined benefit liability:				
Return on plan assets (excluding the amount included in net interest cost)	-	-	(3.72)	-
Actuarial (gains) / losses arising from changes in financial assumptions	(10.09)	13.94	(14.67)	-
Actuarial (gains) / losses arising from changes in experience adjustments	(18.90)	(28.51)	17.34	-
Adjustments for restrictions on the defined benefit asset	-	-	-	-
Components of defined benefit costs recognised in other comprehensive income *	(28.99)	(14.57)	(1.05)	-
<b>Total</b>	<b>111.54</b>	<b>81.75</b>	<b>27.26</b>	<b>-</b>

\* In case of Shriram Automall India Limited the actuarial valuation has been done at March 31, 2018 only and the component of defined benefit cost is not recognised in other comprehensive income for the period from April 1, 2017 to March 31, 2018 amounting to Rs. 1.05 lakhs.



Particulars	Gratuity (Unfunded)		Gratuity (funded)	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
<b>V. Change in the defined benefit obligation</b>				
Opening defined benefit obligation	308.77	236.63	-	-
On acquisition of SAMIL	-	-	233.45	-
Current service cost	83.88	79.52	26.34	-
Past service cost and (gain) / loss from settlements	36.82	-	0.42	-
Liability transferred in/acquisitions	-	-	3.80	-
Interest cost	19.83	16.80	16.95	-
Remeasurement (gains)/losses:				
Actuarial (gains) / losses arising from changes in financial assumptions	(10.09)	13.94	(14.67)	-
Actuarial (gains) / losses arising from changes in experience adjustments	(18.89)	(28.52)	17.34	-
Benefits paid	(82.17)	(9.60)	(25.58)	-
<b>Closing defined benefit obligation</b>	<b>338.15</b>	<b>308.77</b>	<b>258.05</b>	<b>-</b>

Particulars	Gratuity (funded)	
	As at March 31, 2018	As at March 31, 2017
<b>VI. Change in the Fair value of Plan Assets :</b>		
Fair Value of Plan Assets at the Beginning of the period	-	-
On acquisition of SAMIL	212.06	-
Interest Income on plan Assets	15.40	-
Contributions by the Employer	70.04	-
Benefit Paid	(25.58)	-
Return on Plan Assets	3.71	-
<b>Fair Value of Plan Assets at the End of the Period</b>	<b>275.63</b>	<b>-</b>

Particulars	Gratuity (funded)	
	As at March 31, 2018	As at March 31, 2017
<b>VII. Fund status</b>		
Present value of funded defined benefit obligation	258.05	-
Fair value of plan assets	275.63	-
<b>Funded status</b>	<b>(17.58)</b>	<b>-</b>

Particulars	Gratuity (funded)	
	As at March 31, 2018	As at March 31, 2017
<b>VIII. Disaggregation of Assets :</b>		
Category of Assets -		
Insurance Fund	275.63	-

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

**Sensitivity Analysis for Entities other than SAMIL**

Particulars	Gratuity	
	As at March 31, 2018	As at March 31, 2017
Defined Benefit Obligation - Discount Rate + 50 basis points	327.41	299.27
Defined Benefit Obligation - Discount Rate - 50 basis points	349.57	318.89
Defined Benefit Obligation - Salary Escalation Rate + 50 basis points	349.48	317.48
Defined Benefit Obligation - Salary Escalation Rate - 50 basis points	327.39	300.29

**Sensitivity Analysis for Entities SAMIL**

Particulars	Gratuity	
	As at March 31, 2018	As at March 31, 2017
Defined Benefit Obligation - Discount Rate + 10 basis points	21.03	19.50
Defined Benefit Obligation - Discount Rate - 10 basis points	24.36	22.73
Defined Benefit Obligation - Salary Escalation Rate + 10 basis points	24.83	23.02
Defined Benefit Obligation - Salary Escalation Rate - 10 basis points	21.75	20.06
Defined Benefit Obligation - Rate of employee turnover + 10 basis points	5.78	4.14
Defined Benefit Obligation - Rate of employee turnover - 10 basis points	6.52	4.70

These sensitivities have been calculated above to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

**Maturity Analysis of the Benefit Payments :**

Particulars	Gratuity	
	As at March 31, 2018	As at March 31, 2017
1st Following year	64.35	41.40
2nd Following year	54.74	33.78
3rd Following year	61.27	36.47
4th Following year	60.96	41.21
5th Following year	57.05	37.96
Sum of years 6 to 10	256.84	125.54
Sum of years 11 and above	511.10	90.01
Prescribed contribution for next year (12 Months)	11.23	-

**c. Leave plan and compensated absences**

The liability for compensated absences as at the year end is Rs. 199.11 Lakhs (2017: Rs. 99.35 Lakhs) as shown under non-current provisions Rs. 134.84 lakhs (2017: Rs. 20.11 Lakhs) and current provisions Rs. 64.27 Lakhs (2017: Rs. 79.24 Lakhs). The amount charged to the Statement of Profit and Loss under Salaries and related costs in note 24 "Employee benefits" is Rs. 11.94 lakhs (2017: 25.43 lakhs)

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**Note 24: Operating lease arrangements****The Company as a lessee**Leasing arrangements

The Group's significant leasing arrangements are in respect of operating leases taken for office Premises, furniture and fixtures, computers and plant and equipment. These leases have an average life of between 11 to 60 months with renewal option included in the contracts. There are no restrictions placed upon the Company by entering into these leases.

Payments recognised as an expense

(Amount in Lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Minimum lease payments	707.00	712.11
<b>Total</b>	<b>707.00</b>	<b>712.11</b>

Non-cancellable operating lease commitments

(Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Not later than 1 year	91.66	306.10
Later than 1 year and not later than 5 years	23.75	115.42
Later than 5 years	-	-
<b>Total</b>	<b>115.41</b>	<b>421.52</b>

**Note 25: Earnings per share (EPS)**

The following reflects the loss and share data used in the basic and diluted EPS computations:

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<b>Basic</b>		
Loss for the year attributable to ordinary shareholders (In Rs.)	(747.99)	(3,704.43)
Weighted average number of equity shares in calculating EPS (number)	34,49,303	32,20,874
<b>Basic/ diluted Earnings per ordinary shares</b>	<b>(21.69)</b>	<b>(115.01)</b>
The potential equity shares have not been considered for the purpose of computing diluted earnings per share as they are anti-dilutive in nature.		

**Note 26: Segment reporting**

The Company is engaged in operating and managing a media / platform for the automotive sector, which are subject to same risk and rewards. Hence, there are no separate reportable segments as defined by Indian Accounting Standard 108 on "Operating segments".

Geographical Revenue is allocated based on the location of the customer. Information regarding geographical revenue is as follows:

Geographical Revenue

(Amount in Lakhs)

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Revenue from external customers		
- India	11,899.08	7,436.98
- Outside India	456.09	355.55
<b>Total Revenue</b>	<b>12,355.17</b>	<b>7,792.53</b>

All non-current assets of the Company are located in India.





**Note 27 : Financial Instruments**

**(i) Capital management**

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at March 31, 2018, the Group has only one class of equity shares and has no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Group allocates its capital for re-investment into business based on its long term financial plans.

**(ii) Categories of financial Instruments** (Amount in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Financial assets</b>		
<b>Measured at FVTPL</b>		
Current Investments - Mutual Funds	24,392.41	40,501.25
<b>Measured at amortised cost</b>		
Investments in subordinated debts	400.68	-
Loan	2,835.00	-
Trade Receivables	3,587.02	2,125.46
Cash and cash equivalents	1,224.26	383.77
Other bank balances	105.15	9.59
Other financial assets	618.39	435.55
<b>Financial liabilities</b>		
<b>Measured at amortised cost</b>		
Trade payables	5,630.27	1,076.96
Other financial liabilities	788.16	593.90

**(iii) Financial risk management objectives**

The Group monitors and manages the financial risks relating to the operations of the entity through internal risk reports which analyse exposures by degree and magnitude of the risk. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

**(iii)(a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates. Considering the small quantum and short period of foreign currency exposure on an ongoing basis, the Group does not consider it necessary to hedge these exposures.

Market risk exposures are measured using sensitivity analysis.

There has been no change to the Group's exposure to market risks or the manner in which these risks are being managed and measured.

**Foreign Currency risk management**

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are not hedged considering the small quantum and short period of such exposure.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period, which are not hedged:

Currency	Liabilities as at	
	March 31, 2018	March 31, 2017
USD	25.72	2.17
EURO	-	-

Currency	Assets as at	
	March 31, 2018	March 31, 2017
USD	37.71	31.17
SGD	-	0.93

867



**Foreign Currency sensitivity analysis**

The following table details the Group's sensitivity to a 5% increase and decrease in the Rupees against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the Rupees strengthens 5% against the relevant currency. For a 5% weakening of the Rupees against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Particulars	(Amount in Lakhs)	
	Currency impact	
	March 31, 2018	March 31, 2017
USD	0.60	1.45
SGD	-	0.05
<b>Impact on profit or loss for the year</b>	<b>0.60</b>	<b>1.50</b>

The Group's sensitivity to foreign currency has decreased during the current year mainly due to the increase in liabilities denominated in USD and corresponding increase in assets denominated in the current financial year which has resulted in lower net assets balance as compared to previous year. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year. The sensitivity to foreign currency of equity is not measured since there are no foreign currency exposures which affect equity directly.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

**(iii)(b) Credit risk management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group has adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Group obtains market feedback on the creditworthiness of the customer concerned. Customer wise outstanding receivables are reviewed on a monthly basis and where necessary, the credit allowed to particular customers for subsequent sales is adjusted in line with their past payment performance. Credit exposure is controlled by counterparty limits that are reviewed and approved by the management on a quarterly basis.

**(iii)(c) Liquidity risk management**

Ultimate responsibility for liquidity risk management rests with the management, which has established an appropriate liquidity risk management framework for the Group's short-term, medium-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows.

**Liquidity risk tables**

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2018

Particulars	( Amount in Lakhs )		
	Due in 1st year	Due in 5+ years	Carrying amount
<b>Financial Liabilities</b>			
Trade payables	5,630.27	-	5,630.27
Other financial liabilities	788.16	-	788.16
<b>Total</b>	<b>6,418.43</b>	<b>-</b>	<b>6,418.43</b>

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2017

Particulars	( Amount in Lakhs )		
	Due in 1st year	Due in 5+ years	Carrying amount
<b>Financial Liabilities</b>			
Trade payables	1,076.96	-	1,076.96
Other financial liabilities	593.90	-	593.90
<b>Total</b>	<b>1,670.86</b>	<b>-</b>	<b>1,670.86</b>



**Note 28: Fair Value Measurement**

(i) Fair value of financial assets and financial liabilities that are measured at fair value on recurring basis

The following table determines that how the fair values of these financial assets at the end of each reporting period are determined

(Amount in Lakhs)

Financial Asset/ Financial Liabilities	Fair Value		Fair Value Hierarchy	Valuation technique and key inputs
	As at March 31, 2018	As at March 31, 2017		
<b>Financial assets</b>				
Investment in Mutual Fund	24,392.41	40,501.25	Level 1	NAV issued by third party custodian

(ii) Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Except as detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

(Amount in Lakhs)

Particulars	As at		As at	
	March 31, 2018		March 31, 2017	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets</b>				
<u>Financial assets at amortised cost:</u>				
Investments in subordinated debts	400.68	400.68	-	-
Loan	2,835.00	2,835.00	-	-
Trade Receivables	3,587.02	3,587.02	2,125.46	2,125.46
Cash and cash equivalents	1,224.26	1,224.26	383.77	383.77
Other bank balances	105.15	105.15	9.59	9.59
Other financial assets	618.39	618.39	435.55	435.55
<b>Financial Liabilities</b>				
<u>Financial liabilities held at amortised cost:</u>				
Trade payables	5,630.27	5,630.27	1,076.96	1,076.96
Other financial liabilities	788.16	788.16	593.90	593.90



**Note 29: Related party transactions**

**A. Details of related parties**

Description of relationship	Names of related parties
Key Management Personnel	Mr. Vinay Sanghi Mr. Mohit Dubey (Director) (Till March 31, 2017) Mr. Himanshu Lohiya (w.e.f. May 2nd, 2017) Mr. Mukesh Kumar (w.e.f. May 2nd, 2017) Mr. Puneet Tyagi (w.e.f. May 2nd, 2017) Mr. Sameer Malhotra Mr. Nitin Lokhande, Company Secretary Mrs. Harshita Phophalia, Chief Financial Officer
Relatives of key management personnel	Mr. Varun Sanghi Ms. Priya Singh Dubey (Till March 31, 2017)
Enterprise having significant influence over the Company	Shriram Transport Finance Company Limited
Enterprises over which Key Management Personnel is able to exercise significant influence	Suraj Sanghi Finance Limited Mohan Three Wheelers Private Limited Project Automobiles (Bombay) Private Limited Sah & Sanghi Auto Agencies Private Limited Virat Industries Limited Shadow Technical Advisors & Investigators Pvt. Ltd. (w.e.f. May 2nd, 2017) Droit Advisors Pvt. Ltd. (w.e.f. May 2nd, 2017) Tiorda Advisors Pvt. Ltd. (w.e.f. May 2nd, 2017)

(Amount in Lakhs)

S. No.	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
	<b>Nature of Transactions/ Names of Related Parties</b>		
<b>A</b>	<b>Key management personnel</b>		
1	<b>Vinay Sanghi</b>		
a	Short Term Benefits	248.89	299.94
b	Post Employment Benefits	1.62	3.73
c	Share Based Payments		
	(a) for Equity	-	29.26
	(b) for Securities Premium	-	7.18
d	Money Received against Share Warrant	-	0.46
2	<b>Mohit Dubey</b>		
a	Short Term Benefits	-	95.33
b	Post Employment Benefits	-	21.70
3	<b>Himanshu Lohiya</b>		
a	Short Term Benefits	43.15	-
b	Rent paid	5.32	-
4	<b>Mukesh Kumar Gupta</b>		
a	Short Term Benefits	43.15	-
5	<b>Sameer Malhotra</b>		
a	Short Term Benefits	14.76	-
<b>B</b>	<b>Enterprises over which Key Management Personnel is able to exercise significant influence</b>		
a	<b>Shadow Technical Advisors &amp; Investigators Pvt. Ltd.</b>		
	Legal and professional fees	15.94	-
b	<b>Droit Advisors Pvt. Ltd.</b>		
	Legal and professional fees	15.94	-
c	<b>Tiorda Advisors Pvt. Ltd.</b>		
	Legal and professional fees	15.94	-
<b>C</b>	<b>Enterprises having significant influence over the Company</b>		
1	<b>Shriram Transport Finance Company Limited</b>		
	<b>Payments / Expenses</b>		
a	Unsecured loan and advances paid	14.93	-
b	Administrative expenses	23.82	-
c	Rent paid	36.38	-
	<b>Receipts/Income</b>		
a	Reimbursement of rent	38.25	-
b	Reimbursement of other administrative expenses	7.45	-
c	Reimbursement of yard rent	47.03	-
d	Receipts of commission on business mobilisation services	78.98	-
e	Inter-corporate deposit repaid	360.00	-
f	Interest on inter-corporate deposit paid	35.35	-
g	Interest on subordinated debt	5.23	-
<b>D</b>	<b>Relatives of key management personnel</b>		
1	<b>Varun Sanghi</b>		
a	Remuneration	5.65	2.29
2	<b>Priya Singh Dubey</b>		
a	Remuneration	-	42.13
b	Post Employment Benefits	-	5.61

(Amount in Lakhs)

S. No.	Particulars	As at March 31, 2018	As at March 31, 2017
	<b>Balance outstanding</b>		
<b>A</b>	<b>Mohit Dubey</b>		
1	Remuneration Payable	-	6.54
2	Post Employment Benefits	-	21.70
<b>B</b>	<b>Priya Singh Dubey</b>		
1	Remuneration Payable	-	1.56
2	Post Employment Benefits	-	5.61
<b>C</b>	<b>Shriram Transport Finance Company Limited</b>		
1	Equity share capital (Investment)	1,336.96	-
2	Unsecured loans and advances payable	12.31	-
3	Inter-corporate deposit (Receivable)	2,835.00	-
4	Interest receivable on inter-corporate deposit	50.28	-
5	Investment in subordinated debt	246.91	-
6	Interest receivable on subordinated debt	39.67	-





**Note 30: Employee Stock Option Scheme**

(a) In 2010, 2011, 2014 and 2015 the Company had instituted an Equity settled "Employee Stock Option Plan 2010" (ESOP 2010), "Employee Stock Option Plan 2011" (ESOP 2011), "Employee Stock Option Plan 2014" (ESOP 2014) and "Employee Stock Option Plan 2015" (ESOP 2015) for its employees and directors. The "ESOP 2010", "ESOP 2011", "ESOP 2014" and "ESOP 2015" are administered through by the Board. Under the scheme, the Board has accorded its consent to grant options exercisable into not more than 554,131 (under "ESOP 2010"), 970,478 (under "ESOP 2011") 306,123 (under "ESOP 2014") and 1,731,827 (under "ESOP 2015") Equity Shares of Rs. 10/- each of the Company. The exercisable price shall be equal to the Fair Market Value as certified by an independent valuer or up to 50% discount to the Fair Market Value as may be decided by the Board.

(b) The vesting of the options is as follows:

Sr.No	Vesting Date	Maximum number / % of Options that shall vest			
		ESOP 2010	ESOP 2011	ESOP 2014	ESOP 2015
1	1 year from the Grant Date	25%	25%	25%	25%
2	2 years from the Grant Date	25%	25%	25%	25%
3	3 years from the Grant Date	25%	25%	25%	25%
4	4 years from the Grant Date	25%	25%	25%	25%
<b>Total</b>		<b>100 (One Hundred)%</b>	<b>100 (One Hundred)%</b>	<b>100 (One Hundred)%</b>	<b>100 (One Hundred)%</b>

The options granted and outstanding by the Company are 1,97,500 options under "ESOP 2010", 760,058 options under "ESOP 2011", 300,710 options under "ESOP 2014" and 965,000 options under "ESOP 2015". The options can be exercised as per provisions of the scheme which is based on listing of the shares of the Company on a recognised stock exchange. If the Company does not have an IPO within six years from the date of the first Grant, the Scheme will be referred back to the Board. All live Options, if any, will lapse at the end of ten years from the date of Grant of Options.

(c) The details of the options are as under:

(i) ESOP 2010

Particulars	As at March 31, 2018	As at March 31, 2017
Options outstanding at the beginning of the year	1,97,500	4,85,000
Options granted during the year	-	-
Options lapsed during the year	-	-
Options cancelled during the year	-	37,500
Options exercised during the year	-	2,50,000
<b>Options granted and outstanding at the end of the year</b>	<b>1,97,500</b>	<b>1,97,500</b>

Total options vested until March 31, 2018 are 197,500 (options vested during the year are NIL).

(ii) ESOP 2011

Particulars	As at March 31, 2018	As at March 31, 2017
Options outstanding at the beginning of the year	7,92,558	9,40,478
Options granted during the year	-	-
Options lapsed during the year	-	-
Options cancelled during the year	32,500	1,05,370
Options exercised during the year	-	42,550
<b>Options granted and outstanding at the end of the year</b>	<b>7,60,058</b>	<b>7,92,558</b>

Total options vested until March 31, 2018 are 731,308 (options vested during the year are 61,250).

(iii) ESOP 2014

Particulars	As at March 31, 2018	As at March 31, 2017
Options outstanding at the beginning of the year	3,00,710	3,02,840
Options granted during the year	-	-
Options lapsed during the year	-	-
Options cancelled during the year	-	2,130
Options exercised during the year	-	-
<b>Options granted and outstanding at the end of the year</b>	<b>3,00,710</b>	<b>3,00,710</b>

Total options vested until March 31, 2018 are 225,710 (options vested during the year are 75,000).



(iv) ESOP 2015

Particulars	As at	As at
	March 31, 2018	March 31, 2017
Options outstanding at the beginning of the year	8,15,000	13,21,827
Options granted during the year	1,80,000	-
Options lapsed during the year	-	-
Options cancelled during the year	30,000	5,06,827
Options exercised during the year	-	-
Options granted and outstanding at the end of the year	9,65,000	8,15,000

Total options vested until March 31, 2018 are 680,000 (options vested during the year are 78,750).

(d) Fair Valuations of Options Granted

ESOP Scheme	Grant date	Grant Date Share Price	Exercise Price	Volatility	Risk Free Interest Rate	Time to Maturity
ESOP 2010	15/01/2016	139.56	140.00	45.80%	6.51%	4.50 Years
				46.00%	6.60%	4.00 Years
				44.60%	6.57%	3.50 Years
				43.60%	6.55%	3.00 Years
ESOP 2011 (A)	16/01/2012	20.88	21.00	48.10%	7.57%	3.00 Years
				45.70%	7.62%	4.50 Years
				46.70%	6.64%	4.00 Years
				44.60%	6.57%	3.50 Years
ESOP 2011 (B)	22/10/2014	33.81	34.00	43.60%	6.55%	3.00 Years
				45.90%	7.67%	4.50 Years
				46.70%	6.44%	4.00 Years
				44.60%	6.57%	3.50 Years
FSOP 2011 (C)	01/01/2015	33.81	34.00	43.60%	6.55%	3.00 Years
				45.70%	7.62%	4.50 Years
				46.70%	6.64%	4.00 Years
				44.60%	6.57%	3.50 Years
ESOP 2014 (A)	22/10/2014	33.81	240.00	43.60%	6.55%	3.00 Years
				45.90%	7.67%	4.50 Years
				46.70%	6.44%	4.00 Years
				44.60%	6.57%	3.50 Years
FSOP 2014 (B)	01/01/2015	33.81	34.00	43.60%	6.55%	3.00 Years
				45.90%	7.67%	4.50 Years
				46.70%	6.44%	4.00 Years
				44.60%	6.57%	3.50 Years
ESOP 2015 (A)	15/01/2016	139.56	140.00	46.08%	7.70%	4.50 Years
				46.54%	6.80%	4.00 Years
				44.61%	6.57%	3.50 Years
				43.60%	6.55%	3.00 Years
ESOP 2015 (B)	15/01/2016	139.56	140.00	45.85%	6.51%	4.50 Years
				46.05%	6.60%	4.00 Years
				44.61%	6.57%	3.50 Years
				43.60%	6.55%	3.00 Years
FSOP 2015 (C)	01/05/2017	674.06	472.00	43.90%	7.01%	5.50 Years
				43.94%	6.94%	6.00 Years
				44.49%	7.03%	6.50 Years
				44.54%	7.11%	7.00 Years

As informed by management, dividend yield is considered to be zero for each share options

(e) Share Options exercised during the previous year

The following share options were exercised during the previous year

Option Series	Number Exercised	Exercise Date	Share Price at exercise date
ESOP 2010 (Granted on 14.10.2010)	2,50,000	11.01.2017	199.71
ESOP 2011 (Granted on 16.01.2012)	42,550	11.01.2017	199.71
<b>Total</b>	<b>2,92,550</b>		



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**Note 31: Capital and other commitments**

(Amount in Rupees)

Particulars	As at	As at
	March 31, 2018	March 31, 2017
Estimated amount of contracts remaining to be executed on capital account and not provided for	11.99	-

**Note 32: Contingent Liabilities not provided for**

Particulars	As at	As at
	March 31, 2018	March 31, 2017
Disputed Income tax demand on account of Royalty and interest as per assessment order	19.84	-
Disputed Service tax demand where the company is in the process of filing appeal before CESTAT. The amount of interest on the said demand is yet to be determined by the department.	48.64	-
VAT demand where the Company has filed appeal before Deputy Commissioner of Sales Tax (Appeals)	169.12	-

Future cash outflows in respect of above are determinable only on receipt of judgements /decisions pending with various forums/authorities. The Company is of the opinion that above demands are not sustainable and expects to succeed in its appeals. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations.

The Company has received show cause notice demanding service tax on income from refurbishment of vehicles for the periods April 2011 upto June 2012 amounting to Rs. 39.28 lacs, irregular availment of input tax credit amounting to Rs. 25.80 lacs for the period April 2011 to March 2015, service tax on reimbursement expenses received amounting to Rs. 4.83 lacs for the period April 2013 to May 2014 and the same is contested by the Company. The Company has provided for service tax demands on refurbishment income and reimbursement of expenses including interest thereon. The Management believes that the ultimate outcome of this proceeding will not have a material effect on the Company's financial position and results of operations.

**Note 33: Share Warrants**

**Share Warrant 1.**

The Board of Directors of the Company at their meeting held on 24 September, 2014 and as approved at its Extra Ordinary General Meeting held on 24 September, 2014 had resolved to create, offer, issue and allot 800,000 warrants, convertible into 800,000 Equity shares of Rs. 10/- each on a preferential allotment basis, pursuant to the provisions of the Companies Act, 2013 at a conversion price of Rs. 117/- per Equity share of the Company, subsequently these warrants were allotted to Mr. Vinay Sanghi in accordance with the terms of the Warrant subscription agreement and the application money amounting to Rs. 400,000 was received from him. The warrants may be converted into equivalent number of shares (in equal instalments yearly) on payment of the balance amount on or before 29 September, 2018.

**Share Warrant 2.**

The Board of Directors of the Company at their meeting held on 16 December, 2016 and as approved at its Extra Ordinary General Meeting held on 20 December, 2016 had resolved to create, offer, issue and allot 776,707 and 140,045 warrants, convertible into 776,707 and 140,045 Equity shares of Rs. 10/- each on a preferential allotment basis, pursuant to the provisions of the Companies Act, 2013 at a conversion price of Rs. 510/- and Rs. 596/- respectively per Equity share of the Company, subsequently these warrants were allotted to Mr. Vinay Sanghi in accordance with the terms of the Warrant subscription agreement and the application money amounting to Rs. 45,837.6 was received from him. The warrants may be converted into equivalent number of shares (in equal instalments yearly) on payment of the balance amount on or before 1 July, 2020 and 30 November, 2020 respectively.



Note 34: Acquisitions

A) (i) Pursuant to Share Purchase Agreement (SPA) dated January 24, 2018 entered into by the Company with Shriram Automall India Limited and Shriram Transport Finance Company Limited, the company has acquired 51.00% equity stake in Shriram Automall India Limited (1,66,30,435 equity shares of Rs. 10/- each) as against consideration of Rs.15,637.60 Lakhs paid by the Company on Feb 6, 2018 (i.e. acquisition date).

I. Purchase consideration	(Rs. Lakhs)
16,630,435 equity shares of Rs. 10 each	15,637.60

II. The fair value of assets and liabilities recognized as a result of the acquisition is as follows:

Particulars	(Amount in Lakhs)
<b>ASSETS</b>	
<b>Non-current assets</b>	
(a) Property, plant and equipment	4,552.41
(b) Other intangible assets (including Customer Contract)	2,282.03
(c) Financial assets	
(i) Investments	266.78
(ii) Loans	4.04
(iii) Other financial assets	89.99
(d) Deferred tax assets (net)	137.46
(e) Other non-current assets	72.51
<b>Current assets</b>	
(a) Financial Assets	
(i) Investments	115.69
(ii) Trade receivables	1,313.06
(iii) Cash and cash equivalents	477.80
(iv) Bank balances other than (iii) above	2.15
(v) Loans	3,202.78
(vi) Other financial Assets	83.11
(b) Other current assets	231.89
<b>Total assets acquired (A)</b>	<b>12,831.70</b>
<b>Liabilities</b>	
<b>Current liabilities</b>	
(i) Trade payables	4,315.00
(ii) Other Financial liabilities	55.82
(iii) Other current liabilities	395.27
(iv) Provisions	306.22
<b>Total liabilities acquired (B)</b>	<b>5,072.31</b>
<b>Net identifiable assets acquired (C=A-B)</b>	<b>7,759.39</b>
Non controlling interest @ 49%	2,690.92
Parent Interest @ 51%	5,068.47

III. Calculation of Goodwill

Net identifiable assets acquired - parent interest	5,068.47
Less: Purchase Consideration	15,637.60
<b>Goodwill</b>	<b>10,569.13</b>





A) (ii) Pursuant to Share Transfer Agreement (STA) dated May 02, 2017 (i.e. date of acquisition) entered into by the Company with Mr. Himanshu Lohiya, Mr. Mukesh Kumar, Mr. Puneet Tyagi and Adroit Inspection Services Private Limited (AISPL), the company acquired 51% equity stake in Adroit Inspection Services Private Limited (5,100 equity shares of Rs. 10/- each as against consideration of Rs. 600 lakhs.

## I. Purchase consideration

(Rs. Lakhs)

5,100 equity shares of Rs. 10 each

600.00

## II. The fair value of assets and liabilities recognized as a result of the acquisition is as follows:

Particulars	Amount (in lakhs)
<b>Assets</b>	
<b>Non-current assets</b>	
(a) Property, Plant and Equipment	2.35
(b) Other intangible assets	0.09
(c) Advance Income Tax (Net)	30.92
(d) Deferred Tax Assets (Net)	5.24
<b>Current Assets</b>	
(a) Financial Assets	
(i) Trade receivables	17.53
(ii) Cash and cash equivalents	-
(b) Other current assets	0.02
<b>Total assets acquired (A)</b>	<b>56.15</b>
<b>Liabilities</b>	
<b>Non-current liabilities</b>	
(a) Provisions	0.08
<b>Current liabilities</b>	
(a) Financial Liabilities	
(i) Trade payables	41.42
(b) Other current liabilities	4.30
	<b>45.80</b>
<b>Net identifiable assets acquired (C=A-B)</b>	<b>10.35</b>
<b>Non controlling interest @ 49%</b>	<b>5.07</b>
<b>Parent interest @ 51%</b>	<b>5.28</b>

## III. Calculation of Goodwill

Net identifiable assets acquired - parent interest	5.28
Less: Purchase Consideration	600.00
Goodwill	594.72

## B) Common control accounting:-

During the year post acquisition of controlling interest in AISPL, the Company further acquired residual non-controlling interest of 49% on January 12, 2018 as a result AISPL become wholly owned subsidiary of the Company. The Company has applied the Pooling of interest method and accordingly recorded the assets and liabilities at their respective book values. Consequently, the excess of purchase consideration paid over the net book value of assets acquired including NCI amounting to Rs. 594.92 lakhs has been recognised as other reserves. This include non-controlling interest of Rs. 5.07 lakhs towards initial acquisition and Rs. 44.37 lakhs towards profit earned during the year till acquiring balance NCI interest of 49%.

Post-acquisition of 100% shares of AISPL, the Company sold 100% equity holding to Shriram Automall India Limited ( subsidiary of the Company) at a total consideration of Rs 1300 Lakhs.

## Note 35 : -Particulars of subsidiaries considered in the preparation of the consolidation Financial Statements:

Name of Subsidiary	Principal activity	Country of Incorporation	Percentage of holding and voting power	
			As at March 31, 2018	As at March 31, 2017
<b>(a) Subsidiaries (held directly)</b>				
Automotive Exchange Private Limited	Media/Platform for automotive sector	India	100.00%	100.00%
Shriram Automall India Limited	Auctions	India	51.00%	-
<b>(b) Subsidiaries (held indirectly)</b>				
Adroit Inspection Services Private Limited	Inspection	India	51.00%	-
Motogo India Private Limited	Software solution	India	100.00%	56.00%



MXC Solutions India Private Limited  
Notes forming part of the Consolidated financial statements for the year ended March 31, 2018

Note 36: Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in Lakhs	As % of consolidated profit or loss	Amount in Lakhs	As % of consolidated other comprehensive income	Amount in Lakhs	As % of total comprehensive income	Amount in Lakhs
Parent	71.94%	24,824.00	(9.04%)	67.65	71.43%	20.71	(12.29%)	88.96
Subsidiaries								
Indian								
1. Automotive Exchange Private Limited	6.98%	2,410.28	177.31%	(1,326.27)	28.57%	8.28	183.31%	(1,317.99)
2. Motago India Private Limited	0.02%	6.37	7.86%	(58.82)	-	-	8.18%	(58.82)
3. Shriram Automall India Limited	11.78%	4,063.83	(88.79%)	290.13	-	-	(40.35%)	290.13
4. Adroit Inspection Services Private Limited	0.68%	234.21	(0.05%)	0.35	-	-	(0.05%)	0.35
Non-controlling Interests in all subsidiaries	8.61%	2,965.89	(37.30%)	278.97	-	-	(38.80%)	278.97
Total	100%	34,508.58	100.00%	(787.99)	100.00%	28.99	100.00%	(719.00)

Note 37: Details of CSR expenses

Particulars	(Amount in Lakhs)	
	Year ended March 31, 2018	Year ended March 31, 2017
Gross amount required to be spent by the Company during the year	22.55	-
Amount spent during the year	-	-
On purposes other than construction/acquisition of any asset	-	-
Paid in cash	1.54	-
Yet to be paid in cash	-	-
Total	1.54	-

Note 38: Payment to auditors

Particulars	For the year ended	
	March 31, 2018	March 31, 2017
To statutory auditor		
i) For Audit fees *	20.00	19.50
ii) For reimbursement of expenses	0.19	0.12
Total	20.19	19.62

\* Previous year figures includes Rs. 3.50 lakhs pertaining to services rendered for the financial year 2015-16

Note 39: Events after the reporting Date

There were no events that occurred after the reporting date i.e. March 31, 2018 up to the date of signing of financial statements i.e. August 02, 2018 that require any adjustment to the amounts reported or any disclosures given in the financial statements.

Note 40: Service tax credit receivable

Out of the total indirect taxes recoverable as on the reporting date - Rs. 1,503.98 lakhs represents unutilised Cenvat credit of service tax accumulated till June 30, 2017 for parent company. The Company is utilising Cenvat credit against the payment of GST liability. The Company believes it can generate sizeable amount of revenue in forthcoming years and will utilize the Cenvat credit against the future GST liability.



**Note 41: Deferred tax balances**

41.1 The following is the analysis of deferred tax assets / (liabilities) presented in the Consolidated balance sheet:

Particulars	(Rs. In lakhs)	
	As at March 31, 2018	As at March 31, 2017
Deferred tax assets - accounted	156.36	-
	<b>156.36</b>	<b>-</b>

Deferred tax asset / (liability) in relation to :

Particulars	As at March 31, 2018
<b>Deferred tax asset :</b>	
Gratuity and Leave Encashment	43.47
Provision for Doubtful Debts	30.46
Depreciation	62.35
Change In Present Value of Security Deposit	21.23
Straight lining of rent	16.48
<b>Deferred tax Liabilities :</b>	
Deferred lease rentals	(17.63)
<b>Net deferred tax asset</b>	<b>156.36</b>

41.2 The tax effect of significant timing differences that has resulted in deferred tax assets which has not been accounted for. However, the same will be reassessed at subsequent Balance Sheet date and will be accounted for in the year of reasonable certainty/virtual certainty in accordance with the aforesaid Ind AS 12.

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Deferred tax asset :</b>		
Depreciation	120.07	95.76
Provision for Doubtful Debts	76.75	35.46
Gratuity & Leave Encashment	117.82	126.11
Management Incentives	16.18	18.58
Advance rent	0.80	10.05
Change In Present Value of Security Deposit	0.04	0.08
Unabsorbed Depreciation	-	339.67
Carry forward Losses	6,862.49	11,894.65
	<b>7,194.15</b>	<b>12,520.36</b>
<b>Deferred tax liability:</b>		
Fair Value Gain of Mutual Fund (Recognised FVTPL)	(610.64)	(632.17)
Remeasurements of the defined benefit plans (Recognised FVTOCI)	(5.38)	-
Interest on security deposit	(38.21)	-
Rent equalisation	(3.22)	-
	<b>(657.45)</b>	<b>(632.17)</b>
<b>Net deferred tax asset</b>	<b>6,536.70</b>	<b>11,888.19</b>

41.3 Unrecognized, deductible, temporary differences on unused tax losses and unabsorbed depreciation:

Particulars	As at March 31, 2018	As at March 31, 2017
Deductible temporary differences, unused tax losses and unabsorbed depreciation for which no deferred tax asset have been recognized, are attributable to the following:		
Unabsorbed depreciation	1,030.62	1,099.25
Unabsorbed losses	38,337.60	38,460.21

41.4 Breakup of expiry of balances as at March 31, 2018

March 31	Amount
2018	158.04
2019	296.35
2020	482.95
2021	1,257.68
2022	1,722.13
2023	6,792.04
2024	21,719.57
2025	4,225.56
2026	1,683.28
<b>Total</b>	<b>38,337.60</b>

Note 42 :During the year ended March 31, 2013, one of the subsidiary (Automotive Exchange Private Limited (AEPL)) had entered into agreement with Powerdrift Studios Private Limited(PowerDrift) , engaged in production of automobile videos for acquiring content for its website. As per the agreement, simultaneous to the purchase of content, AEPL also acquired a right to acquire call options, priced at Rs. 10 per option. As per the terms of the agreement, AEPL had rights to acquire up to 60% of paid up capital (upto a maximum of Rs.150,000) of Powerdrift Studios Private Limited at the price of Rs.10 per share. Further, during the year ended March 31, 2015, pursuant to the said agreement, AEPL had paid Rs.150,000 for call options. On account of which, AEPL carried potential voting right in Powerdrift. AEPL had assessed it had control over PowerDrift as on April 1, 2015 and March 31, 2016 on the basis of:

- the power over PowerDrift due to its holding of the potential voting rights which were assessed as substantive in nature.
- AEPL had exposure to variable returns on account of unsecured loans given to Powerdrift.

During the previous year, pursuant to para 4 (a) and 7 of Ind AS 110 , the ultimate Parent Company (MXC Solutions India Private Limited) had recognized Capital Reserves amounting Rs. 33.80 Lakhs on consolidation of Powerdrift Studios Private Limited.

Total Net assets as of the date of acquisition and the resultant Capital Reserve is as follows:-

Particular	(Amount in Lakhs)
Total Net assets	35.80
Less - Cost to the parent	1.50
Capital reserve on consolidation	33.80

In the previous year, AEPL and PowerDrift have entered into a settlement agreement, whereby PowerDrift has paid a one-time settlement amount of Rs. 5 crores in lieu of terminating the previous agreements, settlement of the loan, and interest thereof, given by AEPL to Powerdrift and surrendering of aforesaid potential voting rights carried by AEPL. AEPL has recorded the settlement amount as a gain in other income in the previous year.



**MXC Solutions India Private Limited**

**Notes forming part of the Consolidated financial statements for the year ended March 31, 2018**

**Note 43: Approval of financial statements**

The financial statements were approved for issue by the board of directors on September 06, 2018

**Note 44:** Previous year's figures have been regrouped wherever necessary, to conform to the current year's classification.

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In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants



**Mohammed Bengali**  
Partner

Place: Mumbai  
Date: September 6, 2018

For MXC Solutions India Private Limited



**Vinay Sanghi**  
Chief Executive Officer & Director  
(DIN: 00309085)



**Rajan Mehra**  
Director  
(DIN: 00504892)



**Lalbahadur Pal**  
Company Secretary

Place: Mumbai  
Date: September 6, 2018

AM  
PS