



DIRECTORS' REPORT

Dear Members

Your Directors have the pleasure in presenting the 4th Annual Report of the Company, along with Audited Financial Statements for the financial year ended 31st March, 2018.

Financial Highlights and Business Operations

Particular	As at March 31, 2018 (Rs'000)	As at March 31, 2017 (Rs'000)
Revenue from Operations	231,148	235,946
Other Income	3,635	1
Finance Income	40,570	13,833
Profit/Loss After Tax	(814,524)	(3,550,440)

Your Company operated a payment system for semi-closed prepaid payment instruments services in India under a Certificate of Authorisation(COA) issued by the Reserve Bank of India ("PPI Business"). The Company issued more than 59 million e-wallets and tied-up with more than 200k+ online and offline merchants.

In October 2017, Axis Bank Limited ("Axis Bank") acquired 100% stake in the Company from Jasper Infotech Private Limited and accordingly, post-acquisition, your Company became a wholly owned subsidiary of Axis Bank.

As per directions and approval of the Reserve Bank of India, Your Company transferred its PPI Business to Axis Bank on January 17, 2018 and started the process for voluntary surrender of its COA.

As part of the acquisition strategy, Your Company, launched many new initiatives and features—namely UPI and Credit to interested and eligible users and in addition started aggressive deal promotions for adoption of the new payment methods and features on the platform.

For the upcoming year, it is planned to proliferate digital financial offerings at a much larger scale and scope than current to enhance the customer journey on its platform. Besides Credit, Your Company will build the foundation for enabling many other products (like protection as well as investment options) alongwith solutions for merchants and SMEs to achieve our long-term vision of become a broad scale digital financial service provider. There is a large role that the Axis Bank's parentage will play in the same as your Company expects many synergies to result from this relationship. Additionally, increasing smartphone penetration alongwith data usage and a continuous government push for digital payments will pave way to an exponential growth in digital payment industry in the coming years. The focus of your Company will be on providing a much more enriching customer experience through a wide bouquet of services on its platform alongwith offerings for small and large merchants and building a stronger brand. Your Company is also

working on a proposed amalgamation of Accelyst Solutions Private Limited (ASPL) with and into the Company. The Board of Directors of both the companies i.e. Freecharge and ASPL has approved a Scheme of Amalgamation of ASPL into and with Company on March 27, 2018. The Company will file an application to National Company Law Tribunal after approval of the scheme of amalgamation by the Board of Directors of Axis Bank Ltd., the holding company.

Except as mentioned above, there has been no change in the nature of business being carried on by the Company.

Dividend

In view of the losses incurred during the year under review, your Directors do not recommend any dividend.

Share Capital

During the financial year under review, your Company has raised Rs.122,00,00,000/- (Rupees One Hundred Twenty Two Crore only) against allotment of 12,20,00,000 Equity Shares of Rs. 10/- each at par to parent company on Rights Issue. At the end of the financial year 2017-18, the issued, subscribed and paid up capital of the company stood at Rs. 581,05,00,000/- (Rupees Five Hundred Eighty One Crore and Five Lakh Only).

Extract of Annual Return

The extract of Annual Return, pursuant to provisions of Section 92(3) of the Companies Act, 2013 and Rule 12 of Companies (Management and administration) Rules, 2014, for the financial year ended 31st March, 2018, is furnished in Form MGT-9 and same is attached as Annexure 1 to this Report.

Particulars of Loans, Guarantees or Investments under section 186

Particulars of loans granted and investments made in terms of the provisions of Section 186 of the Companies Act 2013 are given in the notes to the Financial Statements of the Company.

Particulars of Employees

The Company being an unlisted company, the provisions of Section 197 (12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time are not applicable on the Company.

Particulars of Contracts or Arrangements with Related Parties

During the year under review, all contracts or arrangements with related parties entered into at arm's lengths basis and in the ordinary course of business. As required pursuant to provisions of Section 134(3) of the Companies Act, 2013 read with Companies (Accounts) Rules 2014, particulars of all such contracts or arrangements are enclosed in prescribed Form AOC-2 as Annexure-2 to this report.



Public Deposits

The Company has not accepted any deposits from the public as defined under Chapter V of the Companies Act, 2013 and the Rules made thereunder.

Auditors

At the 3rd Annual General Meeting of the Shareholders of the Company held on September 29, 2017, M/s S.R. Batliboi & Co. LLP (ICAI Firm Registration Number 301003E) were appointed as Statutory Auditors of the Company from conclusion of the 3rd Annual General Meeting till the conclusion of 7th Annual General Meeting.

In compliance of the provisions of Section 139 of the Companies Act, 2013, the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountant as Statutory Auditor for the financial year 2018-19 shall be placed for the ratification by the shareholders at the ensuing 4th Annual General Meeting of the Company. The Company has received necessary certificate from the Statutory Auditors confirming their eligibility and willingness to continue in the office of Statutory Auditors.

Auditors Report

There are no qualifications/ observations or adverse remark in the Auditor's Report. The comments made by Statutory Auditors in their report for the financial year ended 31st March 2018 are self-explanatory and therefore, do not call for any further explanation or comments from the Board.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed Mr. Sanjay Chugh, Practicing Company Secretary to act as the Secretarial Auditor of the Company for the financial year 2017-18. The Secretarial Auditor has conducted the audit of the secretarial records of the Company for the financial year under review and has also furnished the Secretarial Audit Report which is annexed as Annexure - 3 to this report.

There are no qualification, reservation or adverse remark made by Secretarial Auditor in his Report.

Board of Directors, Key Managerial Personnel and Board Meetings

During the year under review, Mr. Ashish Jain and Mr. Anup Vikal resigned from the Board of Directors of the Company with effect from August 30, 2017 and September 12, 2017 respectively. Mr. Anshul Kheterpal, Chief Financial Officer (CFO) of the Company was inducted on the Board as additional director effective from September 12, 2017. In the same meeting he was also appointed as Whole Time Director designated as CFO.

At the 3rd Annual General Meeting of the Company held on September 29, 2017 Mr. Jason Kothari and Mr. Anshul Kheterpal were appointed as regular directors and in the same meeting their appointment as Whole Time Directors was also approved by the shareholders.



Pursuant to transfer of ownership and control of the Company to Axis Bank Ltd. on October 6, 2017, Mr. Amit Sethi and Ms. Nithya Easwaran who were nominated by Axis Bank Ltd. were inducted on the Board as additional directors with effect from October 6, 2017. Mr. Anshul Kheterpal and Mr. Jason Kothari resigned from the Board of Directors of the Company from the close of the business hours of October 6, 2017. However, Mr. Anshul Khteterpal continue to hold the position of CFO. Mr. Jairam Sridharan was appointed as additional director and Chairman of Board of Directors effective from November 3, 2017.

Subsequently, Mr. Amit Sethi resigned from the position of additional director effective from February 24, 2018. Ms. Nithya also resigned from the position of additional director from the close of the business hours of March 27, 2018, however, she was appointed as Independent Director subject to the approval of shareholders for a period of 5 years effective from March 28, 2018. Mr. Mohit Jain was inducted on Board as additional director effective from March 27, 2018.

A proposal for the appointment of additional directors as directors liable to retire by rotation shall be placed for the approval of the shareholders at the ensuing annual general meeting for the financial year 2017-18.

The company has received declaration from Ms. Nithya Easwaran, Independent Director stating that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Mr. Sangram Singh was appointed as Chief Executive Officer of the Company effective from October 6, 2017. Mr. Anshul Kheterpal, Chief Financial Officer and Mr. Samarth Govila, Company Secretary of the Company are other Key Managerial Personnel of the Company as defined under Section 2(51) of the Companies Act, 2013.

Except as mentioned above, there are no changes in the directors and key managerial personnel of the Company.

During the financial year under review, the Board of Directors met 9 times on April 3, 2017; April 28, 2017; July 7, 2017; July 27, 2017; September 12, 2017; October 6, 2017; November 17, 2017; January 16, 2018 and March 27, 2018. The time gap between two meetings did not exceed 120 days. The summary of number of meetings attended by each Board Member is as under:

S.No.	Name of Director	No. of Meetings Attended
1	Anup Vikal	04
2	Ashish Jain	04
3	Jason Kothari	06
4	Anshul Kheterpal	02
5	Amit Sethi	03
6	Nithya Easwaran	04
7	Jairam Sridharan	03
8	Mohit Jain	01



Directors' Responsibility Statement

Pursuant to the provisions of Section 134(5) of the Companies Act 2013, and save as otherwise mentioned elsewhere in this Report, the Directors, to the best of their knowledge and belief, confirm that:

- a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards, have been followed along with proper explanations relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year i.e. March 31, 2018 and of the losses of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts of the Company on a going concern basis; and
- e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

Conservation of Energy:

Steps taken for conservation	Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy are not relevant to its functioning. However, energy conservation receives attention at all levels. All efforts are made to conserve and optimize use of energy.
Steps taken for utilizing alternate sources of energy	
Capital investment on energy conservation equipment's	

Technology Absorption:

Efforts made for technology absorption	The Company has not imported technical know-how. Your Company has not established any separate R&D facilities.
Benefits derived	
Expenditure on Research & Development, if any	
Details of technology imported, if any	
Year of import	
Whether imported technology fully absorbed	
Areas where absorption of imported technology has not taken place, if any	

Foreign Exchange Earnings/ Outgo:

Earnings	Nil
Outgo	Rs. 44,29,175



Compliance of Secretarial Standards

Your Company has complied with the applicable Secretarial Standards SS-1 and SS-2 with respect to Board Meetings and General Meetings respectively specified by the Institute of Company Secretaries of India.

General Disclosures

- In view of the losses incurred during the year, Board does not propose to transfer any amount to any reserves.
- The Company doesn't have any Subsidiary, Joint Venture or Associates.
- Except as mentioned as part of this Report, no material changes and commitments occurred between the end of financial year 2017-18 and the date of this report which may affect the financial position of the Company.
- The provisions related to Corporate Social Responsibility as enumerated in section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable on the Company.
- No significant and material order has been passed by the regulator/court/tribunal which may impact the going concern and company's operations in future.
- During the year under review, no complaint relating to sexual harassment was received by the Company.
- The Company has established process to identify, assess, monitor and mitigate key financial, operational, business & compliance risks.
- No fraud has been reported by auditors under Section 143(12) of the Companies Act, 2013
- The Company has laid down adequate internal financial controls over financial reporting to be followed by the Company and such internal financial controls were operating effectively.

Acknowledgement

The Directors wish to convey their appreciation to all the members, customers, bankers, government departments and other stakeholders of their invaluable support to Company.

By the Order of Board
For Freecharge Payment Technologies Private Limited



Jairam Sridharan
Director



Mohit Jain
Director

Date : April 19, 2018
Place: Gurgaon

Annexure - 1

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2018

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

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	U74140DL2015PTC275419
(ii)	Registration Date	January 14, 2015
(iii)	Name of the Company	Freecharge Payment Technologies Private Limited
(iv)	Category / Sub-Category of the Company	Company having share capital
(v)	Address of the Registered office and contact details	Ground Floor, Plot No. 68 Okhla Industrial Estate, Phase-III New Delhi South Delhi DL 110020 IN
(vi)	Whether listed company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli(West), Mumbai-400083

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Prepaid payment instrument, payment gateway services, payment aggregator and other payment related services.	63999	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Axis Bank Ltd. Trishul, 3 rd Floor, Opp Samartheshwar Temple Law Garden, Ellisbridge, Ahmedabad 380006	65110GJ1993PLC020769	Holding	100%	2(46)



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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0.00	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	—
d) Bodies Corp.	0	*459050000	459050000	100	0	0	0	0	(-)100%
e) Banks / FI	0	0	0	0	581049999	** 1	581050000	100	(+) 100%
f) Any other	0	0	0	0	0	0	0	0	0
Sub - Total (A)	0	459050000	459050000	100	581049999	1	581050000	100	0
(2) FOREIGN									
(a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
(b) Other-Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	0	0	0	0	0	0	0	0	0
(d) Banks/FI	0	0	0	0	0	0	0	0	0
(e) Any Others	0	0	0	0	0	0	0	0	0
Sub-Total A(2)	0	0	0	0	0	0	0	0	0
Total A=A(1)+A(2)	0	459050000	459050000	100	581049999	1	581050000	100	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0s	0	0	0
f) Insurance Cos.	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify): Trust	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	459050000	459050000	100	581049999	1	581050000	100	0

* Include 1 share held by individual as nominee, the beneficial ownership for which was held by erstwhile parent company, Jasper Infotech Pvt. Ltd.

** Being 1 share held by individual as nominee of Axis Bank Ltd., the holding company. The beneficial ownership of 1 share is with Axis Bank Ltd.



(ii) Shareholding of Promoters

Sl No.	Share holder's Name	Shareholding at the beginning of the financial year			Shareholding at the end of the Financial Year			% change In share holding during the year
		No. of Shares	% of total Shares of company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of company	% of Shares Pledged / Encumbered to total Shares	
1.	Jasper Infotech Private Limited	*45,90,50,000	100	-	0	0	-	(-)100%
2.	Axis Bank Ltd.	0	0	-	*58,10,50,000	100	-	+100%
	Total	45,90,50,000	100	NIL	58,10,50,000	100	-	-

* Include 1 share held by individual as nominee, the beneficial ownership for which was held by erstwhile parent company, Jasper Infotech Pvt. Ltd.

** Include 1 share held by individual as nominee, the beneficial ownership for which is with Axis Bank Ltd., the holding company.

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

SN	Name of shareholder	Shareholding at the beginning and at the end of the year		Change in shareholding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of company	Date	Reason	Increase (+)/ Decrease (-) in shareholding	No. of shares	% of total shares of company
1	Jasper Infotech Private Limited							
	As at 31.03.2017	* 45,90,50,000	100	-	-	-	* 45,90,50,000	100
				28.04.2017	Allotment in Rights Issue of equity Shares	(+)2,20,00,000	*48,10,50,000	100
				06.10.2017	Transfer	(-)*48,10,50,000	-	-
	As at 31.03.2018	-	-	-	-	-	-	-
2	Axis Bank Ltd.							
	As at 31.03.2017	-	-				-	-
				06.10.2017	Transfer	(+) 48,10,50,000	**48,10,50,000	100
				23.11.2017	Allotment in Rights Issue of equity Shares	(+)10,00,00,000	**58,10,50,000	100
	As at 31.03.2018	**58,10,50,000	100				**58,10,50,000	100

* Including 1 share held by individual as nominee, the beneficial ownership for which was held by erstwhile parent company, Jasper Infotech Pvt. Ltd.

** Including 1 share held by individual as nominee, the beneficial ownership for which is with Axis Bank Ltd., the holding company.



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

NOT APPLICABLE

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of company	No. of shares	Date of allotment, Transfer etc.	No. of shares	% of total shares of company
-	--	-	-	-	-	-	-
-	--	-	-	-	-	-	-
-	--	-	-	-	-	-	-
-	--	-	-	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning and at the end of the year		Change in shareholding during the year			Cumulative Shareholding during the year 2017	
		No. of shares	% of total shares of company	Date	Reason	Increase/Decrease	No. of shares	% of shares of company
1	Anup Vikal							
	As at 31.03.2017	-	-	03.04.2017	Transfer	Increase	1	Negligible
		-	-	06.10.2017	Transfer	Decrease	1	Negligible
	As at 31.03.2018	-	-	-	-	-		
2	*Jairam Sridharan							
	As at 31.03.2017	-	-	06.10.2017	Transfer	Increase	1	Negligible
	As at 31.03.2018	1	Negligible	-	-	-	1	Negligible

* 1 share is held by Mr. Jairam Sridharan as a nominee of Axis Bank Ltd.. The beneficial ownership of said share is with Axis Bank Ltd.



V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

NOT APPLICABLE

Sl. No.	Particulars of Remuneration	Name of Whole Time Director
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	. Commission - as % of profit - others, specify...	-
5.	Others, please specify	-
	Total	-
	Ceiling as per the Act	-



B. Remuneration to other directors:**NOT APPLICABLE**

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

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

S.No	Particulars of Remuneration	Key Managerial Personnel			
		*Chief Executive Officer	Chief Finance Officer	Company Secretary	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	Rs. 78,98,268	Rs.19,60,540	Rs. 98,58,808
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission - as % of profit - others, specify...	-	-	-	
5	Others, please specify (Bonus)	-	Rs. 79,20,000	Rs. 1,32,000	Rs.80,52,000
	Total	-	Rs. 1,58,18,268	Rs. 20,92,540	Rs.1,79,10,808


* For the financial year ended March 31, 2018, Chief Executive Officer was not on the payrolls of the Company



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of Companies Act	Brief Description	Details of Penalty/Punishment /Compounding Fee Imposed	Authority (RD/NCLT/ Court)	Appeal made, if any
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

by order of the Board of Directors
Freecharge Payment Technologies Private Limited


Jaipram Sridharan
Director



Mohit Jain
Director

Date: April 19, 2018
Place: Gurgaon

Annexure - 2

FORM NO. AOC - 2

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

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

1. Details of contracts or arrangements or transactions **not at Arm's length basis**. **NOT APPLICABLE**
2. Details of contracts or arrangements or transactions **at Arm's length basis**.

S. NO.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements /transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	Accelyst Solutions Pvt. Ltd. - Fellow Subsidiary	Cross-charge for services e.g.: - Payroll Services - Employee Support Services, - Customer Support Services, - Professional services, - IT services, - Administrative services - Any other services	Upto 30.03.2020	- In ordinary course of business and at Arm's Length. - Consideration to be charged proportionality on actuals.	Not Applicable	NIL
		Right to use of office space in Mumbai, Bengaluru and Gurgaon	Bengaluru- Upto 31.01.2020 Gurgaon- Upto 31.12.2020 Mumbai- Upto 30.04.2018	- In ordinary course of business and at Arm's Length. - Consideration to be charged proportionately on actual.	Not Applicable	NIL
		Payment Gateway Service Agreement	Continuous	- In ordinary course of business and at Arm's Length. - TDR- 1.5% and Payment Processing and Storage Fee- 0.05%	Not Applicable	NIL
2	Axis Bank Ltd- Holding Company	Cross charge for publishing of public notice on behalf of Freecharge	27.03.2018	- In ordinary course of business and at Arm's Length. - Consideration charged on actual plus GST	Not Applicable	NIL
		Internet Payment Gateway Services	Upto 15.02.2019	- In ordinary course of business and at Arm's Length. - Consideration to be mutually decided by the parties to transaction.	Not Applicable	NIL
3	Axis Bank Ltd. -Holding Company	Banking Services	Continuous	- In ordinary course of business on actuals	06.10.2017 17.11.2017	NIL
		Promotional Services	Upto 31.03.2018	- In ordinary course of business on actuals	Not Applicable	NIL



4	Axis Bank Ltd. -Holding Company	UPI Based Money Transfer	Continuous	<ul style="list-style-type: none"> - Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be mutually decided by the parties to transaction. 	Not Applicable	NIL
5	Axis Bank Ltd. Holding Company	Business Correspondent	Continuous	<ul style="list-style-type: none"> - Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be mutually decided by the parties to transaction as per Service Level Agreements for various services. 	Not Applicable	NIL

**by order of the Board of Directors
Freecharge Payment Technologies Private Limited**


Jai Ram Sridharan
Director




Mohit Jain
Director

Date: April 19, 2018
Place:Gurgaon

Sanjay Chugh
B Com (H), F.C.S.
Company Secretary

317, Vardhman Plaza -I,
J Block Commercial Complex,
Rajouri Garden,
New Delhi-110 027
9810770237 (M), 011-41443668

FORM No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year ended on 31st March, 2017

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To
The Members,
Freecharge Payment Technologies Private Limited
Ground Floor, Plot No. 68,
Okhla Industrial Estate, Phase-III,
New Delhi-110 020

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Freecharge Payment Technologies Private Limited** (hereinafter called the Company). The Company is an unlisted Deemed Public Company, limited by shares and is an Indian Non- Government Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering financial year ended on **March 31, 2018** ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2018** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-



- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(Not applicable to the Company during the audit period)*
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *(Not applicable to the Company during the audit period)*
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *(Not applicable to the Company during the audit period)*
 - (d) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014; *(Not applicable to the Company during the audit period)*
 - (e) The Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008 and Listing Agreement for Debt Securities; *(Not applicable to the Company during the audit period)*
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(Not applicable to the Company during the audit period)*
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and *(Not applicable to the Company during the audit period)*
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(Not applicable to the Company during the audit period)*
- vi) The Management has identified and confirmed the following law as applicable to the Company.

- a) Employee Provident Fund Act 1952
- b) Payment of Gratuity Act, 1972

I have also examined compliance with the applicable clauses/regulations of the following:

- (1) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (2) The Listing Agreement entered into by the Company with the Stock Exchange/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. *(Not applicable to the Company during the audit period)*

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above without any material non-compliance.



I further report that,

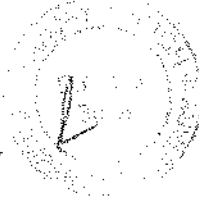
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in few cases the same has been sent at shorter notice after complying the provisions and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.


SANJAY CHUGH
COMPANY SECRETARY
FCS No: 3754
C.P.NO. 3073



Place: New Delhi
Date: April 18, 2018

Note: This report is to be read with our letter of even date which is annexed as Annexure- A and forms an integral part of this report.

Sanjay Chugh
B.Com (H), F.C.S.
Company Secretary

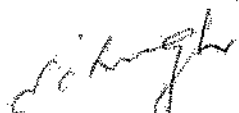
317, Vardhman Plaza -I,
1 Block Commercial Complex,
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New Delhi-110 027
9810770237 (M), 011-41443668

ANNEXURE A'

To,
The Members,
Freecharge Payment Technologies Private Limited
Ground Floor, Plot No. 68,
Okhla Industrial Estate, Phase-III,
New Delhi-110 020

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.


SANJAY CHUGH
COMPANY SECRETARY
FCS No: 3754
C.P.NO. 3073



Place: New Delhi
Date: April 18, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of Freecharge Payment Technologies Private Limited

Report on the Ind AS financial statements

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

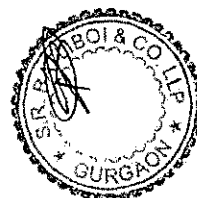
Management's Responsibility for the Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 and the Companies (Indian Accounting Standards) Amendment Rules, 2017 issued by Ministry of Company Affairs. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

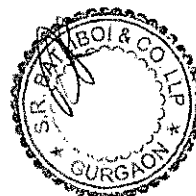


Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and the Companies (Indian Accounting Standards) Amendment Rules, 2016 and the Companies (Indian Accounting Standards) Amendment Rules, 2017 issued by Ministry of Company Affairs.;
 - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) 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 dated April 19, 2018 in "Annexure 2" to this report;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Audit and Auditors) Amendment Rules, 2017, 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.



S.R. BATLIBOI & Co. LLP

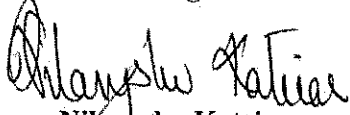
Chartered Accountants

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

For S.R. Batliboi & Co. LLP

Chartered Accountants

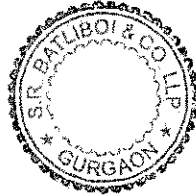
ICAI Firm Registration Number: 301003E/E300005



per Nilangshu Katriar

Partner

Membership Number: 058814



Place of Signature: Gurugram

Date: April 19, 2018

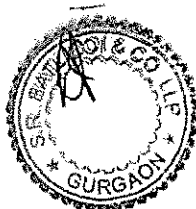
S.R. BATLIBOI & Co. LLP

Chartered Accountants
Annexure 1

Annexure referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: Freecharge Payment Technologies Private Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets were physically verified by the management during the year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, there are no immovable properties, included in property, plant and equipment of the Company and accordingly, the requirements under clause 3(i)(c) of the Order are not applicable to the Company and hence not commented upon.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under clause 3(ii) of the Order are not applicable to the Company and hence not commented upon.
- (iii) According to the information and explanations given by the management, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership firm or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given by the management, provisions of Section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company and hence not commented upon.
- (vi) To the best of our knowledge and as explained by the management, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the services of the Company.
- (vii)(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given by the management, no undisputed amounts payable in respect of provident fund, income-tax, service tax, value added tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given by the management, there are no dues of income tax, service tax, value added tax and cess which have not been deposited on account of any dispute.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or government or dues to debenture holders.



S.R. BATLIBOI & Co. LLP

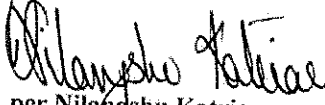
Chartered Accountants

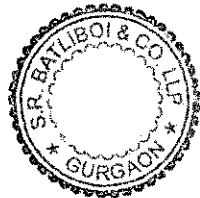
- (ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans. Accordingly, reporting under clause 3(ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) Based on our the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the provisions of Section 197 read with Schedule V of the Companies Act, 2013 is not applicable to the Company. Accordingly, reporting under clause 3(xi) of the Order are not applicable and hence not commented upon.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with Section 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of Section 177 the Companies Act, 2013 are not applicable to the Company and accordingly reporting under clause 3(xiii) of the Order insofar as it relates to Section 177 of the Companies Act, 2013 is not applicable to the Company and hence not commented upon.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, reporting requirements under clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based on our the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Companies Act, 2013.
- (xvi) According to the information and explanations given by the management, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005


per Nilangshu Katriar
Partner
Membership Number: 058814



Place of Signature: Gurugram

Date: April 19, 2018

Annexure 2

Annexure to the Independent Auditor's Report of even date on the Ind AS financial statements of Freecharge Payment Technologies Private Limited

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

We have audited the internal financial controls over financial reporting of Freecharge Payment Technologies Private Limited ("the Company") as of March 31, 2018 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

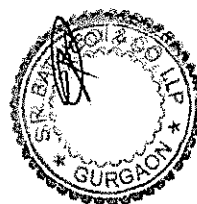
The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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.

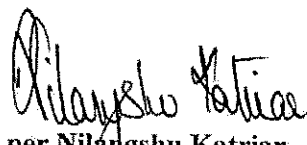
Opinion

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 March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.R. Batliboi & Co. LLP

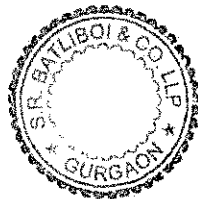
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



per Nilangshu Katriar
Partner

Membership Number: 058814



Place of Signature: Gurugram

Date: April 19, 2018

Freecharge Payment Technologies Private Limited

Balance Sheet as at March 31, 2018

(All amounts in Rs.'000, except per share data and as stated otherwise)

	Notes	As at March 31, 2018	As at March 31, 2017
Assets			
Non-current assets			
Property, plant and equipment	3a	63,500	38,743
Intangible assets	3b	2,402	-
Financial assets			
Other financial assets	4	26,188	9,872
Prepayments		8,116	1,663
Other non-current assets	5	218,696	193,727
Total non-current assets		318,902	244,005
Current assets			
Financial Assets			
Investments	6	652,502	120,140
Loan	7	-	200,000
Trade receivables	8	55,617	74,883
Cash and cash equivalents	9	178,064	51,720
Other financial assets	4	284,871	1,009,712
Prepayments		20,894	18,962
Total current assets		1,191,948	1,475,417
Total assets		1,510,850	1,719,422
Equity and liabilities			
Equity			
Equity share capital	10	5,810,500	4,590,500
Other equity			
Retained earnings		(4,494,325)	(3,860,130)
Contribution to equity		-	(86,377)
Total equity		1,316,175	643,993
Non-current liabilities			
Financial liabilities			
Other financial liabilities	11	5,900	1,353
Net employee defined benefit liabilities	12	12,059	9,785
Total non-current liabilities		17,959	11,138
Current liabilities			
Financial liabilities			
Trade and other payables	13	148,505	503,855
Other financial liabilities	11	-	547,779
Net employee defined benefits liabilities	12	28,211	12,657
Total current liabilities		176,716	1,064,291
Total liabilities		194,675	1,075,429
Total equity and liabilities		1,510,850	1,719,422

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For S. R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

Nilangshu Katriar
per Nilangshu Katriar
Partner
Membership Number: 058814

Place of Signature: Gurugram
Date: April 19, 2018



For and on behalf of board of directors of

Freecharge Payment Technologies Private Limited

Jairam Sridharan
Jairam Sridharan
Director

Anshul Kheterpal
Anshul Kheterpal
Chief Financial Officer

M. Jain
M. Jain
Director

Samarth Govila
Samarth Govila
Company Secretary



Freecharge Payment Technologies Private Limited
Statement of Profit or Loss for the year ended March 31, 2018
(All amounts in Rs.'000, except per share data and as stated otherwise)

	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
Revenue from operations	14	231,148	235,946
Other income	15	3,635	1
Finance income	16	40,570	13,833
Total income		275,353	249,780
Expenses			
Service charges	17	147,271	332,033
Advertisement and publicity expenses	18	5,898	2,029,247
Employee benefits expense	19	457,766	1,080,780
Depreciation expense	20	17,606	7,487
Finance costs	21	327	131,863
Other expenses	22	131,197	228,520
Total expenses		760,065	3,809,930
Loss for the year before exceptional items		(484,712)	(3,560,150)
Exceptional items	23	330,581	-
Loss for the year		(815,293)	(3,560,150)
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gain on defined benefit plans		769	9,710
Other comprehensive income for the year, net of tax		769	9,710
Total comprehensive loss for the year, net of tax		(814,524)	(3,550,440)
Loss per equity share [nominal value per equity share Rs.10] (March 31, 2017; Rs 10)			
Basic and diluted computed on the basis of loss for the year attributable to equity holders of the Company (Rs.)	26	(1.58)	(77.52)

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For S. R. Batliboi & Co. LLP
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

Nilangshu Katriar
per Nilangshu Katriar
Partner

Membership Number: 058814

Place of Signature: Gurugram
Date: April 19, 2018



For and on behalf of board of directors of
Freecharge Payment Technologies Private Limited

Jairam Sridharan
Jairam Sridharan
Director

Anshul Kheterpal
Anshul Kheterpal
Chief Financial Officer

Monit Jain
Monit Jain
Director

Samarth Govila
Samarth Govila
Company Secretary

Freecharge Payment Technologies Private Limited
Cash Flow Statement for the year ended March 31, 2018
(All amounts in Rs.'000, except per share data and as stated otherwise)

	For the year ended March 31, 2018	For the year ended March 31, 2017
Cash flow from operating activities		
Loss before tax	(815,293)	(3,560,150)
Adjustment to reconcile loss before tax to net cash flows		
Depreciation of property, plant and equipment	17,606	7,487
Loss on sale / write off of fixed assets	1,487	-
Impairment of fixed assets	661	-
Bad debts	887	-
Bad debt expenses on account of settlement with group companies	330,581	-
Interest charges on loans received from related parties	-	128,788
Share-based payment expense	(67,298)	335,865
Gain on sale of investments	(7,284)	(3,819)
Unwinding of discount on financial assets at amortised cost	(1,430)	(627)
Mark to market gain on current investments	(14,082)	(103)
Interest income on bank deposits	-	(3,948)
Interest income on loans given to related parties	(17,774)	(5,335)
Operating flow before working capital changes	(571,939)	(3,101,842)
Adjustment for change in working capital:		
(Increase) / decrease in trade receivables	19,265	(52,818)
(Increase) / decrease in financial assets	362,055	(761,343)
Increase in prepayments	(8,384)	(19,999)
Decrease in trade and other payables	(21,347)	(132,388)
Increase in net employee defined benefits liabilities	18,597	32,151
Increase / (decrease) in financial liabilities	(543,231)	263,829
Cash used in operations	(744,984)	(3,772,410)
Income taxes paid (net of refunds)	(8,538)	(5,941)
Net cash used in operating activities (A)	(753,522)	(3,778,351)
Cash flows from investing activities		
Loan repaid / (taken) by Accelyst Solutions Private Limited	200,000	(200,000)
Purchase of property, plant and equipment	(46,912)	(46,228)
Purchase of current investments (net)	(510,996)	(103,718)
Interest income on bank deposits	-	3,948
Interest income on loans given to related parties	17,774	5,335
Net cash used in investing activities (B)	(340,134)	(340,663)
Cash flow from financing activities		
Proceeds from issue of equity share capital	1,220,000	4,530,400
Interest paid on loan from related party	-	(128,788)
Repayment from short-term borrowings (net)	-	(250,000)
Net cash flow from financing activities (C)	1,220,000	4,151,612
Net increase in cash and cash equivalents (A + B + C)	126,344	32,598
Cash and cash equivalents at the beginning of the year	51,720	19,122
Cash and cash equivalents at the end of the year	178,064	51,720

The accompanying notes are an integral part of the financial statements.

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Cash Flow Statements notified under the Companies (Indian Accounting Standards) Rules, 2015, the Companies (Indian Accounting Standards) Amendment Rules, 2016 as notified by Ministry of Corporate Affairs and Companies (Indian Accounting Standards) Amendment Rules, 2017.
- The above cash flow statement has been compiled from and is based on the Balance Sheet as at March 31, 2018 and the related Statement of Profit and Loss for the year ended on that date.
- Figures in brackets indicates cash outflow.
- Previous year figures have been regrouped and reclassified wherever necessary to conform to the current period classification.

As per our report of even date.

For S. R. Batliboi & Co. LLP
Chartered Accountants

CMAI Firm Registration Number: 301003E/E300005

Nilangshu Katriar
per Nilangshu Katriar
Partner
Membership Number: 058814

Place of Signature: Gurugram
Date: April 19, 2018



For and on behalf of board of directors of
Freecharge Payment Technologies Private Limited

Jairam Sridharan
Jairam Sridharan
Director

Anshul Kheterpal
Anshul Kheterpal
Chief Financial Officer

Monit Jain
Monit Jain
Director

Samarth Govila
Samarth Govila
Company Secretary



Freecharge Payment Technologies Private Limited
Statement of Changes in Equity for the year ended March 31, 2018
 (All amounts in Rs.'000, except per share data and as stated otherwise)

a. Equity share capital:	
	Amount
As at April 1, 2016	60,100
Equity shares of Rs.10 each issued, subscribed and fully paid	
Issue of share capital during the year (refer note 10)	4,530,400
As at March 31, 2017	4,590,500
Issue of share capital during the year (refer note 10)	1,220,000
As at March 31, 2018	5,810,500
b. Other Equity:	
	Total equity
Reserves and Surplus	
<u>Retained earnings</u>	
As at April 1, 2016	(309,690)
Loss for the year	(3,560,150)
Re-measurement gain on defined benefit plans	9,710
Total comprehensive loss	(3,550,440)
Shared based compensation (refer note 19)	335,865
Payment made against share based compensation	(422,242)
As at March 31, 2017	(86,377)
Shared based compensation for previous year	(180,329)
Loss for the year	(815,293)
Re-measurement gain on defined benefit plans	769
Total comprehensive loss	(815,293)
Share based compensation (refer note 19)	(180,329)
Amount written off on account of settlement with group companies	(67,298)
As at March 31, 2018	(4,494,325)

For S. R. Batliboi & Co. LLP
 Chartered Accountants
 CAI Firm Registration Number: 301003E/E300005



Nilangshu Katriar
 Partner
 Membership Number: 058814

Place of Signature: Gurugram
 Date: April 19, 2018

For and on behalf of board of directors of
 Freecharge Payment Technologies Private Limited

Manram Sridharan
 Director
Anshul Khetarpal
 Chief Financial Officer

Manram Sridharan
 Director
Samarth Govila
 Company Secretary



Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

1. Corporate information

Freecharge Payments Technologies Private Limited ("the Company") was incorporated in India on January 15, 2015. The Company is engaged in the business to provide, promote, develop, design, set-up, maintain, operate, market and carry on the business of all types of physical, electronic and virtual payment system services, e-wallets, mobile wallets, pre-paid instruments, whether open, closed, semi-closed, cash card, payment gateways service.

2.0 Significant Accounting Policies

2.1 Basis of accounting and preparation of financial statements

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Rules, 2016 and the Companies (Indian Accounting Standards) Amendment Rules, 2017 issued by Ministry of Company Affairs.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

The financial statement has been presented in Indian Rupees to nearest thousand ('000), except as stated otherwise.

2.2 Summary of significant accounting policies

a. Current versus non-current classification

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

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Foreign currencies

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

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at the spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Company's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.



Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income ('OCI') or statement of profit or loss are also recognised in OCI or statement of profit or loss, respectively).

c. Fair value measurement

The Company measures financial instruments, such as, derivatives / investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

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

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

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. For the purpose of fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractual defined terms of payment and excluding taxes or duties collected on behalf of government. The following specific recognition criteria must also be met before revenue is recognized:

Revenue from commission income

Merchant discount rate (MDR) revenue from wallet transaction is recognised on the basis of successful pay-out of wallet usage to the respective merchants. The settlement are done daily for such transactions to the merchant on net of MDR revenue. The Company collects service taxes on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

Revenue - payment & storage service

The revenue from payment & storage service is recognised for providing PG aggregation service and as a payments platform for transactions of the merchant executed through payment gateway. The Company collects revenue on the basis of the payment gateway transactions routed through its payment platform on a monthly basis.

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Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

Revenue - Wallet maintenance fees

Pursuant to arrangement entered with Axis Bank Limited, the Company has started charging "Relevant cost" for the PPI / wallet business w.e.f. 17th January, 2018. Said charge is referred as wallet maintenance fee which is calculated on the basis of expenses incurred by the company in relation to facilitating wallet transactions and maintenance of related technical platform. Such fee is recognized on accrual basis.

Other operating revenue

Revenues from ancillary activities like convenience fee, commission income etc. are recognised upon rendering of services.

Interest

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit or loss.

Unbilled revenue

Receivables are generally carried at the original invoiced amount, less an allowance for doubtful receivables where there is objective evidence that balances will not be recovered in full. Unbilled receivables is recognised to the extent for the services not billed at the reporting date.

e. Taxes

Current income tax

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

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

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

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

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

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in statement of profit or loss.

f. Property, plant and equipment

Property, plant and equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Depreciation is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The Company has used the following useful lives to provide depreciation on its fixed assets.

Category of assets	Estimated useful life
Computers and data processing units	3 - 6 years
Office machinery and equipments	5 years
Furniture and fittings	10 years

Depreciation on assets purchased during the year is provided on pro rata basis from the date of purchase of fixed assets.

Leasehold Improvements are amortised on a straight line basis over the lower of lease term or useful life of the respective assets.

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

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

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Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

g. Intangible assets

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

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

h. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

i. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1 April 2015, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs (See note 2.1.h). Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit or loss on a straight-line basis over the lease term.



Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

j. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ("CGU") fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Companies of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations are recognised in the statement of profit or loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

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

k. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

Provision for bonus

Provision for bonus is recognised on time proportion basis over the period of service.

l. Retirement and other employee benefits

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



Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

In accordance with Indian law, the Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to vested employees on retirement or on termination of employment for an amount based on the respective employee's salary and the years of employment with the Company.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method based on an actuarial valuation performed by an independent actuary.

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

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

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

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

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and
- Net interest expense or income

m. Share-based payments

Certain employees of the Company were entitled to shares of Jasper Infotech Private Limited, the former holding company, upon the exercise of stock options which are granted under the stock incentive plan. However, pursuant to execution of Share Purchase Agreement between Jasper Infotech Private Limited and Axis Bank Limited on October 06, 2017, all employees of the company (subject to one employee with specific conditions) surrendered their stock options and hence inception till date charge pertaining to such stock options was reversed during the current year.

n. Financial instruments

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

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

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

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

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



Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

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

The Company has not designated any debt instrument as at FVTPL.

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

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by- instrument basis. The classification is made on initial recognition and is irrevocable.

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

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

Derecognition

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

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

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

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

Impairment of financial assets

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

- a) Financial assets that are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b) Available for sale financial assets
- c) Lease receivables under Ind AS 17
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18

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

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17



Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

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

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

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

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

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

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

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

- Available for sale financial assets: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

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

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.



Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit or loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Derecognition

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

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in statement of profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets

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

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Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

Offsetting of financial instruments

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

o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

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Freecharge Payment Technologies Private Limited**Notes to financial statements**

(All amounts in Rs.'000, except per share data and as stated otherwise)

3b Intangible Assets

	Server Licence	Total
Cost		
At April 1, 2016	-	-
Additions	-	-
Disposals	-	-
At March 31, 2017	-	-
Additions	2,626	2,626
Disposals	-	-
At March 31, 2018	2,626	2,626
Depreciation		
At April 1, 2016	-	-
Charge for the year	-	-
Disposals	-	-
At March 31, 2017	-	-
Charge for the year	224	224
Disposals	-	-
At March 31, 2018	224	224
Net book value		
At March 31, 2017	-	-
At March 31, 2018	2,402	2,402
Net book value	March 31, 2018	March 31, 2017
Intangible assets	2,402	-

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Freecharge Payment Technologies Private Limited
Notes to financial statements
(All amounts in Rs.'000, except per share data and as stated otherwise)

4. Other financial assets

	As at March 31, 2018	As at March 31, 2017
Other financial assets		
Unsecured, considered good unless stated otherwise		
Security deposits	26,188	14,572
Advances recoverable in cash or kind		
- considered good	26,674	68,674
- considered doubtful	135	-
	26,809	68,674
Less: Provision for doubtful advances	(135)	-
	26,674	68,674
Restricted cash held in separate accounts *	27,636	914,384
Recoverable from related parties (refer note 31)	230,561	21,954
Total Other financial assets	311,059	1,019,584
Current	284,871	1,009,712
Non-current	26,188	9,872
Total other financial assets	311,059	1,019,584

* Pursuant to the directives of the Reserve Bank of India, the Company received amount in its nodal account towards all transactions happening on its portal through debit/credit cards and net banking. From such nodal account, the Company transfers the respective amount to merchant/customer. Balance lying in such nodal account as at March 31, 2018 is disclosed as 'Restricted Cash held in separate accounts' in the financial statements.

5. Other assets

	As at March 31, 2018	As at March 31, 2017
Other assets		
Advance income-tax	16,408	7,870
Balances with statutory/government authorities	202,288	185,857
Total other assets	218,696	193,727
Current	-	-
Non-current	218,696	193,727
Total other assets	218,696	193,727

6. Investments

	As at March 31, 2018	As at March 31, 2017
Investments		
Investments at fair value through profit & loss (fully paid)		
Unquoted mutual funds		
78,251 (March 31, 2017: 66,625) units of Axis liquid fund	150,831	120,140
183,201 (March 31, 2017: Nil) units of Tata money market fund	501,671	-
Total investments at fair value through profit & loss	652,502	120,140
Current	652,502	120,140
Non-current	-	-
Total investments	652,502	120,140

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Freecharge Payment Technologies Private Limited
Notes to financial statements
(All amounts in Rs.'000, except per share data and as stated otherwise)

7. Loans

	As at March 31, 2018	As at March 31, 2017
Loans given to related parties (refer note 31)	-	200,000
Total loan	-	200,000
Current	-	200,000
Non-current	-	-
Total loan	-	200,000

8. Trade receivables

	As at March 31, 2018	As at March 31, 2017
Trade receivables		
Trade receivables	122	3,920
Trade receivables - related parties (refer note 31)	55,617	70,963
Total trade receivables	55,739	74,883
Breakup for security details:		
Trade receivable from related parties, unsecured, considered good	55,617	-
Trade receivable, doubtful	122	-
Total	55,739	-
Impairment Allowance (allowance for bad and doubtful debts)		
Doubtful	(122)	-
Total	(122)	-
Unsecured, considered good	55,617	74,883
Total trade receivable	55,617	74,883
Current	55,617	74,883
Non-current	-	-
Total trade receivable	55,617	74,883

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. For terms and conditions relating to related party receivables (refer note 31).

9. Cash and cash equivalents

	As at March 31, 2018	As at March 31, 2017
Cash and cash equivalents		
Balances with banks:		
- On current accounts	2,628	51,720
- On current accounts with related parties	175,436	-
Total cash and cash equivalents	178,064	51,720

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Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

10. Share capital

	March 31, 2018	March 31, 2017
Authorized shares		
1,006,010,000 (March 31, 2017 : 1,006,010,000) equity shares of Rs.10 each	10,060,100	10,060,100
Issued, subscribed and fully paid-up shares		
581,050,000 (March 31, 2017 : 459,050,000) equity shares of Rs.10 each fully paid-up	5,810,500	4,590,500
Total issued, subscribed and fully paid-up share capital	5,810,500	4,590,500

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

	March 31, 2018		March 31, 2017	
	No of shares	Amount	No of shares	Amount
At the beginning of the year	459,050,000	4,590,500	6,010,000	60,100
Issued during the year	122,000,000	1,220,000	453,040,000	4,530,400
Outstanding at the end of the year	581,050,000	5,810,500	459,050,000	4,590,500

(b) Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding / ultimate holding company and / or their subsidiaries / associates

Out of equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries / associates are as below:

	March 31, 2018	March 31, 2017
Axis Bank Limited, holding company (w.e.f. October 07, 2017)	5,810,500	-
581,050,000 equity shares of Rs.10 each fully paid-up		
Jasper Infotech Private Limited, holding company (upto October 06, 2017)	-	4,590,500
481,050,000 equity shares of Rs.10 each fully paid-up		

(d) Details of shareholders holding more than 5% shares in the Company

	March 31, 2018		March 31, 2017	
	No of shares	Holding percentage	No of shares	Holding percentage
Axis Bank Limited, holding company (w.e.f. October 07, 2017)	581,050,000	100.00%	-	-
Jasper Infotech Private Limited, holding company (upto October 06, 2017)	-	-	459,050,000	100.00%

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.



Freecharge Payment Technologies Private Limited
Notes to financial statements
(All amounts in Rs.'000, except per share data and as stated otherwise)

11. Other financial liabilities

	As at March 31, 2018	As at March 31, 2017
Users wallet balance*	-	547,779
Lease equalisation reserve	5,900	1,353
Total other financial liabilities	5,900	549,132
Current	-	547,779
Non-current	5,900	1,353
Total other financial liabilities	5,900	549,132

* User wallet balance represents corresponding liability of the Company towards walletholders on account of wallet load by user or cashbacks provided by the Company and the corresponding remittance received is lying as restricted cash held in separate accounts (refer note 4 & 36)

12. Net employee defined benefits liabilities

	As at March 31, 2018	As at March 31, 2017
Provision for gratuity	13,445	10,784
Provision for compensated absences	26,825	11,658
Total net employee defined benefit liabilities	40,270	22,442
Current	28,211	12,657
Non-current	12,059	9,785
Total net employee defined benefit liabilities	40,270	22,442

In accordance with applicable Indian laws, the Group provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment of amounts that are based on salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

The following tables summarises the components of net benefit expense recognised in the income statement and the funded status and amounts recognised in the balance sheet for the plan:

	As at March 31, 2018	As at March 31, 2017
Current Service cost	3,858	5,238
Interest cost on benefit obligation	679	1,110
Net benefit expense	4,537	6,348

Changes in the present value of the defined benefit obligation are, as follows :

	Amount
Defined benefit obligation at April 1, 2016	-
Current Service cost	5,238
Interest cost on benefit obligation	1,110
Benefits paid	(172)
Acquisition	14,318
Actuarial gains on obligation	(9,710)
Defined benefit obligation at March 31, 2017	10,784
Current Service cost	3,858
Past Service cost	1,856
Interest cost on benefit obligation	679
Benefits paid	(2,633)
Acquisition	(329)
Actuarial gains on obligation	(769)
Defined benefit obligation at March 31, 2018	13,446

The principal actuarial assumptions used in determining gratuity benefit obligations for the Company's plans are shown below:

	As at March 31, 2018	As at March 31, 2017
Discount rate	7.10%	6.60%
Salary escalation rate	10.50%	10.50%
Withdrawal rate	25.70%	18.00%



Freecharge Payment Technologies Private Limited
Notes to financial statements
(All amounts in Rs.'000, except per share data and as stated otherwise)

13. Trade and other payables

	As at March 31, 2018	As at March 31, 2017
Trade payables		
Trade payables	37,016	189,845
Total trade payable	37,016	189,845
Other payables		
Accrued salaries and benefits	54,694	82,834
Payable to creditors for capital goods	2,457	-
Statutory liabilities payable	15,891	23,205
Advance from customers	1,279	885
Payable to related parties (refer note 31)	14,805	195,806
Payable to merchants	22,363	11,281
Total other payables	111,489	314,011
Total trade and other payables	148,505	503,855
Current	148,505	503,855
Non-current	-	-
Total trade and other payables	148,505	503,855

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Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

	For the year ended March 31, 2018	For the year ended March 31, 2017
14. Revenue from operations		
Revenue from commission fees	93,341	218,864
Revenue from wallet maintenance fees (refer note 36)	126,914	-
Other operating revenue	10,894	17,082
Revenue from operations	231,148	235,946
15. Other income		
Liabilities no longer required written back	3,616	-
Other non-operating income	19	1
Total other income	3,635	1
16. Finance income		
Interest income on bank deposits	-	3,948
Interest income on loan given to related parties (refer note 31)	17,774	5,335
Unwinding of discount on financial assets at amortised cost	1,430	627
Gain on sale of current investments	7,284	3,819
Mark to market gain on current investments	14,082	103
Total finance income	40,570	13,833
17. Service charges		
Payment gateway charges	55,153	176,674
Hosting charges	92,118	155,359
Total service charges	147,271	332,033
18. Advertisement and publicity expenses		
Advertisement and other expenses	18,507	1,147,796
Business promotion expenses	(12,609)	881,451
Total advertisement and publicity expenses	5,898	2,029,247
19. Employee benefits expense		
Salaries, wages and bonus	507,996	708,530
Employee stock option scheme (refer note 31)	(67,298)	335,865
Contribution to provident and other fund	7,185	18,112
Gratuity expense	6,393	6,348
Staff welfare expenses	3,490	11,925
Total employee benefit expenses	457,766	1,080,780
20. Depreciation expense		
Depreciation of property, plant and equipment (refer note 3a)	17,382	7,487
Amortisation of intangible assets (refer note 3b)	224	-
Total depreciation expense	17,606	7,487

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Freecharge Payment Technologies Private Limited
Notes to financial statements
(All amounts in Rs.'000, except per share data and as stated otherwise)

21. Finance costs

	For the year ended March 31, 2018	For the year ended March 31, 2017
Interest charges on loans received from related parties	-	128,788
Bank charges	327	3,075
Total finance costs	327	131,863

22. Other expenses

	For the year ended March 31, 2018	For the year ended March 31, 2017
Power and fuel	2,872	3,835
Rent	36,970	43,343
Bad debt	887	2,045
Payment to auditor (refer A below)	1,548	2,143
Legal and professional fees	22,251	24,831
Rates and taxes	4,333	36,653
Repairs and maintenance		
-Building	3,758	2,396
-Others	370	404
Travelling and conveyance	4,944	28,249
Software expenses	35,989	68,079
Loss on sale / write off of fixed assets	1,487	-
Impairment of fixed assets	661	-
Recruitment expenses	6,169	2,878
Administrative & miscellaneous expenses	8,958	13,664
Total other expenses	131,197	228,520

(A) Payment to Auditors

As auditor:

Audit fee	1,400	1,900
Tax audit fee	100	100
Out of pocket expenses	48	143
	1,548	2,142

23. Exceptional items

	For the year ended March 31, 2018	For the year ended March 31, 2017
Bad debt expenses on account of settlement with group companies (refer note 31)	330,581	-
	330,581	-

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24. Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

	Carrying Value		Fair Value	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
Financial assets				
Other financial assets	311,059	1,019,584	311,059	1,019,584
Total	963,561	1,139,724	963,561	1,139,724
Financial liabilities				
Other financial liabilities	5,900	549,132	5,900	549,132
Total	5,900	549,132	5,900	549,132

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(a) Long-term receivables are evaluated by the Company based on parameters such as interest rates, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

25. Financial risk management objectives and policies

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include, liquidity risk and market risk. The Board provides independent oversight to the effectiveness of the risk management process.

The following sections provide details regarding the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including investment securities, cash and short-term deposits), the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Company trades only with recognised and creditworthy third parties. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant.

Excessive risk concentration

Concentration arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Exposure to credit risk

The Company's maximum exposure to credit risk for the components of the statement of financial position as of March 31, 2018 is the carrying amounts as disclosed in note 8 (Trade receivables).

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Company. Cash and short-term deposits and investment securities that are neither past due nor impaired are placed with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in note 8 (Trade receivables).

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company maintains a balance between continuity of funding and flexibility.

The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. Access to sources of funding is sufficiently available.

c) Capital Management

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents.



Freecharge Payment Technologies Private Limited
Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

26. Earnings/(Loss) per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

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

	For the year ended March 31, 2018	For the year ended March 31, 2017
Loss for the year attributable to equity share holders of the Company (A)	(814,524)	(3,550,440)
Weighted average number of equity shares in calculating basic and diluted EPS (Nos) (B)	515,488,356	45,800,411
Basic and diluted loss per equity share (Rs.) (A/B)	(1.58)	(77.52)

27. Segment information

The Company's primary business to provide, promote, develop, design, set-up, maintain, operate, market and carry on the business of all types of physical, electronic and virtual payment system services, e-wallets, mobile wallets, pre-paid instruments, whether open, closed, semi-closed, cash card, payment gateways service. Accordingly, there are no other reportable business or geographical segments to be disclosed as per notified Ind AS - 108 "Operating Segments".

28. Commitments and contingencies

a. Leases

The Company has operating leases for its office premises. The lease arrangements for premises have been entered up to a maximum of 5 years from date of inception. Total lease payments recognised in the statement of profit and loss for the year is Rs 36,970. Future minimum lease rentals payable under non-cancellable operating leases are as follows:

Future minimum rentals payable under non-cancellable operating leases are as follows:

	As at March 31, 2018	As at March 31, 2017
Within one year	30,138	22,119
After one year but not more than five years	38,672	43,965
More than five years	-	-
Total	68,810	66,084

b. Contingent liabilities

Contingent liabilities as at March 31, 2018 :Rs. Nil (March 31, 2017: Rs Nil)

c. Capital commitments and other commitments

At March 31, 2018, the Company has commitments of Rs. 538 (March 31, 2017: Rs Nil) net of advances relating to capital contracts.

29. Disclosure required under section 186(4) of the Companies Act, 2013

Included in loans given to related parties (refer note 7) are certain inter corporate deposits the particulars of which are disclosed below as required by section 186(4) of Companies Act, 2013:

Name of the loanee	Rate of Interest	Due date	Secured/ unsecured	As at March 31, 2018	As at March 31, 2017
Accelyst Solutions Private Limited	14%	On demand	Unsecured	-	200,000

The above stated loans excludes interest accrued as disclosed in note 13, and have been utilized for meeting their working capital requirements.

30. Amounts due to micro and small enterprises under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 aggregate to Rs. Nil based on the information available with the Company:

	March 31, 2018	March 31, 2017
a) The principal amount and the interest due thereon Nil remaining unpaid to any supplier as at the end of each accounting year.	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year;	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-



Freecharge Payment Technologies Private Limited
Notes to financial statements
(All amounts in Rs.'000, except per share data and as stated otherwise)

31. Related party disclosures

a) Names of related parties where control exists and/or with whom transactions have taken place during the year

Holding Company Axis Bank Limited (w.e.f October 07, 2017)
Jasper Infotech Private Limited (upto October 06, 2017)

b) Names of other related parties with whom transactions have taken place during the year

Key management personnel (KMP) Mr. Anshul Kheterpal, Chief Financial Officer
Mr. Samarth Govila, Company Secretary (w.e.f. August 01, 2017)

Fellow subsidiary Accelyst Solutions Private Limited

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant year:

	From April 1, 2017 to March 31, 2018			From April 1, 2016 to March 31, 2017		
	Holding Company	Fellow subsidiary	Key management personnel	Holding company	Fellow subsidiary	Key management personnel
Transactions during the period						
Revenue from operations						
Axis Bank Limited	126,914	-	-	-	-	-
Jasper Infotech Private Limited	1,709	-	-	31,487	-	-
Accelyst Solutions Private Limited	-	48,584	-	-	106,995	-
Finance Income (refer note 16)						
Accelyst Solutions Private Limited	-	17,774	-	-	5,335	-
Advertisement and publicity expenses						
Jasper Infotech Private Limited	6,767	-	-	31,994	-	-
Reimbursement of expenses						
Axis Bank Limited	1,002	-	-	-	-	-
Jasper Infotech Private Limited	34,046	-	-	6,345	-	-
Accelyst Solutions Private Limited	-	37,594	-	-	37,697	-
Employee stock option scheme (refer note 19)						
Jasper Infotech Private Limited	(67,298)	-	-	335,865	-	-
Bad debt expenses on account of settlement with group companies (refer note 23)						
Jasper Infotech Private Limited	330,581	-	-	-	-	-
Loan repaid						
Jasper Infotech Private Limited	-	-	-	2,137,000	-	-
Loan received						
Jasper Infotech Private Limited	-	-	-	1,887,000	-	-
Loan given						
Accelyst Solutions Private Limited	-	504,500	-	-	300,000	-
Loan repayment received						
Accelyst Solutions Private Limited	-	704,500	-	-	100,000	-
Finance costs (refer note 21)						
Jasper Infotech Private Limited	-	-	-	128,788	-	-
Purchase of capital goods (refer note 3a)						
Jasper Infotech Private Limited	2,399	-	-	-	38,642	-
Issue of equity shares (refer note 10)						
Axis Bank Limited	1,000,000	-	-	-	-	-
Jasper Infotech Private Limited	220,000	-	-	4,530,400	-	-
Salary, bonus and contribution to PF*						
	-	-	22,059	-	-	30,941
Balance as at the period end:						
Equity Share Capital (refer note 10)						
Axis Bank Limited	5,810,500	-	-	-	-	-
Trade receivables (refer note 8)						
Axis Bank Limited	51,834	-	-	-	-	-
Jasper Infotech Private Limited	-	-	-	22,041	-	-
Accelyst Solutions Private Limited	-	3,783	-	-	48,921	-
Other Payables (refer note 13)						
Axis Bank Limited	14,805	-	-	-	-	-
Jasper Infotech Private Limited	-	-	-	185,321	-	-
Accelyst Solutions Private Limited	-	-	-	-	10,485	-
Loan given (refer note 7)						
Accelyst Solutions Private Limited	-	-	-	-	200,000	-
Other financial asset (refer note 4)						
Axis Bank Limited	38,644	-	-	-	-	-
Accelyst Solutions Private Limited	-	191,916	-	-	21,954	-
Cash and cash equivalents (refer note 8)						
Axis Bank Limited	175,436	-	-	-	-	-
Accrued salaries and benefits *						
	-	-	4,148	-	-	-

* Remuneration and other benefits of key managerial persons does not includes the provisions made for gratuity and leave benefits, as they are determined on an accrued basis for the Company as a whole.

Terms and Conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.



Freecharge Payment Technologies Private Limited**Notes to financial statements**

(All amounts in Rs.'000, except per share data and as stated otherwise)

32. Expenditure in foreign currency (on accrual basis)

	For the year ended March 31, 2018	For the year ended March 31, 2017
Expenditure:		
Software expenses	10,738	-
Advertisement and publicity expenses	-	8,954
Hosting charges	-	67
Recruitment expenses	6	-
Total	10,744	9,021

There were no earnings in foreign currency during current and previous year.

33. Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposure as at the reporting date

Particulars	Amount
Unhedged foreign currency payable	Rs 6,309 (USD 97 @Closing rate of 1USD = Rs 65.04) March 31, 2017 Rs Nil (USD Nil)

No derivative is taken by the company to hedge these foreign currency payables

34. Employee stock option plan

Certain employees of the Company were given stock options of Jasper Infotech Private Limited ('former holding company') as per stock option scheme. The scheme is assessed, managed and administered by the holding company. In accordance with the share purchase agreement entered between 'M/s Jasper Infotech Private Limited' and 'M/s Axis Bank Limited', all existing employees (subject to one employee with specific conditions) of the Company have surrendered vested and unvested options of the holding company.

In accordance with para 43A of Ind AS 102 "Share Based Payments", the Company has reversed cost amounting to Rs 67,298 on account of the same. Further, the company has recorded bad debt of Rs 334,004 on account of settlement for the total stock option cost cross charged by the holding company.

35. Indian Accounting Standard (Ind AS), issued but not effective

Ind AS 115 was notified on 28 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under Ind AS. This new standard requires revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions of the Company. Ind AS 115 is effective for the Company in the first quarter of fiscal 2019 using either one of two methods: (i) retrospectively to each prior reporting period presented in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors, with the option to elect certain practical expedients as defined within Ind AS 115 (the full retrospective method); or (ii) retrospectively with the cumulative effect of initially applying Ind AS 115 recognized at the date of initial application (1 April 2018) and providing certain additional disclosures as defined in Ind AS 115 (the modified retrospective method).

The Company continues to evaluate the available transition methods and its contractual arrangements. The ultimate impact on revenue resulting from the application of Ind AS 115 will be subject to assessments that are dependent on many variables, including, but not limited to, the terms of the contractual arrangements and the mix of business. The Company's considerations also include, but are not limited to, the comparability of its financial statements and the comparability within its industry from application of the new standard to its contractual arrangements. The Company is under implementation of Ind AS 115 related to the recognition of revenue from contracts with customers and it continues to evaluate the changes to accounting system and processes, and additional disclosure requirements that may be necessary.

Upon adoption the Company expects that there would not be any material change from the manner in which the revenue is recognised currently. A reliable estimate of the quantitative impact of Ind AS 115 on the financial statements will only be possible once the implementation project has been completed.

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Freecharge Payment Technologies Private Limited

Notes to financial statements

(All amounts in Rs.'000, except per share data and as stated otherwise)

36. During the year as per directions and approval from RBI , the Company has transferred its customers holding the PPI to Axis Bank Limited on January 17, 2018. As per the approved Memorandum of Procedures, the Company transferred its entire customer liability and related escrow bank balance to Axis Bank Limited as of the close of business hours on January 16, 2018 . From January 17, 2018 onwards, all transactions relating to customer wallet are accounted by Axis Bank Limited in its books and the Company only acts as an aggregator of merchants. Further, as per the agreement entered, w.e.f. 17th January, 2018 the Company has recorded revenue of Rs 126,914 from Axis Bank Limited by charging relevant cost for the PPI business as "Wallet Management Fee".
37. On March 27, 2018, the Board of Directors approved a scheme for Amalgamation of Accelyst Solutions Pvt. Ltd (ASPL), a wholly owned subsidiary of Axis Bank Limited, into and with Freecharge Payment Technologies Pvt. Ltd. (FCPTL). Pursuant to the said scheme upon completion of proposed amalgamation, FCPTL would issue shares to the shareholders of ASPL on the basis of share swap ratio as described in the scheme. FCPTL is in the process of filing an application with the National Company Law Tribunal for its approval of the Scheme of Amalgamation. However, till the date of this report, the application has not been filed.
38. Previous year figures have been regrouped / reclassified, where necessary, to conform to current year's classification.

For S. R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



per Nilangshu Katriar
Partner

Membership Number: 058814

Place of Signature: Gurugram


Date: April 19, 2018

**For and on behalf of the Board of Directors of
Freecharge Payment Technologies Private Limited**


Jairam Sridharan
Director


Anshul Kheterpal
Chief Financial Officer


Manoj Jain
Director


Samarth Govila
Company Secretary

