



**SPMG & Co**

**Chartered Accountants**

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## **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**cGain Analytics Private Limited**  
**Report on Audit of the Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying Financial Statements of **cGain Analytics Private Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the Financial Statements including a summary of significant accounting policies and other explanatory information ("the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Accounting Standards prescribed under Section 133 of the Act read with the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31<sup>st</sup> March, 2019, its 'Profit' for the year ended on that date.

### **Basis for Opinion**

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

### **Key Audit Matters**

Key Audit matters are those matters that, in our professional judgement, were of most significant in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Other Information**

The Company's Board of Directors is responsible for the preparation of Other Information. It comprises the information included in the Board report but does not include the financial statements and our auditor's report thereon which we obtained prior to the date of this auditor's report, and the Director's report, which is expected to be made available to us after that date. Our opinion on the financial statements does not cover the Other Information and we do not and will not express any form of assurance conclusion thereon.



In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

#### **Management's Responsibility for the Financial Statements**

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

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) 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 system in place and the operating effectiveness of such controls.

- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) 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.
- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Companies Act 2013, we give in the "**Annexure-A**", a statement on the matters specified in Para 3 & 4 of the said Order to the extent applicable.
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, the statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts.
  - (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- (e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164(2) of the Act
- (f) The reporting on adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refers to our separate Report in "Annexure B". Our Report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over the financial reporting.
- (g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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.

Place: Delhi  
Dated: 29.05.2019

For **SPMG & Company**  
Chartered Accountants  
FRN: 509249C  
  
**(Vinod Gupta)**  
Partner  
M. No. 090687



## **Annexure - A to the Independent Auditors' Report**

( Refer to in paragraph- 1 under 'Report on other Legal and Regulatory Requirements' section of our report to the members of Cgain Analytics Private Limited for the year ended 31<sup>st</sup> March, 2019)

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) As per information and explanations given to us, the fixed assets have been physically verified by the management at the end of the year which in our opinion, is reasonable having regard to the size of the company and the nature of its assets and business. No discrepancies were noticed on physical verification as compared with book records.  
(c) As per explanations given to us and documents produced before us, the company does not hold any immovable property as on the date of Financial Statements. However, all movable assets are purchased in the name of the company.
- ii. The Company is a service company. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii. The company has not granted any loan, secured or unsecured, to any company, firm, Limited liability partnership or other parties covered in the register maintained under Section-189 of the Companies Act, 2013.
- iv. As per information & explanations given to us, the company has not given any loan, made any investment, given any security and guarantee during the year in terms of Section 185 & 186 of the Companies Act, 2013.
- v. As per information & explanations given to us, the company has not accepted deposits during the year in terms of Section 73 to 76 and any other relevant provisions of the Companies Act, 2013 and Rules framed there under.
- vi. To the best of our knowledge compliance of maintenance of cost records in terms of Section-148(1) of the Companies Act, 2013 and Companies (cost records and audit) Rules, 2014 are not applicable to the company.
- vii. According to the information and explanations given to us and records of the company examined by us, the company is regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, Goods & Service tax, custom duty, whichever is applicable, to the appropriate authorities during the year.
- viii. According to the information and explanations given to us and records of the company examined by us, the company has not defaulted in repayment of loan or borrowings to a financial institution, bank or government.
- ix. The company has not raised any money by way of initial public offer or further public offer during the year. The company has not taken any Term loan during the year.
- x. To the best of our knowledge and according to the information and





explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.

- xi. According to the information and explanations given to us and records provided to us by the company, managerial remuneration has not been paid or provided by the company during the year.
- xii. The company is not a Nidhi company. Accordingly Clause-3(xii) of the Order is not applicable to the company.
- xiii. According to the information and explanations given to us, the transactions of the company with its related parties are in compliance with Section 177 & 188 of the Companies Act, 2013 and details have been disclosed in the financial statements as required by the applicable Accounting Standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us, the company has not entered into any non cash transaction with its directors or persons connected with them during the year.
- xvi. The company is not required to be registered with Section 45-IA of the Reserve Bank of India Act, 1934.

Place: Delhi  
Dated: 29.05.2019

For **SPMG & Company**  
Chartered Accountants  
FRN: 509249C  
  
**(Vinod Gupta)**  
Partner  
M. No. 090687



## **Annexure - B to the Independent Auditors' Report**

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(Referred to in paragraph 2(f) under 'Report on other Legal and Regulatory Requirements' section of our report to the members of Cgain Analytics Private Limited for the year ended 31st March, 2019.)

### **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 Cgain Analytics Private Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies



and procedures that (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 authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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**

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

#### **Opinion**

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

For **SPMG & Company**  
Chartered Accountants  
FRN: 509249C



(**Vinod Gupta**)  
Partner  
M. No. 090687

Place: Delhi  
Dated: 29.05.2019



**CGAIN ANALYTICS PRIVATE LIMITED**

Balance sheet as at March 31, 2019

(All amounts are in Indian Rupees, unless otherwise stated)

	Note no.	As at March 31, 2019	As at March 31, 2018
<b>(I) ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Property, plant and equipment	2	2,52,457	2,68,968
(b) Financial assets			
- Investments	3	-	57,00,000
- Loans & Advances	4	63,87,671	-
(c) Other non-current assets	5	2,13,390	2,06,130
<b>2. Current assets</b>			
(a) Financial assets			
- Trade Receivables	6	-	53,78,480
- Cash and cash equivalents	7	14,19,383	12,45,008
- Loans and advances	8	-	11,200
(b) Other Current Assets	9	39,121	-
<b>TOTAL</b>		<b>83,12,022</b>	<b>1,28,09,787</b>
<b>(II) EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
(a) Equity Share capital	10	2,48,00,000	2,48,00,000
(b) Other Equity	11	(1,77,09,044)	(1,30,46,810)
<b>2. Non-current liabilities</b>			
(a) Deferred tax Liabilities (Net)	12	41,597	41,597
<b>3. Current liabilities</b>			
(a) Financial liabilities			
- Borrowings	13	10,00,000	10,00,000
(b) Other Current Liabilities	14	38,734	15,000
(c) Current Tax Liabilities (net)	15	1,40,736	-
<b>TOTAL</b>		<b>83,12,022</b>	<b>1,28,09,787</b>

Summary of Significant Accounting Policies

1

The accompanying notes are an integral part of the Financial Statements

As per our report of even date attached

For SPMG & Company  
Chartered Accountants  
Firm Regd. No. 509249C

Vinod Gupta  
(Partner)  
M. No. 090687

New Delhi

Place: Noida  
Date: 29.05.2019

For and on behalf of the Board of Directors of  
CGAIN ANALYTICS PRIVATE LIMITED

Ashutosh Acharya  
Director  
DIN: 03145815

Chetan Kumar Verma  
Director  
DIN: 07959908

**CGAIN ANALYTICS PRIVATE LIMITED**

Statement of Profit and Loss for the year ended March 31, 2019

(All amounts are in Indian Rupees, unless otherwise stated)

	Note no.	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue from operations			-
Other income	16	9,48,868	-
<b>Total revenue</b>		<b>9,48,868</b>	<b>-</b>
<b>Expenses</b>			
Employee benefit expense	17	-	-
Finance Costs	18	1,831	-
Depreciation and amortisation expense	19	16,511	32,866
Other Operating expense	20	1,35,800	36,400
<b>Total expenses</b>		<b>1,54,142</b>	<b>69,265</b>
<b>Profit/ (loss) before tax</b>		<b>7,94,726</b>	<b>(69,265)</b>
<b>Tax expense</b>			
a) Current tax		1,36,960	-
b) Deferred tax		-	-
<b>Profit/ (loss) for the period from continuing operations</b>		<b>6,57,766</b>	<b>(69,265)</b>
<b>Profit/ (loss) for the period</b>		<b>6,57,766</b>	<b>(69,265)</b>
<b>Other comprehensive income</b>			
- Items that will not be reclassified to profit or loss			
1 Remeasurement of defined employee benefits plan		-	-
2 <u>Changes in Fair Values of Investment in Equities carried at Fair Value through Other Comprehensive Income</u>		-	-
3 <u>An item of Expense not recognised in profit or loss account</u>			
a. <u>Loss on Sale of Investments</u>		(53,20,000)	-
<b>Net Other Comprehensive Income not to be reclassified to Profit &amp; Loss A/c in Subsequent</b>		<b>(53,20,000)</b>	<b>-</b>
<b>Total comprehensive income for the period</b> (Profit/ loss + other comprehensive income)		<b>(46,62,234)</b>	<b>(69,265)</b>
<b>Earnings per equity share (for continuing operations)</b>			
a) Basic		(1.88)	(0.03)
b) Diluted		(1.88)	(0.03)

The accompanying notes are an integral part of the Financial Statements

As per our report of even date attached

For SPMG & Company  
Chartered Accountants  
Firm Regd. No.: 509249C

Vinod Gupta  
(Partner)  
M. No. 090687

Place: Noida  
Date: 29.05.2019



For and on behalf of the Board of Directors of  
CGAIN ANALYTICS PRIVATE LIMITED

Ashutosh Acharya  
Ashutosh Acharya  
Director  
DIN: 03145815

Chetan Kumar Verma  
Director  
DIN: 07959908

**CGAIN ANALYTICS PRIVATE LIMITED**

Statement of Cash Flows for the year ended March 31, 2019

(All amounts are in Indian Rupees, unless otherwise stated)

	As at March 31, 2019	As at March 31, 2018
<b>1. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	7,94,726	(69,266)
Adjustments for :		
Depreciation and amortisation	16,511	32,866
	<b>8,11,237</b>	<b>(36,400)</b>
<b>Working capital adjustments:</b>		
(Increase)/Decrease in Trade Receivables	53,78,480	92,740
(Increase)/Decrease in Loans and Advances	(63,76,471)	(11,200)
(Increase)/Decrease in Other Assets	(46,381)	7,260
Increase/(Decrease) in Provisions	-	-
Increase/(Decrease) in Current Liabilities	27,510	-
Cash Generated from Operations	<b>(2,05,625)</b>	<b>52,400</b>
Income Tax Paid	-	-
<b>NET CASH GENERATED/(USED IN) BY OPERATING ACTIVITIES (1)</b>	<b>(2,05,625)</b>	<b>52,400</b>
<b>2. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Equity Shares	-	(57,00,000)
Proceeds from sale of Equity shares	3,80,000	-
<b>NET CASH GENERATED/(USED IN) BY INVESTING ACTIVITIES (2)</b>	<b>3,80,000</b>	<b>(57,00,000)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance costs	-	-
<b>NET CASH GENERATED/(USED IN) BY FINANCING ACTIVITIES (3)</b>	<b>-</b>	<b>-</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (1+2+3)</b>	<b>1,74,375</b>	<b>(56,47,600)</b>
Cash and cash equivalents at the beginning of the year	12,45,008	68,92,609
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>14,19,383</b>	<b>12,45,008</b>

As per our report of even date attached

For SPMG &amp; Company

Chartered Accountants

Firm Regd. No. 509249C

Vinod Gupta

(Partner)

M. No. 090587

Place: Noida

Date: 29.05.2019

For and on behalf of the Board of Directors of  
CGAIN ANALYTICS PRIVATE LIMITED

Ashutosh Acharya

Director

DIN: 03145815

Chetan Kumar Verma

Director

DIN: 07959908

**CGAIN ANALYTICS PRIVATE LIMITED**

Statement of changes in equity for the year ended March 31, 2019

(All amounts are in Indian Rupees, unless otherwise stated)

**a. Equity share capital**

	Opening balance as at 1 Apr 2018	Changes in equity share capital during the year	Closing balance as at March 31, 2019
Equity shares of Rs.10 each	2,48,00,000	-	2,48,00,000
	<u>2,48,00,000</u>	<u>-</u>	<u>2,48,00,000</u>

  

	Opening balance as at 1 Apr 2017	Changes in equity share capital during the year	Closing balance as at 31 March 2018
Equity shares of Rs.10 each	2,48,00,000	-	2,48,00,000
	<u>2,48,00,000</u>	<u>-</u>	<u>2,48,00,000</u>

**b. Other Equity**

For the year ended March 31, 2019

	Share premium	Capital reserve	Retained earnings	Others (Foreign Currency Translation Reserve )	Investment Revaluation Reserve	Total Equity
As at 1 April 2018	-	-	(1,30,46,810)	-	-	(1,30,46,810)
Profit for the period	-	-	6,57,766	-	-	6,57,766
Other Adjustments	-	-	-	-	-	-
Other comprehensive income/(loss)	-	-	(53,20,000)	-	-	(53,20,000)
<b>TOTAL</b>	-	-	<b>(1,77,09,044)</b>	-	-	<b>(1,77,09,044)</b>

For the year ended 31 March, 2018

	Share premium	Capital reserve	Retained earnings	Others (Foreign Currency Translation Reserve )	Investment Revaluation Reserve	Total Equity
As at 1 April 2017	-	-	(1,29,77,544)	-	-	(1,29,77,544)
Profit for the period	-	-	(69,266)	-	-	(69,266)
Other Adjustments	-	-	-	-	-	-
Other comprehensive income/(loss)	-	-	-	-	-	-
<b>TOTAL</b>	-	-	<b>(1,30,46,810)</b>	-	-	<b>(1,30,46,810)</b>

Summary of significant accounting policies

The accompanying notes are an integral part of the Financial Statements

As per our report of even date attached

For SPMG & Company  
Chartered Accountants  
Firm Regd. No.: 509249C

Vinod Gupta  
(Partner)  
M. No. 090687

Place: Noida  
Date: 29.05.2019



For and on behalf of the Board of Directors of  
CGAIN ANALYTICS PRIVATE LIMITED

Ashutosh Acharya  
Ashutosh Acharya  
Director  
DIN: 03145815

Chetan Kumar Verma  
Director  
DIN: 07959908

## CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2019

(All amounts are in Indian Rupees, unless otherwise stated)

### 2 PROPERTY, PLANT AND EQUIPMENT:

Property, plant and equipment consist of the following for the year ended March 31, 2019:

Particulars	Land	Buildings	Office Equipment	Computer equipment	Furniture and fixtures	Vehicles	Total
Gross carrying value as of April 1, 2018:	-	-	88,799	29,14,585	4,87,630	-	34,91,014
Additions	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	-
<b>Gross carrying value as of March 31, 2019 :</b>	-	-	<b>88,799</b>	<b>29,14,585</b>	<b>4,87,630</b>	-	<b>34,91,014</b>
Accumulated depreciation as of April 1, 2018:	-	-	84,359	26,96,122	4,41,565	-	32,22,046
Depreciation	-	-	-	-	16,511	-	16,511
Add/(Less): Adjustments	-	-	-	-	-	-	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-
<b>Accumulated depreciation as of March 31, 2019:</b>	-	-	<b>84,359</b>	<b>26,96,122</b>	<b>4,58,076</b>	-	<b>32,38,557</b>
<b>Carrying value as of March 31, 2019 :</b>	-	-	<b>4,440</b>	<b>2,18,463</b>	<b>29,554</b>	-	<b>2,52,457</b>

### PROPERTY, PLANT AND EQUIPMENT:

Property, plant and equipment consist of the following for the year ended March 31, 2018:

Particulars	Land	Buildings	Office Equipment	Computer equipment	Furniture and fixtures	Vehicles	Total
Gross carrying value as of April 1, 2017:	-	-	88,799	29,14,585	4,87,630	-	34,91,014
Additions	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	-
<b>Gross carrying value as of March 31, 2018 :</b>	-	-	<b>88,799</b>	<b>29,14,585</b>	<b>4,87,630</b>	-	<b>34,91,014</b>
Accumulated depreciation as of April 1, 2017:	-	-	84,359	26,96,122	4,08,699	-	31,89,180
Depreciation	-	-	-	-	32,866	-	32,866
Accumulated depreciation on deletions	-	-	-	-	-	-	-
<b>Accumulated depreciation as of March 31, 2018:</b>	-	-	<b>84,359</b>	<b>26,96,122</b>	<b>4,41,565</b>	-	<b>32,22,046</b>
<b>Carrying value as of March 31, 2018 :</b>	-	-	<b>4,440</b>	<b>2,18,463</b>	<b>46,065</b>	-	<b>2,68,968</b>





## CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2019

(All amounts are in Indian Rupees, unless otherwise stated)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>3. Non-current investments</b>		
<b>Non Trade and unquoted - Investments in equity shares (Carried at FVTOCI)</b>		
1 M/s Zero Time Constructions Pvt. Ltd., 9500000 Equity shares of Rs. 0.60 i.e. Equity Shares of Rs. 10 each at discount at Rs. 9.40	-	57,00,000
<b>Total value of Investments</b>	-	<b>57,00,000</b>
Less : Provision for diminution in value of investments	-	-
<b>Net Value of Investments</b>	-	<b>57,00,000</b>



# CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2019

(All amounts are in Indian Rupees, unless otherwise stated)

## 4. Non Current Financial Assets - Loans & Advances :

- Loans to Others
- Inter-corporate Loans

	As at 31-03-2019	As at 31-03-2018
	63,77,091	-
	10,580	-
<b>Total:</b>	<b>63,87,671</b>	<b>-</b>

## 5. Other Non Current Assets :

- TDS & IT Refund Receivables

	As at 31-03-2019	As at 31-03-2018
	2,13,390	2,06,130
<b>Total:</b>	<b>2,13,390</b>	<b>2,06,130</b>

## 6. Current Financial Assets - Trade Receivables :

### Unsecured

- Considered good

	As at 31-03-2019	As at 31-03-2018
	-	53,78,480
<b>Total:</b>	<b>-</b>	<b>53,78,480</b>

## 7. Cash and Cash Equivalents :

- (i) Balances with banks
  - In current accounts
- (ii) Cash on hand

	As at 31-03-2019	As at 31-03-2018
	6,09,671	4,42,826
	8,09,712	8,02,182
<b>Total:</b>	<b>14,19,383</b>	<b>12,45,008</b>

## 8. Current Financial Assets - Loans & Advances :

- Other Advances

	As at 31-03-2019	As at 31-03-2018
	-	11,200
<b>Total:</b>	<b>-</b>	<b>11,200</b>

## 9. Other Current Assets :

- TDS & IT Refund Receivables

	As at 31-03-2019	As at 31-03-2018
	39,121	11,200
<b>Total:</b>	<b>39,121</b>	<b>11,200</b>



## CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2019

(All amounts are in Indian Rupees, unless otherwise stated)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>10. Share capital</b>		
<b>A. Authorised Capital</b>		
25,00,000 Equity Shares of Re. 10/- each fully paid up with voting rights	2,50,00,000	2,50,00,000
<b>B. Issued, Subscribed And Fully Paid Up</b>		
24,80,000 EQUITY SHARES OF Re. 10/- EACH fully paid up with voting rights	2,48,00,000	2,48,00,000
<b>Total :</b>	<b>2,48,00,000</b>	<b>2,48,00,000</b>

### 11. Other Equity

Other equity consist of the following:

	As at 31.03.2019	As at 31.03.2018
(a) Retained earnings		
(i) Opening balance	(1,30,46,810)	(1,29,77,544)
(ii) Add: Profit for the period	(46,62,234)	(69,265)
	<b>(1,77,09,044)</b>	<b>(1,30,46,809)</b>
Less : Appropriations		
(i) Appropriation/Adjustments	(1,77,09,044)	(1,30,46,810)
<b>Total :</b>	<b>(1,77,09,044)</b>	<b>(1,30,46,810)</b>

### 10A. Details of shareholders holding more than 5% shares in the Company

Equity shares of Rs. 10 each, fully paid up held by:

	As at 31 March, 2019		As at 31 March, 2018	
	Number	% Holding	Number	% Holding
- FCS Software Solutions Limited	24,80,000	100.00%	23,00,000	92.74%
- Master Talent Eduservices Pvt Ltd	-	0.00%	1,70,000	6.86%



## CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2019

(All amounts are in Indian Rupees, unless otherwise stated)

	As at 31-03-2019	As at 31-03-2018
<b>12. Deferred Tax Liabilities (Net) :</b>		
- Depreciation and amortisation	41,597	41,597
<b>Total:</b>	<b>41,597</b>	<b>41,597</b>
<b>13. Current Financial Liabilities - Borrowings :</b>		
	As at 31-03-2019	As at 31-03-2018
<b>Unsecured</b>		
- Borrowings	10,00,000	10,00,000
<b>Total:</b>	<b>10,00,000</b>	<b>10,00,000</b>
<b>14. Other Current Liabilities :</b>		
	As at 31-03-2019	As at 31-03-2018
- Others (Payables)	38,734	15,000
<b>Total:</b>	<b>38,734</b>	<b>15,000</b>
<b>15. Current Tax Liabilities (net)</b>		
- Income Tax Provision	1,36,960	-
- Indirect tax payable and other statutory liabilities	3,776	-
<b>Total:</b>	<b>1,40,736</b>	<b>-</b>



## CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2019

(All amounts are in Indian Rupees, unless otherwise stated)

	As at 31-03-2019	As at 31-03-2018
<b>16 OTHER INCOME</b>		
- Foreign fluctuation gain	5,57,656	-
- Interest Income	3,91,212	-
<b>Total:</b>	<b>9,48,868</b>	<b>-</b>
	As at 31-03-2019	As at 31-03-2018
<b>17 EMPLOYEE BENEFIT EXPENSES</b>		
Employee costs consist of the following:		
- Salaries, incentives and allowances	-	-
<b>Total:</b>	<b>-</b>	<b>-</b>
	As at 31-03-2019	As at 31-03-2018
<b>18 FINANCE COSTS</b>		
Bank Charges	1,831	-
<b>Total:</b>	<b>1,831</b>	<b>-</b>
	As at 31-03-2019	As at 31-03-2018
<b>19 DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation of Property, Plant and equipment	16,511	32,866
<b>Total:</b>	<b>16,511</b>	<b>32,866</b>
	As at 31-03-2019	As at 31-03-2018
<b>20 OTHER OPERATING EXPENSES</b>		
Other operating expenses consist of the following:		
- Fees to external consultants	41,300	10,300
- Auditors Remuneration	35,400	15,000
- Other expenses	59,100	11,100
<b>Total:</b>	<b>1,35,800</b>	<b>36,400</b>





# **CGAIN ANALYTICS PRIVATE LIMITED**

205, 2nd Floor, Agrawal Chamber IV, 27, Near Sawarker Block, Vikas Marg, Shakarpur, Delhi East Delhi -110092  
CIN: U72300DL2008PTC178410

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## **NOTES TO FINANCIAL STATEMENTS**

### **19. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES**

#### **19.1 Company Overview:**

CGain Analytics Private Limited ('the company') was incorporated on 21<sup>st</sup> May, 2008 in India. The company is engaged to develop market, disrupt process, Technological tools and solutions economical cost factors for trading companies, to provide training program in financial market verticals, to provide product development, 24X7 trading system helpdesk in US time zone and to provide onsite and off sore contractual and permanent staffing in similar fields.

#### **19.2 Basis of preparation of financial statements**

These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

Effective April 1, 2016, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, *First Time Adoption of Indian Accounting Standards*, with April 1, 2015 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### **19.3 Use of estimates**

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### **19.4 Revenue recognition**

Revenue/ Income are generally accounted on accrual basis as they are earned or incurred.



### **19.5 Property, plant and equipment**

Property, plant and equipment are stated at cost of acquisition including incidental costs related to acquisition and installation less accumulated depreciation and impairment loss, if any. All direct costs are capitalized till the assets are ready to be put to use. Fixed assets under construction, advances paid towards acquisition of fixed assets and cost of assets not put to use before the period/year end, are disclosed as capital work in progress. The company depreciates property, plant and equipment over their estimated useful lives using the written down value method. The estimated useful lives of assets are as follows:

<b><u>Fixed Assets</u></b>	<b><u>Useful lives of Assets</u></b>
Office equipment	5 Years
Computer equipment <sup>(1)</sup>	3 Years
Furniture and fixtures <sup>(1)</sup>	10 Years

<sup>(1)</sup>The useful lives for these assets are same as useful lives prescribed under Part C of Schedule II of the Companies Act, 2013.

### **19.6 Impairment**

Management periodically assesses using external and internal sources where there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceed the present value of future cash flow expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of carrying amount over the higher of the assets net sales price or present value as determined above. The management is of the view that impairment does not apply to the Company, hence not recognized.

### **19.7 Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation.

### **19.8 Functional & Foreign currency**

#### **Functional currency:**

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees.

#### **Transactions and translations:**

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the Balance sheet.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction. However, the company has not entered into any foreign currency transactions during the year.



### **19.9 Earnings per equity share**

Basic earnings per share is computed by dividing the net profit attributable to the equity holders of the Company by weighted average number of equity shares outstanding during the year in conformity with the Ind-AS-33. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the Company by weighted average number of equity and equivalent diluted equity shares outstanding during the year-end, except where the results would be anti-dilutive.

### **19.10 Taxation**

Income tax expense comprises current and deferred income tax. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary timing differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements as prescribed in Ind-AS-12. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company does not offsets current tax assets and current tax liabilities on net basis, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### **19.11 Employee benefits**

The Company does not provide any employee Benefits (Like; Gratuity, Provided fund, Compensated absences and any other related benefits). Thus, no policies in this regard have been adopted by the company.

### **19.12 Cash flow statement**

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

#### **Amendment to Ind AS 7:**

Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the financial statements.

### **19.13 Other income**

Other income is comprised primarily of interest income. Interest income is accounted for on accrual basis.



#### 19.14 Investment

Investments are classified into non-current and current investments based on the intent of management at the time of acquisition. Non-current investments including investment in subsidiaries and associate companies are measured at Fair value through other comprehensive income. Net Assets value as certified by expert is considered as Fair Market Value for the purpose of valuation of investment in all companies including subsidiaries.

#### 19.15 Related Party Transactions:

##### A. Details of related Parties with whom transactions have taken place:

###### Entities where Control/significant Influence of KMP exists:

Insync Business Solutions Limited, India

FCS Software Solutions Ltd, India

###### Key Management Personnel

Dalip Kumar – Director

Ashutosh Acharya–Director

Chetan Kumar Verma – Director

##### B. Transactions with the Related Parties

Transactions	31/03/2019	31/03/2018
<b>Services Rendered</b>		
Insync Business Solutions Ltd.	Nil	Nil
<b>Sale/(Purchase) of Shares</b>		
FCS Software Solutions Ltd.	3,80,000/-	(57,00,000)

##### C. Outstanding Balance Receivable as at year end:

S.No.	Outstanding Balances as at year end:	31.03.2019	31.03.2018
1.	Insync Business Solutions Limited	-	263,000
2.	Dalip Kumar	10,00,000	10,00,000
3.	Zero Time Contructions Pvt Ltd.	10,580	11,200
	<b>Total</b>	<b>263,000</b>	<b>263,000</b>

#### 19.16 Expenditure in Foreign Currency

	31.03.2019	31.03.2018
Expenditure incurred overseas	NIL	NIL

#### 19.17 Earning in Foreign Exchange

	31.03.2019	31.03.2018
Income from software development services and Products	NIL	NIL



19.18 As explained to us, the corporate social Responsibility (CSR) committee has not been formed by the Company, as the company does not qualified the norms specified as required under section 135 of Companies Act, 2013 to contribute towards CSR.;

19.19 Sundry Debtors and creditors are subject to confirmations.

19.20 Previous year figures have been re-grouped/re-classified wherever necessary to correspond with the current year's classification/disclosures.

**AUDITOR'S REPORT**

As per our separate report of even date.

**For SPMG & Company**

Chartered Accountants

FRN: 509249C

(Vinod Gupta)

Partner

M. No. 090687



For and on behalf of the Board of Directors of  
**CGAIN ANALYTICS PRIVATE LIMITED**

Ashutosh Acharya  
(Ashutosh Acharya)

Director

DIN: 03145815

(Chetan Kumar Verma)

Director

DIN: 07959908

Place: Noida

Date: 29.05.2019