



Independent Auditor's Report

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

OPINION

We have audited the standalone financial statements of **cGain Analytics Private Limited** ("the Company"), which comprise the balance sheet as at 31st March, 2020 and the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred as "the financial statements").

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 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 31st March, 2020, and the loss and other comprehensive income, changes in equity, and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 Companies Act, 2013 and the Rules there-under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTER

There is no key audit matter to be reported.

INFORMATION OTHER THAN THE STANDALONE 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 Board's Report and annexures to Board Report but does not include the standalone Ind AS financial statements and our auditor's report thereon. The Board's Report and annexures to Board's Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the



other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian 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 implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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.



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

Materiality is the magnitude of misstatement in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work: and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 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 paragraphs 3 and 4 of the 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) There is no branch office of the company.



- d) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of changes of Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) On the basis of the written representation received from the directors as on 31st March, 2020 taken on record by the board of directors, none of directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Sub-section 2 of Section 164 of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- 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. There is no pending litigations as on 31st March, 2020;
 - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
3. With respect to the matter to be included in the Auditors Report under section As required by section 143(5) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provision of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

For SPMG & Company

Chartered Accountants

Firm Reg. No. 0509249C





CA Sharad Poddar

Partner

M. No. – 087853

UDIN: 20087853AAAAAP8743

Place: New Delhi

Dated: 28th July, 2020

Annexure A to the Independent Auditor's Report on the financial statements

(Referred to in Para 1 under the heading 'Report on other Legal and Regulatory Requirements' of our report of even date to The Members of cGain Analytics Private Limited on the standalone financial statements for the year ended 31st March, 2020)

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. However, the company has sold all the assets during the year and the carrying value as on 31.03.2020 is Nil.

b) The Company had a regular programme of physical verification of its fixed assets by which all fixed assets were verified in a phased manner over a period of three year. In accordance with this programme physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified during the year and no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable properties was held in the name of the company. In respect of immovable properties taken on lease and disclosed as right of use assets in the standalone financial statements, the lease agreement was in the name of the company.
2. The Company does not hold any inventory. Therefore, the provisions of paragraph 3 (ii) of the Order are not applicable to the Company.
3. According to information and explanations given to 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 sec on 189 of the Act. Therefore, the provisions of paragraph 3 (iii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
4. According to information and explanations given to us and based on audit procedures performed, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans given, investments made, guarantees and securities given. Therefore, the provisions of paragraph 3 (iv) of the Order are not applicable to the Company.
5. As per the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and relevant rules framed there under.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sec on 148 of the Act, for any of the services rendered by the Company. Accordingly, clauses 3(vi) of the Companies (Auditor's Report) Order are not applicable to the Company.
7. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income- tax, Goods and Service tax, Duty of customs, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.



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, Duty of customs, Cess and other material statutory dues were in arrears as at 31st March, 2020 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no disputed dues in respect of income tax or Sales tax or Service tax or goods and service tax, Duty of customs, Duty of excise, Value added tax which have not been deposited with the appropriate authorities.

8. In our opinion, and according to information and explanations given by the management, the company has not defaulted in making repayment of loans or borrowing from a Financial Institution, Banks or dues to debenture holders/bond holders or government as at Balance Sheet date.
9. According to the information and explanations given by the management and based on our audit procedures performed we report that no monies raised by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
10. To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the course of our audit.
11. In our opinion and according to the information and explanations given to us and based on the examination of the records of the company, the company has paid /provided managerial remuneration in accordance with the requisite approvals mandated by provision of section 197 read with Schedule V of the act.
12. According to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
14. According to the information and explanations given by the management, and based on our examination of records, the Company has not raised money through private placement of Equity Shares during the year. Further, the company has not made any preferential or private placement of fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on audit procedures performed, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.



16. According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For SPMG & Company
Chartered Accountants
Firm Reg. No. 0509249C

Sharad Poddar

CA Sharad Poddar
Partner
M. No. – 087853
UDIN: 20087853AAAAAP8743



Place: New Delhi
Dated: 28th July, 2020

Annexure B to the Independent Auditor's Report on the financial statements of cGain Analytics Private Limited

Report on the Internal Financial Controls with reference to the aforesaid financial statements under Clause (i) of Sub-sec on 3 of Sec on 143 of the Companies Act, 2013 ("the Act")

(Referred to in Para 2(g) under the heading 'Report on other Legal and Regulatory Requirements' of our report of even date)

Opinion

We have audited the internal financial controls with reference to the financial statements of **cGain Analytics Private Limited** ("the Company") as of 31st March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31st March, 2020, based on the internal financial controls with reference to standalone financial statements 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 (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, 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 procedure selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



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

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include 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 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 with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For SPMG & Company

Chartered Accountants

Firm Reg. No. 0509249C



CA Sharad Poddar

Partner

M. No. – 087853

UDIN: 20087853AAAAAP8743

Place: New Delhi

Dated: 28th July, 2020

CGAIN ANALYTICS PRIVATE LIMITED

Balance sheet as at March 31, 2020

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

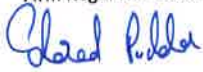
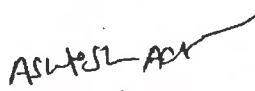
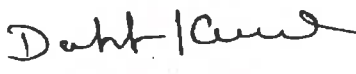
UDIN: 20087853AAAAAP8743

	Note no.	As at March 31, 2020	As at March 31, 2019
(I) ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	2	0	2,52,457
(b) Financial assets			
- Loans & Advances	3	69,52,601	63,77,091
(c) Other non-current assets	4	2,13,770	2,13,390
2. Current assets			
(a) Financial assets			
- Trade Receivables	5	49,500	-
- Cash and cash equivalents	6	7,82,239	14,19,383
- Loans and advances	7	28,156	10,580
(b) Other Current Assets	8	69,446	39,121
TOTAL		80,95,712	83,12,022
(II) EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share capital	9	2,48,00,000	2,48,00,000
(b) Other Equity	10	(1,77,73,154)	(1,77,09,044)
2. Non-current liabilities			
(a) Deferred tax Liabilities (Net)	11	-	41,597
3. Current liabilities			
(a) Financial liabilities			
- Borrowings	12	10,00,000	10,00,000
(b) Other Current Liabilities	13	24,200	38,734
(c) Current Tax Liabilities (net)	14	44,667	1,40,736
TOTAL		80,95,712	83,12,023

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
Sharad Poddar
(Partner)
M. No. 087853For and on behalf of the Board of Directors of
CGAIN ANALYTICS PRIVATE LIMITED
Ashutosh Acharya
Director
DIN: 03145815
Dalip Kumar
Director
DIN: 00103292Place: Delhi
Date: 28.07.2020

CGAIN ANALYTICS PRIVATE LIMITED

Statement of Profit and Loss for the year ended March 31, 2020

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

UDIN: 20087853AAAAAP8743

	Note no.	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from operations	15	55,000	-
Other Income	16	6,39,476	9,48,868
Total revenue		6,94,476	9,48,868
Expenses	17	3,02,570	-
Employee benefit expense	18	-	1,831
Finance Costs	19	5,524	16,511
Depreciation and amortisation expense	20	4,16,993	1,35,800
Other Operating expense		7,25,087	1,54,142
Total expenses		(30,611)	7,94,726
Profit/ (loss) before tax			
Tax expense		44,667	1,36,960
a) Current tax		(41,597)	-
b) Deferred tax		(3,681)	6,57,766
Profit/ (loss) for the period from continuing operations		(33,681)	6,57,766
Profit/ (loss) for the period			
Other comprehensive income			
- Items that will not be reclassified to profit or loss			
1 Remeasurement of defined employee benefits plan			
2 Changes in Fair Values of Investment in Equities carried at Fair Value through Other Comprehensive Income			
3 An item of expense not recognised in profit or loss account			(53,20,000)
a. Loss on Sale of Investments			(53,20,000)
Net Other Comprehensive Income not to be reclassified to Profit & Loss A/c		(33,681)	(46,62,234)
Total comprehensive income for the period (Profit/ loss + other comprehensive income)			
Earnings per equity share (for continuing operations)		(0.01)	0.27
a) Basic		(0.01)	0.27
b) Diluted			

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.: 509249CSharad Poddar
(Partner)
M. No. 087853Place: Delhi
Date: 28.07.2020For and on behalf of the Board of Directors of
CGAIN ANALYTICS PRIVATE LIMITEDAshutosh Acharya
Director
DIN: 03145815

Dalit Kumar

Dalip Kumar
Director
DIN: 00103292

CGAIN ANALYTICS PRIVATE LIMITED

Statement of Cash Flows for the year ended March 31, 2020

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

UDIN: 20087853AAAAAP8743

	As at March 31, 2020	As at March 31, 2019
1. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	(30,611)	7,94,726
Adjustments for :		
Depreciation and amortisation	5,524	16,511
Loss on sale of Assets	2,17,285	
	<u>1,92,198</u>	<u>8,11,237</u>
Working capital adjustments:		
(Increase)/Decrease in Trade Receivables	(49,500)	53,78,480
(Increase)/Decrease in Loans and Advances	(5,93,086)	(63,76,471)
(Increase)/Decrease in Other Assets	(30,705)	(46,381)
Adjustments of Provisions	(30,781)	
Increase/(Decrease) in Current Liabilities	(18,310)	27,510
Cash Generated from Operations	<u>(5,30,184)</u>	<u>(2,05,625)</u>
Income Tax Paid	1,36,960	
NET CASH GENERATED/(USED IN) BY OPERATING ACTIVITIES (1)	<u>(6,67,144)</u>	<u>(2,05,625)</u>
2. CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from sale of Assets	30,000	3,80,000
Proceeds from sale of Equity shares		
NET CASH GENERATED/(USED IN) BY INVESTING ACTIVITIES (2)	<u>30,000</u>	<u>3,80,000</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Finance costs		
NET CASH GENERATED/(USED IN) BY FINANCING ACTIVITIES (3)		
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (1+2+3)	<u>(6,37,144)</u>	<u>1,74,375</u>
Cash and cash equivalents at the beginning of the year	14,19,383	12,45,008
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>7,82,239</u>	<u>14,19,383</u>

As per our report of even date attached

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



Sharad Poddar
(Partner)
M. No. 087853



Place: Delhi
Date: 28.07.2020

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


Ashutosh Acharya
Director
DIN: 03145815


Dalip Kumar
Director
DIN: 00103292

CGAIN ANALYTICS PRIVATE LIMITED

Statement of changes in equity for the year ended March 31, 2020

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

UDIN: 20087853AAAAAP8743

a. Equity share capital

	Opening balance as at 1 Apr 2019	Changes in equity share capital during the year	Closing balance as at March 31, 2020
Equity shares of Rs.10 each	2,48,00,000		2,48,00,000
	<u>2,48,00,000</u>		<u>2,48,00,000</u>
	Opening balance as at 1 Apr 2018	Changes in equity share capital during the year	Closing balance as at 31 March 2019
Equity shares of Rs.10 each	2,48,00,000		2,48,00,000
	<u>2,48,00,000</u>		<u>2,48,00,000</u>

b. Other Equity

For the year ended March 31, 2020

	Share premium	Capital reserve	Retained earnings	Others (Foreign Currency Translation Reserve)	Investment Revaluation Reserve	Total Equity
As at 1 April 2019			(1,77,09,044)			(1,77,09,044)
Profit for the period			(33,681)			(33,681)
Other Adjustments			(30,429)			(30,429)
Other comprehensive Income/(loss)						
TOTAL			(1,77,73,154)			(1,77,73,154)

For the year ended 31 March, 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			(53,20,000)			(53,20,000)
Other comprehensive Income/(loss)						
TOTAL			(1,77,09,044)			(1,77,09,044)

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

Sharad Poddar

Sharad Poddar

(Partner)

M. No. 087853

Place: Delhi

Date: 28.07.2020



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

Ashutosh Acharya

Ashutosh Acharya

Director

DIN: 03145815

Dalit Kumar

Dalit Kumar

Director

DIN: 00103292

CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2020
(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, 2020:

Particulars	Land	Buildings	Office Equipment	Computer equipment	Furniture and fixtures	Vehicles	Total
Gross carrying value as of April 1, 2019:	-	-	88,799	29,14,585	4,87,630	-	34,91,014
Additions	-	-	3,000	5,000	22,000	-	30,000
Deletions	-	-	-	-	-	-	-
Gross carrying value as of March 31, 2020:	-	-	85,799	29,09,585	4,65,630	-	34,61,014
Accumulated depreciation as of April 1, 2019:	-	-	84,359	26,96,122	4,58,076	-	32,38,557
Depreciation	-	-	-	-	5,524	-	5,524
Add/(Less): Adjustments	-	-	-	-	(352)	-	(352)
Accumulated depreciation on deletions	-	-	(1,440)	(2,13,463)	(2,382)	-	(2,17,285)
Accumulated depreciation as of March 31, 2020:	-	-	85,799	29,09,585	4,65,630	-	34,61,014
Carrying value as of March 31, 2020:	-	-	(0)	0	-	-	0

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	-	-	-	-	-	-	-
Gross carrying value as of March 31, 2019 :	-	-	88,799	29,14,585	4,87,630	-	34,91,014
Accumulated depreciation as of April 1, 2018:	-	-	84,359	26,96,122	4,41,565	-	32,22,046
Depreciation	-	-	-	-	16,511	-	16,511
Accumulated depreciation on deletions	-	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2019:	-	-	84,359	26,96,122	4,58,076	-	32,38,557
Carrying value as of March 31, 2019 :	-	-	4,440	2,18,463	29,554	-	2,52,457



CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2020
(All amounts are in Indian Rupees, unless otherwise stated)

3. Non Current Financial Assets - Loans & Advances :

- Loans to Others

	As at 31-03-2020	As at 31-03-2019
	69,52,601	63,77,091
Total:	69,52,601	63,77,091

4. Other Non Current Assets :

- TDS & IT Refund Receivables

	As at 31-03-2020	As at 31-03-2019
	2,13,770	2,13,390
Total:	2,13,770	2,13,390

5. Current Financial Assets - Trade Receivables :

Unsecured

- Considered good

	As at 31-03-2020	As at 31-03-2019
	49,500	-
Total:	49,500	-

6. Cash and Cash Equivalents :

(i) Balances with banks

- In current accounts

(ii) Cash on hand

	As at 31-03-2020	As at 31-03-2019
	4,09,491	6,09,671
	3,72,748	8,09,712
Total:	7,82,239	14,19,383

7. Current Financial Assets - Loans & Advances :

- Other Advances

	As at 31-03-2020	As at 31-03-2019
	28,156	10,580
Total:	28,156	10,580

8. Other Current Assets :

- TDS & IT Refund Receivables

	As at 31-03-2020	As at 31-03-2019
	69,446	39,121
Total:	69,446	39,121



CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2020
(All amounts are in Indian Rupees, unless otherwise stated)

Particulars	As at 31.03.2020	As at 31.03.2019
9. Share capital		
A. Authorised Capital		
25,00,000 Equity Shares of Re. 10/- each fully paid up with voting rights	2,50,00,000	2,50,00,000
B. Issued, Subscribed And Fully Paid Up		
24,80,000 EQUITY SHARES OF Re. 10/- EACH fully paid up with voting rights	2,48,00,000	2,48,00,000
Total :	2,48,00,000	2,48,00,000

10. Other Equity	As at 31.03.2020	As at 31.03.2019
Other equity consist of the following:		
(a) Retained earnings		
(i) Opening balance	(1,77,09,044)	(1,30,46,810)
(ii) Add: Profit for the period	(33,681)	(46,62,234)
	(1,77,42,725)	(1,77,09,044)
Less : Appropriations		
(i) Appropriation/Adjustments	(30,429)	
	(1,77,73,154)	(1,77,09,044)
Total :	(1,77,73,154)	(1,77,09,044)

9A. 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, 2020		As at 31 March, 2019	
	Number	% Holding	Number	% Holding
- FCS Software Solutions Limited	24,80,000	100.00%	24,80,000	100.00%



CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2020
(All amounts are in Indian Rupees, unless otherwise stated)

	As at 31-03-2020	As at 31-03-2019
11. Deferred Tax Liabilities (Net) :		
- Depreciation and amortisation		41,597
Total:		41,597
12. Current Financial Liabilities - Borrowings :		
	As at 31-03-2020	As at 31-03-2019
Unsecured		
- Borrowings	10,00,000	10,00,000
Total:	10,00,000	10,00,000
13. Other Current Liabilities :		
	As at 31-03-2020	As at 31-03-2019
- Others (Payables)	24,200	38,734
Total:	24,200	38,734
14. Current Tax Liabilities (net)		
- Income Tax Provision	44,667	1,36,960
- Indirect tax payable and other statutory liabilities	-	3,776
Total:	44,667	1,40,736



CGAIN ANALYTICS PRIVATE LIMITED

Notes to the Financial Statements for the year ended March 31, 2020
(All amounts are in Indian Rupees, unless otherwise stated)

15 REVENUE FROM OPERATIONS

- Consultancy Income

	As at 31-03-2020	As at 31-03-2019
	55,000	-
Total:	55,000	

16 OTHER INCOME

- Foreign fluctuation gain
- Interest Income

	As at 31-03-2020	As at 31-03-2019
		5,57,656
	6,39,476	3,91,212
Total:	6,39,476	9,48,868

17 EMPLOYEE BENEFIT EXPENSES

Employee costs consist of the following:

- Salaries, incentives and allowances

	As at 31-03-2020	As at 31-03-2019
	3,02,570	-
Total:	3,02,570	

18 FINANCE COSTS

- Bank Charges

	As at 31-03-2020	As at 31-03-2019
	-	1,831
Total:		1,831

19 DEPRECIATION AND AMORTISATION EXPENSE

- Depreciation of Property, Plant and equipment

	As at 31-03-2020	As at 31-03-2019
	5,524	16,511
Total:	5,524	16,511

20 OTHER OPERATING EXPENSES

Other operating expenses consist of the following:

- Fees to external consultants
- Auditors Remuneration
- Conveyance Exp
- Other expenses

	As at 31-03-2020	As at 31-03-2019
	9,540	41,300
	17,700	35,400
	35,460	-
	3,54,293	59,100
Total:	4,16,993	1,35,800



CGAIN ANALYTICS PRIVATE LIMITED

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

NOTES TO FINANCIAL STATEMENTS

1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Company Overview:

CGain Analytics Private Limited ('the company') was incorporated on 21st 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 shore contractual and permanent staffing in similar fields.

1.2 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.

1.3 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.

1.4 Revenue recognition

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



1.5 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:

Fixed Assets	Useful lives of Assets
Office equipment	5 Years
Computer equipment ⁽¹⁾	3 Years
Furniture and fixtures ⁽¹⁾	10 Years

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

1.6 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.

1.7 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.

1.8 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.



1.9 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.

1.10 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.

1.11 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.

1.12 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.

1.13 Other income

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



1.14 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. However, the company has no investment during the year under consideration.

1.15 Related Party Transactions:

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

Entities where Control/significant Influence of KMP exists:

FCS Software Solutions Ltd, Holding Company

Zero Time Constructions Pvt. Ltd., Subsy of holding Company

Key Management Personnel

Dalip Kumar – Director

Ashutosh Acharya–Director

Chetan Kumar Verma – Director

B. Transactions with the Related Parties

Transactions	31/03/2020	31/03/2019
Sale/(Purchase) of Shares		
FCS Software Solutions Ltd.	Nil	3,80,000/-

C. Outstanding Balance Receivable as at year end:

S.No.	Outstanding Balances as at year end:	31.03.2020	31.03.2019
1.	Dalip Kumar	(10,00,000)	(10,00,000)
2.	Zero Time Constructions Pvt. Ltd.	28,156	10,580
	Total	10,10,580	10,10,580

1.16 Expenditure in Foreign Currency

	31.03.2020	31.03.2019
Expenditure incurred overseas	NIL	NIL

1.17 Earning in Foreign Exchange

	31.03.2020	31.03.2019
Income from software development services and Products	NIL	NIL



1.18 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.;

1.19 During the year 2018-19, the company had initiated the scheme of Amalgamation with FCS Software Solutions Limited (Holding Company). The proposed scheme of Amalgamation among Cgain Analytics Private Limited (Transferor Company) with FCS Software Solutions Limited (Transferee Company) and their respective shareholders & creditors has been duly approved by the Board of Directors in its meeting held on 19th April, 2019 and the further process for the same is still underway.

1.20 The outbreak of Coronavirus disease (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The management has evaluated the impact of this pandemic on its business operations and based on its review, there is no significant impact on its business operations. However, the impact assessment of COVID 19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial statements. The Company will continue monitoring any material changes to future economic conditions.

1.21 Sundry Debtors and creditors are subject to confirmations.

1.22 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



(Sharad Poddar)

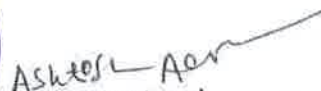
Partner

M. No. 087853

UDIN : 20087853AAAAAP8743



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


(Ashutosh Acharya)

Director

DIN: 03145815


(Dalip Kumar)

Director

DIN: 00103292

Place: Delhi

Date: 28.07.2020