NOTICE

NOTICE is hereby given that the **21st ANNUAL GENERAL MEETING** of the Members of **CARTRADE TECH LIMITED** (the "Company") will be held, at shorter notice, on Wednesday, July 21, 2021, at 12.00 noon (IST) through video conferencing ("VC") or / Other Audio-Visual Means ("OAVM") in compliance with the applicable provision of the Companies Act, 2013, to transact the following business:

<u>ORDINARY BUSINESS:</u>

1. To receive, consider and adopt: (a) the audited financial statement of the Company for the financial year ended March 31, 2021 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, 2021 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:**

   (a) **"RESOLVED THAT** the audited financial statements including Balance Sheet of the Company as at March 31, 2021, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted."

   (b) **"RESOLVED THAT** the audited consolidated financial statements including Balance Sheet of the Company as at March 31, 2021, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted."

2. To appoint Director in place of Mr. Victor Anthony Perry III, (DIN: 06992828) who retires by rotation under Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment; in this regard, pass the following resolution as **Ordinary Resolution:**

   "RESOLVED THAT in accordance with provision of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Victor Anthony Perry III, (DIN: 06992828) who retires by rotation at this meeting and being eligible has, offered himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS;

3. Reclassification of Authorized share capital and Alteration of the Memorandum of Association of the Company;

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

RESOLVED THAT, pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder, and provisions of the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions, if any, required, the consent and approval of the Shareholders be and is hereby accorded for re-classification of the authorized share capital under 'Clause V' of the memorandum of association of the Company as mentioned below:

a) by re-classifying Rs. *20,00,30,000* divided into *2,00,30,000 (two Crore thirty Thousand) equity shares of INR 10 (Rupees Ten only)* equity shares; *(b)* Rs. *2,00,00,000* divided into *20,00,000 (Twenty Lakh) Series A preference shares of INR 10 (Rupees Ten only) each; (c)* Rs. *2,80,00,000* divided into *28,00,000 (Twenty Eight Lakh) Series B preference shares of INR 10 (Rupees Ten only) each; (d)* Rs. 4*,00,00,000* divided into *40,00,000 (Forty Lakh) Series C preference shares of INR 10 (Rupees Ten only) each;(e)* Rs. 6*,40,00,000* divided into *64,00,000 (Sixty Four Lakh) Series D preference shares of INR 10 (Rupees Ten only) each; (f)* Rs. 4*,00,00,000* divided into *40,00,000 (Forty Lakh) Series E preference shares of INR 10 (Rupees Ten only) each; (g)* Rs. 1*2,90,00,000* divided into *1,29,00,000 (One Crore Twenty Nine Lakh) Series F preference shares of INR 10 (Rupees Ten only) each; (h)* Rs. *60,00,000* divided into *6,00,000 (Six Lakh) Series F1 preference shares of INR 10 (Rupees Ten only) each (i)* Rs. 4*,00,00,000* divided into *40,00,000 (Forty Lakh) Series G preference shares of INR 10 (Rupees Ten only) each; and (j)* Rs. 4*,00,00,000* divided into *40,00,000 (Forty Lakh) Series H preference shares of INR 10 (Rupees Ten only)*, into 6,07,30,000 Equity Shares of *INR 10 (Rupees Ten only)*, of the Company.

"**RESOLVED THAT**, pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder (including the Companies (Incorporation) Rules, 2014, as amended) (collectively referred to as the "**Companies Act**"), the consent and approval of the Shareholders be and is hereby accorded for substituting the existing Clause V of the memorandum of association of the Company ("**Memorandum of Association**") with the following words and figures:

> *"The Authorized Share Capital of the Company is INR 60,73,00,000 (Rupees sixty crore and seventy three lakhs only) divided into 6,07,30,000 (six crore seven lakh thirty Thousand) equity shares of INR 10 (Rupees Ten only) each; with power to the Company, from time to time, to increase or reduce the share capital and to divide and re-divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions or restrictions, as may be determined by or in accordance with the articles of association of the Company and to vary, modify or abrogate the same in such manner as may for the time being permitted by the Companies Act, 2013 or provided by the articles of association of the Company or legislative provisions for the time being in force in that behalf."*

"**RESOLVED FURTHER THAT** Mr. Vinay Vinod Sanghi, Chairman and Managing Director and Mrs. Aneesha Menon, Director and CFO of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.

4. Appointment of Mr. Subramanian Lakshminarayanan (DIN 02808698) as an Independent Director – Category Non- Executive Director of the Company

   To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV, and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) ("**Companies Act**"), and Regulations 16 (1) (b) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions and pursuant to the recommendation of the Compensation Committee and the board of directors of the Company, Mr. Subramanian Lakshminarayanan (DIN 02808698), who has submitted him declaration that he meets the criteria for independence as provided under section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director to hold the office for a term of two years commencing from May 12, 2021, whose period of office will not be liable to determination by retirement of directors by rotation."

"**RESOLVED FURTHER THAT** Mr. Vinay Sanghi, Director, Mrs. Aneesha Menon, CFO and Mr. Lalbahadur Pal, Company Secretary of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

By Order of the Board
For **CARTRADE TECH LIMITED**

Director	:	Mr. Vinay Vinod Sanghi
Designation	:	Chairman and Managing Director
DIN	:	00309085

Date	:	July 13, 2021
Registered Office	:	12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705

NOTES:

1. In view of the COVID-19 pandemic, the Government of India, Ministry of Corporate Affairs ("MCA") has permitted conducting Annual General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM"). In this regard, MCA issued Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020, Circular No.20/2020 dated 5th May 2020 and Circular No.02/2021 dated 13th January, 2021 ("MCA Circulars"), prescribing the procedure and manner of conducting the Annual General Meeting through VC / OAVM. In compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with MCA Circulars, the 21st Annual General Meeting ("21st AGM" or "Meeting") of the Members will be held through VC / OAVM. In compliance with the applicable provisions of the Act, MCA Circulars, the 21st AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the 21st AGM through VC/OAVM only.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a scanned copy of certified copy of the Board resolution, authorizing their representative to attend and vote on their behalf at the meeting through VC / OAVM. The said Resolution/Authorization shall be sent by email through its registered email address to l.pal@cartrade.com.

4. Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect Special Business of Item no. 3 and 4 are annexed hereto and forms a part of this Notice.

5. The relevant details of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

6. In terms with provisions of Section 152(6) of the Companies Act, 2013, Mr. Victor Anthony Perry III, (DIN: 06992828) who retires by rotation at this meeting, Except, Mr. Victor Anthony Perry III, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the proposed resolution as ordinary resolution set out in item number 2 of the Notice.

7. In terms with provisions of of Sections 149 and 152 read with Schedule IV, and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) ("**Companies Act**"), and Regulations 16 (1) (b) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, Mr. Subramanian Lakshminarayanan (DIN 02808698) who retires by rotation at this meeting, Except, Mr. Subramanian Lakshminarayanan, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the proposed resolution as ordinary resolution set out in item number 2 of the Notice.

8. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company during 11 am to 5 pm on all working days of the Company.

9. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.

10. This meeting is being called at a shorter notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote thereat. The members have accordingly given their consents to hold the meeting at a shorter notice

11. The members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.

12. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

13. In compliance with the aforesaid MCA Circulars, Notice of the AGM as well as the weblink for joining the meeting is being sent only through electronic mode to those members whose email addresses are registered with the Company.

14. Those shareholders whose email IDs are not registered, are requested to register their email ID with the Company, by providing their Name, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them by sending an email to investor@cartrade.com.

15. All documents referred to in the Notice will be open for inspection through electronic mode during the AGM.

16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The scheduled venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

17. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at l.pal@cartrade.com

Instructions for Members for attending the EGM through VC are as under:

a) An invitation to join the AGM will be sent to the members on their latest registered email IDs by l.pal@cartrade.com.

b) Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and *Join Meeting* tab. By clicking on *Join Meeting* they will be redirected to Meeting Room via browser or by running Temporary Application. To join the Meeting, follow the step and provide the required details (mentioned above – Meeting ID/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through laptops for better experience.

c) In case of Android / iPhone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store / App Store.

d) Further, members will be required to allow camera and use Internet audio settings as and when asked while setting up the meeting on mobile application.

e) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

f) In compliance with the aforesaid MCA Circulars and Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.cartradetech.com.

g) Relevant documents referred to in the accompanying Notice and the Statements will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to l.pal@cartrade.com on or before date of the meeting.

h) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

i) Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before July date of meeting through email on l.pal@cartrade.com. The same will be replied by the Company suitably.

The helpline number for joining the meeting through electronic mode will be provided in the meeting invitation which will be sent to the eligible applicants.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Pursuant to the terms and conditions of the outstanding compulsorily convertible preference shares ("CCPS") under the Sixth Amended and Restated Shareholders Agreement dated January 30, 2020 read with the Waiver Cum Amendment Agreement dated May 4, 2021, and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company is required to convert all outstanding CCPS into equity shares before filing of the updated draft red herring prospectus in connection with the proposed initial public offering of the Company. Therefore, to create enough head room for the conversion to equity shares, the Company required to reclassify authorised preference share capital to authorised equity share capital by merging CCPS head room with equity share capital head room in order to convert all outstanding CCPS into equity.

The present authorised share capital of your Company is:

V. The Authorized Share Capital of the Company is `Rs. *60,73,00,000* divided as follows:

a. Rs. *20,00,30,000* divided into *2,00,30,000 (two Crore thirty Thousand) equity shares of INR 10* (Rupees Ten only) equity shares;; and

b. Rs. 2,00,00,000 divided into 20,00,000 (Twenty Lakh) Series A preference shares of INR 10 (Rupees Ten only) each;

c. Rs. 2,80,00,000 divided into 28,00,000 (Twenty Eight Lakh) Series B preference shares of INR 10 (Rupees Ten only) each;

d. Rs. 4,00,00,000 divided into 40,00,000 (Forty Lakh) Series C preference shares of INR 10 (Rupees Ten only) each;

e. Rs. 6,40,00,000 divided into 64,00,000 (Sixty Four Lakh) Series D preference shares of INR 10 (Rupees Ten only) each;

f. Rs. 4,00,00,000 divided into 40,00,000 (Forty Lakh) Series E preference shares of INR 10 (Rupees Ten only) each;

g. Rs. 12,90,00,000 divided into 1,29,00,000 (One Crore Twenty Nine Lakh) Series F preference shares of INR 10 (Rupees Ten only) each;

h. Rs. 60,00,000 divided into 6,00,000 (Six Lakh) Series F1 preference shares of INR 10 (Rupees Ten only) each

i. Rs. 4,00,00,000 divided into 40,00,000 (Forty Lakh) Series G preference shares of INR 10 (Rupees Ten only) each; and

j. Rs. 4,00,00,000 divided into 40,00,000 (Forty Lakh) Series H preference shares of INR 10 (Rupees Ten only)

It is proposed to re-classify the authorised share capital of the Company by re-classifying the above preference shares of Rs. 40,70,00,000/- each to 4,07,00,000 equity shares of `10/- each of the Company. The consent of the members is sought for re-classifying the authorised share capital of the Company by re-classifying the preference shares to ordinary equity shares of the Company through the proposed special resolution.

In view of (i) reclassification of the authorized share capital of the Company; and (ii) an increase in the authorised share capital of the Company, the memorandum of association of the Company is required to be altered. The existing Clause V of the memorandum of association of the Company, is proposed to be substituted with the following words and figures:

"The Authorized Share Capital of the Company is INR 60,73,00,000 (Rupees sixty crore and seventy three lakhs only) divided into: (a) 6,07,30,000 (six crore seven lakh thirty Thousand) equity shares of INR 10 (Rupees Ten only) each; with power to the Company, from time to time, to increase or reduce the share capital and to divide and re-divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions or restrictions, as may be determined by or in accordance with the articles of association of the Company and to vary, modify or abrogate the same in such manner as may for the time being permitted by the Companies Act, 2013 or provided by the articles of association of the Company or legislative provisions for the time being in force in that behalf."

Pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment in memorandum of association requires approval of the shareholders of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Directors of your Company recommend the adoption of special resolution as set out in Agenda Item No. 3 of the notice in the best interest of the Company. All the material documents and amended copies of Memorandum of Association are available for inspection during business hours till the date of Annual General Meeting.

Item No. 4

Mr. Lakshminarayanan Subramanian is proposed to be designated as an Independent Director Non-Executive Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. In this regard, the Board is of the opinion that Mr. Lakshminarayanan Subramanian fulfils the criteria for being appointed as independent directors, as set out in the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and that Mr. Lakshminarayanan Subramanian is independent of the management of the Company.

The proposed Independent Director has submitted a declaration that they meets the criteria for appointment as an Independent Director. The Board of Directors has recommended the appointment of the directors as Independent Directors for a term of two years and shall not be liable to retire by rotation.

Details of board approval for appointing the candidate as an Independent Director: May 12, 2021

Profile of Independent Directors

Mr. Lakshminarayanan Subramanian

Mr. Lakshminarayanan Subramanian is an Additional Director (Independent Non-Executive) of our Company with effect from May 12, 2021. He holds a bachelor's degree of science from University of Delhi and diploma in Advanced Studies in Economic and Social Studies from the Victoria University of Manchester. He was a members of the Indian Administrative Services and has served as a Secretary to the Government of India, Ministry of Home Affairs. He was also appointed as the Team Leader for Care India.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Pursuant to provision of the regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Directors of your Company recommend the adoption of special resolution as set out in Agenda Item No. 4 of the notice in the best interest of the Company. All the material documents and amended copies of Memorandum of Association are available for inspection during business hours till the date of Annual General Meeting.

Details of Mr. Victor Anthony Perry III, Director of the Company under SS 2 - Secretarial Standard on General Meetings seeking appointment / re-appointment at the ensuing 21st Annual General Meeting:

Name of Director	Victor Anthony Perry III
Date of Birth and Age	August 14, 1953 (68 years)
Directors Identification Number	06992828
Date of first appointment on the Board of the Company	October 22, 2014 (as an Additional Director)
Expertise in specific functional areas	Approximate 40 Years
Qualifications	MBA
Directorship held in other companies	None

Name of Director	Victor Anthony Perry III
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committee / Nomination and Remuneration Committee and Stakeholders Relationship Committee)	None
Shareholdings in the Company	1,01,092 Equity Share
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director, Manager or Key Managerial Personnel of the Company
Remuneration received from the Company during F.Y. 2020-2021	Not Applicable
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Director liable to retirement by rotation. No Remuneration is paid to Non-Executive Non-Independent Director.
Number of Board Meetings attended during the F.Y. 2020-2021	2 (two) out of 8 (eight) Meetings held

By Order of the Board
For **CARTRADE TECH LIMITED**

Director : Mr. Vinay Vinod Sanghi
Designation : Chairman and Managing Director
DIN : 00309085

Date : July 13, 2021
Registered Office : 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705

DIRECTORS' REPORT

To,
The Members,
CarTrade Tech Limited

The Directors take pleasure in presenting the twenty first (21st) Annual Report on the affairs of CarTrade Tech Limited (the "**Company**") together with the audited financial statements for the financial year ended March 31, 2021. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

FINANCIAL HIGHLIGHTS:

The key highlights of the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2021 and comparison with the previous financial year ended March 31, 2020 are summarized below:

(Rs. in lakh)

Particulars	Standalone		Consolidated	
	Year Ended March 31, 2021	Year Ended March 31, 2020	Year Ended March 31, 2021	Year Ended March 31, 2020
Revenue from Operations	9279.40	12,044.12	24,968.32	29,828.20
Other Income	2045.27	1,666.94	3,184.04	2,003.20
Total	**11324.67**	**13,711.06**	**28,152.36**	**31,831.40**
Profit before Depreciation, Finance Costs and Tax Expense	2,535.54	1,443.17	7120.38	5,965.46
Less: Depreciation/ Amortisation/ Impairment	483.85	458.96	1,992.73	1,725.30
Profit before Finance Costs and Tax Expense	2,051.69	984.21	5,127.65	4,240.16
Less: Finance Cost	27.78	58.42	429.78	348.94
Profit before Tax Expense	2,023.91	925.79	4,697.87	3,891.22
Less: Tax Expenses	(5,916.85)	(93.25)	(5,642.61)	1,001.02
Profit for the year	**7,940.76**	**1,019.04**	**10,340.48**	**2,890.20**
Total Comprehensive Income/loss	10.86	-25.88	57.08	31.75
Total	**7,951.62**	**993.16**	**10,397.56**	**2,921.95**
Profit attributable to Equity holders of the Parent	-	-	**9,286.38**	**2,060.98**

Particulars	Standalone		Consolidated	
	Year Ended March 31, 2021	Year Ended March 31, 2020	Year Ended March 31, 2021	Year Ended March 31, 2020
Profit attributable to Non-controlling interests	-	-	**1,111.18**	**860.97**
Add: Balance brought forward from previous year	(27.233.07)	(28,243.73)	(24,993.85)	(26,714.46)
Add: Transfer from Share bases payment	106.20	31.77	106.20	31.77
Add: IndAs Adjustment for period	-	(14.27)	-	(400.73)
Add : Adjustment towards Augeo Asset Management Private Limited acquisition				28.59
Retained earnings	**(19,175.25)**	**(27,233.07)**	**(15,601.27)**	**(24,993.85)**

2019 NOVEL CORONAVIRUS:

The World health Organization (WHO) declared the novel Corona virus as pandemic. The pandemic has created macro-economic challenges and disruptions in the business activities of the Company. Your Company had taken and continues to take various steps and measures in this challenging situation by keeping connected with all the stakeholders through all the possible means, one-to-one calling, virtual meetings, webinars etc.

The physical and emotional wellbeing of employees continues to be a top priority for the Company, with implementation of work from home policy and providing required support. The Company has reimagined employee engagement, which transcends geographic barriers by embracing virtual technologies and embraces our diverse workforce.

COVID-19 hit the world hard to say the least, and unprecedented lockdowns disrupted economies, businesses and society. F.Y. 2020-21 has been one the most challenging years. While the whole industry has struggled, the Company has bounced back stronger.

The revenue impact of the pandemic played out broadly along the lines that the Company had anticipated at the start and affected all verticals, with varying levels of impact.

DIVIDEND:

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's dividend distribution policy, has decided that it would be prudent, not to recommend any Dividend for the year under review.

The dividend distribution policy is placed at ANNEXURE I to the Report, which was adopted vide board resolution dated 13 May, 2021 and the same was uploaded on the Company's website and can be accessed at web-link https://www.cartradetech.com/corporate-governance.html.

OPERATIONS AND COMPANY'S PERFORMANCE:

During the year under review, the Company's total income from operations was Rs. 9,279.40/- lakhs against Rs. 12,044.13/- lakhs in the previous financial year 2019-20. The Company has earned Net Profit of Rs. 7,940.76/- lakhs during the financial year 2020-21 as against net profit of Rs. 1,019.04/- lakhs in the previous financial year 2019-20.

TECHNOLOGY DRIVEN ORGANIZATION:

Going hand in hand with the latest technological developments, the Company offers automotive information websites and portal for buying and selling of new and used Cars and Bikes without limitation such as www.carwale.com, www.cartrade.com, www.bikewale.com and mobile applications thereof accessible through various smart electronic devices.

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

ISSUE OF SECURITIES:

Authorized Share Capital

During the year under review, the authorized share capital of the Company was increased and reclassified from Rs. 46,73,00,000/- to Rs.50,73,00,000/- pursuant to shareholders resolution dated May 20, 2020 to include 40,00,000 Series H Preference Shares of Face value of Rs. 10/- each and

Further increased from Rs. 50,73,00,000/- to Rs. 60,73,00,000/- pursuant to shareholders resolution dated March 31, 2021 to created additional 1,00,00,000 Equity Shares of Face value of Rs. 10/- each for the purpose of issuance of fresh 13,36,310 equity share, MXC Solutions India Private Limited Employee Stock Option Scheme 2021 I (ESOP 2021 I) and MXC Solutions India Private Limited Employee Stock Option Scheme 2021 II (ESOP 2021 II).

Issued Share Capital

1. Preference Share;

After the increase in authorized share capital, your Company allotted 38,97,225 Series 'H' Preference Shares on Private Placement basis in two tranches to MacRitchie Investments Pte. Ltd, Highdell Investment Limited and MCP3 SPV LLC as per below;

i. 6,49,538 and 6,49,537 Series H Compulsorily Convertible Preference Share of face value Rs. 10/- per share were issued at a Price of Rs. 825.13/- to MacRitchie Investments Pte. Ltd. pursuant to board resolution dated June 05, 2020 and October 01, 2020 respectively;

ii. 6,49,538 and 6,49,537 Series H Compulsorily Convertible Preference Share of face value Rs. 10/- per share were issued at a Price of Rs. 825.13/- per share to Highdell Investment Limited pursuant to board resolution dated June 05, 2020 and October 01, 2020 respectively; and

iii. 6,49,538 and 6,49,537 Series H Compulsorily Convertible Preference Share of face value Rs. 10/- per share were issued at a Price of Rs. 825.13 to MCP3 SPV LLC pursuant to board resolution dated June 05, 2020 and October 01, 2020 respectively.

After the above allotment your Company's paid up share capital increased to Rs. 42,24,98,430/-

2. Equity Shares;

During the year under review, your Company allotted 1,35,000 Equity Share to Jeremy Nicholas Williams and Ravisen Mehra under ESOP 2010 as per below.

i. 85,000 Equity Share of face value Rs. 10/- per share were issued at Rs. 11/- to Jeremy Nicholas William under ESOP 2010 pursuant to Board Resolution dated November 26, 2020; and

ii. 50,000 Equity Share face value Rs. 10/- per share were issued at Rs. 11/- to Ravisen Mehra under ESOP 2010 pursuant to Board Resolution dated March 30, 2021.

After the above allotment your Company's paid up share capital increased to Rs. 42,38,48,430/-

HUMAN RESOURCE DEVELOPMENT:

In this Extra ordinary year, Your Company continued to focus on attracting new talent while investing in organic talent development to help employees acquire new skills, explore new roles and realize their potential.

EMPLOYEES STOCK OPTION SCHEME:

The Company had introduced MXC Solutions India Private Limited Employee Stock Option Scheme 2021 I" (ESOP 2021 I) including transfer of all ungranted ESOP options of ESOP 2010, ESOP 2011, ESOP 2014 and ESOP 2015 and MXC Solutions India Private Limited Employee Stock Option Scheme 2021 II" (ESOP 2021 II) vide Board resolution dated March 30, 2021 and Shareholder resolution dated March 31, 2021 to enable the employees of the Company and its subsidiaries companies to participate in the future growth and financial success of the Company.

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

Sr. No.	Particulars	During Financial year 2020-21
1	Options granted	20,00,000
2	Options vested	1,15,000
3	Options exercised	1,35,000
4	The total number of shares arising as a result of exercise of option	1,35,000
5	Options lapsed	35,000
6	The exercise price	Rs. 11/-
7	Variation of terms of options	None
8	Money realized by exercise of options	Rs. 14,85,000/-
9	Total number of options in force	44,73,268
10	Employee wise details of options granted to:	
10.1	Key managerial personnel	NA
10.2	Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year: Mr. Vinay Vinod Sanghi	20,00,000
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 Mr. Vinay Vinod Sanghi	20,00,000

The Company has granted 2,30,000 options from ESOP 2021 I post closer of financial year 2020-21.

BOARD OF DIRECTORS:

1. Composition of Board;

Sr. No	Name of Directors	DIN	Category
1.	Mr. Avneet Singh Kochar*	02415196	Nominee Director
2.	Mr. Rajan Jitendra Mehra*	00504892	Director
3.	Mr. Siddharth Narayan*	08015923	Nominee Director
4.	Mr. Vinay Vinod Sanghi	00309085	Chairman and Managing Director#
5.	Mr. Sumant Mandal*	01298049	Nominee Director
6.	Mr. Victor Anthony Perry III	06992828	Non-Executive Director

* *Resigned as Director of the Company with effect from April 26, 2021.*

#Change in Designation of Director from Whole Time Director to Chairman and Managing Director vide board resolution and shareholders resolutions dated April 23, 2021 and 29 April, 2021 respectively.

2. Appointment of Directors;

During the year under review, none of the directors has been appointed on the Board of the Company.

3. Cessation of Directors;

During the year under review, none of the directors has resigned from the directorship of the Company.

4. Re-appointment of Directorship;

None of the Directors are seeking re-appointment during the year under review.

5. Director retiring by rotation during the Financial Year;

The provision of Director retiring by rotation under section 152(6) of the Companies Act, 2013 is not applicable to the Company.

6. Declaration by Independent Directors;

During the year under review, there were no Independent Director so declaration by Independent Director were not applicable to the Company.

Further, Independent Directors were appointed by the Company after March 31, 2021 and required declaration duly received by such Independent Directors.

7. Director Retires by rotation;

Mr. Victor Anthony Perry III, non-executive Director of the Company retires by rotation and being eligible, offers himself for re-appointment. A resolution seeking shareholders' approval for his re-appointment along with other required details forms part of the Notice.

8. Appointments/ Cessation to the Board after March 31, 2021;

i. Appointment of Mr. Hemant Hans Raj Luthra as a Non-Executive Independent Director with effect from April 23, 2021;
ii. Appointment of Mrs. Kishori Jayendra Udeshi as a Non-Executive Independent Director with effect from April 23, 2021;
iii. Appointment of Mr. Vivek Gul Asrani as a Non-Executive Independent Director with effect from April 23, 2021;
iv. Appointment of Ms. Aneesha Menon as an Executive Director with effect from April 23, 2021;
v. Resignation of Mr. Hemant Raj Luthra as a Non-Executive Independent Director with effect from May 12, 2021; and

vi. Appointment of Mr. Laxminarayan Subramanian as a Non-Executive Independent Director with effect from May 12, 2021.

NUMBER OF MEETINGS:

1. Number of Meetings of the Board of Director;

During the year under review, eight (8) meetings of the Board of Directors were held as following;

Sr. No	Date of Meeting	No. of Directors entitled to attend the Meeting	No. of Directors attended the Meeting
1	May 20, 2020	6	5
2	June 05, 2020	6	6
3	July 21, 2020	6	5
4	October 01, 2020	6	4
5	November 26, 2020	6	5
6	January 27, 2021	6	5
7	February 24, 2021	6	5
8	March 30, 2021	6	6

2. Number of Meetings of the Committee;

During the year under review, three (3) Committee meetings of Members were held as following;

Sr. No	Name of the Committee	Date of Meeting	No. of Members entitled to attend the Meeting	No. of Members attended the Meeting
1	Compensation Committee	November 26, 2020	3	3
2	Corporate Social Responsibility Committee	March 30, 2021	3	3
3	Compensation Committee	March 30, 2021	3	3

3. Number of Meetings of Shareholders;

During the year under review, Five (5) meetings of Members were held as following;

Sr. No	Name of the Meeting	Date of Meeting	No. of Members entitled to attend the Meeting	No. of Members attended the Meeting
1	Extra-ordinary General Meeting	May 22, 2020	21	7
2	Extra-ordinary General Meeting	June 11, 2020	22	7
3	Extra-ordinary General Meeting	August 31, 2020	22	6
4	Annual General Meeting	December 31, 2020	23	4
5	Extra-ordinary General Meeting	March 31, 2021	24	6

4. Meeting of Independent Directors;

The Provision of Meeting of Independent Directors under the Schedule IV of the Act was not applicable to the Company during the Financial Year.

PERFORMANCE EVALUATION OF BOARD:

The provision of Performance Evaluation of Board was not applicable to the Company during the Financial Year.

CHANGE IN KEY MANAGERIAL PERSONNEL DURING THE FINANCIAL YEAR:

1. During the Financial year;

During the year under review, Mrs. Aneesha Menon was appointed as a Chief Financial Officer (CFO) of the Company effective from July 21, 2020, and there were no other changes in the key managerial personnel namely, Chief Executive Officer (CEO), Managing Director, Whole Time Director and Company Secretary of the Company during the financial year.

2. After March 31, 2021;

Mr. Vinay Vinod Sanghi were appointed as a Chairman and Managing Director of the Company with effect from April 23, 2021.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;

ii. 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;

iii. 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;

iv. they have prepared the annual accounts on a going concern basis;

v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The CSR Report for the Financial Year 2020-21 is annexed to this report as ANNEXURE – II. The composition of CSR Committee and the details of the ongoing CSR projects/programs/activities are included in the CSR report/section. The CSR Policy was uploaded on the Company's website and can be accessed at web-link: *https://www.cartradetech.com/corporate-governance.html*

The Company has adopted new CSR Policy pursuant to board resolutions dated May 13, 2021, after the closure of the financial year.

ANNUAL RETURN:

In accordance with the provisions of Section 92(3) of the Act, Annual Return of the Company was uploaded on the Company's website and can be accessed at web-link: *https://www.cartradetech.com/index.html*

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

The Nomination and Remuneration Committee (formerly known as Compensation Committee) has put in place a policy on board diversity for appointment of directors taking into consideration qualification and vast experience of the directors in the fields of banking, finance, regulatory, administration, commercial vehicle segment etc. The Company has laid down remuneration criteria for Non-Executive Directors. The Policy on Board Diversity and Nomination and Remuneration Policy were uploaded on the Company's website and can be accessed at web-link: *https://www.cartradetech.com/corporate-governance.html*

The Company has adopted Director's appointment and Remuneration pursuant to Board approval dated May 13, 2021, after the closure of the financial year.

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

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings 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. 548.68 /- Lakhs
d. Foreign Exchange Outgo was Rs. 79.30/- Lakhs

Loans, guarantee or investments in securities;

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

The amounts carried to reserves;

The amount proposed to be transferred to Reserve is Rs. 7,940.76 /- Lakhs.

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 III. Omnibus approval was obtained in the board meeting 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 29 to the financial statements.

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

The Company has adopted Policy on materiality of related party transactions and dealing with related party transactions pursuant to Board resolutions dated May 13, 2021, after the closure of the financial year.

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. Risk Management Policy was uploaded on the Company's website and can be accessed at web-link: *https://www.cartradetech.com/corporate-governance.html.*

The Company has adopted Risk Management Policy pursuant to Board resolutions dated May 13, 2021, after the closure of the financial year.

Whistle Blower Policy/ Vigil Mechanism;

The Company's Whistle Blower policy provides a mechanism under which an employee/director of the Company may report unethical behaviour, suspected or actual fraud, violation of code of conduct and personnel policies of the Company. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behaviour. The Whistle Blower Policy/Vigil Mechanism was uploaded on the Company's website and can be accessed at web-link: *https://www.cartradetech.com/corporate-governance.html*. There were no incidence has been reported during the year under review.

The Company has adopted Policy on Whistle Blower Policy/ Vigil Mechanism pursuant to Board Resolution dated May 13, 2021, after the closure of the financial year.

Financial summary/highlights;

The details are spread over in the Annual Report as well as 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.

Subsidiaries, Joint Ventures or Associate Companies;

The Company has four subsidiaries as on March 31, 2021 and one associate Company. There are no joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

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

i. **CarTrade Finance Private Limited ("CTF");**

CTF is yet to start its operation, during the year under review, the total income of CTF was Rs. 10.06 lakhs (previous year: Rs. 8.64 lakhs) and the loss is Rs. 47.20 lakhs (previous year: Rs. 3.01 lakhs).

ii. **Shriram Automall India Limited ("SAMIL");**

SAMIL a service provider offering a platform for the exchange of pre-owned commercial vehicles, passenger vehicles, construction & industrial equipment, tractors & agricultural equipment, three wheelers and two wheelers.

During the year under review, the total income of SAMIL was Rs. 13,951.70 lakhs (previous year: Rs. 15,996.66 lakhs) and the profit after tax is Rs. 2,636.47 lakhs (previous year: Rs. 2,248.63 lakhs).

iii. **Adroit Inspection Services Private Limited ("Adroit");**

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

During the year under review, the total income of Adroit was Rs. 1,895.16 lakhs (previous year: Rs. 2,056.23 lakhs) and the profit after tax is Rs. 71.56 lakhs (previous year: Rs. 81.72 lakhs).

iv. **CarTradeExchange Solutions Private Limited ("CTE");**

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

During the year under review, the total income of CTE is Rs. 1,605.02 lakhs (previous year: Rs. 1,308.62 lakhs) and the profit after tax is Rs. 358.84 lakhs (previous year: Rs. 106.02 lakhs).

v. **Augeo Asset Management Private Limited ("AUGEO");**

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

During the year under review, the total income of AUGEO is Rs. 95.47 lakhs (previous year: Rs. 4.90 lakhs) and the loss is Rs. 142.51 lakhs (previous year loss of: Rs. 95.82 lakhs).

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 IV.

Members interested in obtaining a copy of the standalone audited financial statements of the subsidiaries may write to the Company Secretary and Compliance Officer at the Registered Office of the Company.

Consolidated Financial Statements;

In accordance with the provisions of 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.

Internal Financial Controls;

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the statutory auditors and external consultants, the reviews performed by management, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2020-21.

Audit Committee;

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

The Company has constituted Audit Committee pursuant to Board Resolution dated April 23, 2021, after the closure of the financial year.

Right of Shareholder;

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.

Details relating to Deposits covered under Chapter V of the Companies Act 2013;

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

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.

Shifting of Registered office and change in Constitution;

The Company under go following changes;

i. The Company has change its Registered office from C/o Suraj Sanghi Service Centre Dr. Annie Besant Road, Worli, Mumbai – 400018 to 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705 Pursuant to board and shareholder resoluation dated March 30, 2021 and March 31, 2021 respectively;

ii. A name of the Company changed from MXC Solutions India Private Limited to CarTrade Tech Private Limited vide fresh Certificate of Incorporation after change of name dated April 20, 2021; and

iii. Further our Company has been converted from Private Limited to Public Limited. Pursuant to the said conversion the name of our Company has changed from CarTrade Private Limited Tech Limited to CarTrade Tech Limited vide fresh Certificate of Incorporation consequent upon conversion dated May 12, 2021.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company.

Name of the Employee	Mr. Vinay Vinod Sanghi
Designation of Employee	Chairman & Managing Director*
Remuneration received	Rs. 521.89 Lakhs
Nature of employment (whether contractual or otherwise)	Employment Agreement
Qualifications and experience of the employee	He holds a bachelor's degree in commerce from the University of Bombay
Date of commencement of employment	July 6, 2009
Age of such employee	52 Years
Last employment held by such employee before joining the company	He has been associated with Mahindra First Choice Wheels Limited and Project Automobiles (Bombay) Private Limited.
Percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) of Companies (Appointment and	3.56%#

Remuneration of Managerial Personnel) Amendment Rules, 2016	
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Varun Vinod Sanghi

**Change in Designation of Director from Whole Time Director to Chairman and Managing Director vide board resolution and shareholders resolutions dated April 23, 2021 and 29 April, 2021 respectively.*
#on fully diluted basis

Payment of Remuneration to CEO and Whole Time Director;

During the Financial Year Section 197, 198 and 203 of the Companies Act, 2013 ('the Act') read with Schedule V of the Act are not applicable to the Company, the Compensation Committee in its meeting held on November 26, 2020 considered the remuneration paid to Whole Time Director, during the year 2020-21 with effect from February 26, 2020.

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.

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

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

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

The following is a summary of Sexual Harassment complaints received and closed during the FY 2020-21:

No. of complaints received: Nil

No. of complaints closed: Not Applicable

AUDITORS:

M/s S.R. Batliboi & Associates LLP Chartered Accountants were appointed as Statutory Auditor of the Company for a period of 5 (five) years commencing from the conclusion of 19th Annual General Meeting until the conclusion of 24th Annual General Meeting, to examine and audit the accounts of the company for the financial years 2019-20, 2020-21, 2021-22, 2022-23 and 2023-24, at the 19th Annual General Meeting. They have confirmed that they are not disqualified for financial year 2021-22, 2022-23 and 2023-24 as Statutory Auditor 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.

SECRETARIAL AUDIT:

Secretarial Audit Report pursuant to the provisions of Section 204 of the Act is not applicable to the Company during the current year under review.

WAY FORWARD:

Going forward in financial year 2021-22, the Company aims to achieve consistent growth in its businesses and as a part of our growth plans. We have a strong platform for progress and we look forward to working with our customers and our stakeholders to seize the opportunities that lie ahead of us.

ACKNOWLEDGEMENT:

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

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

Place: Mumbai
Date: July 13, 2021

Vinay Vinod Sanghi
Chairman & Managing Director
(**DIN**: 00309085)

Aneesha Menon
CFO & Director
(**DIN**: 07779195)

ANNEXURE I

Dividend Policy

1. **Objective**

CarTrade Tech Limited (hereinafter referred as "**the Company**") is committed to improve corporate value by developing/expanding its businesses activities and at the same appropriately rewarding the shareholders by distributing dividends to them from time to time out of profits/reserves of the Company.

The objective of this policy is to provide guidelines to the Board of Directors of the Company (hereinafter referred as "**Board**") in balancing the dual objectives of appropriately rewarding shareholders through dividends and retaining capital to support development/expansion of the Company and maintain a strong capital adequacy ratio.

This policy also aims to sets out the key factors and circumstances that Board need to consider for arriving at the dividend distribution decision/recommendation. The Board may in extraordinary circumstances, deviate from the guidelines of this Policy by recording the reasons thereof.

2. **Applicability**

This policy applies to the distribution of dividend by the Company to shareholders of the Company both Equity and Preference shareholders if any in accordance with the provisions of the Memorandum & Articles of Association of the Company, the Companies Act, 2013 and other applicable laws/rules/regulations.

3. **Policy Statement**

The Board has adopted a progressive dividend distribution policy which would under normal circumstance be previous year's actual paid dividend as a floor with increase in line with the Company's growth, while adhering to pay sustainable dividend keeping in view the Company's policy of meeting the long-term growth objectives from internal cash accruals.

4. **Parameters**

Dividends are declared at the Annual General Meeting of the shareholders based on the recommendation by the Board. The Board may recommend dividends, at its discretion, to be paid to shareholders. The Board may also declare interim dividends.

The Board shall consider the following parameters while declaring dividend or recommending dividend to shareholders:

Internal

(a) Current year profits, existing reserves and future projections of profitability;

(b) Funds required towards working capital, servicing of outstanding loans and capital expenditure;

(c) Funds required for merger/acquisitions and towards execution of the Company's strategy;

(d) Minimum cash required for contingencies or unforeseen events;

(e) Maintaining of required liquidity and return ratios; and

(f) Any other significant developments that require cash investments.

External

(a) State of the domestic and global economy, capital market conditions and dividend policy of competitors;

(b) Competition or client related risks;

(c) Legislations impacting business or tax(s);

(d) Client related risks; and

(e) Any other external matter or risks.

5. **Approval Process**

The decision regarding dividend shall be taken only by the Board at its Meeting and not by a Committee of the Board or by way of a resolution passed by circularization.

Final dividend shall be paid only after approval at an Annual General Meeting of the shareholders. Shareholder approval is not required for payment of interim dividend.

6. Utilization of retained earnings

The profits earned by the Company that is left after distribution of dividend can be retained in the business or used for various purposes as outlined in Clause 4 above or it can be redistributed to the shareholders or used for any other corporate action.

7. Circumstances under which the shareholders may not expect dividend

The Board may choose not to recommend a dividend, if there are important strategic priorities which require large investments that would deplete the Company's cash reserves or due to uncertainties in the business performance in the near to medium term or due to regulatory/contractual restrictions, if any.

8. Amendments to the Policy

The Board of Directors can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the rules, regulations, notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

9. Interpretation

In case of any conflict between the provisions of this Policy and of the statutory provisions, the statutory provisions shall prevail over this Policy. Any subsequent amendment/ modification in the statutory provisions shall automatically apply to this Policy.

10. Effective Date

This Policy shall be effective from the date as approved by Board of Directors.

ANNEXURE II

REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR FINANCIAL YEAR 2020 – 21

1. Brief outline on CSR Policy of the Company:

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

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

2. Composition of CSR Committee;

Name	Category	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
Vinay Vinod Sanghi	Chairman & Managing Director	1	1
Avneet Kochar	Member, Director	1	1
Sumant Mandal	Member, Director	1	1

3. Re- Constitution of CSR Committee with effect from April 23, 2021;

Name	Category
Aneesha Menon	Chairman, Executive Director
Vivek Gul Asrani	Member, Independent Director
Vinay Vinod Sanghi	Member, Managing Director

4. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company at *https://www.cartradetech.com/corporate-governance.html*

5. Provide the details of Impact assessment of CSR projects carried out in pursuance of rule 8 (3) of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

The Company has been conducting internal impact assessments to monitor and evaluate its strategic CSR programs. The Company takes cognizance of sub-rule (3) of rule 8 of the Companies CSR Policy Rules 2014 and has initiated steps to conduct impact assessment of CSR projects through an independent agency.

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

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

7. Average net profit of the company as per section 135(5): **Rs. NIL**

8. (a) Two percent of average net profit of the company as per section 135(5): **Rs. NIL**

   (b)Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Not Applicable**

   (c)Amount required to be set off for the financial year, if any: **Not Applicable**

   (d)Total CSR obligation for the financial year (8a+8b+8c): **Rs. NIL**

9. (a) CSR amount spent or unspent for the financial year **2020-21**:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
13,30,000	Not Applicable				

(b) Details of CSR amount spent against ongoing projects for the financial year 2020-2021: **Not Applicable**

(c) Details of CSR amount spent against other than ongoing projects for the financial year 2020-2021: **Not Applicable**

(d) Amount spent in Administrative Overheads : **As per provision of the Act**
(e) Amount spent on Impact Assessment, if applicable: **Not Applicable**
(f) Total amount spent for the Financial Year (8b+8c+8d+8e) :Rs. 13,30,000/-
(g) Excess amount for set off, if any: **Not Applicable**

Sr. No.	Particular	Amount (in Rs.)
i.	Two percent of average net profit of the company as per section 135(5)	
ii.	Total amount spent for the Financial Year	13,30,000
iii.	Excess amount spent for the financial year [(ii)-(i)]	--
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	**NA**
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	**NA**

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

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

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

   (a) Date of creation or acquisition of the capital asset(s). : **NIL**
   (b) Amount of CSR spent for creation or acquisition of capital asset. : **NIL**
   (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : **NIL**
   (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital: **NIL**

12. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). NA

Vinay Vinod Sanghi
(Managing director)

Aneesha Menon
(Chairman CSR Committee)

Place: Mumbai
Date: July 13, 2021

Name of associates/Joint Ventures	Augeo Asset Management Private Limited
audited Balance Sheet	
6. Profit/Loss for the year	Please refer Audited Financial Statement
i. Considered in Consolidation	Yes
ii. Not Considered in Consolidation	NA

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

Place: Mumbai
Date: July 13, 2021

Vinay Vinod Sanghi
Chairman & Managing Director
(**DIN**: 00309085)

Aneesha Menon
CFO & Director
(**DIN**: 07779195)

Car Trade Tech

ANNEXURE III

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 – Senior Manager Product & son of Mr. Vinay Sanghi, Chairman and Managing 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 and promotion For other – rendering and using services
	Duration of the contracts / arrangements / Transactions	For Varun Sanghi - Revision in remuneration and promotion For other – rendering and using services
	Salient terms of the contracts or arrangements or transactions including the value, if any	Please refer note 29 of the Financial Statement
	Date of approval by the Board	October 5, 2017 and January 14, 2020.
	Amount paid as advances, if any	N.A

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

Place: Mumbai
Date: July 13, 2021

Vinay Vinod Sanghi
Chairman & Managing Director
(**DIN**: 00309085)

Aneesha Menon
CFO & Director
(**DIN**: 07779195)

ANNEXURE IV

FORM NO. AOC-1

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

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

Part "A": Subsidiaries

Sr. No.	Particulars	Details			
1	Sl. No.	1	2	3	4
2	Name of the subsidiary	CarTrade Finance Private Limited	CarTradeExchange Solutions Private Limited	Adroit Inspection Service Private Limited	Shriram Automall India Limited
3	Date of becoming Subsidiary	July 1, 2019	May 1, 2018	February 6, 2018	February 6, 2018
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-	-
5	Country	India	India	India	India
6	Reporting currency	INR	INR	INR	INR
7	Exchange rate as on the last date of the relevant financial year	INR.1.00	INR.1.00	INR.1.00	INR.1.00
8	Share capital	250.00	4.50	21.70	3,000.00
9	Reserves & surplus	-50.21	576.52	375.28	11,682.2
10	Total assets	268.70	2,249.16	1,085.64	25,870.73
11	Total Liabilities	57.39	1,668.14	688.66	11,188.53
12	Investments	-	1,150.28	-	4,088.15
13	Turnover	-	1,569.60	1,670.55	12,794.41
14	Profit before taxation	-47.20	464.21	73.05	2,961.61
15	Provision for taxation	-	105.37	1.49	325.14
16	Profit after taxation	-47.20	358.84	71.56	2,636.47
17	Proposed Dividend	-	-	-	-
18	% of shareholding	100%	55.43%	55.43%	55.43%

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	Augeo Asset Management Private Limited
1. Latest audited Balance Sheet Date	March 31, 2021
2. Shares of Associate/Joint Ventures held by the company on the year end	30.40% stake in Augeo Asset Management Private Limited held through Shriram Automall India Limited
No. of share	Please refer Audited Financial Statement
Amount of Investment in Associates/Joint Venture	Please refer Audited Financial Statement
Extend of Holding%	54.85% stake in Augeo Asset Management Private Limited by Shriram Automall India Limited
3. Description of how there is significant influence	As per Shareholders Agreement
4. Reason why the associate/joint venture is not Consolidated	NA
5. Net worth attributable to shareholding as per latest	Please refer Audited Financial Statement

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
Tel : +91 22 6819 8000

INDEPENDENT AUDITOR'S REPORT

To the Members of CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited) ("the Company"), which comprise the Balance sheet as at March 31 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 2.3 to the financial statements, which describes the impact forfeiture/cancellation of employee stock options and it's consequent impact on the total comprehensive income and on earnings per share, which has led to restatement of the financial statements as at and for the year ended March 31, 2020.

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

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

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

S.R. BATLIBOI & ASSOCIATES * CHARTERED ACCOUNTANTS * MUMBAI

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

S. R. BATLIBOI & ASSOCIATES LLP * MUMBAI * CHARTERED ACCOUNTANTS

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:

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

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

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

S.R. BATLIBOI & ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

(f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) The provisions of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2021;

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

i. The Company does not have any pending litigations which would impact its financial position;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja
Partner
Membership Number: 048966
UDIN: 21048966AAAACI6949

Place of Signature: Mumbai
Date: July 13, 2021

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CARTRADE TECH LIMITED (FORMERLY KNOWN AS MXC SOLUTIONS INDIA PRIVATE LIMITED)

Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

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

(b) All fixed assets were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification

(c) According to the information and explanations given by the management and audit procedures performed by us, there are no immovable properties, included in property, plant and equipment of the Company and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company.

ii) According to the information and explanations given by the management and audit procedures performed by us, inventories of the Company are entirely lying with third parties, which have been confirmed by them as at year end and no material discrepancies were noticed in respect of such confirmations.

iii) According to the information and explanations given to us and audit procedures performed by us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under section 148(1) of the Companies Act, 2013, for the products of the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, cess and other material statutory dues applicable to it. The provisions relating to duty of excise and duty of custom are not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and service tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six

S.R. BATLIBOI & ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

months from the date they became payable. The provisions relating to duty of excise and duty of custom, are not applicable to the Company.

(c) According to the records of the Company, the dues of income tax, cess and other material statutory dues on account of any disputes, are as follows:

Name of the statute	Nature of the dues	Amount (Rs in lacs)	Period to which the amount relates	Forum where the dispute is pending
Central Goods and Service Tax Act, 2017	Goods and service tax	38.48	AY 2018-19	Assistant Commissioner – Central Excise and CGST
Service Tax Act, 1994	Service Tax	2.14	AY 2015-16 to 2018-19	Deputy Commissioner – Central Excise and CGST

The provisions relating to duty of excise and duty of custom, are not applicable to the Company.

(viii) The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or bank or to government or dues to debenture holders during the year.

(ix) According to the information and explanations given by the management and audit procedures performed by us, the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Act are not applicable to the company and hence reporting under clause 3(xi) are not applicable and hence not commented upon.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management and audit procedures performed by us, transactions with the related parties are in compliance with section 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of section 177 are not applicable to the company and accordingly reporting under clause 3(xiii) insofar as it relates to section 177 of the Act is not applicable to the Company and hence not commented upon.

S.R. BATLIBOI & ASSOCIATES LLP * CHARTERED ACCOUNTANTS * MUMBAI

(xiv) According to the information and explanations given by the management and audit procedures performed by us, the Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the preferential allotment of shares during the year. According to the information and explanations given by the management, we report that the amounts raised, have been used for the purposes for which the funds were raised. The Company does not have any debentures.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

S.R. BATLIBOI & ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

per Govind Ahuja
Partner
Membership Number: 048966
UDIN: 21048966AAAACI6949

Place of Signature: Mumbai
Date: July 13, 2021

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CARTRADE TECH LIMTED (FORMERLY KNOWN AS MXC SOLUTIONS INDIA PRIVATE LIMITED)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of CartTrade Tech Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these financial statements.

S. R. BATLIBOI & ASSOCIATES LLP * CHARTERED ACCOUNTANTS * MUMBAI

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

S. R. BATLIBOI & ASSOCIATES LLP * CHARTERED ACCOUNTANTS * MUMBAI

per Govind Ahuja
Partner
Membership Number: 048966
UDIN: 21048966AAAACI6949

Place of Signature: Mumbai
Date: July 13, 2021

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
Balance Sheet as at March 31, 2021
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note	As at March 31, 2021	As at March 31, 2020 (Restated)
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	297.64	181.84
Capital work in progress	3A	12.52	
Right of use assets	3	456.28	405.80
Goodwill	4A	78,409.27	78,409.27
Other Intangible Assets	4B	28.05	22.37
Financial Assets			
Investment	5	15,887.60	15,887.60
Other financial assets	6	160.65	175.15
Deferred Tax assets (net)	22	5,915.03	-
Income Tax assets (net)	22	675.59	380.65
Other non- current assets	7	41.30	48.24
Total Non - Current Assets		**1,01,883.93**	**95,510.92**
Current assets			
Inventories	6A	157.69	1.84
Financial Assets		-	-
Investments	5	60,790.17	26,408.50
Trade receivables	8	3,057.86	3,145.28
Cash and cash equivalents	9	1,331.23	1,045.94
Bank balance other than Cash and cash equivalents mentioned above	10	1.39	1.30
Other financial assets	6	1,165.58	499.20
Income Tax assets (net)	22	-	168.48
Other current assets	7	217.48	957.63
Total Current Assets		**66,721.40**	**32,228.17**
Total Assets		**1,68,605.33**	**1,27,739.09**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	11	358.43	344.93
Instruments entirely in the nature of equity	11	3,880.06	3,490.34
Other Equity	12	1,60,780.35	1,20,554.76
Total Equity		**1,65,018.84**	**1,24,390.03**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	24	262.51	41.31
Provisions	13	421.58	379.78
Other non-current liabilities	16	13.69	9.91
Total non - Current Liabilities		**697.78**	**431.00**
Current liabilities			
Financial Liabilities			
Lease liabilities	24	195.04	414.21
Trade payables	14		
- total outstanding dues of micro enterprises and small enterprises		5.76	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		1,170.85	1,103.95
Other financial liabilities	15	390.41	767.21
Other current liabilities	16	1,007.35	522.32
Provisions	13	119.30	110.37
Total Current Liabilities		**2,888.71**	**2,918.06**
Total Liabilities		**3,586.49**	**3,349.06**
Total Equity and Liabilities		**1,68,605.33**	**1,27,739.09**

Summary of significant accounting policies 2.1

As per our report of even date

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

S. R. BATLIBOI & ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

per Govind Ahuja
Partner

Membership no: 48966
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Lal Bahadur

Vinay Sanghi
Chairman,Managing Director and Chief Executive Officer
DIN: 00309085
Place: Mumbai
Date: July 13, 2021

Aneesha Menon
Chief Financial Officer and Director
DIN: 07779195
Place: Mumbai
Date: July 13, 2021

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812
Place: Mumbai
Date: July 13, 2021

ps

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
Statement of Profit and Loss for the year ended March 31, 2021
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note	For the Year ended March 31, 2021	For the Year ended March 31, 2020 (Restated)
Income			
Revenue from operations	17	9,279.40	12,044.12
Other income	18	2,045.27	1,666.94
Total Income		**11,324.67**	**13,711.06**
Expenses			
Purchase of stock-in-trade	6B	281.31	1,621.73
Changes in inventories of stock-in-trade	6C	(155.85)	92.32
Employee Benefits Expense	19	6,112.43	6,526.44
Finance Cost	20	27.78	58.42
Depreciation and amortisation expense	4C	483.85	458.96
Other expenses	21	2,551.24	4,027.40
Total Expenses		**9,300.76**	**12,785.27**
Profit before tax for the year		**2,023.91**	**925.79**
Tax expense			
Current tax expense	22	1.83	-
Tax Adjustment of earlier years	22	-	(93.25)
Deferred tax credit	22	(5,918.68)	-
Total Tax Expense / (benefit)		**(5,916.85)**	**(93.25)**
Profit for the year		**7,940.76**	**1,019.04**
Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss			
Remeasurement gain on defined benefit plans		14.51	(25.88)
Income tax effect on above		(3.65)	-
Total Other Comprehensive Income / (Loss) for the year		10.86	**(25.88)**
Total other comprehensive Income for the year		**7,951.62**	**993.16**
Earnings per equity share face value (of Rs. 10/- each)	25		
Basic (In Rs.)		19.21	2.63
Diluted (In Rs.)		16.71	2.36

Summary of significant accounting policies 2.2

As per our report of even date
For S. R. Batliboi & Associates LLP

Chartered Accountants
ICAI Firm Registration number:101049W/E300004

S. R. BATLIBOI & ASSOCIATES * CHARTERED ACCOUNTANTS * MUMBAI

per Govind Ahuja
Partner

Membership no: 48966
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi
Chairman,Managing Director and Chief Executive Officer
DIN: 00309085
Place: Mumbai
Date: July 13, 2021

Aneesha Menon
Chief Financial Officer and Director
DIN: 07779195
Place: Mumbai
Date: July 13, 2021

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812
Place: Mumbai
Date: July 13, 2021

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
Statement of Cash Flow for the year ended March 31, 2021

(All amounts in INR lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020 (Restated)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax for the year	**2,023.91**	**925.79**
Adjusted for:		
Depreciation and amortisation of property, plant and equipment, right of-use-assets and intangible assets	483.85	458.96
Share-based payment expense	505.34	811.69
Interest income on loan carried at amortised cost		
Interest Income - on bank deposit	(0.08)	(10.56)
Interest Income - security deposits		
Interest Income - income tax refund	(7.58)	(28.12)
Profit on sale of Property, Plant and Equipment (Net)	(0.35)	(2.78)
Impairment allowance on financial assets	57.79	192.41
Bad debts written off (Net)	-	8.73
Liabilities no longer required written back	(298.51)	(72.78)
Interest income - security deposit	(14.84)	-
Interest expense lease liabilities	27.78	58.42
Gain on sale of investment in mutual fund	-	(23.99)
Net gain on investment carried at fair value through Profit and Loss	(1,681.67)	(1,522.20)
Operating Loss before Working Capital Changes	**(928.27)**	**(130.22)**
	1,095.64	**795.57**
Changes in working capital:		
(Increase) / Decrease in trade receivables	43.87	(669.26)
Decrease/ (Increase) in other assets	70.29	424.09
(Increase) / Decrease in Inventory	(155.85)	92.32
(Decrease) / Increase in trade payables	72.65	(168.83)
(Increase) / Decrease in other liabilities	410.52	(518.33)
Increase in provision for employee benefits	65.23	47.88
	506.71	**(792.13)**
Cash from / (used in) operations	**1,602.35**	**3.44**
Income tax (paid) (net of refund)	(118.99)	86.39
Net Cash from / (used in) Operating Activities	**1,483.36**	**89.83**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(229.51)	(140.59)
Proceeds from sale of Property, Plant and Equipment	0.35	2.78
Purchase of current investments	(32,700.00)	(950.00)
Proceeds from Sale of current investments	-	1,274.98
Payment made on account of investment in subsidiary	-	(250.00)
Interest income received	0.08	10.56
Net Cash (used in) / from Investing Activities	**(32,929.08)**	**(52.27)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of instruments in the entirely nature of equity including premium	32,157.00	-
Proceeds from issue of equity share capital including premium	14.85	-
Interest portion of lease liabilities	(27.78)	(58.42)
Principal portion of lease liabilities	(413.06)	(365.69)
Net Cash from / (used in) Financing Activities	**31,731.01**	**(424.11)**
Net (decrease) in cash and cash equivalents	285.29	(386.55)
Cash and cash equivalents at beginning of the year	1,045.94	1,432.49
Cash and cash equivalents at end of the year (as per Note 9)	**1,331.23**	**1,045.94**
The accompanying notes are an integral part of the financial statements		

For non-cash transactions pertaining to change in Right of Use Assets and Lease Liabilities, refer note no.4C and 24 respectively.

As per our report of even date
For For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

per Govind Ahuja
Partner

Membership no: 48966
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi	**Aneesha Menon**	**Lalbahadur Pal**
Chairman,Managing Director and Chief Executive Officer	Chief Financial Officer and Director	Company Secretary and Compliance Officer
DIN: 00309085	DIN: 07779195	ACS: 40812
Place: Mumbai	Place: Mumbai	Place: Mumbai
Date: July 13, 2021	Date: July 13, 2021	Date: July 13, 2021

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
Changes in Equity as at and for the year ended March 31, 2021
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Equity Share Capital		Instruments entirely in the nature of equity: Compulsory Convertible Preference Shares	
	No of shares	Amount	No of shares	Amount
Balance as at April 1, 2019	34,49,303	344.93	3,49,03,315	3,490.34
Issued during the year	-	-	-	-
Balance as at March 31, 2020	34,49,303	344.93	3,49,03,315	3,490.34
Issued during the year	1,35,000	13.50	38,97,225	389.72
Balance as at March 31, 2021	35,84,303	358.43	3,88,00,540	3,880.06

Other Equity

Particulars	Reserves and Surplus					
	Securities Premium	Share based payment reserve	Retained earnings	Total	Money received against share warrants	Total Other Equity
Balance as at April 1, 2019	1,45,456.71	1,546.74	(28,243.73)	1,18,759.72	4.46	1,18,764.18
Add:						
Add:						
Profit for the year	-	-	1,019.04	1,019.04		1,019.04
Other comprehensive income for the year	-	-	(25.88)	(25.88)		(25.88)
Share-based payments to employees		922.46	-	922.46		922.46
Adjustment pursuant to Ind AS 116 adoption (refer note 24)	-	-	(14.27)	(14.27)		(14.27)
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options (refer note 2.3)	-	(31.77)	31.77			-
Options forfeited during the year (refer note 2.3)	-	(110.77)	-	(110.77)		(110.77)
Balance as at March 31, 2020 (Restated)	1,45,456.71	2,326.66	(27,233.07)	1,20,550.30	4.46	1,20,554.76
Profit for the year			7,940.76	7,940.76		7,940.76
Other comprehensive income for the year	-	-	10.86	10.86	-	10.86
Share-based payments to employees	-	575.14	-	575.14	-	575.14
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	-	(106.20)	106.20	-	-	-
Options forfeited during the year	-	(69.80)		(69.80)	-	(69.80)
Issue of instruments entirely in the nature of equity (refer note 12)	31,767.28	-	-	31,767.28	-	31,767.28
Premium on issue of equity shares (refer note 12)	1.35	-	-	1.35	-	1.35
Balance as at March 31, 2021	1,77,225.34	2,725.80	(19,175.25)	1,60,775.89	4.46	1,60,780.35

The accompanying notes are an integral part of the financial statements

As per our report of even date
For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

per Govind Ahuja
Membership no: 48966

Partner
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi
Chief Executive Officer & Director
DIN: 00309085
Place: Mumbai
Date: July 13, 2021

Aneesha Menon
Chief Financial Officer and Director
DIN: 07779195
Place: Mumbai
Date: July 13, 2021

Lalbahadur Pal
Company Secretary and Compliance
ACS: 40812
Place: Mumbai
Date: July 13, 2021

Note 1: About the Company

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited "), ("CarTrade" or "the Company") incorporated on April 28, 2000 as a private Company domiciled in India, under the Companies Act, 1956. Its registered office is at 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705.

The Company operates an automotive digital ecosystem which connects automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders. The Company owns and operates under several brands: CarTrade, CarWale, and AutoBiz. Through these platforms, the Company enables new and used automobile customers, vehicle dealerships, Automotive Manufacturers ("OEMs") and other businesses to buy and sell their vehicles in a simple and efficient manner.

The Company applied for a change in name to CarTrade Tech Private Limited and change in registered office address to 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705,with the Registrar of Companies, Mumbai which was approved on April 20, 2021.

On May 12, 2021, the Company converted from Private Company to Public Company vide fresh incorporation certificate issued by Registrar of Companies and the name of the Company was changed to CarTrade Tech Limited.

These financial statements as at year ended March 31, 2021 were authorised for issue in accordance with resolution of Board of Directors on July 13, 2021.

Note 2: Significant Accounting Policies

2.1 **Basis of accounting and preparation**

The financial statements of the Company for the year ended March 31, 2021, have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Company has prepared the financial statements on the basis that it will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast doubt significant doubt over this assumption. They have formed a judgement that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities, which are measured at fair value, based on their classification. (refer accounting policy 2.2 (p) on financial instruments).

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

2.2 **Summary of Significant Accounting policies**

a **Business Combinations**

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

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, expect that:
a.Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 – Employee Benefits respectively.
b. Assets (or disposal Company's) that are classified as held for sale in accordance with Ind AS 105 Non Current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
c. Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
d. Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date

e. Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non- controlling interests in the acquire, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.
Non- Controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement basis of made on transaction-by-transaction basis.
When the consideration transferred by the Company includes assets or liabilities resulting from a contingent consideration, it is recognised at fair value at the acquisition date.
Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

S.R. BATLIBOI & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

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

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company 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.

b **Goodwill**

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

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

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

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

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

c **Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle
ii. Held primarily for the purpose of trading
iii. Expected to be realised within twelve months after the reporting period, or
iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
All other assets are classified as non-current.

A liability is current when:
i. It is expected to be settled in normal operating cycle
ii. It is held primarily for the purpose of trading
iii. It is due to be settled within twelve months after the reporting period,
iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
The Company classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.
The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

d **Foreign currencies**

The Company's financial statements are presented in INR, which is also the Company's functional currency.
Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.
Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the reporting date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.
Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

e **Fair value measurement**

The Company measures financial instruments such as current investment at fair value at each balance sheet date.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

S.R. BATLIBOI & ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value.

External valuers are involved for valuation of significant assets and liabilities, such as financial assets, and significant liabilities. Involvement of external valuers is decided upon annually by the Company management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Company management decides with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Company management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Company management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

The Company management present the valuation results to the Board of Directors and the Company's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

f **Revenue from Operations (Revenue from Contract with Customers)**

Revenue from contracts with customers is recognised when services are delivered to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls when services are being delivered to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration, if any) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration, if any, on account of various discounts and schemes offered by the Company as part of the contract. Payment is generally received on successful completion of services

Rendering of services:

i) Website services and fees: Includes the following:

a) Advertisement income : pertains to revenue generated from the display ads on company websites. The performance obligation is satisfied upon display of the advertisement, net commissions if any.

b) Lead generation revenue: pertains to fees for leads shared with and / or concluded for customers, ie lead generation, is recognized on the successful generation and delivery of the lead as the customer simultaneously receives and consumes the benefits provided by the Company.

c) Managed solutions: Revenue from events, marketing, multimedia and digital services are recognised on rendering of services (point in time).

ii) Commission and related incomes: The Company facilitates auctions of vehicles via its online and offline platforms and provides incidental ancillary services such as valuation, inspection and registration. Revenue is recognised upon rendering of service (point in time) as per terms of contract on accrual basis.

Sale of used cars :

Revenue from sale of used cars is recognised at the point in time when control is transferred to the customer, generally on delivery of the vehicle

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some of the contracts with customer provide a right to customer of cash rebate/discount if payment is cleared within specified due dates.

- Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (l) Financial instruments – initial recognition and subsequent measurement.

- Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets are initially recognised for revenue earned from advertisement and lead revenue. Upon completion of the entire contract, the amounts recognised as contract assets are reclassified to trade receivables.

- Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

S.R. BATLIBOI & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

g **Other income**

a) Dividend from investments are recognised when the right to receive payment is established and no significant uncertainity as to collectibility exists.
b) Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable for all financial instruments measured at amortised cost and other interest-bearing financial assets, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss
c) For gains on fair valuation of financial instruments through Profit & Loss, refer to the accounting policy in 2.2 p.

h **Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee
The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use).It includes office premises taken on rent. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.
The right-of-use assets are also subject to impairment.

i) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.
The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

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i **Retirement and other employee benefits**

i. Short term employee benefits

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

ii. Post-employment benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

i. The date of the plan amendment or curtailment, and

ii. The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

i. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

ii. Net interest expense or income

iii. Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are

j **Taxes**

i) Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. anagement periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment

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.

S. R. BATLIBOI & ASSOCIATES LLP MUMBAI CHARTERED ACCOUNTANTS ii)Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

i. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

ii. In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

iii. When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.
Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

k **Property Plant and Equipment**

Property, Plant and Equipment other than Freehold Land, is stated net of accumulated depreciation and impairment losses, if any. Such cost includes the cost of purchase price / cost of construction, including non-refundable taxes or levies and any expenses attributable to bring the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

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

Depreciation is charged on a pro-rata basis for Property, Plant and Equipment purchased and sold during the year. Depreciation is calculated on the straight-line method as per the estimated useful life prescribed in Schedule II to the Companies Act, 2013.
Estimated useful lives of the assets are as follows:

i) Computers - 3 Years / servers - 6 Years
ii) Furniture and Fixtures - 10 Years
iii) Vehicle - 5 Years
iv) Leasehold Improvement - 60 months or lease period whichever is lower
v) Office equipment - 3 Years

The Company, based on management estimate supported by internal technical expert,, depreciates office equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

l **Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

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The useful lives of intangible assets are assessed as either finite or indefinite.
Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.
Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.
Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.
Cost of software is amortised over a period 3 years.

m **Impairment of non-financial assets**

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

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.
If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.
When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at each reporting date and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

n **Provisions and Contingencies**

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

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes. Contingent assets are not recognised in the financial statements.A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the Restated Ind AS Consolidated Summary Statement.

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

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

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o **Share Based Payment arrangements**

Equity-settled share based payments to employees (including senior executives) are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Note 31.

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

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

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

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

p **Financial Instruments**

Financial assets

Initial Recognition and Measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in two categories:

(i) Financial assets at amortised cost (debt instruments)

(ii) Financial assets at fair value through profit or loss

(iii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

(iv) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

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

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

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Equity instruments at FVTOCI

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit & loss

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

Financial assets are measured at fair value through statement of profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

In addition, the Company may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

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iv. De-recognition

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

• The rights to receive cash flows from the asset have expired, or

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability.

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

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

v. Impairment of financial assets:

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 17.
- Contract assets and trade receivables under Ind-AS 18.
- Loan commitments which are not measured as at FVTPL.
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables, and
- All lease receivables resulting from transactions within the scope of Ind AS 17.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

The balance sheet presentation for various financial instruments is described below:

- For financial assets measured as at amortised cost and lease receivables: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

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

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

ii. Financial liabilities
All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.
All the financial assets and financial liabilities of the Company are currently measured at amortized cost except for investment in Mutual Fund.
The Company's financial liabilities include trade and other payables and loans

Subsequent measurement
For purposes of subsequent measurement, financial liabilities are classified in two categories:
• Financial liabilities at fair value through profit or loss
• Financial liabilities at amortised cost (loans and borrowings)

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the

Re-classification of Financial Assets
The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Comapany's senior management determines change in the business model as a result of external or internal changes which are significant to the Compnay's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

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

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

r **Security Deposit**
The Company, at the time of buyer registration, collects refundable security deposits ("RSD") from prospective bidder, which entitles bidder to bid during auction. The RSD is towards ensuring performance of the contract. As per contractual terms, the RSD is refunded upon demand after adjustments of facilitation fee. The Company generally accounts for unclaimed RSD upon completion of limitation period of 3 years.Security deposits are forfeited and treated as other income, on the earlier of expiry of three years; or uncertainty over repayment

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

t **Inventories**

Inventories are valued at the lower of cost and net realisable value.

Traded goods comprises of used car: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

u **Compulsorily Convertible preference shares**

Compulsorily Convertible preference shares are recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. The carrying amount of the conversion option is not remeasured in subsequent years. These instruments are mandatorily convertible into fixed number of shares and there is no other obligation on the issuer. These instruments are classified as equity in entirety and is valued at fair value .

S.R. BATLIBOI & ASSOCIATES * MUMBAI * CHARTERED ACCOUNTANTS v **Critical accounting judgements and key sources of estimation uncertainty**

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

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

A **Judgments**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements

Operating lease commitments – Company as a lessee

The Company has entered into lease agreements with lessor and has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it does not retains the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

B **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively

a) Impairment of non-financial assets:

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are accompanied together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Company of assets ('CGU').

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

b) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgements in making these assumptions and selecting the inputs to the impairment calculations based on Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

c) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

d) Estimated useful life of property plant and equipment and intangible assets

The charge in respect of periodic depreciation/ amortization is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management at the time the asset is acquired/ capitalized periodically, including at each financial period/year end, determines the useful lives and residual values of Company's assets. The lives are based on historical experience with similar assets as well as anticipation of future events, which may affect their life, such as changes in technology. The estimated useful life is reviewed at least annually.

e) Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment

f) Share-based payments

For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Company uses a mostappropriate method (i.e. discounted cash flow approach, comparable companies method, etc) for Employee Share Option Plan. The assumptions and models used for estimating fair value for share-based payment transactions are dependent on the terms of the scheme. Such assumptions include weighted average share price, exercise price, volatility, expected life option, risk free interest rate, etc

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g)Provision for Expected credit loss

The Company creates provision based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type).
The Company will calibrate the customer to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.
The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

h)Defined Benefit plans

The cost of the defined benefit gratuity plan and other post-employment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate and future salary increases. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates.

New and amended standards

(i)Amendments to Ind AS 116: Covid-19-Related Rent Concessions.

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

The amendments are applicable for annual reporting periods beginning on or after the 1 April 2020. In case, a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the April 1, 2019. For details refer note 24

(ii)Amendments to Ind AS 103 Business Combinations

The amendment to Ind AS 103 Business Combinations clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs.

These amendments are applicable to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after the April 01, 2020 and to asset acquisitions that occur on or after the beginning of that period. This amendment had no impact on the financial statements of the Company but may impact future periods should the Company enter into any business combinations.

(ii)Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the consolidated financial statements of, nor is there expected to be any future impact to the Company.
These amendments are applicable prospectively for annual periods beginning on or after the April 01, 2020. The amendments to the definition of material are not expected to have a significant impact on the Comany's financial statements.

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2.3. Summarised below are the restatements made to the audited financial statements for the year ended March 31, 2020

In January 2020, the Company had not accounted for the forfeiture of un-vested options amounting to Rs.110.77 Lakhs on resignation of an employee in the statement of profit and loss for the year ended March 31, 2020 which has now been restated in these financial statements.
Further certain vested options amounting to Rs. 31.77 lakhs were cancelled during the same year for which transfer from share based payment reserve to retained earnings were not accounted for. This has now been restated these financial statements.

The error has been corrected by restating each of the affected financial statement line items for the prior year, as follows:

Impact on Equity:

Particulars	March 31, 2020
Other equity	
Share based payment reserve	(142.54)
Retained earnings	142.54
Total impact on equity	-

Impact on statement of profit or loss (increase in profit)

Particulars	March 31, 2020
Employee Benefits Expense	(110.77)
Impact on profit for the year	**110.77**

Impact on basic and diluted earnings per share (EPS) (increase in EPS)

	March 31, 2020
Earnings per share	
Basic, profit for the year attributable to ordinary equity holders	0.29
Diluted, profit for the year attributable to ordinary equity holders	0.26

The error did not have an impact on OCI for the year or the Company's operating, investing and financing cash flows.

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Notes forming part of the financial statements for the year ended March 31, 2021
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3 : Property, Plant and Equipment and Right to Use Assets

Description of Assets	Lease Hold Improvements	Furniture and fixtures	Plant and Equipment	Computer	Vehicles	Total Property,Plant and Equipment	Right to Use Assets (Refer note 24)
Cost or Valuation							
Balance as at April 1, 2019	431.06	143.39	258.46	697.12	-	1,530.03	-
Additions	-	1.29	5.78	11.49	99.07	117.63	783.97
Disposals	-	-	0.09	86.34	-	86.43	-
Balance as at March 31, 2020	431.06	144.68	264.15	622.26	99.07	1,561.23	783.97
Additions	21.13	-	14.51	14.79	133.49	183.92	438.82
Disposals	-	-	0.37	9.91	-	10.28	-
Balance as at March 31, 2021	452.19	144.68	278.29	627.15	232.56	1,734.87	1,222.79
Accumulated Depreciation							
Balance as at April 1, 2019	424.37	86.96	235.01	659.63	-	1,405.97	-
Depreciation	5.38	11.13	16.39	23.28	3.66	59.84	378.17
Disposal	-	-	0.09	86.34	-	86.43	-
Balance as at March 31, 2020	429.75	98.09	251.31	596.57	3.66	1,379.38	378.17
Depreciation	2.63	11.08	9.70	20.17	24.55	68.13	388.34
Disposal	-	-	0.37	9.91	-	10.28	-
Balance as at March 31, 2021	432.38	109.17	260.64	606.83	28.21	1,437.23	766.51
Net book value							
As at March 31, 2021	19.81	35.51	17.65	20.32	204.35	297.64	456.28
As at March 31, 2020	1.31	46.60	12.84	25.70	95.40	181.84	405.80

3A : Capital Work-In-Progress

Description of Assets	Amount
Balance as at April 1, 2019	-
Additions	-
Transfer to Property, Plant and Equipment	-
Balance as at March 31, 2020	-
Additions	12.52
Transfer to Property, Plant and Equipment	-
Balance as at March 31, 2021	12.52

4A. Goodwill

Goodwill	Amount
Gross carrying value	
Baalnce as at April 1, 2019	78,409.27
Additions	-
Disposals	-
Balance as on March 31, 2020	78,409.27
Additions	-
Disposals	-
Balance as on March 31, 2021	78,409.27
Net book value	
As at March 31, 2021	78,409.27
As at March 31, 2020	78,409.27

Note:

The goodwill of Rs. 78,409.27 Lakhs was created on merger of Automotive Exchange Private Limited ('AEPL') with an appointed date of April 1, 2017. By acquisition of this brand the Company was able to bring synergies of the brand name and trade mark as well as that of their franchisee business. Accordingly, for the purpose of testing impairment of goodwill allocated to this transaction, the "website services and fees" is considered as one Cash Generating Unit (CGU). The recoverable amount of this CGU is determined based on fair value less cost of disposal and its value in use as per requirement of Ind AS 36. The fair value is computed as per Discounted Cash Flow method, covering generally a period of five years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113. Refer to the key assumptions below:

Particulars	March 31, 2021	March 31, 2020
Perpetuity Growth	5.00%	5.00%
Cost of Equity of Company	14.80%	14.46%

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4B : Other Intangible Assets

Description of Assets	Computer Software (Total)
I. Gross carrying value	
Cost	
Balance as at April 1, 2019	475.51
Additions	26.34
Disposal	-
Balance as at March 31, 2020	501.85
Additions	33.06
Balance as at March 31, 2021	534.91
II. Accumulated amortisation and impairment	
Balance as at April 1, 2019	458.53
Amortisation expense	20.95
Balance as at March 31, 2020	479.48
Amortisation expense	27.38
Balance as at March 31, 2021	506.86
Net book value	
As at March 31, 2021	28.05
As at March 31, 2020	22.37

4C: Depreciation and Amortisation Expenses

Particular	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation of tangible assets	68.13	59.84
Amortization of intangible assets	27.38	20.95
Depreciation of Right of Use Assets	388.34	378.17
Total	**483.85**	**458.96**

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5. Investments

Particulars	As at March 31, 2021			As at March 31, 2020		
	QTY	Current	Non Current	QTY	Current	Non Current
Unquoted Investments						
Investments in Equity instruments of Subsidiary Companies at amortised cost						
Shriram Automall India Limited of Rs.10 /- each fully paid up	1,66,30,435	-	15,637.60	1,66,30,435	-	15,637.60
Cartrade Finance Private Limited of Rs. 10/- each fully paid up	25,00,000	-	250.00	25,00,000	-	250.00
Investments Carried At Amortised Cost [A]			15,887.60			15,887.60
Investments in Mutual Funds, at fair value through profit and loss				-	-	-
HDFC Liquid Fund- Growth (of Rs. 1000/- each)	2,77,228	11,138.13	-	11,771	457.17	-
ICICI Prudential Liquid- Regular Plan- Growth (of Rs. 100/- each)	36,07,110	10,931.10	-	36,07,109	10,550.80	-
Birla Sun Life Cash Plus- Growth-Regular Plan (of Rs. 100/- each)	35,42,063	11,664.34	-	35,42,063	11,254.75	-
DSP BlackRock Liquidity Fund- Institutional Plan- Growth (of Rs. 1000/- each)	3,57,742	10,444.84	-	1,46,901	4,145.78	-
ICICI Money Market Growth (of Rs. 100/- each)	17,37,404	5,091.84	-	-	-	
HDFC Ultra Short term (of Rs. 10/- each)	5,42,08,270	6,421.62	-	-	-	
DSP Low duration fund (of Rs. 10/- each)	3,28,39,296	5,098.30	-	-	-	
Investments Carried At FVTPL [B]		60,790.17	-		26,408.50	-
Total Unquoted Investments [A+B]		60,790.17	15,887.60		26,408.50	15,887.60
Aggregate value of unquoted investments		60,790.17	15,887.60		26,408.50	15,887.60
Aggregate value of impairment in value of investments					-	-

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6. Other Financial assets (Unsecured)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
a) Security Deposits				
- Considered good	0.69	160.65	7.09	175.15
- Items with significant increase in credit risk	3.05		3.05	-
	3.74	160.65	10.14	175.15
Less -Impairment Allowance (allowance for bad and doubtful Security Deposit)	(3.05)		(3.05)	-
	0.69	160.65	7.09	175.15
b) Interest accrued on Fixed Deposits	0.02	-	0.03	-
c) Contract assets		-	-	-
- Considered good	994.09	-	452.35	-
- Items with significant increase in credit risk	45.92	-	60.17	-
	1,040.01	-	512.52	-
Less -Impairment Allowance (allowance for bad and doubtful Contract Assets)	(45.92)	-	(60.17)	-
	994.09	-	452.35	-
d) Loan and Advances to employees	1.14	-	1.37	-
e) Others (Contractually reimbursable expenses)	10.63	-	38.36	-
f) Fees for IPO related services, recoverable from selling shareholders (refer note below)	159.01		-	-
Total	**1,165.58**	**160.65**	**499.20**	**175.15**

Note
Fees for IPO related services, recoverable from selling shareholders comprises expenses incurred in connection with proposed Initial Public offer (IPO) of the Company. As per understanding between the Company and the Selling Shareholders, all the IPO expenses other than listing fees will be borne by the Selling Shareholder .

Movement of Provision for doubtful Security deposits, Contract Assets and loan to employees:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
Balance at the begining of the year				
- Security deposits	3.05		3.05	-
- Contract Assets	60.17		-	-
Total	**63.22**		**3.05**	-
Provided/(reversed) during the year				
- Security deposits	14.25		-	-
- Contract Assets	-		60.17	-
Total	**14.25**		**60.17**	-
Balance at the end of the year				
- Security deposits	3.05		3.05	-
- Contract Assets	45.92		60.17	-
Total	**48.97**		**63.22**	-

6A. Inventories

Particulars	As at March 31, 2021	As at March 31, 2020
Traded Goods (at lower of cost or net realisable value)	157.69	1.84
Total	**157.69**	**1.84**

6B. Purchase of stock-in-trade

Particulars	As at March 31, 2021	As at March 31, 2020
Purchases	281.31	1,621.73
Purchase of stock-in-trade	**281.31**	**1,621.73**

6C. Changes in Inventories stock-in-trade

Particulars	As at March 31, 2021	As at March 31, 2020
Inventory at the beginning of the year (A)	1.84	94.16
Inventory at the end of the year (B)	157.69	1.84
Changes in inventories of stock-in-trade (A-B)	**(155.85)**	**92.32**

7. Other assets (Unsecured, considered good)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
a) Indirect taxes recoverable	76.08	-	846.65	-
b) Prepaid expenses	53.06	41.30	63.86	48.24
c) Advance to vendors	88.34	-	47.12	-
Total	**217.48**	**41.30**	**957.63**	**48.24**

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(All amounts in INR lakhs, unless otherwise stated)

8. Trade receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Receivable (Unsecured)		
(a) Considered Good	3,057.86	3,145.28
(b) Trade Receivables which have significant increase in credit risk	427.73	384.18
	3,485.59	3,529.46
Less: Impairment Allowance (allowance for bad and doubtful debts)	427.73	384.18
Total	**3,057.86**	**3,145.28**

Movement in Impairment Allowance (allowance for bad and doubtful debts)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	384.18	266.96
Add: Provision recorded during the year	43.55	117.22
Balance at the beginning of the year	**427.73**	**384.18**

(i) For details pertaining to related party receivables, refer note 29
(ii)Trade receivable are non-interest bearing and are generally receivables on terms 0 to 90 days

9. Cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Cash in hand	2.78	3.96
(b) Bank balances		
- In Current account	1,328.45	1,041.98
Total	**1,331.23**	**1,045.94**

10. Bank balance other than Cash and cash equivalents mentioned above

Particulars	As at March 31, 2021	As at March 31, 2020
<u>Other Bank Balance:</u>		
Deposit accounts with original maturity of more than 3 months but less than 12 months.	1.39	1.30
Total	**1.39**	**1.30**

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(All amounts in INR lakhs, unless otherwise stated)

11. Equity Share Capital

Particulars	As at March 31, 2021		As at March 31, 2020	
	Units	Rupees	Units	Rupees
Authorised Capital				
(A) Equity Share Capital				
Equity Shares of Rs 10/- each	2,00,30,000	2,003.00	1,00,30,000	1,003.00
(B) Preference Share Capital				
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
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each H Series	40,00,000	400.00	-	-
Issued, Subscribed and Fully Paid up				
(A) Equity Share Capital				
Equity Shares of Rs 10/- each	35,84,303	358.43	34,49,303	344.93
	35,84,303	358.43	34,49,303	344.93
(B) Instruments entirely in the nature of equity				
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
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each H Series	38,97,225	389.72	-	-
	3,88,00,540	3,880.06	3,49,03,315	3,490.34

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

Particulars	As at March 31, 2021		As at March 31, 2020	
	No.of Shares	Rupees	No.of Shares	Rupees
Equity shares				
At the beginning of the year	34,49,303	344.93	34,49,303	344.93
Add: Issued during the year at a premium of Rs. 1/- per share	1,35,000	13.50	-	-
At the end of the year	35,84,303	358.43	34,49,303	344.93
Instruments entirely in the nature of equity				
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each				
At the beginning of the year	3,49,03,315	3,490.34	3,49,03,315	3,490.34
Add: Issued during the year - Series H at a premium of Rs. 815.13 per share	38,97,225	389.72	-	-
At the end of the year	3,88,00,540	3,880.06	3,49,03,315	3,490.34

There has been no movement in any of the series of instruments in the nature of equity between April 1, 2019 till March 31, 2021 other than issue 3,897,225 Series H 8% Non-cumulative Compulsorily Convertible Preference shares of Rs. 10 each during the year ended March 31, 2021

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(All amounts in INR lakhs, unless otherwise stated)

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

Class of shares / Name of shareholder	As at March 31, 2021 Number of shares held	As at March 31, 2021 % holding in that class of shares	As at March 31, 2020 Number of shares held	As at March 31, 2020 % holding in that class of shares
Equity shares				
William Austin Ligon	1,92,730	5.38%	1,92,730	5.59%
Vinay Vinod Sanghi with Seena Vinay Sanghi	7,16,717	20.00%	4,50,050	13.05%
Bina Vinod Sanghi with Vinay Vinod Sanghi	1,83,333	5.11%	4,50,000	13.05%
Shree Krishna Trust	7,00,050	19.53%	7,00,050	20.30%
Highdell Investment Ltd	6,11,981	17.07%	6,11,981	17.74%
Macritchie Investments Pte. Ltd.	5,92,650	16.53%	5,92,650	17.18%
8% Non-cumulative Compulsorily Convertible Preference Shares (Series A to H)				
CMDB II	56,75,595	14.63%	56,75,595	16.26%
Highdell Investment Ltd	1,58,25,768	40.79%	1,45,26,693	41.62%
MacRitchie Investments Pte. Ltd.	1,21,33,327	31.27%	1,08,34,252	31.04%
Springfield Venture International	31,82,038	8.20%	31,82,038	9.12%

(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

Series	Conversion ratio	Conversion period
Series A Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 08.12.09 and 11.01.10 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series B Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 15.12.10 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series C Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 2.9.11 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series D Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 9.10.14 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series E Preference shares are compulsorily convertible preference shares.	1:1.1125624	At any time during the conversion period of 20 years from the date of issue i.e. 4.8.15 and 25.8.15 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.

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Series	Conversion ratio	Conversion period
Series F Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 12.1.16 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series F1 Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 29.4.16 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series G Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 3.2.17 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series H Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 5.6.20 and 01.10.20 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.

Rights of preference shares

Shareholders Agreement provides for transfer restrictions on shares held by parties. The Major Shareholders are not permitted to transfer any or all of the Restricted Shares without offering a right of first refusal to each of CMBD, Springfield, Highdell, Temasek, FIOL, Manbro, MSF, MCP and/or their permitted transferees ("ROFR Investors"). In the event the ROFR Investors do not exercise their right of first refusal, they are entitled to exercise a tag along right and sell their shareholding with the Major Shareholders.
Pursuant to the Shareholders Agreement, each of the Major Shareholders, CMDB, Springfield, and certain other shareholders collectively, have the right to nominate one Director on the Board. Highdell and Temasek have the right to nominate three directors each on to the Board. Further, each of CMDB, Highdell, Springfield, Temasek and the Major Shareholders are entitled to nominate one observer each to the Board and all the committees of the Board. The Majority Investors and the Major Shareholders have affirmative voting rights in respect of certain reserved matters including any alteration or change so as to adversely effect rights of Equity Shares, alteration or modification of authorized number of Equity Shares, fresh issuance of any security, creation of any new class of or series of Equity Shares. If the Company declares any dividend, in any Financial Year, each holder of Preference Shares shall, on a pari passu basis and subject to applicable Law, be entitled to receive a non-cumulative preferential dividend at the rate of 8% (Eight Percent).

v) Details, terms and conditions pertaining to Share Warrants

Share Warrant 1.

The Board of Directors of the Company at their meeting held on September 24, 2014 and as approved at its Extra Ordinary General Meeting held on September 24, 2014 had resolved to create, offer, issue and allot 800,000 warrants, convertible into 800,000 Equity shares of 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, rights 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 after conversion date (i.e., earlier of trigger date or 4 years from date of issue) upto period of 15 years from date of issue on payment of conversion price.

Share Warrant 2.

The Board of Directors of the Company at their meeting held on December 16, 2016 and as approved at its Extra Ordinary General Meeting held on December 20, 2016 had resolved to create, offer, issue and allot 776,707 and 140,045 warrants, convertible into 776,707 and 140,045 Equity shares of 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, rights to Mr. Vinay Sanghi in accordance with the terms of the warrant subscription agreement and the application money amounting to Rs. 0.45 Lakhs was received from him. The warrants may be converted into equivalent number of shares after conversion date (i.e., earlier of trigger date or 4 years from date of issue) upto period of 15 years from date of issue on payment of conversion price.

For information pertaining to subsequent events in relation with Share Capital, please refer note 35.

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12. Other equity

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
(a) Securities premium (refer note a below)	1,77,225.34	1,45,456.71
(b) Share based payment reserve (refer note b below)	2,725.80	2,326.66
(c) Retained earnings (refer note c below)	(19,175.25)	(27,233.07)
(d) Money received against share warrants (refer note 11)	4.46	4.46
Total	1,60,780.35	1,20,554.76

12.1. Securities premium

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year	1,45,456.71	1,45,456.71
Issue of 8% Non-cumulative Compulsorily Convertible Preference shares - Series H	31,767.28	-
Issue of Equity shares during the year on account of exercise of option	1.35	-
Balance at end of year (refer note a below)	**1,77,225.34**	**1,45,456.71**

12.2. Share based payment reserve (Refer Note 31)

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year	2,326.66	1,546.74
Recognition of Share based payments	575.14	922.46
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options (refer note 2.3)	(106.20)	(31.77)
Options forfeited during the year (refer note 2.3)	(69.80)	(110.77)
Balance at end of year (refer note b below)	**2,725.80**	**2,326.66**

12.3 Retained earnings

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year	**(27,233.07)**	**(28,243.73)**
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options (refer note 2.3)	106.20	31.77
Profit for the year	7,940.76	1,019.04
Adjustment pursuant to Ind AS 116 adoption (refer note 24)	-	(14.27)
Other comprehensive (Loss) / income arising from remeasurement of defined benefit obligation (net of income tax)	10.86	(25.88)
Balance at end of year (refer note c below)	**(19,175.25)**	**(27,233.07)**

12.4 Money Received against Share Warrant

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year (refer note 11)	4.46	4.46
Balance at end of year	**4.46**	**4.46**

a.Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

b.Share based payment reserve

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan and will be utilised on exercise of option.

c.Retained earnings.

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

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13. Provisions

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
Provision for employee benefits				
Gratuity	82.11	421.58	69.04	379.78
Compensated absences	37.19	-	41.33	-
Total	**119.30**	**421.58**	**110.37**	**379.78**

14. Trade Payables

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
Trade payables				
total outstanding dues of micro enterprises and small enterprises (refer note a below)	5.76	-	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises	1,170.85	-	1,103.95	-
			-	-
Total	**1,176.61**	**-**	**1,103.95**	**-**

a) Details of Dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at March 31, 2021	As at March 31, 2020
Principal amount due to suppliers under MSMED Act	5.76	-
Interest accrued and due to suppliers under MSMED Act on the above amount	-	-
Payment made to suppliers (other than interest) beyond appointed day during the year	-	-
Interest paid to suppliers under MSMED Act	-	-
Interest due and payable to suppliers under MSMED Act towards payments already made	-	-
Interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act	-	-

15. Other Financial Liabilities

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
(i) Security deposit received from customers	150.89	-	573.87	-
(ii) Employee related liabilities	239.52	-	193.34	-
Total	**390.41**	**-**	**767.21**	**-**

16. Other Liabilities

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
(i) Advances received from customers	47.95	-	43.70	-
(ii) Deferred Revenue	478.53	-	340.91	-
(iii) Statutory Dues	480.87	-	137.71	-
(iv) Employee Deposit	-	13.69	-	9.91
Total	1,007.35	**13.69**	**522.32**	**9.91**

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17. Revenue from operations (Revenue from contract with customers)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<u>Revenue from rendering of services</u>		
(i) Website services and fees	8,819.61	9,824.40
(ii) Commission and related income	329.74	467.25
<u>Revenue from sale of Goods</u>		-
(iii) Sale of Used cars	130.05	1,752.47
Total	**9,279.40**	**12,044.12**

Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Company's operations pre-dominantly relate to automotive digital systems which connect automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Company's operations predominantly relates to single reportable operating segment which are subject to same risk and rewards of operating and managing a media / platform for the automotive sector through website fees and commission and related services and trading of cars.

17.1 Performance Obligations: for the detailed performance obligation refer note 2.2 (f)

17.2 Contract Balances

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Receivables	3,057.86	3,145.28
Contract Assets (Net of Provision of Rs.45.92 lakhs (March 31, 2020 Rs. 60.17))	994.09	452.35
Contract Liabilities	(526.48)	(384.61)

Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days. In March 31, 2021, Rs. 427.73 lakhs (March 31, 2020: Rs. 384.18 lakhs) was recognised as provision for expected credit losses on trade receivables

Contract liabilities consists of Advance from customers and deferred revenue.

The Company has rendered the service and have recognised the revenue of Rs.340.91 Lakhs for year ended March 31, 2021, March 31, 2020 Rs. 488.87 Lakhs. It expects similarly to recognise revenue in year 2021-22 from the closing balance of deffered revenue as at March 31, 2021.
The Company usually renders services against the advance from customers within the next reporting period.

(All amounts in INR lakhs, unless otherwise stated)

18. Other Income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Income on		
Bank deposits	0.08	10.56
Income Tax Refund	7.58	28.12
Security Deposits	14.84	-
	22.50	**38.68**
Net gain on investment carried at fair value through Profit and Loss		
Gain on fair valuation of investment in mutual fund	1,681.67	1,522.20
Gain on sale of investment in mutual fund	-	23.99
	1,681.67	**1,546.19**
Other Non-Operating Income		
Liabilities no longer required written back	298.51	72.78
Profit on sale of Property, Plant and Equipment (Net)	0.35	2.78
Miscellaneous Income	42.24	6.51
	341.10	**82.07**
Total	**2,045.27**	**1,666.94**

19. Employee benefits expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020(Restated)
Salaries , wages and bonus	5,213.11	5,256.46
Gratuity (refer note 23)	105.61	94.75
Contributions to provident and other funds	188.76	191.57
Share-based payments to employees (refer note 31 and note 2.3)	505.34	811.69
Staff welfare expenses	99.61	171.97
Total	**6,112.43**	**6,526.44**

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant."

20. Finance costs

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest expense on finacial liabilites (lease liability)	27.78	58.42
Total	**27.78**	**58.42**

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21. Other expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Power and fuel	48.13	87.96
Rent (Refer note 24)	15.17	36.96
Commission and related expense	304.12	476.89
Repairs and maintenance - Others	76.42	87.55
Insurance	6.10	4.74
Rates and taxes	34.42	10.44
Telephone and Communication	63.29	78.05
Travelling and conveyance	122.86	348.55
Legal and professional fees	307.38	148.02
Payments to auditors (refer note 32)	16.00	23.84
Advertisement, Marketing and Sales Promotion Expenses	1,126.89	2,238.47
Website Hosting Charges	241.63	217.98
Impairment allowance on on financial assets	57.79	192.41
Bad Debts Written Off	-	8.73
Bank Charges	3.31	1.00
CSR Expenses (refer note 34)	13.30	-
Membership and Subscription fees	50.05	30.19
Miscellaneous expenses	64.38	35.62
Total	**2,551.24**	**4,027.40**

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Note 22 : Income tax

(i) Income tax recognised in Statement of Profit and Loss for the year ended March 31, 2021

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Current tax	1.83	(93.25)
Deferred tax	-	
Initial recognition of deferred tax asset consequent to revision in estimate (Refer note (iii) below)	(5,918.68)	-
Income tax expense recognised in profit or loss	**(5,916.85)**	**(93.25)**

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

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit before tax	2,023.91	925.79
	25.17%	25.17%
Income tax expense at enacted tax rate	509.42	233.02
Effect of expenses that are not deductible in determining taxable profit	126.85	218.97
Effect of expenses that are not deductible in determining taxable profit , but not claimed as an expense in books		(2,775.10)
Effect of unused tax losses and tax offsets not recognised as deferred tax assets	(638.08)	2,323.11
Adjustments pertaining to prior years		(93.25)
Initial recognition of deferred tax on account of revision in estimate (Refer note (iii) below)		
a. unused tax losses and unabsorbed depreciation of earlier years	(6,454.99)	-
b. other items of earlier years	539.96	-
Income tax expense recognised in profit or loss	(5,916.85)	(93.25)

iii) Till March 31, 2020, the Company did not recognise deferred tax asset ('DTA') on the timing differences mainly arising from brought forward losses and unabsorbed depreciation due to the absence of reasonable certainty in accordance with Ind-AS 12. Pursuant to the changes in the Finance Bill 2021, goodwill of a business or profession is not to be considered as depreciable asset and no depreciation to be allowed in any situation for assessment years beginning on April 1, 2020. Depreciation on goodwill was one of the larger components contributing to accumulation of losses till foreseeable future for the Company. Given this proposed change in law, the Company has revised its estimate with respect to utilization of certain portion of its brought forward losses and unabsorbed depreciation relating to earlier years, to the extent it can be offset against future taxable profits and has accordingly recorded a Deferred Tax Asset of Rs. 6,455 Lakhs during year ended March 31, 2021 in view of reasonable certainty based on revised estimates due to change in law. Further, the Company has also recognised net deferred tax liability of Rs.539.96 lakhs which was hitherto not recognised due to the lack of reasonable certainty of realis ability of brought forward losses and unabsorbed depreciation.

iv) Pursuant to the Taxation Laws (Amendment) Act, 2019, corporate assesses have been given the option under section 115BBA of the Income Tax Act, 1961 to apply lower income tax rate with effect from April 1, 2019, subject to certain conditions specified therein. The Company has assessed the impact of the Law and has availed the beneficial (lower) rate of tax.

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(All amounts in INR millions, unless otherwise stated)

22.1. Components of deferred tax assets (net)

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred tax asset:		
Impact of employee related retirement and other liabilities	139.78	123.37
Impact of Impairment allowance on trade recievables and contract assets	107.65	96.70
Property, plant and equipment: Impact of difference between tax depreciation and depreciation charged for financial reporting	(33.43)	(8.24)
Impact of deferred tax on unused tax losses and unabsorbed depreciation (Refer note 22.2 and 22.3 below)	18,133.06	18,204.84
Impact of Deferred tax due on Ind AS 116 adjustments	112.58	-
Deferred tax liabilities:		
Financial instruments at fair value through Profit and loss	(862.89)	(383.14)
Total deferred tax assets (net)	17,596.75	18,033.53
Less: Deferred tax assets (net), not recognised - Refer note 22 (iii) below	11,678.07	18,033.53
Total deferred tax assets (net) recognised	**5,918.68**	-

Reconciliation of deferred tax assets :

Particulars	As at March 31, 2021	As at March 31, 2020
Opening balance	-	-
Tax income / (expense) during the year recognised in profit & loss	5,918.68	-
Tax income / (expense) during the year recognised in OCI	(3.65)	-
Closing balance	**5,915.03**	-

22.2 Unused tax losses and unabsorbed depreciation, are attributable to the following:

Particulars	As at March 31, 2021	As at March 31, 2020
Unabsorbed Depreciation (no expiry)	45,137.05	45,137.05
Unused tax losses (see below)	26,494.10	26,977.05

22.3 Breakup of expiry of balances

	As at March 31, 2021 Amount	As at March 31, 2020 Amount
2020	-	482.95
2021	1,257.68	1,257.68
2022	1,563.18	1,563.18
2023	6,792.04	6,792.04
2024	13,152.04	13,152.04
2025	2,478.49	2,478.49
2026	1,092.15	1,092.15
2027	158.52	158.52
Total	**26,494.10**	**26,977.05**

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Note 23: Employee Benefits

a) Defined Contribution Plans

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

Both the employees and the Company make pre-determined contributions to the provident fund. Amount recognized as expense amounts to Rs.188.76 Lakhs for the year ended March 31, 2021 (March 31, 2020 : Rs. 191.57 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, 2021 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, 2021 and year ended March 31, 2020 for the defined benefit scheme is as under:

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
I. Principal Actuarial assumptions		
Discount rate	6.05%	6.25%
Expected rate of salary increase	8.00%	8.00%
Mortality tables	IALM 2012-14	IALM 2012-14
Withdrawal Rates	20% p.a. at younger ages reducing to 23% p.a. at older ages	20% p.a. at younger ages reducing to 23% p.a. at older ages
Weighted average duration (in years)	5.24	5.11

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	
	As at March 31, 2021	As at March 31, 2020
II. Components of defined benefit costs recognised in the Statement of Profit and loss		
Service cost:		
Current service cost	79.07	68.14
Net interest expense	25.89	26.61
Components of defined benefit costs recognised in the Statement of Profit and loss (Refer Note 19)	**104.96**	**94.75**

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
III. Components of defined benefit costs recognised in the other comprehensive income		
Remeasurement on the net defined benefit liability:		
Actuarial (gains) / losses arising from changes in financial assumptions	5.05	22.28
Actuarial (gains) / losses arising from changes in demographic assumptions		(1.79)
Actuarial (gains) / losses arising from changes in experience adjustments	(19.56)	5.39
Components of defined benefit costs / (income) recognised in other comprehensive income	**(14.51)**	**25.88**

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Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
IV. Change in the defined benefit obligation		
Opening defined benefit obligation	448.82	369.82
Current service cost	79.07	68.14
Interest cost	25.89	26.61
Remeasurement (gains)/losses:		
Actuarial (gains) / losses arising from changes in financial assumptions	5.05	22.28
Actuarial (gains) / losses arising from changes in demographic assumptions	-	(1.79)
Actuarial (gains) / losses arising from changes in experience adjustments	(19.55)	5.39
Benefits paid	(35.59)	(41.63)
Closing defined benefit obligation	**503.69**	**448.82**

Sensitivity Analysis for Entities

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
Defined Benefit Obligation - Discount Rate + 50 basis points	491.26	438.08
Defined Benefit Obligation - Discount Rate - 50 basis points	516.75	460.08
Defined Benefit Obligation - Salary Escalation Rate + 50 basis points	516.45	459.84
Defined Benefit Obligation - Salary Escalation Rate - 50 basis points	491.42	438.20
Defined Benefit Obligation - Rate of employee turnover + 10 basis points	496.41	442.87
Defined Benefit Obligation - Rate of employee turnover - 10 basis points	512.02	455.62

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, 2021	As at March 31, 2020
1st Following year	78.66	69.04
2nd Following year	71.44	64.31
3rd Following year	64.97	60.63
4th Following year	59.44	57.40
5th Following year	54.47	53.55
Sum of years 6 to 10	209.41	187.72

c. Leave plan and compensated absences

The liability for compensated absences for the year ended March 31, 2021 is Rs.37.19 lakhs (March 31, 2020 : Rs 41.33 lakhs) shown under provisions.

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Note 24 : Leases

The Company has adopted Ind AS 116 "Leases" from April 01, 2019, which resulted in changes in accounting policies in the financial statements.

Transition
Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. The Company has recognised assets of Rs. 783.97 lakhs and liability of Rs. 821.21 lakhs and has recognised the cumulative adjustment of Rs.14.27 lakhs to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right to use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the lessee's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted.

The following is the summary of practical expedients elected on initial application:

a) Applying a single discount rate to a portfolio of leases with reasonably similar characteristics
b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
d) Covid-19-Related Rent Concessions: The amendment provided relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, the Company has elected not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. This amendment had an impact of Rs. 41.55 lakhs (recognised under miscellaneous income) during the year ended March 31, 2021.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 9,40%.. Following are the changes in the carrying value of right of use assets for the year ended March 31, 2021:

	Mar-21	Mar-20
Opening balance	405.80	
Additions **(Note 3)**	438.82	783.97
Depreciation expense **(Note 4C)**	(388.34)	(378.17)
Closing Balance	**456.28**	**405.80**

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the year:

	For year ended March 31, 2021	**For year ended March 31, 2020**
Opening Balance	**455.52**	**-**
Additions	415.09	821.21
Accretion of interest	27.78	58.42
Payments	(440.84)	(424.11)
Closing Balance	**457.55**	**455.52**
Current	262.51	414.21
Non-current	195.04	41.31

The following are the amounts recognised in Profit or Loss:

	For year ended March 31, 2021	**For year ended March 31, 2020**
Depreciation expense of right-of-use assets	(388.34)	(378.17)
Interest expense on lease liabilities	(27.78)	(58.42)
Other expenses (Lease payment)	440.84	424.11
Total amount recognised in Profit or Loss	**24.72**	**(12.48)**

C. Impact on Statement of cashflow (increase/(decrease))

Particulars	For year ended March 31, 2021	For year ended March 31, 2020
Operating lease payments	440.84	424.11
Ne cashflow from operating activities	440.84	**424.11**
Payment of principle portion of lease liabilities	(27.78)	(58.42)
Payment of interest portion of lease liabilities	(413.06)	(365.69)
	(440.84)	**(424.11)**

Note 25: Earnings per share (EPS)

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

Particulars		For year ended March 31, 2021	For year ended March 31, 2020 (Restated)
Profit attributable to ordinary shareholders (Rs in lakhs)	A	7,940.76	1,019.04
Add : Adjustments for effect of dilution	B	-	-
Profit attributable to equity holders adjusted for the effect of dilution (Rs in lakhs)	C=A-B	7,940.76	1,019.04
Weighted average number of Equity shares	D	34,78,550	34,49,303
Add: Impact of ordinary shares to be issued upon conversion of compulsarily convertible preference shares	E	3,78,62,036	3,52,99,477
Weighted average number of -shares for Basic EPS	F=D+E	4,13,40,586	3,87,48,780
Effect of dilution:			
Impact of ordinary shares to be issued upon conversion of Share Warrants	G	17,16,752	17,16,752
Impact of employee stock options	H	44,73,268	26,43,268
Weighted average number of Equity shares adjusted for the effect of dilution	I=F+G+H	**4,75,30,606**	**4,31,08,800**
Basic earnings per share (in Rs)	J=C/F	**19.21**	**2.63**
Diluted Earnings per ordinary shares (in Rs)	K=C/I	**16.71**	**2.36**

Note : Earning Per Share have been restated to include the impact of compulsorily convertible preference shares outstanding as at each reporting date (which increased the denominator) and consider the impact of change on account of restatements.

Note 26: Segment reporting

Since the segment information as per IndAS 108 – Operating segments, is provided in the Consolidated Financial Statements, separate segment information is not required to be presented in the separate financial statements.

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

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CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
Notes forming part of the financial statements as at and for the year ended March 31, 2021
(All amounts in INR lakhs, unless otherwise stated)

Note 27 : Financial Instruments

(i) Categories of financial instruments

Particulars	As at March 31, 2021	As at March 31, 2020
Financial assets		
Measured at FVTPL		
Current Investments - Mutual Funds	60,790.17	26,408.50
Measured at amortised cost		
Trade Receivables	3,057.86	3,145.28
Cash and cash equivalents	1,331.23	1,045.94
Bank balance other than Cash and cash equivalents mentioned above	1.39	1.30
Other financial assets	1,326.23	674.35
Financial liabilities		
Measured at amortised cost		
Trade payables	1,176.60	1,103.95
Other financial liabilities	390.41	767.21
Lease liabilities	457.55	455.52

(ii) Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade payables and lease liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivables, and cash and cash equivalents that derive directly from its operations. The Company holds investments mutual funds.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(ii)(a)Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk and other price risk, such as equity price. Financial instruments affected by market risk include debt and equity investments

Foreign currency risk

The Company 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 Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period, which are not hedged is Nil.

(ii)(b) Credit risk management

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

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

The Ageing analysis of trade receivables (net) before adjustment of impairment allowance of ₹ 427.73 lacs (31 March 2020 ₹ 384.18 lacs) as of the reporting date is as follows:

Particular	As at	
	31 March 2021	31 March 2020
0-30 days	2,026.14	2,252.37
30-90 days	633.47	339.92
90-180 days	158.93	453.08
181-365 days	166.40	138.96
Above 365 days	500.65	345.13
Total	**3,485.59**	**3,529.46**

S. R. BATLIBOI & ASSOCIATES
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(ii)(c) Financial instruments and cash deposits note

The Company invests mutual funds with Balanced risk. The Company's financial instruments at fair value through OCI . The Company recognised provision for expected credit losses/profit on its instruments at fair value through OCI .
The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2021 and 31 March 2020 is the carrying amounts as per Note 5 .

(ii)(d) Liquidity risk management

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at respective reporting dates

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2021

Particulars	On Demand	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	1,176.60	-	1,176.60
Other financial liabilities	-	390.41	-	390.41
Lease Liabilities	-	195.04	262.51	457.55
Total	-	1,762.05	262.51	2,024.56

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2020

Particulars	On Demand	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	1,103.95	-	1,103.95
Other financial liabilities	-	767.21	-	767.21
Lease Liabilities	-	414.21	41.31	455.52
Total	-	2,285.37	41.31	2,326.68

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(All amounts in INR lakhs, unless otherwise stated)

Note 28 : Fair Value Measurement

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

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. In accordance with Ind AS, the Company's investments in debt mutual funds have been fair valued. The Company has designated investments as fair value through profit and loss. Management assessed that the carrying values of cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their fair values largely due to the short-term maturities of these instruments.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities with carrying amounts that are reasonable approximations of fair values

Particulars	As at March 31, 2021		As at March 31, 2020	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Financial assets at amortised cost:				
Trade Receivables	3,057.86	3,057.86	3,145.28	3,145.28
Cash and cash equivalents	1,331.23	1,331.23	1,045.94	1,045.94
Bank balance other than Cash and cash equivalents mentioned above	1.39	1.39	1.30	1.30
Other financial assets	1,326.23	1,326.23	674.35	674.35
		-		
Financial Liabilities		-		
Financial liabilities held at amortised cost:		-		-
Trade payables	1,176.60	1,176.60	1,103.95	1,103.95
Other financial liabilities	390.41	390.41	767.21	767.21
Lease liabilities	457.55	457.55	455.52	455.52

The Company uses the hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques as mentioned in accounting policies:

Financial Asset/ Financial Liabilities	Fair Value		Fair Value Hierarchy	Valuation technique and key inputs
	As at March 31, 2021	As at March 31, 2020		
Financial assets				
Investment in Mutual Fund	60,790.17	26,408.50	Level 1	Quoted price in active markets (Net Asset Value issued by fund)

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Note 29: Related party transactions

A .Details of related parties

Description of relationship	Names of related parties
Subsidiaries (held directly)	Shriram Automall India Limited
	CarTrade Finance Private Limited
Subsidiaries (held indirectly)	CarTradeExchange Solutions Private Limited Adroit Inspection Services Private Limited Augeo Asset Management Private Limited
Key Management Personnel	Mr. Vinay Sanghi (Chief Executive Officer and Director)
	Mrs.Aneesha Menon (Chief Financial Officer) (w.e.f. July 01, 2020)
	Mr.Lal Bahadur Pal (Company Secretary)
Relatives of key management personnel	Mr. Varun Sanghi
	Ms.Diya Sanghi (April 26, 2020 to August 31, 2020)
	Rashi Uday Gangwal (w.e.f. July 1, 2020)

Note: The transaction with related parties are made on terms equivalent to those that prevail in arm's length transaction

S. No.	Particulars	Year ended March 31, 2021	Year ended March 31, 2020
	Nature of Transactions/ Names of Related Parties		
A	**Subsidiary (Shriram Automall India Limited)**		
1	Reimbursement of expenses	37.11	35.85
B	**Subsidiary (CarTradeExchange Solutions Private Limited)**		
1	Reimbursement of expenses	108.83	155.44
2	Commission and related expense	303.48	472.78
3	Commission and related income	10.00	10.00
C	**Subsidiary (CarTarde Finance Private Limited)**		
1	Investment in equity shares	-	250.00
2	Reimbursement of expenses	46.74	6.84
3	Advance given	-	4.53
D	**Remuneration to Key management personnel (Refer Note 1 below)**		
1	Vinay Sanghi	564.96	474.23
2	Aneesha Menon	76.59	-
3	Lal Bahadur Pal	17.29	17.11
F	**Remuneration to relatives of key management personnel (Refer Note 1 below)**		
1	Varun Sanghi	24.22	16.76
2	Diya Sanghi	1.04	-
3	Rashi Uday Gangwal	10.63	-

S. No.	Particulars	As at March 31, 2021	As at March 31, 2020
	Balance outstanding		
A	**Shriram Automall India Limited**		
1	Trade Receivable	10.92	22.05
B	**CarTradeExchange Solutions Private Limited**		
1	Trade Payable	324.78	307.97
2	Trade Receivable	251.03	89.87
C	Adroit Inspection Services Private Limited - (Advance given)	22.42	22.42
D	CarTrade Finance Private Limited	53.36	4.53

Note 1 : Remuneration to KMP includes share based payment expenses of Rs.91.93 lacs determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 2: The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operations.

(All amounts in INR lakhs, unless otherwise stated)

30. Capital Management

For the purpose of the Company's capital management, capital includes equity capital, convertible preference shares 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 each year end, the Company has only one class of equity shares and has lease liabilities and no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for re-investment into business based on its long term financial plans.

31 . Employee Stock Option Scheme

(a) In 2010, 2011, 2014 and 2015 the Company had instituted an Equity settled "Employee Stock Option Plan 2010" (ESOP 2010), "Employee Stock Option Plan 2011" (ESOP 2011), "Employee Stock Option Plan 2014" (ESOP 2014) and "Employee Stock Option Plan 2015" (ESOP 2015) for its employees and directors. The "ESOP 2010", "ESOP 2011" ,"ESOP 2014" and "ESOP 2015" are administered through by the Board. Under the scheme, the Board has accorded its consent to grant options exercisable into not more than 447,500 (under "ESOP 2010"), 802,608 (under "ESOP 2011") 300,710 (under "ESOP 2014") ,1,355,000 (under "ESOP 2015"),1,134,241 (under "ESOP 2021 I") and 2,000,000 (under "ESOP 2021 II") Equity Shares of Rs. 10 each of the Company.

Particulars	No of options in Pool	Maximum number / % of Options that shall vest
ESOP Scheme 2010	4,47,500	25% vests every year
ESOP Scheme 2011	8,02,608	25% vests every year
ESOP Scheme 2014	3,00,710	25% vests every year
ESOP Scheme 2015	13,55,000	25% vests every year
ESOP Scheme 2021 I	11,34,241	25% vests every year
ESOP Scheme 2021 II	20,00,000	15,00,000 option vest in one year and balance 25% vests every year

The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2015:

Particulars	March 31, 2021	March 31, 2020
Dividend yield (%)	0%	0%
Expected volatility (%)	44.80%	44.80%
Risk free interest rate (%)	7.13%	7.13%
Spot price (Rs)	373.13	373.13
Exercise price (Rs)	271.57	220.55
Expected life of options granted in the year (in years)	7	7

The details of activity under ESOP Scheme 2010

Particulars	March 31, 2021	March 31, 2020
Outstanding at the beginning of the year (Weighted average exercise price for each year Rs.19.16)	1,97,500	1,97,500
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year *	(1,35,000)	-
Outstanding at the end of the year	62,500	1,97,500
Weighted average exercise price of options outstanding at the end of year (in Rs.)	14.43	19.16
No. of Option vested until year end	62,500	1,97,500
Weighted average remaining contractual life (in years)	0.30	0.87
Weighted average exercise price of options on the date of grant (in Rs.)	19.16	19.16
Weighted average Fair Value of options (in Rs.)	7.17	4.08

*Options exercised during the year ended March 31, 2021 at an exercise price of Rs. 11/- and fair value of shares as on date of exercise of Rs. 825/-

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The details of activity under ESOP Scheme 2011

Particulars	March 31, 2021	March 31, 2020
Outstanding at the beginning of the year	7,60,058	7,60,058
Weighted average exercise price of options outstanding at the beginning of year (in Rs.)	28.74	28.74
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	-	-
Outstanding at the end of the year	7,60,058	7,60,058
Weighted average exercise price of options outstanding at the end of year (in Rs.)	28.74	28.74
No. of Option vested until year end	7,60,058	7,60,058
Weighted average remaining contractual life (in years)	1.82	2.82
Weighted average Excersice price of options on the date of grant (in Rs.)	28.74	28.74
Fair Value of options (in Rs.)	10.50	10.50

The details of activity under ESOP Scheme 2014

Particulars	March 31, 2021	March 31, 2020
Outstanding at the beginning of the year (Weighted average exercise price for each year Rs.205.34)	3,00,710	3,00,710
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	-	-
Outstanding at the end of the year (Weighted average exercise price for each year Rs.205.34)	3,00,710	3,00,710
No. of Option vested until year end	3,00,710	3,00,710
Weighted average remaining contractual life (in years)	3.59	4.59
Weighted average Excersice price of options on the date of grant (in Rs.)	205.34	205.34
Fair Value of options (in Rs.)	2.93	2.93

The details of activity under ESOP Scheme 2015

Particulars	March 31, 2021	March 31, 2020
Outstanding at the beginning of the year	13,85,000	13,95,000
Granted During the year	-	45,000
Forfeited during the year	-	(17,500)
Exercised During the year	-	-
Lapsed During the year	(35,000)	(37,500)
Outstanding at the end of the year	13,50,000	13,85,000
Weighted average exercise price of options outstanding at the beginning of year (in Rs.)	220.55	278.04
Weighted average exercise price of options outstanding at the end of year (in Rs.)	271.57	220.55
No. of Option vested until year end	11,05,000	9,90,000
Weighted average remaining contractual life (in years)	5.82	6.84
Weighted average Excersice price of options on the date of grant (in Rs.)	282.78	227.23
Fair Value of options (in Rs.)	161.76	134.38

Weighted average exercise price of options granted, forfeited and lapsed during the year ended March 31, 2021 and year ended March 31, 2020 is Rs. 472/-

The details of activity under ESOP Scheme 2021 II

Particulars	March 31, 2021	March 31, 2020
Outstanding at the beginning of the year	-	-
Granted During the year	20,00,000	-
Forfeited during the year	-	-
Exercised During the year	-	-
Lapsed During the year	-	-
Outstanding at the end of the year	20,00,000	-
Weighted average exercise price of options outstanding at the beginning of year (in Rs.)	-	-
Weighted average exercise price of options outstanding at the end of year (in Rs.)	825	-
No. of Option vested until year end	-	-
Weighted average remaining contractual life (in years)	7.00	-
Weighted average Excersice price of options on the date of grant (in Rs.)	825.00	-
Fair Value of options (in Rs.)	967.26	-

S.R. BATLIBOI & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Note 32: Payment to auditors

Particulars	As at March 31, 2021	As at March 31, 2020
To statutory auditor		
i) For Audit fees	33.50	21.00
ii) For Other services	-	2.00
iii) For reimbursement of expenses	-	0.84
Less: Fees for IPO related services, recoverable from selling shareholders	(17.50)	-
Total	16.00	23.84

33. Capital and other commitments

Particulars	As at March 31, 2021	As at March 31, 2020
Estimated amount of contracts remaining to be executed on capital account and not provided for	17.50	-

34. Details of CSR expenses

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Gross amount required to be spent by the Company during the year	-	-
Amount spent during the year [A]		
(1) Construction/acquisition of any assets	-	-
(2) Purpose other than (1) above	13.30	-
Total [B]	13.30	-
Excess Spend [C = A-B]	(13.30)	-

35. Events after the reporting period

a) On April 8, 2021 the Company has allotted 13,36,310 shares of Rs. 10 each at a price of Rs. 1,376.80/- per share, raising Rs. 18,398.37 lakhs on a preferential basis.

b) On April 8, 2021, Mr. Vinay Vinod Sanghi, Whole Time Director of the Company exercised his option to convert 17,16,752 warrants (refer note 11 (v)) into
(i) 7,76,707 equity shares at a price of Rs. 510 per share, aggregating to Rs. 3961.2 lakhs;
(ii) 1,40,045 equity shares, at a price of Rs. 596 per share, aggregating to Rs. 834.7 lakhs; and
(iii) 8,00,000 equity shares, at a price of Rs. 117 per share, aggregating to Rs. 936.0 lakhs.

c) On April 1, 2021 the Company has granted 2,30,000 ESOP options under ESOP 2021 I to various employee of the Company including KMP vide Compensation committee and Board Meeting dated April 23, 2021.

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(All amounts in INR lakhs, unless otherwise stated)

36. In view of the COVID-19 pandemic, the Company has assessed the counterparty credit risk in case of financial assets (comprising of cash and cash equivalents, bank deposits and investments in mutual funds) and considered subsequent recoveries, past trends, credit risks profile of customers in case of trade receivables and unbilled revenues. The company while assessing Right to Use Asset and Goodwill, has considered past trend, future business projections and does not foresee either significant down-sizing of its operations or any changes in lease terms. As at the balance sheet date, the Company has evaluated the impact of COVID 19 on its financial statements. The impact of COVID 19 may differ from that estimated as at the date of approval of these financial statements.

As per our report of even date
For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

per Govind Ahuja

Partner

Membership no: 48966
Place: Mumbai
Date:July 13, 2021

For and on behalf of the Board of Directors
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi Chairman,Managing Director and Chief Executive Officer	**Aneesha Menon** Chief Financial Officer and Director	**Lalbahadur Pal** Company Secretary and Compliance Officer
DIN: 00309085 Place: Mumbai Date: July 13, 2021	DIN: 07779195 Place: Mumbai Date: July 13, 2021	ACS: 40812 Place: Mumbai Date: July 13, 2021

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29 Senapati Bapat Marg
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Mumbai - 400 028, India
Tel : +91 22 6819 8000

INDEPENDENT AUDITOR'S REPORT

To the Members of CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited) (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2021, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2021, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

a) We draw attention to Note 2.4 to the financial statements, which describes the impact of lower recognition of intangible assets and controlling stake in a business combination and forfeiture/cancellation and disclosure of employee stock options and it's consequent impact on the total comprehensive income and on earnings per share, which has led to restatement of the financial statements as at April 01, 2019, as at and for the year ended March 31, 2020.

b) We draw attention to Note 42 to the consolidated financial statements, which describes the uncertainties and the impact of COVID 19 on carrying value of receivables, unbilled revenues, Right to Use assets, Investment in subsidiaries and achievement of business plans, as assessed by the management.

Our opinion is not qualified in respect of these matters.

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

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

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

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

S.R. BATLIBOI & ASSOCIATES LLP MUMBAI

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of two subsidiaries, whose financial statements include total assets of Rs 414.38 lakhs as at March 31, 2021, and total revenues of Rs 86.60 lakhs and net cash inflows of Rs 10.30 lakhs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

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

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

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

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 1" to this report;

S.R. BATLIBOI & ASSOCIATES LLP MUMBAI

(g) The provisions of section 197 read with Schedule V of the Act are not applicable to the Holding Company and its subsidiaries incorporated in India for the year ended March 31, 2021 except one subsidiary to which section 197 is applicable, where in our opinion, the managerial remuneration paid by the subsidiary company to its Managing Director for the year ended March 31, 2021 is in excess by Rs 27.60 lakhs of the limits applicable and requisite approvals mandated under section 197 of the Act, read with Schedule V to the Act. We have been informed by the management that the subsidiary company proposes to obtain approval of the shareholders in its general meeting by way of a special resolution;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us [and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

  i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated financial statements – Refer Note 37 to the consolidated financial statements;

  ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2021;

  iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, incorporated in India during the year ended March 31, 2021.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja
Partner
Membership Number: 048966
UDIN: 21048966AAAACK1287

S. R. BATLIBOI & ASSOCIATES LLP * CHARTERED ACCOUNTANTS * MUMBAI

Place of Signature: Mumbai
Date: July 13, 2021

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CARTRADE TECH LIMTED (FORMERLY KNOWN AS MXC SOLUTIONS INDIA PRIVATE LIMITED)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated financial statements of CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited) as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited) (hereinafter referred to as the "Holding Company") and its subsidiary companies as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both, issued by the ICAI, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

A Company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

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

Opinion

In our opinion, the Holding Company and its subsidiary companies has, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, insofar as it relates to one subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditors of this subsidiary company incorporated in India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

S.R. BATLIBOI & ASSOCIATES LLP * CHARTERED ACCOUNTANTS * MUMBAI

per Govind Ahuja
Partner
Membership Number: 048966
UDIN: 21048966AAAACK1287

Place of Signature: Mumbai
Date: July 13, 2021

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
Consolidated Balance Sheet as at March 31, 2021
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note	As at March 31, 2021	As at March 31, 2020 (Restated)
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	5,112.09	4,969.24
(b) Capital work-in-progress	3A	49.30	19.20
(c) Goodwill	4A	89,796.10	89,796.10
(d) Other Intangible Assets	4B	2,537.68	3,132.87
(e) Right of Use Assets	3	4,798.69	3,643.06
(f) Financial Assets			
(i) Investments	5	1,805.27	2,055.08
(ii) Other financial assets	6	2,456.30	495.98
(g) Deferred Tax assets (net)	24	6,541.75	408.06
(h) Income Tax assets (net)	23	1,078.08	493.93
(i) Other non- current assets	8	198.70	217.59
Total Non - Current Assets		**1,14,373.96**	**1,05,231.11**
Current assets			
(a) Inventories	6A	157.69	1.84
(b) Financial Assets			
(i) Investments	5	62,743.69	27,419.52
(ii) Trade receivables	9	4,729.70	4,669.21
(iii) Cash and cash equivalents	10	2,199.41	1,952.08
(iv) Bank balance other than cash and cash equivalents mentioned above	11	248.47	207.27
(v) Loans	7	4,930.00	3,785.00
(vi) Other financial assets	6	3,069.59	2,091.23
(c) Income Tax assets (net)	23	-	168.48
(d) Other current assets	8	567.10	1,276.18
Total Current Assets		**78,645.65**	**41,570.81**
Total Assets		**1,93,019.61**	**1,46,801.92**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	12	358.43	344.93
(b) Instruments entirely in the nature of equity	12	3,880.06	3,490.34
(c) Other Equity	13A	1,63,779.31	1,22,218.96
Equity attributable to owners of the Company		**1,68,017.80**	**1,26,054.23**
Non Controlling Interests	13B	8,219.19	6,958.53
Total Equity		**1,76,236.99**	**1,33,012.76**
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	32	4,639.90	3,457.24
(b) Deferred tax liabilities	24	631.03	788.79
(c) Provisions	14	451.66	419.09
(d) Other non-current liabilities	17	13.69	9.91
Total non - Current Liabilities		**5,736.28**	**4,675.03**
Current liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	32	815.23	757.75
(ii) Trade payables	15		
- total outstanding dues of micro enterprises and small enterprises		5.76	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		2,223.14	1,956.25
(iii) Other financial liabilities	16	5,869.67	4,931.93
(b) Other current liabilities	17	1,796.67	1,140.35
(c) Provisions	14	335.87	327.85
Total Current Liabilities		**11,046.34**	**9,114.13**
Total Liabilities		**16,782.62**	**13,789.16**
Total Equity and Liabilities		**1,93,019.61**	**1,46,801.92**
Summary of significant accounting policies	2.3		

The accompanying notes are an integral part of the financial statements
As per our report of even date
For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

S. R. BATLIBOI & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

per Govind Ahuja
Partner

Membership no: 048966
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors of CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi
Chairman, Managing director and Chief Executive Officer
DIN: 00309085
Place: Mumbai
Date: July 13, 2021

Aneesha Menon
Chief Financial Officer and Director
DIN: 07779195
Place: Mumbai
Date: July 13, 2021

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812
Place: Mumbai
Date: July 13, 2021

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
Consolidated Statement of Profit and Loss for the year ended March 31, 2021
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note	For the year ended March 31, 2021	For the year ended March 31, 2020 (Restated)
Income			
Revenue from operations	18	24,968.32	29,828.20
Other income	19	3,184.04	2,003.20
Total Income		**28,152.36**	**31,831.40**
Expenses			
Purchase of Stock-in-trade	6B	281.31	1,621.73
Changes in inventories of stock-in-trade	6C	(155.85)	92.32
Employee Benefits Expense	20	13,010.99	13,307.86
Finance Cost	21	429.78	348.94
Depreciation and amortisation expense	4C	1,992.73	1,725.30
Other expenses	22	7,895.53	10,844.03
Total Expense		**23,454.49**	**27,940.18**
Profit before tax		**4,697.87**	**3,891.22**
Tax expense / (benefit)	23		
Current tax		977.46	1,417.59
Adjustment of tax relating to earlier periods		(232.76)	52.33
Deferred tax credit		(6,387.31)	(468.90)
Total tax expense / (credit)		**(5,642.61)**	**1,001.02**
Profit for the year		**10,340.48**	**2,890.20**
Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss			
Remeasurement gain on defined benefit plans		76.27	51.13
Income tax effect on above		(19.19)	(19.38)
Total Other Comprehensive Income		**57.08**	**31.75**
Total Comprehensive Income		**10,397.56**	**2,921.95**
Profit attributable to:			
- Equity holders of the Parent		9,249.90	2,055.07
- Non-controlling interests		1,090.58	835.13
Other Comprehensive Income attributable to:			
- Equity holders of the Parent		36.48	5.91
- Non-controlling interests		20.60	25.84
Total Comprehensive Income attributable to:			
- Equity holders of the Parent		9,286.38	2,060.98
- Non-controlling interests		1,111.18	860.97
Earnings per equity share (face value of Rs. 10/- each)	27		
Basic (In Rs.)		22.37	5.30
Diluted (In Rs.)		19.46	4.77
Summary of significant accounting policies	2.3		

The accompanying notes are an integral part of the financial statements

As per our report of even date
For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

S. R. BATLIBOI & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

per Govind Ahuja
Partner

Membership no: 048966
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors of CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi
Chairman, Managing director and Chief Executive Officer
DIN: 00309085
Place: Mumbai
Date: July 13, 2021

Aneesha Menon
Chief Financial Officer and Director
DIN: 07779195
Place: Mumbai
Date: July 13, 2021

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812
Place: Mumbai
Date: July 13, 2021

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
Consolidated Cash flow statement for the year ended March 31, 2021
(All amounts in INR lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020 (Restated)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax	**4,697.87**	**3,891.22**
Adjusted for:		
Depreciation and amortisation of property, plant and equipment and intangible assets	1,992.73	1,725.30
Share-based payment expense	654.82	1,254.13
Interest income on financial asset (ICD) carried at amortised cost	(362.83)	(233.83)
Interest Income - on Bank deposits	(40.29)	(20.10)
Interest Income - on security deposits	(14.84)	-
Interest Income - income tax refund	(35.70)	(34.38)
Interest income on financial asset (Investment) carried at amortised cost	(213.24)	(89.37)
Profit on sale of Property, Plant and Equipment (Net)	(0.59)	(2.85)
Impairment allowance on financial assets	259.00	343.31
Bad debts written off (Net)	-	8.73
Liabilities no longer required written back	(298.51)	(72.78)
Interest expense on lease liabilities	429.78	344.75
Net gain on investment carried at fair value through Profit and Loss	(2,018.01)	(1,459.88)
	352.32	**1,763.03**
Operating Profit before Working Capital Changes	**5,050.19**	**5,654.25**
Changes in working capital:		
(Increase) in trade receivables	(305.49)	(1,342.53)
Decrease / (Increase) in other assets	737.18	(945.01)
(Increase) / Decrease in Inventory	(155.85)	92.32
(Increase) in financial assets	(3,048.48)	-
Increase in trade payables	272.65	150.97
Increase / (Decrease) in other liabilities	665.71	(62.70)
Increase / (Decrease) in other financial liabilities	1,236.25	(1,022.47)
Increase in provision for employee benefits	97.67	103.38
	(500.36)	**(3,026.04)**
Cash from operations	**4,549.83**	2,628.21
Income tax paid (net)	(1,029.14)	(913.75)
Net Cash from Operating Activities	**3,520.69**	**1,714.46**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(544.40)	(482.39)
Proceeds from sale of Property, Plant and Equipment	0.59	2.90
Purchase consideration for business combination	-	(150.00)
Purchase of current investments	(60,296.79)	(1,31,462.19)
Proceeds from Sale of current investments	27,240.06	1,32,296.26
Fixed deposits with maturity period more than 3 months matured / (placed) (net)	(41.20)	-
Loan given	(1,145.00)	(1,204.55)
Interest income received	705.45	184.61
Net Cash used in Investing Activities	**(34,081.29)**	**(815.36)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of instruments in the nature of equity including premium	32,156.99	-
Proceeds from issue of equity share capital including premium	14.85	-
Interest portion of of lease liabilities	(429.78)	(344.75)
Principal portion of of lease liabilities	(934.13)	(760.92)
Net Cash from / (used in) Financing Activities	**30,807.93**	**(1,105.67)**
Net increase / (decrease) in cash and cash equivalents	**247.33**	(206.57)
Cash and cash equivalents at beginning of the year	**1,952.08**	**2,158.65**
Cash and cash equivalents at end of the year (as per note 10)	**2,199.41**	**1,952.08**

The accompanying notes are an integral part of the financial statements

As per our report of even date
For For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration
number:101049W/E300004

per Govind Ahuja
Partner

Membership no: 048966
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi
Chairman, Managing director and Chief Executive Officer
DIN: 00309085
Place: Mumbai
Date: July 13, 2021

Aneesha Menon
Chief Financial Officer and Director
DIN: 07779195
Place: Mumbai
Date: July 13, 2021

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812
Place: Mumbai
Date: July 13, 2021

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
Statement of Changes in Equity for the year ended March 31, 2021
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Equity Share Capital		Instruments entirely in the nature of equity: Compulsory Convertible Preference Shares	
	No of shares	Amount	No of shares	Amount
Balance as at April 1, 2019	34,49,303	344.93	3,49,03,315	3,490.34
Issued during the year	-	-	-	-
Balance as at March 31, 2020	34,49,303	344.93	3,49,03,315	3,490.34
Issued during the year	1,35,000	13.50	38,97,225	389.72
Balance as at March 31, 2021	35,84,303	358.43	3,88,00,540	3,880.06

Other equity

Particualrs	Attributable to owners of the Company							Non Controlling Interest	Total other equity
	Reserves and Surplus								
	Securities Premium	Share based payment reserve	Retained earnings	Capital Reserve	Other reserves	Total	Money received against share warrants		
Balance as at April 1, 2019	1,45,456.71	1,546.74	(26,714.46)	33.80	(608.83)	1,19,713.96	4.46	5,605.13	1,25,323.55
Profit for the year	-	-	2,055.07	-	-	2,055.07	-	835.13	2,890.20
Other comprehensive income for the year	-	-	5.91	-	-	5.91	-	25.84	31.75
Share-based payments to employees	-	1,364.90	-	-	-	1,364.90	-	-	1,364.90
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options (refer note 2.4)	-	(31.77)	31.77	-	-	-	-	-	-
Options forfeited during the year (refer note 2.4)	-	(110.77)	-	-	-	(110.77)	-	-	(110.77)
Adjustment to reconcile difference in applying transitional provision of Ind AS 116 at different dates in the restated financial statement and the audited financial statements	-	-	(400.73)	-	-	(400.73)	-	-	(400.73)
Pursuant to Acquisition of Augeo Asset Management Private Limited (refer note 38)	-	-	28.59	-	-	28.59	-	50.00	78.59
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	-	(442.43)		-	-	(442.43)	-	442.43	-
Balance as at March 31, 2020 (Restated)	1,45,456.71	2,326.67	(24,993.85)	33.80	(608.83)	1,22,214.50	4.46	6,958.53	1,29,177.49
Profit for the year	-		9,249.90	-	-	9,249.90	-	1,090.58	10,340.48
Other comprehensive income for the year	-		36.48	-	-	36.48	-	20.60	57.08
Share-based payments to employees	-	724.62		-	-	724.62	-	-	724.62
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	-	(106.20)	106.20	-	-	-	-	-	-
Options forfeited during the year	-	(69.80)	-	-	-	(69.80)	-	-	(69.80)
Premium on issue of 8% Non-cumulative Compulsorily Convertible Preference shares - Series H (Refer note 13A.1)	31,767.28	-	-	-	-	31,767.28	-	-	31,767.28
Premium on issue of equity shares (Refer note 13A.1)	1.35	-	-	-	-	1.35	-	-	1.35
Reclassification of Share based payment reserve of subsidiary to non-controlling interest		(149.48)				(149.48)		149.48	-
Balance as at March 31, 2021	1,77,225.34	2,725.81	(15,601.27)	33.80	(608.83)	1,63,774.85	4.46	8,219.19	1,71,998.50

The accompanying notes are an integral part of the financial statements

As per our report of even date
For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

S. R. BATLIBOI & ASSOCIATES * MUMBAI * CHARTERED ACCOUNTANTS

per Govind Ahuja
Membership no: 048966

Partner
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi
Chairman, Managing director and Chief Executive Officer
DIN: 00309085
Place: Mumbai
Date: July 13, 2021

Aneesha Menon
Chief Financial Officer and Director
DIN: 07779195
Place: Mumbai
Date: July 13, 2021

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812
Place: Mumbai
Date: July 13, 2021

By

1: About the Company

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited "), ("CarTrade" or "the Company" or "the Parent Company") was incorporated on April 28, 2000 as a private Company domiciled in India, under the Companies Act, 1956. Its registered office is at 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705.

The Company, along with its subsidiaries (together referred to as "the Group") operates an automotive digital ecosystem which connects automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders. The Group owns and operates under several brands: CarTrade, CarWale, Shriram Automall, BikeWale, CarTrade Exchange, Adroit Auto and AutoBiz. Through these platforms, the Group enables new and used automobile customers, vehicle dealerships, automotive manufacturers and other businesses to buy and sell their vehicles in a simple and efficient manner.

The Company applied for a change in name to CarTrade Tech Private Limited and change in registered office address to 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705,with the Registrar of Companies, Mumbai which was approved on April 20, 2021.

On May 12, 2021, the Company converted from Private Company to Public Company vide fresh incorporation certificate issued by Registrar of Companies and the name of the Company was changed to CarTrade Tech Limited.

These consolidated financial statements were approved for issue in accordance with resolution of Board of Directors on July 13, 2021.

2: Basis of preparation and consolidation

2.1 Basis of accounting and preparation

The Consolidated financial statements of the Group for the year ended March 31, 2021, have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast doubt significant doubt over this assumption. They have formed a judgement that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The consolidated financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities, which are measured at fair value, based on their classification. (refer accounting policy 2.3 (Q) on financial instruments).

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

2.2 Basis of consolidation

The Consolidated financial statements comprise the financial statements of the Company and the entities controlled by the Company and its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to effect those returns through its power of the investee. Specifically, the Group controls an investee if and only Group;

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

Generally, there is presumption that majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

> The contractual arrangement with the other vote holders of the investee
> Rights arising from other contractual arrangements
> The Group's voting rights and potential voting rights
> The size of the group's holding of voting rights relative to the size and dispersion of the holding of other voting rights holders

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Assets, liabilities, income and expenses of the subsidiary acquired or disposed of during the year are included on the consolidated financial statements from the date of Group gains control until the date Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to the group member's financial statements in preparing the consolidated financial statements to ensure conformity with group's accounting policies.

The financial statements of all the entities used for the purpose of consolidation drawn up to same reporting date as that of the Parent Company. When the end of reporting period of the parent is different from that of the a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidated the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

Combine like items of assets, liabilities, income and expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions

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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.

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.

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

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

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

For list of entities consolidated and the Company's ownership interest, refer note 39

2.3 Summary of Significant Accounting policies

A Business Combinations

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

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

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

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

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.

c. Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.

d. Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date

e. Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

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

When the consideration transferred by the Group includes assets or liabilities resulting from a contingent consideration, it is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

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

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

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

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.

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B Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (See note 2.3 A above) less accumulated impairment losses, if any.

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

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

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

Goodwill is considered to have indefinite useful life and hence is not subject to amortisation but tested for impairment at every reporting date

C Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle

ii. Held primarily for the purpose of trading

iii. Expected to be realised within twelve months after the reporting period, or

iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

Liability is current when:

i. It is expected to be settled in normal operating cycle

ii. It is held primarily for the purpose of trading

iii. It is due to be settled within twelve months after the reporting period,

iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

D Foreign currencies

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

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

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

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

E Fair value measurement

The Group measures financial instruments, such as current investment at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

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

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value.

External valuers are involved for valuation of significant assets and liabilities, such as financial assets, and significant liabilities. Involvement of external valuers is decided upon annually by the group management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The group management decides with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Group management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Group management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Group management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

The Group management present the valuation results to the Board of Directors and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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F Revenue from Operations (Revenue from Contract with Customers)

Revenue from contracts with customers is recognised when services are delivered to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls services and sale of cars before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration, if any) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration, if any, on account of various discounts and schemes offered by the Group as part of the contract. Payment is generally received on sucseesful completion of services

Rendering of services:

i) Website services and fees includes the following:

a) Advertisment income : pertains to revenue generated from the display ads on company websites. The performance obligation is satisfied upon display of the advertisement, net commissions if any.

b) Lead generation revenue: pertains to fees for leads shared with and / or concluded for customers, ie lead generation, is recognized on the successful generation and delivery of the lead as the customer simultaneously receives and consumes the benefits provided by the Group.

c) Managed solutions: Revenue from events, marketing, multimedia and digital services are recognised on rendering of services (point in time).

ii) Commission and related incomes includes the following:

a) Facilitation of auction of vehicles via its online and offline platforms and providing incidental ancillary services such as valuation and inspection. Revenue is recognised upon rendering of service (point in time) as per terms of contract on accrual basis.

b) Collection of parking charges and non-refundable event participation charges from customers. The revenue is recognised upon rendering of service (over time).

Sale of goods:

Sale of used cars : Revenue from sale of used cars is recognised at the point in time when control is transferred to the customer, generally on delivery of the vehicle

Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some of the contracts with customer provide a right to customer of cash rebate/discount if payment is cleared within specified due dates.

Contract balances

- Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (I) Financial instruments – initial recognition and subsequent measurement.

- Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets are initially recognised for revenue earned from advertisement and lead revenue. Upon completion of the entire contract, the amounts recognised as contract assets are reclassified to trade receivables.

- Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract

Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

G Other income

a) Dividend from invesments are recognised when the right to receive payment is established and no significant uncertainity as to collectibility exists.

b) Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable for all financial instruments measured at amortised cost and other interest-bearing financial assets, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

c) For gains on fair valuation of financial instruments through Profit & Loss, refer to the accounting policy in 2.3 Q.

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H Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use).It Includes office premises and yards taken on rent. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

I Retirement and other employee benefits

i. Short term employee benefits

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

ii. Post-employment benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The group has no obligation, other than the contribution payable to the provident fund. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting thUser1ribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reductionin future payment or a cash refund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

i. The date of the plan amendment or curtailment, and

ii. The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

i. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

ii. Net interest expense or income

iii. Other long-term employee benefits

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

J Taxes

i) Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India where the Group operates and generates taxable income.

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Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment

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.

ii)Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

i. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

ii. In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

i. When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

ii. In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

K Property, Plant and Equipment

Property, Plant and Equipment other than Freehold Land, is stated net of accumulated depreciation and impairment losses, if any. Such cost includes the cost of purchase price / cost of construction, including non-refundable taxes or levies and any expenses attributable to bring the assets to its working condition for its intended use. Freehold land is stated at cost.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

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

Depreciation is charged on a pro-rata basis for Property, Plant and Equipment purchased and sold during the year. Depreciation is calculated on the straight-line method as per the estimated useful life prescribed in Schedule II to the Companies Act, 2013.
Estimated useful lives of the assets are as follows:
i) Computers - 3 Years
ii) Furniture and Fixtures - 10 Years
iii) Vehicles - 5 Years
iv) Building - 60 Years
v) Office equipment - 3 to 5 Years
vi) Plant and equipment - 15 Years
vii) Leasehold Improvement - 60 months or lease period whichever is lower

The Group, based on management estimate supported by internal technical expert, depreciates office equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

L Intangible Assets

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Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.

Intangible assets are amortised as follows:

Computer software - 3 Years
Customer contract - 7 Years
Trade mark - 10 Years

M Inventories

Inventories are valued at the lower of cost and net realisable value.

Traded goods comprises of used car: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

N **Impairment of non-financial assets**

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

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

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

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

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at each reporting dater and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

O Provisions and Contingencies

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

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

Contingent assets are not recognised in the financial statements. A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the Restated Ind AS Consolidated Summary Statement.

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

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

P Share Based Payment

Equity-settled share based payments to employees (including senior executives) are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Note 31.

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

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.
The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

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

Q Financial Instruments

Financial assets

Initial Recognition and Measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified into :

(i) Financial assets at amortised cost (debt instruments)
(ii) Financial assets at fair value through profit or loss
(iii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
(iv) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

i. Financial assets at amortised cost

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

The Group's financial assets at amortised cost includes trade receivables, balances with banks, and other financial assets.

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

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

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Equity instruments at FVTOCI

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit & loss

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

Financial assets are measured at fair value through statement of profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

In addition, the Group may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

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iv. De-recognition

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

• The rights to receive cash flows from the asset have expired, or

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

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

v. Impairment of financial assets:

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 17.
- Contract assets and trade receivables under Ind-AS 18.
- Loan commitments which are not measured as at FVTPL.
- Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:
- Trade receivables, and
- All lease receivables resulting from transactions within the scope of Ind AS 17.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedint, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected uder the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

The balance sheet presentation for various financial instruments is described below:

- For financial assets measured as at amortised cost and lease receivables: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities and Equity instruments

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Initial Recognition and Measurement

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

i. Equity Instruments

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

ii. Financial liabilities

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

The Group's financial liabilities include trade and other payables and loans

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Re-classification of Financial Assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification

Offsetting of financial instruments

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

R Compulsorily Convertible preference shares

Compulsorily Convertible preference shares are recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. The carrying amount of the conversion option is not remeasured in subsequent years.

S Cash dividend

The Company recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

T Cash and Cash Equivalents

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

U Security Deposit

The Group at the time of buyer registration, collects refundable security deposits ("RSD") from prospective bidder, which entitles bidder to bid during auction. The RSD is towards ensuring performance of the contract. As per contractual terms, the RSD is refunded upon demand after adjustments of facilitation fee. The Group generally accounts for unclaimed RSD upon completion of limitation period of 3 years. Security deposits are forfeited and treated as other income, on the earlier of : expiry of three years; or uncertainty over repayment

V Earning Per Share

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

W Critical accounting judgements and key sources of estimation uncertainty

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

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

A Judgments

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements

Operating lease commitments – Group as a lessee

The Group has entered into lease agreements with lessor and has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it does not retains the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

B Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively

a) Impairment of non-financial assets:

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are accompanied together into the smallest Group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Group of assets ('CGU').

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

b) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgements in making these assumptions and selecting the inputs to the impairment calculations based on Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

c) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

d) Estimated useful life of property plant and equipment and intangible assets

The charge in respect of periodic depreciation/ amortization is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management at the time the asset is acquired/ capitalized periodically, including at each financial period/year end, determines the useful lives and residual values of Group's assets. The lives are based on historical experience with similar assets as well as anticipation of future events, which may affect their life, such as changes in technology. The estimated useful life is reviewed at least annually

e) Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment

f) Share-based payments

For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Company uses a mostappropriate method (i.e. discounted cash flow approach, comparable companies method, etc) for Employee Share Option Plan. The assumptions and models used for estimating fair value for share-based payment transactions are dependent on the terms of the scheme. Such assumptions include weighted average share price, exercise price, volatility, expected life option, risk free interest rate, etc

g)Provision for Expected credit loss

The Company creates provision based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type).

The Company will calibrate the customer to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

h)Defined Benefit plans

The cost of the defined benefit gratuity plan and other post-employment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate and future salary increases. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates.

New and amended standards

(i)Amendments to Ind AS 116: Covid-19-Related Rent Concessions.

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

The amendments are applicable for annual reporting periods beginning on or after the 1 April 2020. In case, a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the April 1, 2019. For details refer note 32

(ii)Amendments to Ind AS 103 Business Combinations

The amendment to Ind AS 103 Business Combinations clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs.

These amendments are applicable to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after the April 01, 2020 and to asset acquisitions that occur on or after the beginning of that period. This amendment had no impact on the financial statements of the Group but may impact future periods should the Group enter into any business combinations.

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(iii) Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the consolidated financial statements of, nor is there expected to be any future impact to the Group.

These amendments are applicable prospectively for annual periods beginning on or after the April 01, 2020. The amendments to the definition of material are not expected to have a significant impact on the Group's financial statements.

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2.4 Summarised below are the restatments made to the audited financial statements for the years ended March 31, 2020

Following is the impact on the Balance Sheet:

Particulars	As at March 31, 2020	Adjustments on account of restatements	As at March 31, 2020 (Restated)
Assets	1,45,097.35	1,704.62	1,46,801.97
Goodwill (refer note 1)	89,601.71	194.39	89,796.10
Other intangible assets (refer note 1)	1,622.64	1,510.23	3,132.87
Total Equity (Refer note 1,2 and 3)	1,32,096.92	915.84	1,33,012.76
Other equity	1,23,013.05	(794.09)	1,22,218.96
Non-controlling Interest	5,248.60	1,709.93	6,958.53
Liabilities	13,000.43	788.79	13,789.22
Deferred tax liabilities (net) (refer note 1)	-	788.79	788.79

Following is the impact on the Profit and Loss:

Particulars	For the year ended March 31, 2020	Adjustments on account of restatements	For the year ended March 31, 2021 (Restated)
Employee Benefits Expense	13,418.63	(110.77)	13,307.86
Depreciation and amortisation expense	1,414.04	311.26	1,725.30
Profit before tax	4,091.72	200.49	3,891.22
Tax Expenses	1,169.44	(168.42)	1,001.02
Profit after tax	2,922.28	32.07	2,890.20

Impact on basic and diluted earnings per share (EPS) (increase in EPS)

Particulars	
Earnings per share	March 31, 2020
Basic, profit for the year attributable to ordinary equity holders	0.45
Diluted, profit for the year attributable to ordinary equity holders	0.41

1 On February 6, 2018, the Group acquired 55.43% stake in Shriram Automall India Limited and completed the purchase accounting wherein the gross value of intangibles assets, amortisation, non-controlling interests and resultant goodwill and deferred tax liability was not determined accurately. This has now rectified in these consolidated financial statements as follows:

a. The fair value of customer contracts under Intangible Assets as on February 6, 2018 i.e. date of acquisition of Shriram Automall India Limited was incorrectly accounted as Rs. 2,267.73 lakhs instead of Rs. 4,446.53 lakhs.

b. Consequent to the change in the fair value of customer contracts, amortization thereon, for the year ended March 31, 2020 has changed from Rs. 323.96 lakhs to Rs. 635.22 lakhs (Impact of the same for prior years as accounted in retained earnings is Rs. 46.05 lakhs and Rs. 311.26 lakhs pertaining to the years March 31, 2018 and March 31, 2019 respectively). Based on the above, accumulated amortisation has increased by Rs. 668.56 lakhs at March 31, 2020 and Rs. 357.31 lakhs at March 31, 2019.

c. No Deferred Tax Liabilities were recorded on customer contracts referred in point a above. Accordingly, Deferred Tax Liability of Rs. 1,144.98 lakhs has been recorded on date of acquisition resulting in deferred tax charge to the statement of profit and loss for the year ended March 31, 2020 of Rs. 168.42 lakhs (The corresponding impact of Rs. 24.20 lakhs and Rs. 163.57 lakhs for March 31, 2018 and March 31, 2019 respectively is adjusted in retained earnings)

d. Consequent to the adjustments mentioned in point a, b and c above, Goodwill on consolidation of Shriram Automall India Limited as at March 31, 2018 (and all subsequent years) has changed from Rs.10,569.13 lakhs to Rs. 10,763.51 lakhs, determined based on controlling stake acquired of 55.43% instead of 51% which was considered in the preparation of the financial statements for the year ended March 31, 2018. As a result of the above changes, Non-Controlling Interest in Shriram Automall India Limited as at March 31, 2020 changed from Rs. 5,248.60 lakhs to Rs. 6,002.22 lakhs and March 31, 2019 has changed from Rs. 4,129.60 lakhs to Rs. 5,091.23 lakhs (March 31, 2018, not presented in these consolidated financial statements changed from Rs. 2,969.89 lakhs to Rs. 4,141.78 lakhs)

e. As a result of above, the total equity has reduced by Rs. 1,058.68 lakhs in March 31, 2019 ; Rs. 915.84 lakhs in March 31, 2020.

2 In January 2020, The Group had not accounted for the forfeiture of un-vested options amounting to Rs.110.77 Lakhs on resignation of an employee in the statement of profit and loss for the year ended March 31, 2020 which has now been restated in these financial statements.
Further certain vested options were cancelled during the same year for which transfer from share based payment reserve to retained earnings were not accounted for .This has been rectified in the financial statements. Given that this is a material re-classification error within Total Equity, there is no separate disclosure required, however, the amount of reclassification from share based payment reserve to retained earnings is Rs. 31.77 Lakhs for the year ended March 31, 2020.

3 The Group has disclosed Share Based Payment Reserve pertaining to employee share options of a subsidiary as a part of its own Share Based Payment Reserve instead of non-controlling interest. This has been rectified in consolidated finacial statements. Given that this is a material re-classification error within Total Equity, there is no separate disclosure required, however, the amount of reclassification from share based payment reserve to non-controlling interest is Rs. 513.88 lakhs for the year ended March 31, 2019 and Rs. 442.43 lakhs for the year ended March 31, 2020.

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3: Property, plant and equipment

Particulars	Land - freehold	Lease Hold Improvements	Buildings	Plant and Equipment	Furniture and fixtures	Vehicles	Office equipments	Computer	Total Property, Plant and Equipment	Right to Use Assets (Refer note 32)
Cost or Valuation										
Balance as at April 1, 2019	4,015.96	795.59	258.83	537.79	317.23	4.16	388.10	710.86	7,028.52	-
Additions	-	4.10	114.21	124.78	23.01	99.07	119.49	65.54	550.20	4,829.57
Disposals	(114.21)	-	-	(0.40)	-	-	(0.09)	(86.34)	(201.04)	(402.90)
Balance as at March 31, 2020	3,901.75	799.69	373.04	662.17	340.24	103.23	507.50	690.06	7,377.68	4,426.67
Additions	-	21.13	-	0.96	5.25	133.49	43.59	217.13	421.55	2,223.23
Disposals	-	(17.82)	-	(1.70)	(11.95)	-	(3.00)	(19.10)	(53.57)	(26.69)
Balance as at March 31, 2021	3,901.75	803.00	373.04	661.43	333.54	236.72	548.09	888.09	7,745.66	6,623.21
Accumulated Depreciation										
Balance as at April 1, 2019	-	703.43	25.91	354.81	206.32	3.98	306.38	671.09	2,271.92	-
Depreciation expense	-	20.34	16.12	74.34	24.10	3.66	42.92	41.87	223.35	834.12
Eliminated on disposal of assets	-	-	-	(0.40)	-	-	(0.09)	(86.34)	(86.83)	(50.51)
Balance as at March 31, 2020	-	723.77	42.03	428.75	230.42	7.64	349.21	626.62	2,408.44	783.61
Depreciation expense	-	17.36	5.79	10.29	23.92	24.55	46.02	145.21	273.14	1,040.91
Eliminated on disposal of assets	-	(17.66)	-	(1.03)	(9.10)	-	(2.60)	(17.62)	(48.01)	-
Balance as at March 31, 2021	-	723.47	47.82	438.01	245.24	32.19	392.63	754.21	2,633.57	1,824.52
Net book value										
As at March 31, 2021	3,901.75	79.53	325.22	223.42	88.30	204.53	155.46	133.88	5,112.09	4,798.69
As at March 31, 2020	3,901.75	75.92	331.01	233.42	109.82	95.59	158.29	63.44	4,969.24	3,643.06

3A. Capital Work-In-Progress

Particulars	Amount
Balance as at April 1, 2019	-
Additions	19.20
Transfer to Property, Plant and Equipment	-
Balance as at March 31, 2020	19.20
Additions	49.30
Transfer to Property, Plant and Equipment	(19.20)
Balance as at March 31, 2021	49.30

4A. Goodwill

Particulars	Amount
Gross carrying value	
Balance as on April 1, 2019	89,767.51
Acquisiton through business combination (refer note 38 and note v below)	28.59
Balance as on March 31, 2020 (Restated)	89,796.10
Additions	-
Disposals	-
Balance as on March 31, 2021	89,796.10
Net book value	
As at March 31, 2021	89,796.10
As at March 31, 2020 (Restated)	89,796.10

Note

(i) The Group has Goodwill is recognised goodwill generated on account of business combinations. The recoverable amount of Goodwill have been determined based on value in use calculations which uses cash flow projections covering generally a period of five years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. Refer to the further details on individual business combinations below.

(ii) The goodwill of Rs. 78,409.26 lakhs was created on acquisition of Automotive Exchange Private Limited ('AEPL') in FY 2015-16, which has since been merged with the Company with an appointed date of April 1, 2017. By acquisition of this brand the Company was able to bring synergies of the brand name and trade mark as well as that of their franchisee business. Accordingly, for the purpose of testing impairment of goodwill allocated to this transaction, the "website services and fees" is considered as one Cash Generating Unit (CGU). The recoverable amount of this CGU is determined based on fair value less cost of disposal and its value in use as per requirement of Ind AS 36. The fair value is computed as per Discounted Cash Flow method. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113. Refer to the key assumptions below:

Particulars	FY 20-21	FY 19-20
Perpetuity Growth	5.00%	5.00%
Cost of Equity of Company	14.80%	14.46%

(iii) Goodwill of Rs. 10,763.51 lakhs has been created on acquistion of Shriram Automall India Limited which pertains to facilitation of auction of vehicles, identified as separate CGU for the purpose of impairment testing. The recoverable amount of this CGU is determined based on fair value less cost of disposal as per requirement of Ind AS 36.The fair value is computed as per Discounted Cash Flow method. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113. Refer to the key assumptions below:

Particulars	FY 20-21	FY 19-20
Growth rate	5.00%	5.00%
Cost of Equity of Company	17.20%	16.10%

(iv) Goodwill of Rs. 594.72 lakhs has been created on acquistion of Adroit Inspection Services Private Limited which pertains to valuation and inspection business, identified as separate CGU for the purpose of impairment testing. The recoverable amount of this CGU is determined based on fair value less cost of disposal as per requirement of Ind AS 36.The fair value is computed as per Discounted Cash Flow method. 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.

(v) Goodwill of Rs. 28.59 lakhs relates to Augeo Asset Management Private Limited which pertains to asset management business (identified as separate CGU) for the purpose of impairment testing, the recoverable amount of this CGU is determined based on fair value less cost of disposal as per requirement of Ind AS 36.The fair value is computed as per Discounted Cash Flow method. 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.

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4B : Other Intangible Assets

Description of Assets	Customer contract	Trademark	Computer Software	Total
Cost				
Balance as at April 1, 2019	**4,446.53**	**10.54**	**763.08**	**5,220.15**
Additions	-	-	30.61	**30.61**
Disposal	-	-	-	-
Balance as at March 31, 2020 (Restated)	**4,446.53**	**10.54**	**793.69**	**5,250.76**
Additions	-	1.12	82.37	**83.49**
Disposal	-	-	-	-
Balance as at March 31, 2021	**4,446.53**	**11.66**	**876.06**	**5,334.25**
Amortisation expense				
Balance as at April 1, 2019	**729.20**	**4.01**	**716.85**	**1,450.06**
Amortisation expense	635.22	1.02	31.59	**667.83**
Disposal	-	-	-	-
Balance as at March 31, 2020 (Restated)	**1,364.42**	**5.03**	**748.44**	**2,117.89**
Amortisation expense	635.22	0.64	42.82	**678.68**
Disposal	-	-	-	-
Balance as at March 31, 2021	**1,999.64**	**5.67**	**791.26**	**2,796.57**
Net book value				
As at March 31, 2021	2,446.89	5.99	84.80	2,537.68
As at March 31, 2020 (Restated)	3,082.11	5.51	45.25	3,132.87

4C: Depreciation and Amortisation Expenses

Particular	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation of Property, Plant and Equipment	273.14	223.35
Depreciation of Right of Use Assets	1,040.91	834.12
Amortization of Other intangible assets	678.68	667.83
Total	1,992.73	1,725.30

Note : The Company has elected to continue with the carrying value for all of its Property, Plant & Equipment as recognised in its previous GAAP financial statements as deemed cost on the transition date i.e. 01 April 2018

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5. Investments

Particulars	As at March 31, 2021			As at March 31, 2020		
	QTY	Current	Non Current	QTY	Current	Non Current
Quoted Investments						
Investment in debentures at fair value through profit or loss						
Non-convertible debentures of ₹ 1,000 each fully paid up in Shriram Transport Finance Corporation Limited (refer note a below)	2,17,607	552.57	1,805.27	2,17,607	-	2,055.08
Quoted Investments Carried At FVTPL [A]		**552.57**	**1,805.27**		-	**2,055.08**
Unquoted Investments						
Investments in subordinated debts , at amortised cost (refer note b below)						
Shriram Transport Finance Company Limited	-	-	-	21,333	250.50	-
Shriram City Union Finance Limited	-	-	-	7,735	90.52	-
Unquoted Investments Carried At Amortised Cost [B]		-	-		**341.02**	-
Investments in Mutual Funds, at fair value through profit and loss						
HDFC Liquid Fund- Growth (of Rs. 1000/- each)	2,77,228	11,138.13	-	11,771	457.17	-
ICICI Prudential Liquid- Regular Plan- Growth (of Rs. 100/- each)	36,07,110	10,931.10	-	36,07,109	10,550.80	-
Birla Sun Life Cash Plus- Growth-Regular Plan (of Rs. 100/- each)	35,42,063	11,664.34	-	35,42,063	11,254.75	-
DSP BlackRock Liquidity Fund- Institutional Plan- Growth (of Rs. 1000/- each)	3,57,742	10,444.84	-	1,46,901	4,145.78	-
ICICI Money Market Growth (of Rs. 100/- each)	17,37,404	5,091.84	-	-	-	-
HDFC Ultra Short term (of Rs. 10/- each)	5,42,08,270	6,421.62	-	-	-	-
DSP Low duration fund (of Rs. 10/- each)	3,28,39,296	5,098.30	-	-	-	-
Axis Bank overnight fund (of Rs. 1000/- each)	1,28,742	1,400.95	-	-	-	-
Axis Bank liguid fund (of Rs. 1000/- each)	-	-	-	63,476	670.00	-
Unquoted Investments Carried At FVTPL [C]		**62,191.12**	-		**27,078.50**	-
Total Quoted / Unquoted Investments [A+B+C]		**62,743.69**	**1,805.27**		**27,419.52**	**2,055.08**

Aggregate book value of quoted investments		552.57	1,805.27		-	2,055.08
Aggregate market value of quoted investments		552.57	1,805.27		-	2,055.08
Aggregate value of unquoted investments		62,191.12	-		27,419.52	-
Aggregate value of impairment in value of investments		-	-		-	-

Note:-

a) The Group has 2,17,607 units of non convertible debentures of Shriram Transport Finance Corporation Limited having face value value of INR 1,000 each as on March 31, 2021 Rs. 2,176.07 lakhs and interest rate in between 8.7% to 9.7% p.a.

b) Subordinated Debts carry interest in the range of 10.85% to 11.8% payable in various instalments ranging between monthly and annually and are due for maturity at the end of 78 months from the date of investment. These subordinated debts are redeemable only on maturity.

Category-wise investments

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
Financial assets carried at amortised cost				
Unquoted subordinated debts (The Group has deemed that carrying amount approximates fair value)	-	-	341.02	-
Financial assets carried at FVTPL				
Mutual funds	62,191.12	-	27,078.50	-
Non Convertiable Debentures	552.57	1,805.27	-	2,055.08

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6. Other Financial assets (Unsecured)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
a) Security Deposits				
- Considered good	28.52	390.92	12.01	399.67
- Items with significant increase in credit risk	3.05	-	3.05	-
	31.57	390.92	15.06	399.67
Less -Impairment Allowance (allowance for bad and doubtful Security Deposit)	(3.05)	-	(3.05)	-
	28.52	390.92	12.01	399.67
b) Interest accrued on Inter Corporate Loan	31.54	-	156.90	-
c) Interest accrued on Fixed Deposits	0.02	24.89	1.19	-
d) Interest receivable on non convertible debentures	26.15	34.10	20.25	-
e) Interest accrued on Sub ordinated debts	-	-	27.88	-
f) Contract Assets				
- Considered good	2,786.74	-	1,796.04	-
- Items with significant increase in credit risk	45.92	-	60.17	-
	2,832.66	-	1,856.21	-
Less -Impairment Allowance (allowance for bad and doubtful Contract Assets)	(45.92)	-	(60.17)	-
	2,786.74	-	1,796.04	-
g) Loan and advances to employees				
- Considered good	25.82	1.30	38.60	7.19
- Items with significant increase in credit risk	6.24	-	6.24	-
	32.06	1.30	44.84	7.19
Less -Impairment Allowance (allowance for bad and doubtful loans and advances to employees)	(6.24)	-	(6.24)	-
	25.82	1.30	38.60	7.19
h) Other bank deposits	-	2,005.09	-	89.12
i) Interest accrued but not due on fixed deposits	1.16	-	-	-
j) Others (contractually reimbursable expenses)	10.63	-	38.36	-
k) Fees for IPO related services, recoverable from selling shareholders (refer note below)	159.01	-		
Total	3,069.59	2,456.30	2,091.23	495.98

Note:- Fees for IPO related services, recoverable from selling shareholders comprises expenses incurred in connection with proposed Initial Public offer (IPO) of the Company. As per understanding between the Company and the Selling Shareholders, all the IPO expenses other than listing fees will be borne by the Selling Shareholder

6A. Inventories

Particulars	As at March 31, 2021	As at March 31, 2020
Traded goods (at lower of cost or net realisable value)	157.69	1.84
Total	157.69	1.84

6B. Purchase of stock-in-trade

Particulars	As at March 31,2021	As at March 31, 2020
Purchases	281.31	1,621.73
Total	281.31	1,621.73

6C. Changes in inventories of stock-in-trade

Particulars	As at March 31,2021	As at March 31, 2020
Inventory at the beginning of the year (A)	1.84	94.16
Inventory at the end of the year (B)	157.69	1.84
Changes in inventories of stock-in-trade (A-B)	(155.85)	92.32

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7. Loan (Current)

Particulars	As at March 31, 2021	As at March 31, 2020
Inter Corporate Loan to Shriram Transport Finance Company Limited (refer note a below)	4,930.00	3,785.00
Total	**4,930.00**	**3,785.00**

Note:

a) Inter Corporate Loan to Shriram Transport Finance Company Limited is unsecured and repayable on demand for the purpose of earning interest of 7.50% over investments.

b) No loan are due from directors or other officers of the company either severally or jointly with any other person. Nor any loan are due from firms or private companies respectively in which any director is a partner, a director or a member.

Movement of Provision for doubtful Security deposits, Contract assets and loan and advances to employees:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
Balance at the begning of the year				
- Security deposits	3.05	-	3.05	-
- Contract Assets	60.17	-	-	-
- Loan and advances to employees	6.24	-	-	-
Total	**69.46**	-	**3.05**	-
Provided/(reversed) during the year				
- Security deposits	-	-	-	-
- Contract Assets	(14.25)	-	60.17	-
- Loan and advances to employees	-	-	6.24	-
Total	**(14.25)**	-	**66.41**	-
Balance at the end of the year				
- Security deposits	3.05	-	3.05	-
- Contract Assets	45.92	-	60.17	-
- Loan and advances to employees	6.24	-	6.24	-
Total	**55.21**	-	**69.46**	-

8. Other assets (Unsecured, considered good)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
a) Indirect taxes recoverable	89.39	34.28	856.85	34.28
b) Prepaid expenses	179.71	143.89	101.10	171.99
c) Advance to vendors	296.79	-	318.23	-
d) Capital advances	-	20.53	-	11.32
e) Others receivables	1.21	-	-	-
Total	**567.10**	**198.70**	**1,276.18**	**217.59**

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9. Trade receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Receivable (Unsecured)		
(a) Considered Good	4,729.70	4,669.21
(b) Trade Receivables which have significant increase in credit risk	803.21	558.45
	5,532.91	**5,227.66**
Less: Impairment Allowance (allowance for bad and doubtful debts)	803.21	558.45
Total	**4,729.70**	**4,669.21**

Movement in Impairment Allowance (allowance for bad and doubtful debts)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	558.45	290.26
Add: Provision recorded during the year	259.00	283.14
Less: Provision written back/utilised during the year	(14.24)	(6.22)
Less: Bad-debts written off	-	(8.73)
Balance at the end of the year	**803.21**	**558.45**

Note:

(i) For details pertaining to related party receivables, refer note 35

(ii) Trade receivable are non-interest bearing and are generally receivables on terms 0 to 90 days

10. Cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Cash in hand	101.76	197.73
(b) Balances with bank		
- In Current account	1,978.71	1,725.19
- In Deposit accounts with original maturity of less than 3 months	118.94	29.16
Total	**2,199.41**	**1,952.08**

11. Bank balance other than cash and cash equivalents mentioned above

Particulars	As at March 31, 2021	As at March 31, 2020
Other Bank Balance:		
a) Deposit accounts with original maturity of more than 3 months but less than 12 months.	248.47	207.27
b) Deposit accounts with original maturity of more than 12 months.	2,005.09	89.12
	2,253.56	296.39
Amount disclosed as "Other financial assets"	(2,005.09)	(89.12)
Total	**248.47**	**207.27**

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12. Equity

Particulars	AS at March 31, 2021		As at March 31, 2020	
	Units	Rupees	Units	Rupees
Authorised Capital				
(A) Equity Share Capital				
Equity Shares of Rs 10/- each	2,00,30,000	2,003.00	1,00,30,000	1,003.00
(B) Instruments entirely in the nature of equity				
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
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each H Series	40,00,000	400.00	-	-
Issued, Subscribed and Fully Paid up				
(A) Equity Share Capital				
Equity Shares of Rs 10/- each	35,84,303	358.43	34,49,303	344.93
	35,84,303	**358.43**	**34,49,303**	**344.93**
(B) Instruments entirely in the nature of equity				
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
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each H Series	38,97,225	389.72	-	-
	3,88,00,540	**3,880.06**	**3,49,03,315**	**3,490.34**
TOTAL	**4,23,84,843**	**4,238.49**	**3,83,52,618**	**3,835.27**

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

Particulars	As at March 31, 2021		As at March 31, 2020	
	No.of Shares	Rupees	No.of Shares	Rupees
Equity shares				
At the beginning of the year	34,49,303	344.93	34,49,303	344.93
Add: Issued during the year at a premium of Rs. 1/- per share	1,35,000	13.50	-	-
At the end of the year	**35,84,303**	**358.43**	**34,49,303**	**344.93**
Instruments entirely in the nature of equity				
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each (Refer note below)				
At the beginning of the year	3,49,03,315	3,490.34	3,49,03,315	3,490.34
Add: Issued during the year - Series H at a premium of Rs. 815.13 per share	38,97,225	389.72	-	-
At the end of the year	**3,88,00,540**	**3,880.06**	**3,49,03,315**	**3,490.34**

Note:- There has been no movement in any of the series of instruments in the nature of equity between April 1, 2019 till March 31, 2021 other than issue 38,97,225 Series H 8% Non-cumulative Compulsorily Convertible Preference shares of Rs. 10 each during the year ended March 31, 2021

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

Class of shares / Name of shareholder	As at March 31,2021		As at March 31, 2020	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
William Austin Ligon	1,92,730	5.38%	1,92,730	5.59%
Vinay Vinod Sanghi with Seena Vinay Sanghi	7,16,717	20.00%	4,50,050	13.05%
Bina Vinod Sanghi with Vinay Vinod Sanghi	1,83,333	5.11%	4,50,000	13.05%
Shree Krishna Trust	7,00,050	19.53%	7,00,050	20.30%
Highdell Investment Ltd	6,11,981	17.07%	6,11,981	17.74%
Macritchie Investments Pte. Ltd.	5,92,650	16.53%	5,92,650	17.18%
8% Non-cumulative Compulsorily Convertible Preference Shares (Series A to H)				
CMDB II	56,75,595	14.63%	56,75,595	16.26%
Highdell Investment Ltd	1,58,25,768	40.79%	1,45,26,693	41.62%
MacRitchie Investments Pte. Ltd.	1,21,33,327	31.27%	1,08,34,252	31.04%
Springfield Venture International	31,82,038	8.20%	31,82,038	9.12%

(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 Instruments entirely in the nature of equity

Series	Conversion ratio	Conversion period
Series A Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 08.12.09 and 11.01.10 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series B Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 15.12.10 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series C Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 2.9.11 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series D Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 9.10.14 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series E Preference shares are compulsorily convertible preference shares.	1:1.1125624	At any time during the conversion period of 20 years from the date of issue i.e. 4.8.15 and 25.8.15 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series F Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 12.1.16 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series F1 Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 29.4.16 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series G Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 3.2.17 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series H Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 5.6.20 and 01.10.20 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.

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Rights of preference shares

Shareholders Agreement provides for transfer restrictions on shares held by parties. The Major Shareholders are not permitted to transfer any or all of the Restricted Shares without offering a right of first refusal to each of CMBD, Springfield, Highdell, Temasek, FIOL, Manbro, MSF, MCP and/or their permitted transferees ("ROFR Investors"). In the event the ROFR Investors do not exercise their right of first refusal, they are entitled to exercise a tag along right and sell their shareholding with the Major Shareholders.

Pursuant to theShareholders Agreement, each of the Major Shareholders, CMDB, Springfield, and certain other shareholders collectively, have the right to nominate one Director on the Board. Highdell and Temasek have the right to nominate three directors each on to the Board. Further, each of CMDB, Highdell, Springfield, Temasek and the Major Shareholders are entitled to nominate one observer each to the Board and all the committees of the Board. The Majority Investors and the Major Shareholders have affirmative voting rights in respect of certain reserved matters including any alteration or change so as to adversely effect rights of Equity Shares, alteration or modification of authorized number of Equity Shares, fresh issuance of any security, creation of any new class of or series of Equity Shares. If the Company declares any dividend, in any Financial Year, each holder of Preference Shares shall, on a pari passu basis and subject to applicable Law, be entitled to receive a non-cumulative preferential dividend at the rate of 8% (Eight Percent).

(v) Details, terms and conditions pertaining to Share Warrants

Share Warrant 1

The Board of Directors of MXC Solutions India Private Limited ("holding 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 holding company, rights to Mr. Vinay Sanghi in accordance with the terms of the Warrant subscription agreement and the application money amounting to Rs. 4.00 lakhs was received from him. The warrants may be converted into equivalent number of shares after conversion date (i.e., earlier of trigger date or 4 years from date of issue) upto period of 15 years from date of issue on payment of the conversion price. (Refer note 13A.4)

Share Warrant 2.

The Board of Directors of the Compnay at their meeting held on December 16, 2016 and as approved at its Extra Ordinary General Meeting held on December 20, 2016 had resolved to create, offer, issue and allot 776,707 and 140,045 warrants, convertible into 776,707 and 140,045 Equity shares of 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, rights 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 after conversion date (i.e., earlier of trigger date or 4 years from date of issue) upto period of 15 years from date of issue on payment of conversion price. (Refer note 13A.4)

For information pertaining to subsequent events in relation with the Share Capital, refer note 43

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13A. Other equity

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
(a) Securities premium	1,77,225.34	1,45,456.71
(b) Share based payment reserve (refer note 31)	2,725.81	2,326.67
(c) Retained earnings	(15,601.27)	(24,993.85)
(d) Money received against share warrants	4.46	4.46
(e) Capital Reserve on consolidation	33.80	33.80
(f) Other reserves	(608.83)	(608.83)
Total	1,63,779.31	1,22,218.96

13A.1. Securities premium

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year	**1,45,456.71**	**1,45,456.71**
Issue of 8% Non-cumulative Compulsorily Convertible Preference shares - Series H	31,767.28	-
Issue of Equity shares during the year on account of exercise of option	1.35	-
Balance at end of year (refer note a below)	**1,77,225.34**	**1,45,456.71**

13A.2. Share based payment reserve (Refer Note 31)

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year	**2,326.67**	1,546.74
Recognition of Share based payments	724.62	1,364.90
Options forfeited during the year (refer note 2.4)	(69.80)	(110.77)
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	(149.48)	(442.43)
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options (refer note 2.4)	(106.20)	(31.77)
Balance at end of year (refer Note b below)	**2,725.81**	**2,326.67**

13A.3 Retained earnings

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year	**(24,993.85)**	**(26,714.46)**
Profit for the year	9,249.90	2,055.07
Adjustment pursuant to Ind AS 116 adoption (Refer note 32)	-	(400.73)
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options (refer note 2.4)	106.20	31.77
Adjustment towards Augeo Asset Management Private Limited acquisition (Refer note 38)	-	28.59
Other comprehensive (Loss) / income arising from remeasurement of defined benefit obligation (net of income tax)	36.48	5.91
Balance at end of year	**(15,601.27)**	**(24,993.85)**

13A.4 Money received against share warrants (Refer Note 12 (v))

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year	4.46	4.46
Money received during the year	-	-
Balance at end of year	4.46	4.46

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13A.5 Capital Reserve on consolidation

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year	33.80	33.80
Balance at end of year (Refer note c below)	**33.80**	**33.80**

13A.6 Other reserves

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year	(608.83)	(608.83)
Balance at end of year (Refer note d below)	**(608.83)**	**(608.83)**

13B: Non Controlling Interest

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Balance at beginning of year	6,958.53	5,605.13
Profit for the year	1,090.58	835.13
Other comprehensive (Loss) / income arising from remeasurement of defined benefit obligation (net of income tax)	20.60	25.84
Addition pursuant to Augeo Asset Management Private Limited acquisition (Refer note 38)	-	50.00
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	149.48	442.43
Balance at end of year	**8,219.19**	**6,958.53**

a.Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

b.Share based payment reserve

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

c.Capital Reserve on Consolidation

The Group recognizes profit or loss on purchase, sale, issue or cancelleation of Group's own equity instrument to capital reserve on consolidation.

d.Other reserve

Other reserves represent profit / loss on transfer of business between entities under common control taken to other reserve and excess of consideration of carrying value on purchase of non-controlling interest

e. Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

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14. Provision

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
Provision for employee benefits				
Gratuity (Refer note 29)	82.19	451.66	69.16	417.38
Compensated absences	253.68	-	258.69	1.71
Total	**335.87**	**451.66**	**327.85**	**419.09**

15. Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020
Trade payables		
total outstanding dues of micro enterprises and small enterprises (refer note a below)	5.76	-
total outstanding dues of creditors other than micro enterprises and small enterprises	2,223.14	1,956.25
Total	**2,228.90**	**1,956.25**

a) Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Principal amount due to suppliers under MSMED Act	5.76	-
Interest accrued and due to suppliers under MSMED Act on the above amount	-	-
Payment made to suppliers (other than interest) beyond appointed day during the year	-	-
Interest paid to suppliers under MSMED Act	-	-
Interest due and payable to suppliers under MSMED Act towards payments already made	-	-
Interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act	-	-

Note

(i) Trade payables are non-interest bearing and are generally settled on 0 to 60 days terms
(ii) Refer note 35 for trade payable to related parties
(iii) The amount due to Micro, Small and medium Enterprises is given to the extent the same is available with the Company.

16. Other Financial Liabilities

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
(i) Security deposit received from customers	4,410.28	-	3,674.67	-
(ii) Employee related liabilities	1,459.39	-	1,257.26	-
Total	**5,869.67**	**-**	**4,931.93**	**-**

17. Other Liabilities (Unsecured, considered good)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
(i) Advances received from customers	47.95	-	43.70	-
(ii) Deferred Revenue	872.58	-	586.63	-
(iii) Statutory Dues	873.51	-	501.78	-
(iv) Employee Deposit	-	13.69	-	9.91
(v) Creditors for Property, Plant and Equipment	2.63	-	8.24	-
Total	**1,796.67**	**13.69**		

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18. Revenue from operations (Revenue from contracts with customers)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from rendering of services		
(i) Website services and fees	8,819.61	9,910.04
(ii) Commission and related income (refer note b below)	16,018.66	18,165.69
Revenue from sale of Goods		
(i) Sale of Used cars	130.05	1,752.47
Total	24,968.32	29,828.20

Note

(a) Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Company's operations pre-dominantly relate to automotive digital systems which connect automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Company's operations predominantly relates to single reportable operating segment which are subject to same risk and rewards of operating and managing a media / platform for the automotive sector through website fees and commission and related services and trading of cars.

(b) Commission and related income includes revenue of Rs. 4,414.76 lakhs (March 31, 2020 Rs. 4,013.92 lakhs) over period of time for parking and registration fees.

18.1 Performance Obligations: for the details pertaining to performance obligation refer note 2.3 (f)

18.2 Contract Balances

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Trade Receivables	4,729.70	4,669.21
Contract Assets (Net of allowance for bad and doubtful debts of Rs. 45.92 lakhs (March 31, 2020 Rs. 60.17 lakhs))	2,786.74	1,796.04
Contract Liabilities	(920.53)	(630.33)

Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days. In March 31, 2021, Rs. 803.21 lakhs (March 31, 2020: Rs. 558.45 lakhs) was recognised as provision for expected credit losses on trade receivables

Contract liabilities consists of Advance from customers and deferred revenue.

The Group have rendered the service and have recognised the revenue of Rs. 586.63 lakhs for the year ended March 31, 2021 and Rs. 488.87 lakhs in March 31, 2020. It expects similarly to recognise revenue in year 2021-22 from the closing balance of deferred revenue as at March 31, 2021.

The Group usually renders services against the advance from customers within the next reporting period.

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19. Other Income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Income		
Bank deposits	40.29	20.10
financial asset (ICD) carried at amortised cost	362.83	233.83
Income Tax Refund	35.70	34.38
Security Deposits	14.84	-
financial asset (Investment) carried at amortised cost	213.24	89.37
Loans to employees	1.84	2.75
	668.74	**380.43**
Net gain on investment carried at fair value through Profit and Loss		
Gain on fair valuation of investment in mutual fund	1,701.57	1,435.89
Gain on sale of investment in mutual fund	13.69	23.99
Gain on fair value of investment in non-convertible debentures	302.75	-
	2,018.01	**1,459.88**
Other Non-Operating Income		
Liabilities no longer required written back	298.51	72.78
Profit on sale of Property, Plant and Equipment (Net)	0.59	2.85
Miscellaneous Income	198.19	87.26
	497.29	**162.89**
Total	**3,184.04**	**2,003.20**

Note: All components of Other Income included above, other than Miscellaneous Income are recurring in nature

20. Employee benefits expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020 (Restated)
Salaries , wages and bonus	11,482.90	11,088.71
Gratuity (refer note 29)	167.20	151.66
Contributions to provident and other funds	517.13	518.84
Share-based payments to employees (Refer Note 31 and note 2.4)	654.82	1,254.13
Staff welfare expenses	188.94	294.52
Total	**13,010.99**	**13,307.86**

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

21. Finance cost

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020 (Restated)
Interest expense on financial liabilities (lease liability)	429.78	344.75

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22. Other expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020 (Restated)
Power and fuel	166.97	225.79
Rent (Refer note 32)	557.67	566.61
Royalty paid	141.08	159.97
Commission and related expense	234.63	602.11
Security charges	1,497.70	1,883.67
Inspection and Valuation Charges	878.36	931.01
Repairs and maintenance - Others	232.16	230.89
Directors Sitting Fees	4.45	3.30
Insurance	59.96	40.08
Rates and taxes	88.88	232.98
Communication	228.15	294.85
Travelling and conveyance	355.59	1,253.72
Legal and professional fees	975.67	695.53
Payments to auditors (Refer Note 25)	78.20	57.29
Advertisement, Marketing and Sales Promotion Expenses	1,317.81	2,406.71
Corporate social responsibility expenses (Refer note 26)	80.82	53.62
Business Outsourcing Expense	175.28	236.69
Website Hosting Charges	252.37	231.12
Impairment allowance on financial assets	259.00	343.31
Bad Debts Written Off	-	8.73
Bank Charges	38.35	69.96
Membership and Subscription fees	50.05	30.19
Miscellaneous expenses	222.38	285.90
Total	**7,895.53**	**10,844.03**

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23. Income Tax

i) Income tax recognised in Statement of Profit and Loss

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020 (Restated)
Current tax		
In respect of the current year	977.46	1,417.59
Adjustment of tax relating to earlier periods	(232.76)	52.33
Current tax (A)	744.70	1,469.92
Deferred tax		
Deferred tax on temporary differences	(472.27)	(468.90)
Initial recognition of deferred tax asset consequent to revision in estimate (Refer note (iii) below)	(5,915.04)	-
Deferred tax (Credit) (B)	(6,387.31)	(468.90)
Total income tax (Credit)/expense (A+B)	**(5,642.61)**	**1,001.02**

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

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020 (Restated)
Profit before tax	4,697.87	3,891.22
Rate of tax	29.59%	29.30%
Income tax expense at enacted tax rate	1,390.02	1,140.18
Effect of expenses that are not deductible in determining taxable profit	(246.75)	251.34
Effect of expenses that are not deductible in determining taxable profit , but not claimed as an expense in books	(638.08)	(452.00)
Initial recognition of deferred tax on account of revision in estimate (Refer note (iii) below)		
a. unused tax losses and unabsorbed depreciation of earlier years	(6,455.00)	-
b. other items of earlier years	539.96	-
	(5,915.04)	-
Adjustments recognised in the current year in relation to the current tax of prior years	(232.76)	52.33
Others	-	9.17
Income tax expense recognised in profit or loss	**(5,642.61)**	**1,001.02**

iii) Till March 31, 2020, the Parent Company did not recognise deferred tax asset ('DTA') in its standalone financial statements on the timing differences mainly arising from brought forward losses and unabsorbed depreciation due to the absence of reasonable certainty in accordance with Ind-AS 12. Pursuant to the changes in the Finance Bill 2021, goodwill of a business or profession is not to be considered as depreciable asset and no depreciation to be allowed in any situation for assessment years beginning on April 1, 2020. Depreciation on goodwill was one of the larger components contributing to accumulation of losses till foreseeable future for the Company. Given this proposed change in law, the Company has revised its estimate with respect to utilization of certain portion of its brought forward losses and unabsorbed depreciation relating to earlier years, to the extent it can be offset against future taxable profits and has accordingly recorded a Deferred Tax Asset of Rs. 6,455.00 lacs during the year ended March 31, 2021 in view of reasonable certainty based on revised estimates due to change in law. Further, the Company has also recognised net deferred tax liability of Rs. 539.96 lacs which was hitherto not recognised due to the lack of reasonable certainty of realisability of brought forward losses and unabsorbed depreciation.

iv) Pursuant to the Taxation Laws (Amendment) Act, 2019, corporate assesses have been given the option under section 115BBA of the Income Tax Act, 1961 to apply lower income tax rate with effect from 01 April 2019, subject to certain conditions specified therein. The Company has assessed the impact of the Law and has availed the beneficial (lower) rate of tax.

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24. Deferred tax balances

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Deferred tax asset (net) (Refer note 24.1 below)	6,541.75	408.06
Deferred tax (liabilities) (Refer note 24.2 below)	(631.03)	(788.79)

24.1 Components of deferred tax assets (net)

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Deferred tax asset:		
Impact of employee related retirement and other liabilities	220.03	186.96
Financial instruments at fair value through Profit and loss	-	
Impact of Impairment allowance on trade receivables and contract assets	202.15	140.57
Property, plant and equipment: Impact of difference between tax depreciation and depreciation charged for financial reporting	(33.43)	25.50
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	178.48	311.68
Impact of deferred tax on unused tax losses and unabsorbed depreciation (Refer note 24.4 and 24.5 below)	18,132.54	6,843.84
Impact of Deferred tax due on Ind AS 116 adjustments	277.12	(233.54)
Others	136.12	136.84
Deferred tax liabilities:		
Financial instruments at fair value through Profit and loss	(892.69)	(331.26)
Property, plant and equipment: Impact of difference between tax depreciation and depreciation charged for financial reporting	(1.02)	-
Total deferred tax assets (net)	18,219.30	7,080.59
Less: Deferred tax assets (net), not recognised - Refer note 23 (iii)	11,677.55	6,672.53
Total deferred tax assets (net) recognised	**6,541.75**	**408.06**

24.2 Components of deferred tax liabilities

Particulars	As at March 31, 2021	As at March 31, 2020 (Restated)
Impact of difference between tax amortisation and amortisation charged for financial reporting on intangible assets created on purchase price allocation	(631.03)	(788.79)
Total deferred tax liabilities recognised	(631.03)	(788.79)

24.3 Reconciliation of deferred tax assets :

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening balance	408.06	104.19
Tax income during the year recognised in profit & loss	6,118.15	284.49
Tax income during the year recognised in OCI	15.54	19.38
Closing balance	6,541.75	408.06

24.4 Unused tax losses and unabsorbed depreciation, are attributable to the following:

Particulars	As at March 31, 2021	As at March 31, 2020
Unabsorbed Depreciation (no expiry limit)	45,137.05	45,137.05
Unused tax losses (see below)	26,494.10	26,977.05

24.5 Breakup of expiry of balances

	As at March 31, 2021 Amount	As at March 31, 2020 Amount
2020	-	482.95
2021	1,257.68	1,257.68
2022	1,563.18	1,563.18
2023	6,792.04	6,792.04
2024	13,152.04	13,152.04
2025	2,478.49	2,478.49
2026	1,092.15	1,092.15
2027	158.52	158.52
Total	26,494.10	26,977.05

25. Payment to auditors

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
To statutory auditor		
i) For Audit fees	74.50	35.70
ii) For Limited review	10.50	10.50
ii) For Other services	8.50	9.00
iii) For reimbursement of expenses	1.70	1.79
Less: Fees for IPO related services, recoverable from selling shareholders	(17.50)	-
Total	77.70	56.99

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26. Details of CSR expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Gross amount required to be spent by the Group during the year (A)	67.52	53.62
Amount approved by the Board to be spent during the year	67.52	53.62
Amount spent during the year (B)		
(1) Construction/acquisition of any assets	-	-
(2) Purpose other than (1) above	24.84	5.00
Total (B)	**24.84**	**5.00**
Details related to spent / unspent obligations:		
Contribution to Public Trust	-	5.00
Contribution to Charitbale Trust	13.30	-
Contribution ongoing projects	11.54	-
Unspent amount in relation to:		
- Ongoing project	55.98	48.62
- Other than ongoing projects	-	-
Total	**80.82**	**53.62**

Details of CSR expenditure under Section 135(6) of the Act in respect of ongoing projects:

Opening balance		
With the Group	48.62	-
In Separate CSR Unspent account	-	-
Amount required to be spent during the year	67.52	53.62
Amount spent during the year		
From the Group's bank account	(73.46)	(5.00)
From Separate CSR unspent account	-	-
Closing balance		
With the Group	34.18	48.62
In Separate CSR Unspent account	8.50	-

Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects:

Opening Balance	-	-
Amount deposited in Specified Fund of Schedule VII of the Act within 6 months	-	-
Amount required to be spent during	-	-
Amount spent during the year	-	-
Closing balance	-	-

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27. Earnings per share (EPS)

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

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020 (Restated)
Profit attributable to ordinary shareholders of the parent for basic earnings (Rs in lakhs)	A	9,249.90	2,055.07
Less : Adjustments for effect of dilution	B	-	-
Profit attributable to equity holders of the parent adjusted for the effect of dilution (Rs in lakhs)	C=A-B	9,249.90	2,055.07
Weighted average number of Equity shares	D	34,78,550	34,49,303
Add: Impact of ordinary shares to be issued upon conversion of compulsarily convertible preference shares	E	3,78,62,036	3,52,99,477
Weighted average number of shares for Basic EPS	F=D+E	4,13,40,586	3,87,48,780
Effect of dilution:			
Add: Impact of ordinary shares to be issued upon conversion of Share Warrants	G	17,16,752	17,16,752
Employee stock option	H	44,73,268	26,43,268
Weighted average number of Equity shares adjusted for the effect of dilution	I=F+G+H	4,75,30,606	4,31,08,800
Basic earnings per share (in Rs)	J=C/F	22.37	5.30
Diluted earnings per share (in Rs)	K=C/I	19.46	4.77

Note : Earning Per Share have been restated to include the impact of compulsorily convertible preference shares outstanding as at each reporting date (which increased the denominator) and consider the impact of change on account of restatements.

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28. Segment reporting

Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Company's operations pre-dominantly relate to automotive digital systems which connect automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Group's operations predominantly relates to single reportable operating segment which are subject to same risk and rewards of operating and managing a media / platform for the automotive sector through website fees and commission and related services.
As per management approach as defined in Ind AS 108, management committee reviews and monitors the operating results of the business segment for the purpose of making decisions about resource allocation and performance assessment using profit or loss and return on capital employed.

All non-current assets of the Company are located in India.
Geographical Revenue is allocated based on the location of the customer. Information regarding geographical revenue is as follows:

Geographical Revenue

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from customers		
- India	24,419.64	29,253.39
- Outside India	548.68	574.81
Total Revenue	**24,968.32**	**29,828.20**

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29. Employee Benefits

a) Defined Contribution Plans

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

Both the employees and the Group make pre-determined contributions to the provident fund. Amount recognized as expense amounts to Rs. 517.13 Lakhs (March 31, 2020: Rs. 518.84 Lakhs) under contributions to provident and other funds (Note 20 Employee benefits expense).

b) Defined Benefit Plans

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

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

ii) The plan typically exposes the Group to actuarial risk such as interest rate risk, salary risk and demographic risk:
Interest rate risk - The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

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

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

iii) The most recent actuarial valuation of the defined benefit obligation was carried out as at March 31, 2021 by an independent actuary.
iv) The details in respect of the amounts recognised in the Group's financial statements for the year ended March 31, 2021 and March 31, 2020 for the defined benefit scheme is as under:

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
I. Principal Actuarial assumptions		
Discount rate	5.59% - 6.76%	5.60% - 6.85%
Expected rate of salary increase	5.00% - 8.00%	5.00% - 8.00%
Mortality tables		
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")	IALM (2006-08) Ult.,100% of IALM 2012-14	IALM (2006-08) Ult.,100% of IALM 2012-14
Withdrawal Rates		
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")	20% p.a. at younger ages reducing to 23% p.a. at older ages	20% p.a. at younger ages reducing to 23% p.a. at older ages
Shriram Automall India Limited	For service upto 5 years 10% and for service more than 5 years 5.00% p.a.	For service upto 5 years 10% and below 10.00% p.a. and for service more than 5 years 5.00% p.a.
Weighted average duration (in years)		
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")	5.24	5.11
Shriram Automall India Limited	9.98	11.9

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	
	As at March 31, 2021	As at March 31, 2020
II. Components of defined benefit costs recognised in the Statement of Profit and loss		
Service cost:		
Current service cost	138.36	120.57
Past service cost and (gain) / loss from settlements	-	-
Net interest expense	48.72	53.58
Expected return on plan assets	(20.53)	(22.49)
Components of defined benefit costs recognised in the Statement of Profit and loss (Refer Note 20)	166.55	151.66

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
III. Components of defined benefit costs / (income) recognised in the other comprehensive income		
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding the amount included in net interest cost)	(8.22)	12.82
Actuarial (gains) / losses arising from changes in financial assumptions	48.90	(16.69)
Actuarial (gains) / losses arising from changes in demographic assumptions	-	(84.27)
Actuarial (gains) / losses arising from changes in experience adjustments	35.59	139.27
Components of defined benefit income recognised in other comprehensive income	76.27	51.13

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Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
IV. Change in the defined benefit obligation		
Opening defined benefit obligation	795.20	721.85
On acquisition of SAMIL	-	10.25
Current service cost	138.35	120.57
Interest cost	48.72	53.58
Liability transferred out/divestment	-	(9.03)
Remeasurement (gains)/losses:		
Actuarial (gains) / losses arising from changes in financial assumptions	(48.90)	(41.92)
Actuarial (gains) / losses arising from changes in demographic assumptions	-	(1.79)
Actuarial (gains) / losses arising from changes in experience adjustments	(35.59)	5.39
Benefits paid	(50.12)	(63.70)
Closing defined benefit obligation	**847.66**	**795.20**

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
V. Change in the Fair value of Plan Assets :		
Fair Value of Plan Assets at the Beginning of the year	308.67	291.90
Interest income on plan Assets	20.53	22.49
Benefit Paid	(7.16)	(18.54)
Return on Plan Assets	(8.23)	12.82
Fair Value of Plan Assets at the End of the year	**313.81**	**308.67**

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
VII. Disaggregation of Assets :		
Category of Assets -		
Insurance Fund	313.81	308.67

Sensitivity Analysis for Parent

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
Defined Benefit Obligation - Discount Rate + 50 basis points	491.26	438.08
Defined Benefit Obligation - Discount Rate - 50 basis points	516.75	460.08
Defined Benefit Obligation - Salary Escalation Rate + 50 basis points	516.45	459.84
Defined Benefit Obligation - Salary Escalation Rate - 50 basis points	491.42	438.20
Defined Benefit Obligation - Rate of employee turnover + 10 basis points	496.41	442.87
Defined Benefit Obligation - Rate of employee turnover - 10 basis points	512.02	455.62

Sensitivity Analysis for Shriram Automall India Limited (and step-down subsidiaries)

Particulars	Gratuity	
	As at March 31, 2021	As at March 31, 2020
Defined Benefit Obligation - Discount Rate + 10 basis points	29.27	34.50
Defined Benefit Obligation - Discount Rate - 10 basis points	32.53	41.04
Defined Benefit Obligation - Salary Escalation Rate + 10 basis points	(26.74)	41.42
Defined Benefit Obligation - Salary Escalation Rate - 10 basis points	(2.89)	35.71
Defined Benefit Obligation - Rate of employee turnover + 10 basis points	0.91	11.48
Defined Benefit Obligation - Rate of employee turnover - 10 basis points	0.09	19.54

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, 2021	As at March 31, 2020
1st Following year	17.06	85.12
Sum of years 2 to 5 year	182.43	320.10
Sum of years 6 to 10	354.80	325.99
Sum of years 11 and above	408.93	609.51

c. Leave plan and compensated absences

The liability for compensated absences for the year ended March 31, 2021 is Rs. 253.68 lakhs (March 31, 2020 : Rs 260.40 lacs) shown under provisions.

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30. Capital Management

For the purpose of the Company's capital management, capital includes equity capital, convertible preference shares 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 each year end, the Company has only one class of equity shares and has lease liabilities and no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for re-investment into business based on its long term financial plans.

31 (1). 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 447,500 (under "ESOP 2010"), 802,608 (under "ESOP 2011") 300,710 (under "ESOP 2014") ,1,355,000 (under "ESOP 2015"),1,134,241 (under "ESOP 2021 I") and 2,000,000 (under "ESOP 2021 II") Equity Shares of Rs. 10 each of the Company.

Particulars	No of options in Pool	Maximum number / % of Options that shall
ESOP Scheme 2010	4,47,500	25% vests every year
ESOP Scheme 2011	8,02,608	25% vests every year
ESOP Scheme 2014	3,00,710	25% vests every year
ESOP Scheme 2015	13,55,000	25% vests every year
ESOP Scheme 2021 I	11,34,241	25% vests every year
ESOP Scheme 2021 II	20,00,000	15,00,000 option vest in one year and balance 25% vests every year

The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2015:

Particulars	March 31, 2021	March 31, 2020
Dividend yield (%)	0%	0%
Expected volatility (%)	44.80%	44.80%
Risk free interest rate (%)	7.13%	7.13%
Spot price (Rs)	373.13	373.13
Exercise price (Rs)	271.57	220.55
Expected life of options granted in the year (in years)	7	7

The details of activity under ESOP Scheme 2010

Particulars	March 31, 2021	March 31, 2020
Outstanding at the beginning of the year (Weighted average exercise price for each year Rs.19.16)	1,97,500	1,97,500
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	(1,35,000)	-
Outstanding at the end of the year	62,500	1,97,500
Weighted average exercise price of options outstanding at the end of year (in Rs.)	14.43	19.16
No. of Option vested until year end	62,500	1,97,500
Weighted average remaining contractual life (in years)	0.30	0.87
Weighted average exercise price of options on the date of grant (in Rs.)	19.16	19.16
Weghted average Fair Value of options (in Rs.)	7.17	4.08

Options exercised during the year ended March 31, 2021 at an exercise price of Rs. 11/- and fair value of shares as on date of exercise of Rs. 825/-

The details of activity under ESOP Scheme 2011

Particulars	March 31, 2021	March 31, 2020
Outstanding at the beginning of the year	7,60,058	7,60,058
Weighted average exercise price of options outstanding at the beginning of year (in Rs.)	28.74	28.74
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	-	-
Outstanding at the end of the year	7,60,058	7,60,058
Weighted average exercise price of options outstanding at the end of year (in Rs.)	28.74	28.74
No. of Option vested until year end	7,60,058	7,60,058
Weighted average remaining contractual life (in years)	1.82	2.82
Weighted average Excersice price of options on the date of grant (in Rs.)	28.74	28.74
Fair Value of options (in Rs.)	10.50	10.50

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The details of activity under ESOP Scheme 2014

Particulars	March 31, 2021	March 31, 2020
Outstanding at the beginning of the year (Weighted average exercise price for each year Rs.205.34)	3,00,710	3,00,710
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	-	-
Outstanding at the end of the year (Weighted average exercise price for each year Rs.205.34)	3,00,710	3,00,710
No. of Option vested until year end	3,00,710	3,00,710
Weighted average remaining contractual life (in years)	3.59	4.59
Weighted average Excersice price of options on the date of grant (in Rs.)	205.34	205.34
Fair Value of options (in Rs.)	2.93	2.93

The details of activity under ESOP Scheme 2015

Particulars	March 31, 2021	March 31, 2020
Outstanding at the beginning of the year	13,85,000	13,95,000
Granted During the year	-	45,000
Forfeited during the year	-	(17,500)
Exercised During the year	-	-
Lapsed During the year	(35,000)	(37,500)
Outstanding at the end of the year	13,50,000	13,85,000
Weighted average exercise price of options outstanding at the beginning of year (in Rs.)	220.55	278.04
Weighted average exercise price of options outstanding at the end of year (in Rs.)	271.57	220.55
No. of Option vested until year end	11,05,000	9,90,000
Weighted average remaining contractual life (in years)	5.82	6.84
Weighted average Excersice price of options on the date of grant (in Rs.)	282.78	227.23
Fair Value of options (in Rs.)	161.76	134.38

Weighted average exercise price of options granted, forfeited and lapsed during the year ended March 31, 2021 and March 31, 2020 is Rs. 472/-

The details of activity under ESOP Scheme 2021 II

Particulars	March 31, 2021	March 31, 2020
Outstanding at the beginning of the year	-	-
Granted During the year	20,00,000	-
Forfeited during the year	-	-
Exercised During the year	-	-
Lapsed During the year	-	-
Outstanding at the end of the year	20,00,000	-
Weighted average exercise price of options outstanding at the beginning of year (in Rs.)	-	-
Weighted average exercise price of options outstanding at the end of year (in Rs.)	825	-
No. of Option vested until year end	-	-
Weighted average remaining contractual life (in years)	7.00	-
Weighted average Excersice price of options on the date of grant (in Rs.)	825.00	-
Fair Value of options (in Rs.)	967.26	-

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31 (2). SAMIL Employee Stock Option Scheme

SAMIL provides share-based payment schemes to its employees. During the year ended 31 March 2021 an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below.

On 27 April 2018, the extra general meeting of shareholders & NRC (Nomination and Remuneration committee) granted option aggregating to 6,75,000 options at an exercise price of ₹ 50 per share to the employees of the company (other than CEO and Whole-time Director) and the employee of the subsidiary companies under SAMIL ESOP Plan-I. Also, On 16 August 2020, the board of directors approved 782,609 options & 5,21,740 options at exercise price of ₹ 10 per share under SAMIL ESOP Plan-II & SAMIL ESOP Plan-III respectively. The options are subject to satisfaction of the prescribed vesting conditions, viz., continuing employment with the Company. The above plan is covered under SAMIL ESOP Plan-I. The other relevant terms of the grant are as below:

	ESOP PLAN-I	ESOP PLAN-II	ESOP PLAN-III
Date of Grant	27-Apr-18	16-Aug-18	16-Aug-18
Date of Board/Committee Approval	20-Apr-18	14-Aug-18	14-Aug-18
Date of Shareholder's approval	27-Apr-18	16-Aug-18	16-Aug-18
No of Options under the Scheme	9,78,261	7,82,609	8,47,826
Number of option granted	6,75,000	7,82,609	521,740*
Method of settlement (Cash/Equity)	Equity	Equity	Equity
Vesting Period	26-April-20 - 25% 26-April-21- 25% 26-April-22-25% 26-April-23-25%	16-Aug-19	16-August-19 - 25% 31-March-20- 25% 31-March-21-25% 31-March-22-25%
Exercise Price per share	50	10	10
Fair value on grant date as per valuation report	26-April-20 - ₹ 37.79 26-April-21- ₹ 40.54 26-April-22- ₹ 43.21 26-April-23- ₹ 45.66	63.95	16-August-19 - ₹ 63.95 31-March-20- ₹ 64.34 31-March-21- ₹ 64.89 31-March-22- ₹ 65.43
Option given to	Employees of SAMIL (Other than CEO and Whole-time Director of SAMIL)	CEO and Whole time Director of SAMIL	CEO and Whole time Director of SAMIL

Under ESOP Plan-III, SAMIL granted 326,087 performance based stock options to its CEO under its stock options Plan. As per the terms of the agreement, these options shall vest based on achievement of EBITDA target including all its present and future subsidiaries in a Financial Year on or before 31st March 2024. Vesting would be on the date on which the target is achieved. During year-ended 31 March 2019, the Company determined fair value and assessed it to be not probable and accordingly, did not account for compensation expense. During year-ended 31 March 2020, as part of its annual re-assessment, the Company assessed the target to be achievable and accordingly, has recognized compensation expense on a straight-line basis over the remaining vesting period ending on 31 March 2024.

The details of activities of SAMIL ESOP Plan-I

	31 March 2021		31 March 2020	
	No. of options	WAEP* (in ₹)	No. of options	WAEP* (in ₹)
Outstanding at the beginning of the year	6,14,000	50.00	6,75,000	50.00
Granted during the year	10,000	-	-	-
Forfeited during the year	35,000	50.00	61,000	50.00
Exercised during the year	-	-	-	-
Effect of share split	-	-	-	-
Effect of bonus issue	-	-	-	-
Outstanding at the end of the year	5,89,000	50.00	6,14,000	50.00
Exercisable at the end of the year	1,44,750	50.00	-	-
Weighted average share price at the date of exercise	-	-	-	-
Weighted average remaining contractual life for the options outstanding	2.07 years		3.07 years	

The details of activities of SAMIL ESOP Plan-II

	31 March 2021		31 March 2020	
	No. of options	WAEP* (in ₹)	No. of options	WAEP* (in ₹)
Outstanding at the beginning of the year	7,82,609	10.00	7,82,609	10.00
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Effect of share split	-	-	-	-
Effect of bonus issue	-	-	-	-
Outstanding at the end of the year	7,82,609	10.00	7,82,609	10.00
Exercisable at the end of the year	7,82,609	10.00	7,82,609	10.00
Weighted average share price at the date of exercise	-	-	-	-
Weighted average remaining contractual life for the options outstanding	-	-	-	-

weighted average exercise price

The details of activities of SAMIL ESOP Plan-III

	31 March 2021		31 March 2020	
	No. of options	WAEP* (in ₹)	No. of options	WAEP* (in ₹)
Outstanding at the beginning of the year	5,21,740	-	5,21,740	10.00
Granted during the year	-	10.00	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Effect of share split	-	-	-	-
Effect of bonus issue	-	-	-	-
Outstanding at the end of the year	5,21,740	10.00	5,21,740	10.00
Exercisable at the end of the year	3,91,305	-	2,60,870	10.00
Weighted average share price at the date of exercise	-	-	-	-
Weighted average remaining contractual life for the options outstanding	1 year		2 years	

weighted average exercise price

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CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
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The Black Scholes valuation model has been used for computing the weighted average fair value for the year ended 31 March 2021 and 31 March 2020 considering the following inputs:

SAMIL Plan -I	Vesting I 26 April 2020	Vesting II 26 April 2021	Vesting III 26 April 2022	Vesting IV 26 April 2023
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	27.20%	26.80%	27.70%	28.70%
Risk-free interest rate	7.76%	7.836%	7.861%	7.855%
Weighted average share price (₹)	71.56	71.56	71.56	71.56
Exercise price (₹)	50	50	50	50
Expected life of options granted in years	4.50	5.50	6.50	7.50
Weighted average fair value of option at the measurement date	37.79	40.54	43.21	45.66

SAMIL Plan-II	Vesting I 16 August 2019
Dividend yield (%)	0.00%
Expected volatility	29.00%
Risk-free interest rate	7.803%
Weighted average share price (₹)	71.56
Exercise price (₹)	10
Expected life of options granted in years	3.50
Weighted average fair value of option at the measurement date	63.95

SAMIL Plan-III	Vesting I 16 August 2019	Vesting II 31 March 2020	Vesting III 31 March 2021	Vesting IV 31 March 2022
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	28.10%	27.20%	26.50%	26.60%
Risk-free interest rate	7.803%	7.896%	7.924%	8.007%
Weighted average share price (₹)	71.56	71.56	71.56	71.56
Exercise price (₹)	10	10	10	10
Expected life of options granted in years	3.50	4.12	5.12	6.12
Weighted average fair value of option at the measurement date	63.95	64.34	64.89	65.43

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32 Leases

The Group has adopted Ind AS 116 "Leases" from April 01, 2019, which resulted in changes in accounting policies in the financial statements.

Transition

Effective April 1, 2019, the Group adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. The Company has recognised assets of Rs. 4,829.57 lakhs and liability of Rs. 4,971.72 lakhs and has taken the cumulative adjustment to of Rs.400.73 lakhs to retained earnings, on the date of initial application. Consequently, the Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right to use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the lessee's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted.

The following is the summary of practical expedients elected on initial application:

a) Applying a single discount rate to a portfolio of leases with reasonably similar characteristics

b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.

c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

d) Covid-19-Related Rent Concessions: The amendment provided relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, the Group has elected not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. This amendment had an impact of Rs. 106.72 lakhs (recognised under miscellaneous income) during the year ended March 31, 2021.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 9,40%.with maturity between 2021-2026. Following are the changes in the carrying value of right of use assets for the year ended March 31, 2021:

Particulars	As at March 31, 2021	As at March 31, 2020
Opening balance	3,643.06	-
Additions (Refer Note 3)	2,223.23	4,829.57
Disposals	(26.69)	(402.90)
Depreciation expense (Refer note 4C)	(1,040.91)	(783.61)
Closing balance	**4,798.69**	**3,643.06**

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the period:

Particulars	As at March 31, 2021	As at March 31, 2020
Opening balance	4,214.99	-
Additions	2,199.51	4,971.72
Disposals	(25.24)	-
Accretion of interest	429.78	348.94
Payments	(1,363.91)	(1,105.67)
Closing balance	**5,455.13**	**4,214.99**
Current	**815.23**	**757.75**
Non-current	**4,639.90**	**3,457.24**

The following are the amounts recognised in the Statement of Profit or Loss:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation expense of right-of-use assets	1,040.91	834.12
Interest expense on lease liabilities	429.78	344.75
Expense relating to Long-term leases (included in other expenses)	(923.07)	(681.57)
Other expenses (lease payments)	(440.84)	(424.10)
Total amount recognised in the Statement of Profit or Loss	**106.78**	**73.20**

C. Impact on Ind As Consolidated Statement of cashflow (increase/(decrease))

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Operating lease payments	1,363.91	1,105.67
Ne cashflow from operating activities	**1,363.91**	**1,105.67**
Payment of principle portion of lease liabilities	(934.13)	(760.92)
Payment of interest portion of lease liabilities	(429.78)	(344.75)
Net cash flows from financing activities	**(1,363.91)**	**(1,105.67)**

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33. Financial Instruments

Particulars	As at March 31, 2021	As at March 31, 2020
Financial assets		
Measured at FVTPL		
Current Investments - Mutual Funds	62,191.12	27,078.50
Investment in Debentures	2,357.84	2,055.08
Measured at amortised cost		
Investments in subordinated debts	-	341.02
Loan	4,930.00	3,785.00
Trade Receivables	4,729.70	4,669.21
Cash and cash equivalents	2,199.41	1,952.08
Bank balance other than cash and cash equivalents mentioned above	248.47	207.27
Other financial assets	5,525.89	2,587.21
Financial liabilities		
Measured at amortised cost		
Trade payables	2,228.90	1,956.25
Lease liabilities	5,455.13	4,214.99
Other financial liabilities	5,869.67	4,931.93

(i) Financial risk management objectives and policies

The Group's principal financial liabilities comprise trade payables and lease liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds investments in debt instruments, fixed deposits and mutual funds.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The financial risk committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(ii)(a)Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk and other price risk, such as equity price. Financial instruments affected by market risk include debt and equity investments

Foreign currency risk

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 is Nil.

The sensitivity to foreign currency of equity is not measured since there are no foreign currency exposures which affect equity directly.

(ii)(b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Group 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 and internal review of receivables by way of Group policy and external litigations with parties which are reviewed and approved by management on a quarterly basis.

For details pertaining to trade recievables and contract assets including impairment allowance on the same refer to Note 18 and for details pertaining to other financial assets including impairment allowance on the same refer to Note 6

The Ageing analysis of trade receivables (net) before adjustment of impairment allowance of Rs. 803.21 lakhs (March 31, 2020- Rs. 558.45 lakhs) as of the reporting date is as follows:

Particulars	As at	
	March 31, 2021	March 31, 2020
0-30 days	2,790.27	2,711.34
30-90 days	1,133.55	1,102.51
90-180 days	336.30	602.83
181-365 days	293.89	354.09
Above 365 days	978.90	456.89
Total	5,532.91	5,227.66

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(ii)(c) Financial instruments and cash deposits note

The Group invests in mutual funds, debentures and sub-ordinated debts with Balanced risk. The Group recognised provis+A21ion for expected credit losses/profit on its instruments at fair value through OCI.

The Group's maximum exposure to credit risk for the components of the balance sheet at 31 March 2021 and 31 March 2020 is the carrying amounts as per note 5 .

(ii)(d) Liquidity risk management

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at respective reporting dates

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2021

Particulars	On demand	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	2,228.90	-	2,228.90
Other financial liabilities	-	5,869.67	-	5,869.67
Lease liabilities	-	815.23	4,639.90	5,455.13
Total	-	8,913.80	4,639.90	13,553.70

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2020

Particulars	On demand	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	1,956.25	-	1,956.25
Other financial liabilities	-	4,931.93	-	4,931.93
Lease liabilities	-	757.75	3,457.24	4,214.99
Total	-	7,645.93	3,457.24	11,103.17

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(All amounts in INR lakhs, unless otherwise stated)

34. Fair Value Measurement

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. In accordance with Ind AS, the Company's investments in debt mutual funds have been fair valued. The Company has designated investments as fair value through profit and loss. Management assessed that the carrying values of cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate their fair values largely due to the short-term maturities of these instruments.

Particulars	As at March 31, 2021		As at March 31, 2020	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Financial assets at amortised cost:				
Investments in subordinated debts	-	-	341.02	341.02
Loan	4,930.00	4,930.00	3,785.00	3,785.00
Trade Receivables	4,729.70	4,729.70	4,669.21	4,669.21
Cash and cash equivalents	2,199.41	2,199.41	1,952.08	1,952.08
Bank balance other than cash and cash equivalents mentioned above	248.47	248.47	207.27	207.27
Other financial assets	5,525.89	5,525.89	2,587.21	2,587.21
Financial Liabilities				
Financial liabilities held at amortised cost:				
Trade payables	2,228.90	2,228.90	1,956.25	1,956.25
Other financial liabilities	5,869.67	5,869.67	4,931.93	4,931.93
Lease liabiliites	5,455.13	5,455.13	4,214.99	4,214.99

The Company uses the hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques as mentioned in accounting policies:

Financial Asset/ Financial Liabilities	Fair Value		Fair Value Hierarchy	Valuation technique and key inputs
Financial assets	As at March 31, 2021	As at March 31, 2020		
Investment in Mutual Fund	62,191.12	27,078.50	Level 1	Quoted price in active markets (Net Asset Value issued by fund)
Investment in Debentures	2,357.84	2,055.08	Level 1	NAV issued by third party custodian

There have been no transfers between Level 1 and Level 2 during the above mentioned periods.

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CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
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35. Related party transactions

A .Details of related parties

Description of relationship	Names of related parties
Key Management Personnel	Vinay Sanghi (Chief Executive Officer and Director)
	Aneesha Menon (Chief Financial Officer) (w.e.f. July 1, 2020)
	Lal Bahadur Pal (Company Secretary)
Relatives of key management personnel	Varun Sanghi
	Diya Sanghi (April 26, 2020 to August 31, 2020)
	Rashi Uday Gangwal (w.e.f. July 1, 2020)
Enterprise having significant influence over the material subsidiary	Shriram Transport Finance Company Limited

Note:
The transaction with related parties are made on terms equivalent to those that prevail in arm's length transaction

B. Nature of Material Transactions/ Names of Related Parties

S. No.	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A	**Remuneration to Key management personnel (Refer Note 1 below)**		
1	Vinay Sanghi	564.96	474.23
2	Aneesha Menon	76.59	-
3	Lal Bahadur Pal	17.29	17.11
B	**Enterprises having significant influence over the the subsidiary**		
1	**Shriram Transport Finance Company Limited**		
	Payments / Expenses		
a	Other expenses	513.17	536.28
	Receipts/Income		
a	Revenue from contracts with customers	1,733.70	1,773.86
b	Interest on subordinated debt & NCD	211.02	71.45
c	Interest on inter-corporate deposit paid	362.83	233.83
d	Interest on fixed deposit	26.72	-
e	Other income	31.97	45.18
	Other Transactions		
a	Inter-corporate deposit repaid	940.00	1,310.00
b	Inter-corporate deposit given	2,085.00	2,500.00
c	Investment in Fixed deposits	2,000.00	-
C	**Remuneration to relatives of key management personnel (Refer Note 1 below)**		
1	Varun Sanghi	24.22	16.76
2	Diya Sanghi	1.04	-
3	Rashi Uday Gangwal	10.63	-

C. Balance outstanding

S. No.	Particulars	As at March 31, 2021	As at March 31, 2020
A	**Shriram Transport Finance Company Limited**		
1	Inter-corporate deposit (Receivable)	4,930.00	3,785.00
2	Interest receivable	91.79	197.39
3	Investment in subordinated debt & NCD	2,357.84	2,305.58
4	Investment in Fixed Deposit	2,000.00	-
5	Interest receivable on fixed deposit	24.71	-
6	Trade Receivable	6.98	5.93

Note 1 : Remuneration to KMP includes share based payment expenses of Rs.91.93 lakhs determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 2: The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial period/year through examining the financial position of the related party and market in which the related party operations.

36. Capital and other commitments

Particulars	As at March 31, 2021	As at March 31, 2020
Estimated amount of contracts remaining to be executed on capital account and not provided for	83.41	94.08

37. Contingent Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Income Tax (refer note (i) below)	-	36.99
Services Tax (refer note (ii) below)	48.64	48.64
Maharastra Value Added Tax (refer note (iii) below)	75.28	75.28

i) Shriram Automall India Limited ("subsidiary company") received notice u/s 143(1) of Income Tax Act'1961, from the Income Tax Authorities requiring the subsidiary company to pay additional tax of Rs. 13.79 lakhs (March 31, 2020 Rs. 13.79 lakhs) for assessment year 2016-17. The management has filed rectification u/s 154 of Income Tax Act'1961 which has been rejected by Department, later during the FY 2020-21, the amount of ₹ 13.79 lacs adjusted with refund for AY 2019-20. The management doesn't intend to contest further and accounted for Rs. 13.79 lacs in Income Statement.

The subsidiary company received notice from the Income Tax Authorities requiring the subsidiary company to pay additional tax of Rs. 23.20 lakhs (March 31, 2020 Rs. 23.20 lakhs) for assessment year 2017-18. The demand pertains to disallowance of disallowances u/s 43(B) and royalty expenses, treating it as capital expenditure. The subsidiary company had filed an appeal with Commissioner of Income Tax (Appeal) contesting the demand made by assessing officer. During the FY 2020-21, the CIT (A) passed an order in company's favour via order no. ITA No. 0375/CIT(A)-15/2019-20 dt. 22 Sep 2020 and directed the AO to arrive out the correct income as per Income tax act.

ii) Shriram Automall India Limited ("subsidiary company") has received show cause notice during 2015-16, wherein it was alleged that the subsidiary company has incorrectly availed Cenvat Credit of Rs. 24.56 lakhs (31 March 2020 Rs. 24.56 lakhs) on ineligible services not related to the Output and certain capital goods. It was also alleged that the subsidiary company availed Cenvat Credit of Rs. 17.44 lakhs (31 March 2020 Rs. 17.44 lakhs) on input services commonly used in respect of taxable and exempt services. Additionally, adjudicating authority imposed the interest & penalty of Rs. 42 lakhs (31 March 2020 Rs. 42 lakhs), which was confirmed by Commission of Service Tax (Appeal). The subsidiary company has adjusted / paid service tax amounting to Rs. 36 lakhs (31 March 2020: Rs. 36 lakhs) and filed the appeal in Service Tax Appellate Tribunal. The management is confident of favourable outcome in Appeal.

The subsidiary company has received show cause notice during 2015-16 for prior years, wherein it was alleged that the subsidiary company has incorrectly availed Cenvat Credit of Rs. 25.80 lakhs (March 31, 2020 Rs. 25.80 lakhs) and has also not discharged service tax liability of Rs. 44.12 lakhs (March 31, 2020 Rs. 44.12 lakhs) on its output services. The subsidiary company has provided for & paid the demand of Rs. 44.12 lakhs (March 31, 2020 Rs. 44.12 lakhs) and opted for Sabka Vishwas (Legacy Dispute Resolution) Scheme 2019. The subsidiary company has filed the application on October 10, 2019 and the relief was granted to the Company for Rs. 25.80 under Sabka Vishwas (Legacy Dispute Resolution) Scheme 2019.

iii) Maharashtra VAT authorities have alleged that Shriram Automall India Limited ("subsidiary company") is regularly conducting auction sale of motor vehicles repossessed by financing companies, which are taxable under MVAT Act. However, the subsidiary company has neither obtained registration under MVAT Act nor discharged VAT on the sale of repossessed motor vehicles. As per the authorities, the subsidiary would qualify as a 'deemed dealer' under the MVAT Act as Section 2(8) of MVAT Act provides that an auctioneer would also be regarded as a 'deemed dealer' and activity of selling/auctioning of repossessed vehicles qualifies as 'sale' under MVAT Act. Accordingly, authorities have imposed VAT (along with interest and penalty) of Rs. 181.28 lakhs (March 31, 2020 Rs. 181.28 lakhs) on the value of motor vehicles auctioned by the subsidiary company. The subsidiary had filed an appeal before Commissioner (Appeals) against the above Order. The Commissioner (Appeals) has given deduction for the services fees recovered by the subsidiary company from vendors for providing auction services and for the Instances wherein the subsidiary has produced documents to prove that VAT has been duly paid by the vendor and, passed an OIA against the subsidiary company. The subsidiary company has filed an appeal before the Hon'ble Maharashtra Sales Tax Tribunal and the matter is still pending. the subsidiary company has paid Rs. 99.03 lakhs (March 31, 2020 Rs. 99.03 lakhs) under protest. The subsidiary company has made provision of Rs. 41 lakhs (net off of payment by vendors of Rs. 65 lakhs) towards demand and remaining amount of Rs. 75.28 lakhs has been disclosed. The management is confident of favourable outcome in Appeal.

iv) There are numerous interpretative issues relating to the Supreme Court (SC) judgement on PF dated February 28, 2019. As a matter of caution, Shriram Automall India Limited ("subsidiary company") has made a provision on a prospective basis from the date of the SC order. The subsidiary company will update its provision, on receiving further clarity on the subject.

v) Shriram Automall India Limited ("the subsidiary company") has received various claims from its customers, in relation to the services rendered by it. The subsidiary company has either responded to such claims directly to customers or filed a response with appropriate authorities, where such claims were lodged by the customers. There exists an uncertainty over the outcome of such cases, however the management believes that the subsidiary company is acting merely as a facilitator and accordingly, is confident of favourable outcome based on the advice of its legal counsel and therefore not recorded any provision against such claims.

38. Acquisitions and mergers

(A) Acquisition of Augeo Asset Management Private Limited

On 8th January 2020, Shriram Automall India Limited acquired 6,07,300 equity shares at fair value of Rs. 24.70 per share being 54.85% of the voting shares of Augeo Asset Management Private Limited, a non-listed Company based in India and specialised in providing wide range of stressed asset management services, e-auction, e-sourcing, in exchange for the Company's shares. Shriram Automall India Limited acquired Augeo Asset Management Private Limited because it significantly provides knowledge services across diverse industry verticals that empower businesses with greater process and efficiencies.
Shriram Automall India Limited has elected to measure the controlling interests in the acquiree at fair value.

	(Rupees in lakhs)
I. Purchase consideration	**150.00**

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

Assets	(Rupees in lakhs)
Property, Plant and Equipment	3.38
Other Intangible Assets	2.45
Capital Work in Progress	8.12
Investments	1.00
Cash and Cash Equivalents	2.81
Other Financial Assets	1.74
Other Current Assets	5.84
Total assets acquired (A)	**25.34**
Liabilities	
Deferred Tax Liabilities	(0.08)
Borrowings	(1.65)
Trade payables	(18.10)
Other Current Liabilities	(0.44)
Provisions	(6.25)
Total liabilities acquired (B)	**(26.52)**
Total net assets acquired	(1.18)
Non-Controlling Interest @ 45.15%	(0.53)
Group's share of net identifiable asset acquired	**(0.65)**
Share in capital (6,07,300 equity shares at fair value of Rs. 24.70 per share)	150.00
Share in opening loss of subsisiary	(27.94)
Goodwill arisisng on acquisition	28.59
Total Purchase consideration	**150.00**

Note: Goodwill recognised is not expected to be deductible for income tax purposes.

The Group measured the acquired lease liabilities using the present value of the remaining lease payments at the date of acquisition. The right-of-use assets were measured at an amount equal to the lease liabilities and adjusted to reflect the favourable terms of the lease relative to market terms

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39. Subsidiaries considered in the preparation of the consolidation Financial Statements

Name of Subsidiary	Principal activity	Country of Incorporation	Percentage of effective ownership	
			As at March 31, 2021	As at March 31, 2020
(a) Subsidiaries				
CarTrade Finance Private Limited	Finance	India	100.00%	100.00%
Shriram Automall India Limited	Auctions	India	55.43%	55.43%
(b) Subsidiaries of Shriram Automall India Limited				
Adroit Inspection Services Private Limited (Adroit)	Inspection	India	55.43%	55.43%
CarTrade Exchange Solutions India Private Limited (CTE) (Formerly known as Motogo India Private Limited)	Auctions	India	55.43%	55.43%
Augeo Asset Management Private Limited (Augeo)	Asset management services	India	30.40%	30.40%

The Company owns 55.43% of SAMIL which inturn owns 100% in Adroit, CTE and 54.85% in Augeo.

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40. Statement of Material partly-owned subsidiaries

Proportion of equity interest held by non-controlling interests

Name of Subsidiary	Country of incorporation and operation	As at March 31, 2021	As at March 31, 2020
Shriram Automall India Limited (SAMIL)	India	44.57%	44.57%

Disclosure of Non-controlling interest

Particular	As at March 31, 2021	As at March 31, 2020
Accumulated balances of material non-controlling interest:	6,543.86	5,379.78
Profit allocated to material non-controlling interest:	1,195.37	1,112.61

Summarised balance sheet

Particulars	As at March 31, 2021	As at March 31, 2020
Property, Plant and Equipment ,Other intangible assets and other non-current assets	16,107.49	12,782.23
Cash and cash equivalents, other current and financial assets	9,763.24	8,157.57
	25,870.73	**20,939.80**
Provisions	180.70	203.68
Trade and other payable	11,007.83	8,665.72
	11,188.53	**8,869.40**
Total Equity	**14,682.20**	**12,070.40**
Equity holders of Parent	8,138.34	6,690.62
Non- Controlling interest	6,543.86	5,379.78

Summarised profit and loss of SAMIL for the year ended

Particulars	As at March 31, 2021	As at March 31, 2020
Revenue from Operations	12,794.41	15,406.11
Other Income	1,157.29	590.55
	13,951.70	**15,996.66**
Other Expenses	10,591.88	12,220.19
Finance Cost	398.20	305.92
	10,990.08	**12,526.11**
Profit Before Tax	**2,961.62**	**3,470.55**
Tax Expense	325.15	1,002.27
Profit for the year before OCI	**2,636.47**	**2,468.28**
Other Comprehensive income (OCI)	**45.54**	**28.04**
Total Comprehensive income	**2,682.01**	**2,496.32**
Equity holders of Parent	1,486.64	1,383.71
Non- Controlling interest	1,195.37	1,112.61

Summarised Cash flow for the year ended

Particulars	As at March 31, 2021	As at March 31, 2020
Net Cash generated from Operations	1,288.83	1,147.66
Net Cash generated used in Investing Activities	(603.58)	(307.22)
Net Cash generated used in Financing Activities	(898.23)	(720.30)
Net increase/ (decrease) in cash and cash equivalents	(212.98)	120.14

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41. Statement containing specific disclosure of the entities which are included in Ind AS Consolidated summary financial information

Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 for the year ended March 31, 2021 and March 31, 2020.

For the year ended March 31, 2021

Name of the entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Rupees in lakhs	As % of consolidated profit or loss	Rupees in lakhs	As % of consolidated other comprehensive income	Rupees in lakhs	As % of total comprehensive income	Rupees in lakhs
Parent								
CarTrade Tech Limited	91.49%	1,61,235.17	73.60%	7,610.87	19.02%	10.86	73.30%	7,621.73
Subsidiaries								
Shriram Automall India Limited	3.22%	5,679.25	14.69%	1,518.66	45.06%	25.72	14.85%	1,544.38
CarTrade finance Private Limited	0.14%	253.66	(0.46%)	(47.20)	- %	-	(0.45%)	(47.20)
Subsidiaries of SAMIL & stepdown subsidiaries of CarTrade								
Adroit Inspection Services Private Limited	0.23%	396.98	0.69%	71.56	3.49%	1.99	0.71%	73.55
CarTradeExchange Solutions Private Limited (formerly known as Motogo India Private Limited)	0.28%	486.82	1.68%	174.19	(5.31%)	(3.03)	1.65%	171.16
Augeo Asset Management Private Limited	(0.02%)	(34.08)	(0.76%)	(78.18)	1.65%	0.94	(0.74%)	(77.24)
Non-controlling interests in all subsidiaries	4.66%	8,219.19	10.55%	1,090.58	36.09%	20.60	10.69%	1,111.18
Total	100.00%	1,76,236.99	100.00%	10,340.48	100.00%	57.08	100.00%	10,397.56

For the year ended March 31, 2020

Name of the entity in the Group	Net assets, i.e. total assets minus total		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Rupees in lakhs	As % of consolidated profit or loss	Rupees in lakhs	As % of consolidated other comprehensive income	Rupees in lakhs	As % of total comprehensive income	Rupees in lakhs
Parent								
CarTrade Tech Limited	85.45%	1,13,660.02	(11.27%)	(325.77)	(81.51%)	(25.88)	(12.03%)	(351.65)
Subsidiaries								
Shriram Automall India Limited	8.65%	11,501.31	77.80%	2,248.63	7.43%	2.36	77.04%	2,250.99
CarTrade finance Private Limited	0.19%	246.99	(0.10%)	(3.01)			(0.10%)	(3.01)
Subsidiaries of SAMIL & stepdown subsidiaries of CarTrade								
Adroit Inspection Services Private Limited	0.24%	318.74	2.83%	81.73	24.03%	7.63	3.06%	89.36
CarTradeExchange Solutions Private Limited (formerly known as Motogo India Private Limited)	0.17%	221.28	3.67%	106.02	67.56%	21.45	4.36%	127.47
Augeo Asset Management Private Limited	0.08%	105.89	(1.82%)	(52.53)	1.10%	0.35	(1.79%)	(52.18)
Non-controlling interests in all subsidiaries	5.23%	6,958.53	28.90%	835.13	81.38%	25.84	29.47%	860.97
Total	100.00%	1,33,012.76	100.00%	2,890.20	100.00%	31.75	100.00%	2,921.95

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42. In view of the COVID-19 pandemic, the Group has assessed the counterparty credit risk in case of financial assets (comprising of cash and cash equivalents, bank deposits and investments in mutual funds, sub-ordinated debts, non-convertible debentures, intercorporate loans) and considered subsequent recoveries, past trends, credit risks profile of customers in case of trade receivables and unbilled revenues. The company while assessing Right to Use Asset and Goodwill, has considered past trend, future business projections and does not foresee either significant down-sizing of its operations or any changes in lease terms. As at the balance sheet date, the Group has evaluated the impact of COVID 19 on its financial statements. The impact of COVID 19 may differ from that estimated as at the date of approval of these financial statements.

43. Events after the reporting period as at March 31, 2021

a) On April 8, 2021 the Company has allotted 13,36,310 equity shares of Rs. 10 each at a price of Rs. 1,376.80/- per share, raising Rs. 18,398.32 lakhs on a preferential basis.

b) On April 8, 2021, Mr. Vinay Vinod Sanghi, Whole Time Director of the Company exercised his option to convert 17,16,752 warrants (refer note 12 (v)) into
(i) 7,76,707 equity shares at a price of Rs. 510 per share, aggregating to Rs. 3,961.20 lakhs;
(ii) 1,40,045 equity shares, at a price of Rs. 596 per share, aggregating to Rs. 834.70 lakhs; and
(iii) 8,00,000 equity shares, at a price of Rs. 117 per share, aggregating to Rs. 936.00 lakhs.

c) On April 1, 2021 the Company has granted 2,30,000 ESOP options under ESOP 2021 I to various employee of the Company including KMP vide Compensation committee and Board Meeting dated April 23, 2021.

As per our report of even date
For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

S. R. BATLIBOI & ASSOCIATES ★ MUMBAI ★ CHARTERED ACCOUNTANTS

per Govind Ahuja
Partner

Membership no: 048966
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi	**Aneesha Menon**	Lal Bahadur
Chairman, Managing director and Chief Executive Officer	**Chief Financial Officer and Director**	**Lalbahadur Pal**
DIN: 00309085	**DIN: 07779195**	**Company Secretary and Compliance Officer**
Place: Mumbai	Place: Mumbai	**ACS: 40812**
Date: July 13, 2021	Date: July 13, 2021	Place: Mumbai
		Date: July 13, 2021

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