Freecharge Payment Technologies Pvt. Ltd.

DIRECTORS' REPORT

Dear Members

Your Directors have the pleasure in presenting the 7th Annual Report of the Company, along with Audited Financial Statements for the financial year ended 31st March 2021.

Financial Highlights and Business Operations

Particular	As at March 31, 2021 (Rs in Lakhs)	As at March 31, 2020 (Rs in Lakhs)
Revenue from Operations	23,305	16,885
Other Income	17	55
Finance Income	342	327
Profit/(Loss) After Tax	3,619	4,184

For the year 2020-21, Financial Statements of the company have been prepared after incorporating impact of amalgamation of Accelyst Solutions Private Limited with and into the Company. This is in line with requirements of 'Ind AS 103- Business Combination'.

State of Company's Affairs and Future Outlook

Freecharge acts as a business correspondent and technology service provider to Axis Bank Limited, whereby it markets and distributes the semi-closed prepaid payment instruments under the brand name 'Freecharge Balance'.

Innovative merchant solutions are a primary pillar of Freecharge's business and in the year gone by, the company saw multifold growth in its merchant base and transaction volumes across the unorganized offline segment. The company helped the small retailers to accept the payments digitally using UPI, Wallet, Cards & Net-banking, with UPI being the primary payment mode. The company saw a good traction in transactions coming from the merchant business. The Company saw very active healthy rate of UPI transaction and a large proportion of our UPI transactions came from offline merchants.

The company had launched a merchant App to help this segment keep a track of their business last year, the app continued to see traction. The company was focused on solving the problems faced by the merchants while at the same time helping them to increase their business. As part of its App offering it launched innovative products like the payments link and the payater product for merchants. This was in addition to the already existing products like Paisa plus and khata. While Paisa Plus helps merchants issue their own gift vouchers without investing in large & complex solutions, Khata is a digital ledger where the merchant can keep a track of his debtors and his creditors. Under the Khata feature the merchant could create reminders for himself and send collections request etc. to his debtors. The company also launched the feature of Payments Link on the App which helped both large and small merchants to collect payments remotely.

As a Technology Service Provider to Axis Bank, your company is developing digital products and APIs for Axis bank which the bank can use to tie up with multiple platforms while at the same time the company can also launch these digital financial products for the consumers on its own platform.

Amalgamation of Accelyst Solutions Pvt. Ltd. with the Company

A petition for approval of Scheme for Amalgamation (the Scheme) of Accelyst Solutions Pvt. Ltd. (the Accelyst) with and into the Company was filed by Company and by Accelyst in National Company Law Tribunal, Delhi ("NCLT, Delhi") and National Company Law Tribunal, Mumbai ("NCLT, Mumbai") respectively. NCLT, Delhi by an order dated October 22, 2019 sanctioned the petition filed by the company. Similar petition filed by Accelyst was also approved by NCLT, Mumbai on February 28, 2020. However, while sanctioning the scheme NCLT, Mumbai amended the appointed date of amalgamation as mentioned in the scheme from October 7, 2017 to April 1, 2018. Due to discrepancy in appointed date in order of NCLT, Delhi and NCLT, Mumbai, the Scheme cannot be implemented. Therefore, during the year under review, Accelyst filed an appeal before National Company Law Appellant Tribunal (NCLAT) to sought modification in appointed date from April 1, 2018 as fixed by in the order of NCLT, Mumbai to October 7, 2017 as mentioned in the Scheme and as originally mutually decided by both companies. The appeal was allowed by the NCALT on March 24, 2021 and the order of NCLT, Mumbai to the extent it pertain to change in appointed date was set aside. As mentioned in the order of NCLAT, the Scheme shall be effective from the date of filing of the certified copy of the order of NCALT with the Registrar of Companies, Delhi and Mumbai.

In accordance with the applicable accounting standard IND-AS:103, the financial statements have been prepared after consolidating the books of accounts of Accelyst.

Except as mentioned above, no Material changes and commitments occurred between the end of financial year 2020-21 and the date of this report which may affect the financial position of the Company. Further, there has been no change in the nature of business carried out by the company.

Dividend

During the year under review, your Directors do not recommend any dividend.

Share Capital

During the financial year under review, there was no change in the authorised, issued, subscribed and paid-up equity share capital of the Company.

Extract of Annual Return

The extract of Annual Return, pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, for the financial year ended 31st March, 2021, is furnished in Form MGT-9 and is annexed as **"Annexure 1"** to this Report.

Particulars of Loans, Guarantees or Investments under section 186

In compliance of Section 186 of the Companies Act, 2013, Company granted an aggregate amount of Rs. 10,00,000/- as loan to Accelyst Solutions Private Limited during the year under review. Since, the

Financial Statements of the company for the financial year ending 2020-21 have been prepared after incorporating impact of amalgamation of Accelyst Solutions Private Limited with and into the Company, all outstanding balances due from Accelyst Solutions Pvt. Ltd. have been eliminated.

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 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

During the year under review, there has been no change in the Statutory Auditors. M/s S.R Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W/E300004) were appointed as Statutory Auditors of the Company at the 5th Annual General Meeting held on 24th September,2019 to hold the office till the conclusion of 11th Annual General Meeting of the Company.

Auditors Report

The Auditor's report to the shareholders on financial statement for the year ended March 31, 2021 does not contain any qualification, observation or adverse comment. The comments made by Statutory Auditors in their report for financial year ended 31st March 2021 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 2020-21. 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 and Committee Meetings

During the year under review, Mr. Mr. Naveen Tahilyani and Ms. Asha Parthasarathy Kharga resigned from the position of director w.e.f. October 13, 2020 and March 5, 2021 respectively.

Mr. Subrat Mohanty was appointed as additional director on the board of the company w.e.f. October 20, 2020. In the same meeting he was also appointed as Chairman of the Board.

Pursuant to provisions of Section 152 of the Companies Act, 2013 Mr. Sameer Bhujanga Shetty retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment. A resolution seeking approval of the members for the re-appointment of Mr. Sameer Bhujanga Shetty as director of the Company shall be placed before the members of the Company at the ensuing annual general meeting of the Company.

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 4 times on April 21, 2020; July 14,2020; October 20, 2020; and January 15, 2021. The time gap between two meetings did not exceed 120 days. The summary of number of meetings attended by each Board Member is a under:

S.No.	Name of Director	No. of Meetings Attended
1	Mr. Siddharth Mehta	4
2	Asha Parthasarathi Kharga	4
3	Sameer Bhujanga Shetty	4
4	Naveen Tahilyani	2
5	Subrat Mohanty	2

Pursuant to the requirements of the section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, the Corporate Social Responsibility (CSR Committee) was constituted by the Board on April 21, 2020 with Mr. Sameer Shetty as Chairman of Committee, Mr. Siddharth Mehta and Ms. Asha Kharga as members. During the year under review, a meeting of CSR Committee was held on January 15, 2021 which was attended by all the members of the CSR Committee. Ms. Asha Kharga resigned from the position of Director w.e.f March 5, 2021 and consequently she also vacated the membership of the CSR Committee w.e.f. March 5, 2021.

Corporate Social Responsibility (CSR) Policy and Spend

During the year under review, the CSR Committee formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company. The CSR Policy was approved by the Board on January 15, 2021.

The provisions of Section 135 of the Companies Act 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, requiring mandatory spend of 2% of Average Net Profit on the CSR Activities is not applicable on the Company as the Company has not earned profits during immediately preceding 3 financial years.

An annual report on the CSR activities in prescribed format has also been attached as **Annexure-4** to this Report.

Policy on Remuneration of Directors, Key Managerial Personnel, Senior Management and Other Employees

Pursuant to the provisions of Section 178(3) of Companies Act,2013, the Company has devised a policy on remuneration of directors, Key Managerial Personnel, Senior Management and other employees. The objective of the Remuneration Policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives. The Policy is accessible on website of the Company at www.freecharge.in.

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, 2021, the applicable accounting standards, have been followed along with proper explanations relating to material departures; whenever applicable
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, 2021 and of the profit 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 Company not being a listed Company is not required to lay down the internal financial controls to be followed by the Company; and
f) 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.

Annual Evaluation of performance by Board of Directors:

Pursuant to the requirements as prescribed in Section 134(3)(p) the Companies Act, 2013, the annual evaluation of the performance of the Board as collective body and also of individual directors was carried out by an external agency as advised by Axis Bank, holding Company of the Company.

Compliance of Secretarial Standards

Your Company 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.

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. In Lakh)	611.40

Disclosure in terms of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has formulated and adopted a policy on prevention of sexual harassment at workplace and has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, one complaint relating to sexual harassment was received by the Company, which was reviewed and disposed of as per provisions of said Act. At the end of the year, no compliant relating to sexual harassment is pending with the company.

General Disclosures

- During the year under review, Board does not propose to transfer any amount to any reserves.
- The Company doesn't have any Subsidiary, Joint Venture or Associates.
- During the year under review, Your Company was not required to maintain any cost records under provisions of Section 148 of Companies Act,2013 and rules made thereunder.
- 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.
- The Company has established process to identify, assess, monitor and mitigate key financial, operational, business & compliance risks. The Company has a robust operational risk

framework, including strengthening controls around technology related risks as well as regular audits of high-risk items/areas.

- The Company, being a wholly owned subsidiary company is not required to constitute Audit Committee for the year under review.
- 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 for their invaluable support to Company. The Directors also wish to extend the heartiest gratitude to the employees of the Company at all levels for their hard work, dedication and commitment.

By the Order of Board
For Freecharge Payment Technologies Private Limited

SIDDHARTH MEHTA Digitally signed by SIDDHARTH MEHTA Date: 2021.04.19 22:35:17 +05'30'

SAMEER BHUJANGA SHETTY Digitally signed by SAMEER BHUJANGA SHETTY Date: 2021.04.19 22:59:37 +05'30'

Siddharth Mehta	**Sameer Bhujanga Shetty**
Managing Director	**Director**
DIN:08505732	**DIN: 08536421**

Date: April 19, 2021

Annexure - 1

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2021

[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	2nd Floor, Plot No. 25, Pusa Road, New Delhi-110005 Email Id- care@freecharge.com Contact No.-011-43556400
(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, Mumbai-400083 Contact No: -022-49186000

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	Merchant Acquiring Services, Payment Aggregation Services, Payment Support Services, Business Correspondent to a Bank/Financial Institution	64990	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, 3rd Floor, Opp Samartheshwar Temple Law Garden, Ellisbridge, Ahmedabad 380006	L65110GJ1993PLC020769	Holding	100%	2(46) of Companies Act,2013

Freecharge Payment Technologies Pvt. Ltd.

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	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	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	*581050000	0	*581050000	100	*581050000	0	*581050000	100	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub - Total (A)	*581050000	0	*581050000	100	*581050000	0	*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)	*581050000	0	*581050000	100	*581050000	0	*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	0	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**	**0**	**0**	**0**	**0**	**0.00**
Grand Total (A+B+C)	*581050000	0	*581050000	100	*581050000	0	*581050000	**100**	**0**

***Including 60 shares held by individuals as nominees of Axis Bank Ltd., the holding company. The beneficial ownership of 60 shares 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.	Axis Bank Ltd.	*581050000	100	-	*581050000	100	-	-
	Total	**581050000**	**100**	**-**	**581050000**	**100**	**-**	**-**

**** Including 60 shares held by individuals as nominees of Axis Bank Ltd., the holding company. The beneficial ownership of 60 shares is with Axis Bank Ltd.***

(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.	Pralay Mondal	*10	Negligible	14.09.2020 `	Transfer	Decrease (-*10)	-	-
2.	Ganesh Sankaran and Preethi Sankaran	-	-	14.09.2020	Transfer	Increase (*+10)	*10	Negligible
3	Ganesh Sankaran and Preethi Sankaran	*10	Negligible	14.12.2020 `	Transfer	Decrease (-*10)	-	-
4	Ganesh Sankaran	-	-	14.12.2020 `	Transfer	Increase (*+10)	*10	Negligible

***10 shares each are held by nominees of Axis Bank Ltd. The beneficial ownership of said shares is with Axis Bank Ltd.**

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): NOT APPLICBLE

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: NIL

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	
		No. of shares	% of total shares of company	Date	Reason	Increase/ Decrease	No. of shares	% of shares of company

Note: The information under clause IV: Share Holding Pattern have been prepared after incorporating impact of amalgamation of Accelyst Solutions Private Limited with and into the Company.

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not 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)	**-**	**-**	**-**	**-**

Note: Since, the Financial Statements of the company for the financial year ending 2020-21 have been prepared after incorporating impact of amalgamation of Accelyst Solutions Private Limited with and into the Company, all outstanding balances due from Accelyst Solutions Pvt. Ltd. has been written off.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs.)

Sl.	Particulars of Remuneration	Mr. Siddharth Mehta, Managing Director	Total Amount
1.	Gross salary (a)Salary as per provisions in section 17(1) of 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	 1,28,76,822 1,515	 1,28,76,822
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	. Commission - as % of profit - others, specify…	- -	-
5.	Others, please specify	-	-
	Total	1,28,76,822	1,28,76,822
	Ceiling as per the Act	-	-

B. Remuneration to other directors: NIL

Sl.	Particulars of Remuneration	Name of Director	Total Amount
	1. Independent Directors • Fee for attending Board and Board Committee meetings • Commission • Others,	-	-
	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 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	 1,27,67,244 - -	 36,76,919 - -	 1,64,44,163 - -
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission (as % of profit and others)	-	-	-
5	Others, please specify	55967	14,544	70,511
	Total	1,28,23,211	36,91,463	1,65,14,674

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 the Order of Board
For Freecharge Payment Technologies Private Limited

SIDDHARTH MEHTA Digitally signed by SIDDHARTH MEHTA Date: 2021.04.19 22:37:48 +05'30'

SAMEER BHUJANGA SHETTY Digitally signed by SAMEER BHUJANGA SHETTY Date: 2021.04.19 23:01:27 +05'30'

Siddharth Mehta
Managing Director
DIN:08505732

Sameer Bhujanga Shetty
Director
DIN: 08536421

Date: April 19, 2021

Freecharge Payment Technologies Pvt. Ltd.

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	Axis Bank Ltd. –Holding Company	Internet Payment Gateway Services 1. Amendment 1 to the Axis Bank Internet Payment Gateway Legal Agreement. (To make the Term perpetual) 2. Amendment 2 to the Axis Bank Internet Payment Gateway Legal Agreement. (Inclusion of BQR)	Continuous	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be mutually decided by the Parties	Not Applicable	NIL
2	Axis Bank Ltd. –Holding Company	Banking Services	Continuous	- In ordinary course of business on actuals.	Not Applicable	NIL
3	Axis Bank Ltd. –Holding Company	UPI Based Money Transfer (P to P)	Continuous	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be mutually decided by the Parties.	Not Applicable	NIL

4	Axis Bank Ltd. –Holding Company	Aggregator services for PPI	Valid till 16th January, 2023	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be mutually decided by the Parties	Not Applicable	NIL
5	Axis Bank Ltd. –Holding Company	(a) Business Correspondent (b) First Addendum to Business Correspondent (Consideration for PPI Business) (c) Second Addendum to Business Correspondent for Axis Digital Savings Account (ASAP Account) (d) Third Addendum to Business Correspondent (Technology service provider for Wallet and Gift Instrument) (e) Fourth Addendum to the BC Agreement (IMPS Services) (f) Fifth Addendum to the BC Agreement (Instant Personal Loan) (g) Sixth Addendum to the BC Agreement (Debit EMI Services) (h) Seventh Amendment to	Valid till 31st July, 2024	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per the Agreement/Addendum.	Not Applicable	NIL

		the BC Agreement (Data security obligation added) (i) Eight Amendment to the BC Agreement (Virtual Credit Card) (j) Ninth Amendment to the BC Agreement (Consideration for Axis Financial Products and prospective Axis Customers)				
6	Axis Bank Ltd (Holding Company)	Commercial Card Agreement	Continuous	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per Agreement.	Not Applicable	NIL
7	Axis Bank Ltd. (Holding Company)	Reimbursement for marketing & advertisement expenses	Not Applicable	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per actuals.	Not Applicable	NIL
8	Axis Bank Ltd (Holding Company)	Technology Service Provider Agreement	Valid till 30th September, 2022	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per actuals.	Not Applicable	NIL
9	Axis Bank Ltd (Holding Company)	a) UPI Payment Solution Merchant (Payment Aggregator) Agreement (P-to-M) b) Amendment No. 1 to UPI Payment Solution Merchant	Continuous	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per Agreement.	Not Applicable	NIL

		Agreement (UPI Refunds)				
10	Axis Bank Ltd. (Holding Company)	Right to use Office Space in Pusa Road Branch of Axis Bank in New Delhi	Valid till 30th December, 2021	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per Agreement.	Not Applicable	NIL
11	Axis Bank Ltd (Holding Company)	Right to Use Office Space in Chembur branch of Axis Bank in Mumbai	Valid till 14th April, 2024	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per Agreement.	Not Applicable	NIL
12	Axis Bank Ltd (Holding Company)	Co-branded Card Agreement	Valid till 2nd May, 2024	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per Agreement.	Not Applicable	NIL
13	Axis Asset Management Company Limited (Fellow Subsidiary)	Online Distribution Agreement	Continuous	-Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per Agreement.	Not Applicable	NIL
14	Axis Bank Ltd (Holding Company)	Nodal Account Agreement	Continuous	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be mutually decided by the Parties	Not Applicable	NIL
15	Axis Bank Ltd (Holding Company)	Agreement for Personalized Meal Card	Valid till 4th June, 2023	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be mutually decided by the Parties	Not Applicable	NIL
16	Axis Securities Limited (Fellow Subsidiary)	Mutual Fund Distribution Business Associate Agreement	Continuous	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be mutually decided by the Parties	Not Applicable	NIL
17	Axis Bank Ltd (Holding Company)	Merchant Agreement for Freecharge Services	Valid till 30th May, 2025	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per Agreement.	Not Applicable	NIL

Note: Since, the Financial Statements of the company for the financial year ending 2020-21 have been prepared after incorporating impact of amalgamation of Accelyst Solutions Private Limited with and into the Company, following contract and arrangements with Accelyst Solutions Pvt. Ltd. stands terminated:

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	a. Cross-charge for services e.g.: - Payroll Services - Employee Support Services, - Customer Support Services, - Professional services, - IT services, - Administrative services b. Reimbursement of other expenses c. Addendums for extension of the Cross-Charge Agreement.	Valid till 30th June 2021	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be mutually decided by the Parties.	Not Applicable	NIL
2	Accelyst Solutions Pvt. Ltd. - Fellow Subsidiary	(a) Right to use Agreement- office space in Cyber Green, Gurgaon (16th Floor) (b) Right to use Agreement (including addendum)- office space in Salarpuria Emporium Bengaluru (c) Right to use Agreement- office space in Cyber Green, Gurgaon (11th Floor)	(a) Valid till 31st December 2020 (terminated effective from Nov. 30, 2020) (b) Valid till 31st August 2023 (c) Valid till 30th Nov 2021	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be charged proportionately on actual.	Not Applicable	NIL

3	Accelyst Solutions Pvt Ltd. - Fellow Subsidiary	Payment Gateway Service Agreement	Continuous	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per Agreement.	Not Applicable	NIL
4	Accelyst Solutions Pvt Ltd. - Fellow Subsidiary	Amendment no. 3 to Loan Agreement.	Valid till 30th June 2021 or upon prepayment of Loan whichever is earlier	- Transaction are entered in ordinary course of business and at Arm's Length. - Consideration to be as per Agreement.	Not Applicable	NIL

By the Order of Board
For Freecharge Payment Technologies Private Limited

SIDDHARTH MEHTA Digitally signed by SIDDHARTH MEHTA Date: 2021.04.19 22:36:01 +05'30'

SAMEER BHUJANGA SHETTY Digitally signed by SAMEER BHUJANGA SHETTY Date: 2021.04.19 23:01:56 +05'30'

Siddharth Mehta
Managing Director
DIN:08505732

Sameer Bhujanga Shetty
Director
DIN: 08536421

Date: April 19, 2021

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

Annexure-3

FORM No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year ended on 31st March, 2021

(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,
2nd Floor, Plot No. 25,
Pusa Road, New Delhi, 110005

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, 2021** ("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, 2021** 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'):-

SANJAY CHUGH
C.P. No. 3073
COMPANY SECRETARY

(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)***

SANJAY CHUGH ★ C.P. No. 3073 ★ COMPANY SECRETARY

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 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.

I report further that a scheme of amalgamation of Accelyst Solutions Private Limited with the Company was approved by NCLT, Delhi on 22.10.2019 and by NCLT, Mumbai on 28.02.2020 read with the order of NCLAT dated 24.03.2021. The scheme shall be effective from the date of filing of order of NCLAT with the Registrar of Companies New Delhi and Mumbai.

SANJAY CHUGH
COMPANY SECRETARY
ICSI UNIQUE CODE: I1999DE134400
FCS No: 3754
C.P.NO. 3073

Place: New Delhi
Date: April 12, 2021
UDIN: F003754C000071602

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

ANNEXURE A'

To,
The Members,
Freecharge Payment Technologies Private Limited,
2nd Floor, Plot No. 25,
Pusa Road, New Delhi, 110005

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 ★ C.P. No. 3073 ★ COMPANY SECRETARY

SANJAY CHUGH
COMPANY SECRETARY
ICSI UNIQUE CODE: I1999DE134400
FCS No: 3754
C.P.NO. 3073

Place: New Delhi
Date: April 12, 2021
UDIN: F003754C000071602

Freecharge Payment Technologies Pvt. Ltd.

Annexure – 4

Annual Report on Corporate Social Responsibility (CSR) for the financial year 2020-21

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The Company recognizes the importance of good corporate governance and corporate social responsibility in promoting and strengthening the trust of its shareholders and other stakeholders. The Company's CSR Policy has been framed in accordance with Section 135 of the Companies Act 2013 (the Act), the Rules framed thereunder and Schedule VII of the Act. The Policy shall apply to all CSR programs/activities which are undertaken/sponsored by the Company or executed through Axis Bank Foundation (ABF) or through any other Trust/Society or implementation partner or NGO or by or through any Schedule VII fund(s) set up by the Government.

The broad CSR Projects, which may be undertaken/ supported by the Company as part of its CSR Focus Areas are given below:

- Poverty alleviation and measures to reduce inequalities
- Education and Skill Development
- Environmental sustainability and Rural Development
- Sanitation and Healthcare
- MSME Sector Growth
- Humanitarian relief
- Armed Forces and Paramilitary Forces Veterans and War Widows
- Capacity Building of Personnel and NGO Partners

In addition to above focus areas specified in the CSR Policy, the CSR Committee may consider and approve such other program areas which are included under Schedule VII of the Companies Act, 2013 as may be decided by the CSR Committee or recommended by the Company from time to time.

The link to the CSR policy is https://www.freecharge.in/termsandconditions#csr-policy

2. The Composition of the CSR Committee: The Composition of CSR Committee as on March 31, 2021 is as under:

Sr. No.	Category of Director	Name	Designation
1	Non- Executive Director	Mr. Sameer Shetty	Chairman
2	Managing Director	Mr. Siddharth Mehta	Member

3. Average net profit of the company for last three financial years: NIL

4. Prescribed CSR Expenditure (two per cent. Of the amount as in item 3 above): NIL

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year; N.A.
(b) Amount unspent, if any; N.A
(c) Manner in which the amount spent during the financial year is detailed below.

1	2	3	4	5	6	7	8
S.No	CSR project or activity	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or program was undertaken	Amount outlay (budget) project or program wise	Amount Spent on the project or programs: Sub - heads (1) Direct expenditures on projects or programs. (2) Overheads	Cumulative expenditure upto the reporting period i.e 2014 – 15	Amount Spent: Direct or through implementing agency*
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL

*Give details of implementing agency

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

Not Applicable.

7. A responsibility statement of the CSR Committee:

The CSR Policy has been formulated and adopted in terms of the Companies Act, 2013, the Companies (CSR Policy) Rules, 2014 read with Schedule VII to the Act, as amended, from time to time and the Guidelines issued by the Government, from time to time The implementation and monitoring of CSR activities are in compliance with the CSR Policy. However, due to absence profits during the last three financial years, the Company is not required to make any CSR expenditure.

SIDDHARTH MEHTA
Digitally signed by SIDDHARTH MEHTA
Date: 2021.04.19 22:36:42 +05'30'

SAMEER BHUJANGA SHETTY
Digitally signed by SAMEER BHUJANGA SHETTY
Date: 2021.04.19 23:02:33 +05'30'

Siddharth Mehta
Managing Director
DIN:08505732

Sameer Bhujanga Shetty
Chairman of Committee
DIN: 08536421

Date: April 19, 2021

2nd & 3rd Floor
Golf View Corporate Tower - B
Sector - 42, Sector Road
Gurugram - 122 002, Haryana, India
Tel: +91 124 681 6000

INDEPENDENT AUDITOR'S REPORT

To the Members of Freecharge Payment Technologies Private Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

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 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

Basis for Opinion

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

Other Information

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

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

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

Responsibility of Management for the Ind AS Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

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

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, (as amended from time time) issued by ministry of corporate affairs;

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

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

(g) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

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

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

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

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

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

AMIT KABRA

Digitally signed by AMIT KABRA
DN: cn=AMIT KABRA, c=IN, o=Personal, email=amit.kabra@srb.in
Date: 2021.04.20 21:46:27 +05'30'

per **Amit Kabra**
Partner
Membership Number: 094533
UDIN: **21094533AAAADE3960**
Place of Signature: Gurugram
Date: April 20, 2021

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 and no material discrepancies were identified 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.

(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.

(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.

(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, income-tax, service tax, goods and service tax, cess and other material statutory dues applicable to it. The provisions of investor education and protection fund, employees' state insurance, wealth-tax, customs duty, excise duty are not applicable to the company.

(b) According to the information and explanations given by the management, no undisputed amounts payable in respect of provident fund, income-tax, service tax, goods and service 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, goods and service tax and cess which have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government or dues to debenture holders.

(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 hence, reporting under clause (ix) is 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 managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(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 and hence, reporting requirements under clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of the 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 & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

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Date: 2021.04.20 21:47:01 +05'30'

per **Amit Kabra**
Partner
Membership Number: 094533
UDIN: **21094533AAAADE3960**
Place of Signature: Gurugram
Date: April 20, 2021

Annexure 2

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF FREECHARGE PAYMENT TECHNOLOGIES PRIVATE LIMITED LIMTED

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, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

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

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

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

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

Opinion

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

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

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per **Amit Kabra**
Partner
Membership Number: 094533
UDIN: **21094533AAAADE3960**
Place of Signature: Gurugram
Date: April 20, 2021

Freecharge Payment Technologies Private Limited
Balance Sheet as at March 31, 2021
(All amounts in Rs. lakhs, except per share data and as stated other wise)

	Notes	As at March 31, 2021	As at March 31, 2020
Assets			
Non-current assets			
Property, plant and equipment	3	712.31	957.22
Capital work-in-progress	3	8.50	-
Intangible assets	4	101.20	66.90
Right of use asset	5		
Buildings		634.40	1,441.58
Financial assets			
Other financial assets	6	207.28	406.47
Prepayments		183.51	103.18
Other non-current assets	7	5,577.55	7,232.85
Deferred tax asset (net)	12	3,964.43	5,317.66
Total non-current assets		**11,389.18**	**15,525.86**
Current assets			
Financial Assets			
Investments	8	10,045.50	356.00
Trade receivables	9	33.98	811.08
Cash and cash equivalents	10	128.09	3,191.04
Other Bank Balances	11	1,385.06	1,313.32
Other financial assets	6	5,288.98	3,368.59
Prepayments		500.58	495.52
Total current assets		**17,382.19**	**9,535.55**
		28,771.37	**25,061.41**
Equity and liabilities			
Equity			
Equity share capital	13	58,105.00	58,105.00
Other equity			
Retained earnings		(1,36,887.86)	(1,40,538.88)
Securities premium		34,697.36	34,697.36
Amalgamation adjustment reserve		(50,296.52)	(50,296.52)
Equity shares pending allotment		1,18,264.78	1,18,264.78
Contribution to equity		176.01	93.22
Total equity		**24,058.77**	**20,324.96**
Non-current liabilities			
Financial liabilities			
Lease liabilities	14	479.17	1,184.46
Net employee defined benefit liabilities	15	322.01	302.12
Total non-current liabilities		**801.18**	**1,486.58**
Current liabilities			
Trade payables	16		
Total outstanding dues of micro enterprises and small enterprise		0.32	8.79
Total outstanding dues of creditors other than micro enterprises and small enterprise		1,158.44	1,175.23
Other payables	16	1,232.80	668.94
Lease liabilities	14	292.05	416.89
Other financial liabilities	18	280.10	83.84
Other current liabilities	17	462.28	520.81
Net employee defined benefits liabilities	15	485.43	375.37
Total current liabilities		**3,911.42**	**3,249.87**
Total liabilities		**4,712.60**	**4,736.45**
Total equity and liabilities		**28,771.37**	**25,061.41**

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

As per our report of even date.

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

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Date: 2021.04.20 21:49:17 +05'30'

per Amit Kabra
Partner
Membership Number: 094533

Place of Signature: Gurugram
Date:

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

SIDDHARTH MEHTA
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Date: 2021.04.19 22:43:43 +05'30'

Siddharth Mehta
Managing Director

SAMEER BHUJANGA SHETTY
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Sameer Shetty
Director

ANSHUL KHETERPAL
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Anshul Kheterpal
Chief Financial Officer

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Samarth Govila
Company Secretary

Freecharge Payment Technologies Private Limited
Statement of Profit or Loss for the year ended March 31, 2021
(All amounts in Rs. lakhs, except per share data and as stated other wise)

	Notes	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from operations	19	23,305.37	16,885.12
Other income	20	16.97	54.70
Finance income	21	341.62	327.28
Total income		**23,663.96**	**17,267.10**
Expenses			
Service charges	22	3,060.64	3,133.46
Advertisement and publicity expenses	23	3,048.39	3,011.10
Employee benefits expense	24	9,326.06	8,585.99
Depreciation expense	25	728.60	790.56
Finance costs	26	68.09	245.80
Other expenses	27	2,160.74	2,567.71
Total expenses		**18,392.52**	**18,334.62**
Profit/ (Loss) for the year before tax		**5,271.44**	**(1,067.52)**
Current tax		-	-
Current tax- relating to earlier years	12	264.57	-
Deferred tax charge / (credit)	12	1,353.89	(5,301.02)
Total tax expenses		**1,618.46**	**(5,301.02)**
Profit for year after tax		**3,652.98**	**4,233.50**
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent years:			
Re-measurement loss / (gain) on defined benefit plans		2.62	66.12
Income tax effect		(0.66)	(16.64)
Other comprehensive loss for the year, net of tax		**1.96**	**49.48**
Total comprehensive Income for the year, net of tax		**3,651.02**	**4,184.02**
Profit per equity share [nominal value per equity share Rs.10]			
Basic, computed on the basis of profit for the year attributable to equity holders of the Company (Rs.) (refer note 30)		0.63	0.73
Diluted, computed on the basis of profit for the year attributable to equity holders of the Company (Rs.) (refer note 30)		0.21	0.24

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

As per our report of even date.

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

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per Amit Kabra
Partner
Membership Number: 094533

Place of Signature: Gurugram
Date:

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

SIDDHARTH MEHTA
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Date: 2021.04.19 22:43:57 +05'30'

Siddharth Mehta
Managing Director

SAMEER BHUJANGA SHETTY
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Date: 2021.04.19 23:09:09 +05'30'

Sameer Shetty
Director

ANSHUL KHETERPAL
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Anshul Kheterpal
Chief Financial Officer

SAMARTH GOVILA
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Samarth Govila
Company Secretary

Freecharge Payment Technologies Private Limited
Statement of cash flows for the year ended March 31, 2021
(All amounts in Rs. lakhs, except per share data and as stated other wise)

	As at March 31, 2021	As at March 31, 2020
Cash flow from operating activities		
Profit/ (loss) before tax	**5,268.82**	**(1,133.64)**
Adjustment to reconcile profit before tax to net cash flows		
Depreciation of property, plant and equipment	304.30	293.68
Amortization of intangible assets	24.84	21.17
Depreciation of right of use asset	399.46	475.71
Loss on impairment of property plant and equipment	0.35	0.60
Unwinding of discount on financial assets at amortised cost	(40.18)	(25.78)
Bad debts	0.68	0.19
Interest on income tax refund	(51.77)	(24.88)
Finance charges on leases	65.86	244.24
Notional integration and maintenance charges	1.40	1.40
Bank charges	2.23	1.56
Share-based payment expense	82.79	93.22
Mark to market gain on current investment	(89.02)	(0.64)
Liabilities no longer required written back	(16.50)	(53.85)
Trademark charges expensed off	-	6.19
Gain on sale of current investments (net)	(87.16)	(88.02)
Profit on sale of fixed assets	25.09	(4.97)
Loss due to write off of fixed assets	131.98	7.53
Interest income on bank deposits	(73.49)	(187.96)
Operating flow before working capital changes	**5,949.68**	**(374.25)**
Adjustment for change in working capital:		
(Increase)/ Decrease in trade receivables	776.42	(781.15)
(Increase)/ Decrease in financial assets	(1,682.42)	(725.12)
(Increase)/ Decrease in other assets	675.46	220.22
Increase/ (Decrease) in trade and other payables	(8.77)	(1,539.73)
Increase/ (Decrease) in net employee defined benefits liabilities	129.95	233.86
Increase/ (Decrease) in Other liablities	672.17	(248.15)
(Increase)/ Decrease in prepayments	(85.39)	52.89
Cash generated from/ (used in) operations	**6,427.10**	**(3,161.43)**
Income taxes refund	767.04	483.04
Net cash flow from/ (used in) operating activities (A)	**7,194.14**	**(2,678.39)**
Cash flows from investing activities		
Purchase of property, plant and equipment and intangible assets	(266.01)	(257.74)
Proceeds from sale of property, plant and equipment	10.99	7.43
Sale of current investments (net)	(9,513.32)	2,526.83
Interest income on bank deposits	73.49	187.96
Net Investment in fixed deposits (having original maturity of 12 months)	(71.74)	4,018.00
Net cash generated from/(used in) investing activities (B)	**(9,766.59)**	**6,482.48**
Cash flow from financing activities		
Payment of lease liabilities (including interest on lease liabilities)	(488.27)	(580.09)
Repayment of Bank OD	-	(260.00)
Bank charges	(2.23)	(1.56)
Net cash flow used in financing activities (C)	**(490.50)**	**(841.65)**
Net increase/(decrease) in cash and cash equivalents (A + B + C)	**(3,062.95)**	**2,962.44**

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Freecharge Payment Technologies Private Limited
Statement of cash flows for the year ended March 31, 2021
(All amounts in Rs. lakhs, except per share data and as stated other wise)

	As at March 31, 2021	As at March 31, 2020
Cash and cash equivalents at the beginning of the year	3,191.04	228.60
Cash and cash equivalents at the end of the year	**128.09**	**3,191.04**
Components of cash and cash equivalents		
Balances with banks:		
– On current accounts	29.10	76.27
– On current accounts with related parties	98.99	3,114.77
Total cash and cash equivalents (Refer note 10)	**128.09**	**3,191.04**

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

1. 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 as notified by Ministry of Corporate Affairs (as amended).
2. The above cash flow statement has been compiled from and is based on the Balance Sheet as at March 31, 2021 and the related Statement of Profit and Loss for the year ended on that date.
3. Non cash transaction :
Equity Shares pending allotment amounting to Rs. 1,18,264.78 lakhs will be issued as purchase consideration under the Scheme of amalgamation (refer note 2.2).
The excess of the paid up value of equity shares which will be issued as consideration over the net assets of ASPL taken over amounting to Rs. 50,296.52 lakhs has been transferred to Amalgamation Adjustment Reserve as per requirements of Indian Accounting Standard 103 – Business Combination (Ind AS 103).
4. Figures in brackets indicates cash outflow.

As per our report of even date.

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

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Date: 2021.04.20 21:50:34 +05'30'

per Amit Kabra
Partner
Membership Number: 094533

Place of Signature: Gurugram
Date:

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

SIDDHARTH MEHTA
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Siddharth Mehta
Managing Director

SAMEER BHUJANGA SHETTY
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Sameer Shetty
Director

ANSHUL KHETERPAL
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Anshul Kheterpal
Chief Financial Officer

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Samarth Govila
Company Secretary

Freecharge Payment Technologies Private Limited
Statement of Changes in Equity for the year ended March 31, 2021
(All amounts in Rs. lakhs, except per share data and as stated other wise)

a. Equity share capital:

	Number of shares	Amount
As at April 01, 2019	**58,10,50,000**	**58,105.00**
Issue of share capital during the year (refer note 13)	-	-
As at March 31, 2020	**58,10,50,000**	**58,105.00**
Issue of share capital during the year (refer note 13)	-	-
As at March 31, 2021	**58,10,50,000**	**58,105.00**

b. Other Equity:

	Amalgamation adjustment reserve	Equity shares pending allotment *	Securities premium	Reserves and Surplus Retained earnings	Other comprehensive income	Contribution to equity Other Capital Reserves	Total equity
As at April 01, 2019	(50,296.52)	1,18,264.78	34,697.36	(1,44,658.52)	(64.38)	-	**(42,057.28)**
Profit for the year	-	-	-	4,233.50	-	-	**4,233.50**
Re-measurement loss on defined benefit plans	-	-	-	-	(49.48)	-	**(49.48)**
Share based compensation (refer note 24 and 35)	-	-	-	-	-	93.22	**93.22**
As at March 31, 2020	**(50,296.52)**	**1,18,264.78**	**34,697.36**	**(1,40,425.02)**	**(113.86)**	**93.22**	**(37,780.04)**
Profit for the year	-	-	-	3,652.98	-	-	**3,652.98**
Re-measurement loss on defined benefit plans	-	-	-	-	(1.96)	-	**(1.96)**
Share based compensation (refer note 24 and 35)	-	-	-	-	-	82.79	**82.79**
As at March 31, 2021	**(50,296.52)**	**1,18,264.78**	**34,697.36**	**(1,36,772.04)**	**(115.82)**	**176.01**	**(34,046.23)**

* Includes 118,26,47,832 shares of Rs. 10 each, which will be issued subsequently by the Company to the shareholders of Accelyst Solutions Pvt Ltd pursuant to the scheme of amalgamation as mentioned in Note 2.2.

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

As per our report of even date.

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

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per Amit Kabra
Partner
Membership Number: 094533

Place of Signature: Gurugram
Date:

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

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Siddharth Mehta
Managing Director

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Sameer Shetty
Director

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Anshul Kheterpal
Chief Financial Officer

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Samarth Govila
Company Secretary

1. Corporate information

Freecharge Payments Technologies Private Limited ("the Company") was incorporated in India on January 14, 2015. The Company is primarily 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. The Company also owns and operates a web and mobile based recharge platform called Freecharge which enables users to recharge mobile talktime, pay mobile bills, utility bills, data cards, direct to home (DTH) recharge and metro bills etc. The registered office of the Company is located at 2nd Floor, Plot No. 25, Pusa Road, New Delhi-110005.

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 (as ammended from time to time) 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 the nearest lakhs , except as stated otherwise.

2.2 Merger with Accelyst Solutions Private Limited (ASPL)

On March 27, 2018, the Board of Directors approved a Composite Scheme for Amalgamation (the Scheme) of Accelyst Solutions Pvt. Ltd (ASPL), a wholly owned subsidiary of Axis Bank Limited, into and with Freecharge Payment Technologies Pvt. Ltd. (FCPTL).Due to change in registered office address of FCPTL, the said scheme was later modified vide board resolution dated May 8, 2018 to incorporate the new registered office address. The Scheme was again amended on April 17, 2019 to reflect the change in the registered office of both FCPTL and ASPL. The said scheme was sanctioned by NCLT, Delhi on October 22, 2019 and by NCLT, Mumbai on February 28, 2020. NCLT, Mumbai while sanctioning the Scheme modified the appointed date of amalgamation from October 7, 2017 to April 1, 2018. ASPL filed an appeal before the National Company Law Appellant Tribunal (NCLAT) to sought modification in appointed date as fixed by NCLT, Mumbai. NCLAT vide its order dated March 24, 2021 allowed the appeal thereby setting aside the order of NCLT, Mumbai to extent it pertained to appointed date. The Scheme shall be effective from the date of filing of certified copy of order of NCLAT with the Registrar of Companies New Delhi and Mumbai. As mentioned in the order of NCLAT, the time limit filing order of NCLAT is 30 days from the receipt of certified copy of order. Upon the scheme becoming effective amalgamation will be effective from the Appointed Date i.e. October 7, 2017 and the entire undertaking of ASPL including its assets, liabilities and reserves and surplus stood transferred / deemed to be transferred to and vested in FCPTL.

Pursuant to the merger scheme, the authorized share capital of FCPTL stands increased by the authorized share capital of ASPL as on the Effective Date i.e. by an amount of Rs. 1,000 crores. In addition to the authorized share capital of FCPTL being increased as aforementioned, FCPTL intends to increase its authorized share capital by an amount of Rs. 2,000 crores as mentioned in the Scheme of Amalgamation, thereby increasing the authorized share capital of FCPTL by an aggregate amount of Rs. 3,000 crores, effect of which is considered in these Financial Statements. Procedural formalities in relation to increase in authorized capital will be taken up by FCPTL in due course in compliance with provisions of Companies Act 2013.

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In consideration of the transfer and vesting of the undertaking of ASPL, 174 equity shares of FCPTL of the face value of Rs. 10 each fully paid will be issued to shareholders of ASPL for every 100 equity shares of the face value of Rs. 10 each held by them. This is as per the exchange ratio mentioned in the Scheme and is arrived at on the basis of valuation report. Accordingly 1,18,26,47,832 equity shares of Rs. 10 each of FCPTL will be allotted at par to the shareholders of ASPL as fully paid up. The excess of the paid up value of equity shares which will be issued as consideration over the net assets of ASPL taken over amounting to Rs. 502.97 crores as on March 31, 2019 (including the impact of further capital infusion of Rs. 100 crores by the holding company in November 2017) and Rs. 428.96 crores as on the appointed date i.e. October 07, 2017 has been transferred to Amalgamation Adjustment Reserve as per requirements of Indian Accounting Standard 103 – Business Combination (Ind AS 103), Appendix C. Details of assets and liabilities taken over are given below-

Description	**As at October 7, 2017 Amount in Rs. lakhs**	**As at March 31, 2019 Amount in Rs. Lakhs**
Assets		
Property, plant and equipment	138.56	19.72
Capital work in progress	-	6.19
Intangible assets	10.14	20.50
Other non-current assets	5,028.73	6,423.14
Investments	1,312.89	144.07
Trade receivables	27.49	29.12
Cash and cash equivalents	454.62	178.70
Bank balances other than above	12.78	542.98
Other financial assets	1,699.60	1,461.77
Prepayments	5.09	477.64
Total assets taken over	**8,689.90**	**9,303.82**
Liabilities		
Other equity		
Retained earnings	(88,256.04)	(99,706.25)
Share premium	34,697.36	34,697.36
Borrowings	1,035.41	3,274.47
Trade and other payables	3,068.73	2,702.36
Other financial liabilities	136.11	322.18
Net employee defined benefits liabilities	40.05	45.45
Total liabilities taken over	**(49,278.36)**	**(58,664.44)**
Net assets taken over	**57,968.26**	**67,968.26**
Consideration as per merger scheme based on paid up share capital of ASPL	1,00,864.78	1,18,264.78
Amalgamation Adjustment Reserve	**(42,896.52)**	**(50,296.52)**

The merger has been accounted for using the pooling of interest method under Indian Accounting Standard 103 – Business Combination (Ind AS 103), Appendix C. The assets, liabilities and reserves and surplus of ASPL were recorded by FCPTL at their carrying amounts as on October 7, 2017. Previous year's numbers have been restated to give the impact of the merger scheme.

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2.3 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 Indian Rupees to the nearest lakhs, 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.

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.

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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 checkout fees 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. Revenues from operating an internet portal providing recharge and bill payment services are recognised upon successful recharge / payment confirmation for the transactions executed. The Company collects Goods and 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 from business support fee

Pursuant to arrangement entered with Axis Bank Limited, the Company has started charging net cost incurred for the business along with a mark up of 10% w.e.f. August 1, 2019. This income is in relation to financial services and customer acquisition services provided to Axis Bank Limited by the Company. Said charge is referred as business support fee which is calculated on the basis of net expenses incurred (as per IGAAP) by the Company to run its operations (excluding depreciation, finance cost and finance income). Such fee is recognized on accrual basis.

Revenue - Wallet maintenance fees

Pursuant to arrangement entered with Axis Bank Limited, the Company charges "Relevant cost" as per IGAAP for the PPI / wallet business. 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.

Revenue from technical services

Pursuant to arrangement entered with Axis Bank Limited, the Company has started providing services in relation to development and management of technology products for Axis Bank. The Company will charge Axis Bank in the capacity of Technology Service Provider at a mutually agreed rate w.e.f. October 1, 2019. 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.

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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.

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.

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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

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of 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 plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Contributions by customers of items of property, plant and equipment (such as moulds) which require an obligation to supply goods to the customer in the future, are recognised at the fair value when the Company has control of the item. A corresponding credit to contract liability is made. The Company may agree to deliver one or more services in exchange for the transferred item of property, plant and equipment, such as connecting the customer to a network, providing the customer with ongoing access to a supply of goods or services, or both. The Company identifies the separately identifiable performance obligation included in the agreement.

i) If only one performance obligation is identified, the Company recognises revenue when the service is performed.

ii) If an ongoing service is identified as part of the agreement, the period over which revenue is recognised for that service is generally determined by the terms of the agreement with the customer. If the agreement does not specify a period, the revenue is recognised over a period no longer than the useful life of the transferred asset used to provide the ongoing service.

iii) If more than one separately identifiable performance obligation is identified, the fair value of the total consideration received or receivable for the agreement will be allocated to each service and the recognition criteria of Ind AS 115 are then applied to each service.

Land and buildings are measured at fair value less accumulated depreciation on buildings and impairment losses recognised at the date of revaluation. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

A revaluation surplus is recorded in OCI and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit and loss. A revaluation deficit is recognised in the statement of profit and loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation reserve.

An annual transfer from the asset revaluation reserve to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred directly to retained earnings.

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Depreciation is calculated on straight line basis over the estimated useful life as follows

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
Mobile devices	2 years
Leasehold improvement	over lease term

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

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 statement of profit and loss 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.

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.

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i. 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 Company's 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.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life as estimated by the management.

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.

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j. 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.

Onerous contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.
An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

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

k. 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.

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

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l. 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:
a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) 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:
a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) 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.

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.

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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 116
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 116

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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.

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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 though 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 though 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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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.

m. 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.

n. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o. Share Based Payments

The Holding Company provides share based payment schemes to employees of the companies in the group including Freecharge Payment Technologies Private Limited. In accordance with para 43A of Ind AS 102 "Share Based Payments", company accounts for relevant cost in relation to options granted to its employees by the holding company. Cost for such options is recorded at fair value as on date of grant.

p. Leases

Ind AS 116 sets out the principles for recognition, measurement, presentation, and disclosure of leases for both lesses and lessors.

"The Company as a lessee"

"The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contact involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. "

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the incremental borrowing rates . Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment about whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Aggregate depreciation expenses on the ROU assests is included under depreciation and amortisation in statement of profits and loss.
For changes in the carrying amount of ROU and lease liabilities refer note 5 and note 14.

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q. Business combination under common control

Common control business combination means a business combination involving entities or businesses in which all combining entities or businesses are ultimately controlled by the same party both before and after the business combination, and that control is not transitory.

The company accounts for its business combination under common control using pooling of interest method of accounting as per Appendix C of Ind AS 103. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the definition for recognition are recognized at their carrying amount at their acquisition date. Transferor's reserves are preserved and are presented in the financial statements of the transferee in the same form in which they appear in the financial statements of transferor. Acquisition date is the beginning of the preceding period in case the common control is established prior to such date. However, if business combination had occurred after such date, the acquisition date is considered only from that date.

The consolidated financial statements incorporate the financial statements of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or business first came under the control of the controlling party.

The consolidated income statement includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where there is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the previous balance sheet date or when they first came under common control, whichever is shorter.

Transaction costs, including professional fees, registration fees, costs of furnishing information to shareholders, costs or losses incurred in combining operations of the previously separate businesses, etc., incurred in relation to the common control combination that is to be accounted for by using merger accounting is recognised as an expense in the year in which it has been incurred.

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3. Property, plant and equipment

	Leasehold improvements	Computers	Office machinery and equipments	Furniture and fittings	Total
Cost					
At April 01, 2019	647.16	534.29	192.27	143.41	1,517.13
Additions	0.37	218.16	22.02	1.58	242.13
Disposals / adjustments	(6.23)	(67.16)	(1.32)	(2.53)	(77.24)
Write off/Impairment of property, plant and equipment	-	(9.46)	(4.82)	(0.03)	(14.31)
At April 01, 2020	**641.30**	**675.83**	**208.15**	**142.43**	**1,667.71**
Additions	8.76	211.32	7.18	0.53	227.79
Disposals *	(264.00)	(20.36)	(23.83)	(38.84)	(347.03)
Impairment/ write off during the year	-	7.25	4.85	0.04	12.14
At March 31, 2021	**386.06**	**874.04**	**196.35**	**104.16**	**1,560.61**
Depreciation					
At April 01, 2019	104.82	327.20	54.91	10.85	497.78
Charge for the period	133.45	106.16	39.79	14.27	293.67
Disposals / adjustments	(2.77)	(63.07)	(0.96)	(0.45)	(67.25)
Write off/Impairment of property, plant and equipment	(4.24)	(5.22)	(4.25)	-	(13.71)
At April 01, 2020	**231.26**	**365.07**	**89.49**	**24.67**	**710.49**
Charge for the year	98.12	157.56	36.92	11.70	304.30
Disposals *	(140.56)	(13.19)	(15.58)	(9.64)	(178.97)
Impairment/ write off during the year	4.24	3.00	4.94	0.30	12.48
At March 31, 2021	**193.06**	**512.44**	**115.77**	**27.03**	**848.30**
Net book value					
At March 31, 2021	**193.00**	**361.60**	**80.58**	**77.13**	**712.31**
At March 31, 2020	**410.04**	**310.76**	**118.66**	**117.76**	**957.22**

	At March 31, 2021
Property, plant and equipment	**712.31**
Capital work in progress	**8.50**

* The Company has vacated its office space in DLF Cyber Greens (16th Floor) and terminated its lease agreement effective December 1, 2020. Accordingly, the Company has written off certain identified assets, of the said premises, that had a net book value of Rs. 130.72 lakhs. The gross block and accumulated depreciation of such assets were Rs. 277.19 lakhs and Rs. 146.47 lakhs, respectively.

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(All amounts in Rs. lakhs, except per share data and as stated other wise)

4 Intangible Assets

	Software	Domain name	Trademarks	Server Licence	Total
Cost					
At April 01, 2019	**95.40**	**40.05**	**1.58**	**64.16**	**201.19**
Additions	-	-	1.01	15.43	16.44
Disposals / adjustments	-	-	-	-	-
At April 01, 2020	**95.40**	**40.05**	**2.59**	**79.59**	**217.63**
Additions	-	-	2.54	56.60	59.14
Disposals / adjustments	-	-	-	-	-
At March 31, 2021	**95.40**	**40.05**	**5.13**	**136.19**	**276.77**
Depreciation					
At April 01, 2019	**95.40**	**20.92**	**0.21**	**13.03**	**129.56**
Charge for the year	-	4.01	0.26	16.90	21.17
Disposals / adjustments	-	-	-	-	-
At April 01, 2020	**95.40**	**24.93**	**0.47**	**29.93**	**150.73**
Charge for the year	-	4.00	0.61	20.23	24.84
Disposals / adjustments	-	-	-	-	-
At March 31, 2021	**95.40**	**28.93**	**1.08**	**50.16**	**175.57**
Net book value					
At March 31, 2021	**-**	**11.12**	**4.05**	**86.03**	**101.20**
At March 31, 2020	**-**	**15.12**	**2.12**	**49.66**	**66.90**

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(All amounts in Rs. lakhs, except per share data and as stated other wise)

5 Right of use assets

Buildings	
Balance as at April 01, 2019	1,917.29
Additions during the year	-
Disposals during the year	-
Depreciation for the year	(475.71)
Balance as at April 01, 2020	**1,441.58**
Reinstatement during the period	(407.72)
Depreciation impact due to reinstatement	4.53
Additions during the year	-
Disposals during the year	-
Depreciation for the year	(403.99)
Balance as at March 31, 2021	**634.40**

6. Other financial assets

	As at March 31, 2021	As at March 31, 2020
Other financial assets		
Unsecured, considered good unless stated otherwise		
Security deposits		
- considered good	214.76	333.91
- considered doubtful	-	0.96
	214.76	**334.87**
Less: Provision for doubtful deposits	-	(0.96)
	214.76	**333.91**
Advances recoverable in cash or kind		
- considered good	1,088.41	1,122.88
- considered doubtful	0.79	0.19
	1,089.20	**1,123.07**
Less: Provision for doubtful advances	(0.79)	(0.19)
	1,088.41	**1,122.88**
Restricted cash held in separate accounts	8.48	107.24
Restricted cash held in separate accounts - Related parties* (refer note 34)	1,027.70	336.04
Recoverable from related parties (refer note 34)	795.83	177.26
Unbilled revenue from related party (refer note 34)	2,360.86	1,697.73
Other receivables	0.22	-
Total Other financial assets	**5,496.26**	**3,775.06**
Current	5,288.98	3,368.59
Non-current	207.28	406.47
Total other financial assets	**5,496.26**	**3,775.06**

* Pursuant to Reserve Bank of India notification dated November 24,2009 the Company acts as an 'Intermediaries' and has accordingly received the said amount in its nodal bank account. From this nodal bank account, the Company has transferred the respective amount to the merchants. Balance lying in this nodal bank account as at March 31, 2021 is disclosed as 'Restricted Cash held in separate accounts' & 'Restricted cash held in separate accounts - Related parties* (Refer note 34)' in the financial statements

7. Other assets

	As at March 31, 2021	As at March 31, 2020
Other assets		
Advance income-tax	539.35	1,099.39
Balances with statutory/government authorities	5,038.20	6,149.04
Provision for recoverable equalization levy	-	(15.58)
Total other assets	**5,577.55**	**7,232.85**
Current	-	-
Non-current	5,577.55	7,232.85
Total other assets	**5,577.55**	**7,232.85**

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(All amounts in Rs. lakhs, except per share data and as stated other wise)

8. Investments

	As at March 31, 2021	As at March 31, 2020
Investments		
Investments at fair value through profit & loss (fully paid)		
Unquoted mutual funds		
1,94,025 (March 31, 2020 : nil) units of Axis liquid Fund	4,433.06	-
5,15,888 (March 31, 2020 : 33,728) units of Axis overnight fund	5,612.44	356.00
Total investments at fair value through profit & loss	**10,045.50**	**356.00**
Total investments	**10,045.50**	**356.00**
Current	10,045.50	356.00
Non-current	-	-
Total investments	**10,045.50**	**356.00**

9. Trade receivables

	As at March 31, 2021	As at March 31, 2020
Trade receivables		
Trade receivables	27.48	26.18
Trade receivables - related parties (refer note 34)*	6.50	784.90
Total trade receivables	**33.98**	**811.08**
Breakup for security details		
Trade receivables		
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	33.98	811.08
Total	**33.98**	**811.08**
Current	**33.98**	**811.08**
Non-current	-	-
Total trade receivable	**33.98**	**811.08**

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 34).

10. Cash and cash equivalents

	As at March 31, 2021	As at March 31, 2020
Cash and cash equivalents		
Balances with banks:		
– On current accounts	29.10	76.27
– On current accounts with related parties (refer note 34)	98.99	3,114.77
Total cash and cash equivalents	**128.09**	**3,191.04**
Current	128.09	3,191.04
Non-current	-	-
Total cash and cash equivalents	**128.09**	**3,191.04**

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11. Bank balances other than above

	As at March 31, 2021	As at March 31, 2020
Deposits with original maturity of more than 3 months but less than 12 months with Related party (refer note 34)	1,308.72	1,241.46
Margin money deposit*	76.34	71.86
	1,385.06	**1,313.32**

* Margin money deposits with a carrying amount of Rs. 76.34 lakhs (PY- Rs. 71.86 lakhs) are given to secure corporate credit card limit from Axis bank.

12. Income tax

The major components of income tax expense for the years ended March 31, 2021 and March 31, 2020 are:

Statement of Profit & Loss	For the year ended March 31, 2021	For the year ended March 31, 2020
Current income tax:		
Current income tax charge	-	-
Deferred tax charge / (credit)	1,353.89	(5,301.02)
Income tax expense reported in the statement of profit and Loss	**1,353.89**	**(5,301.02)**

OCI section

Deferred tax related to items recognised in other comprehensive income during the year	March 31, 2021	March 31, 2020
Net loss/(gain) on remeasurements of defined benefit plans	(0.66)	(16.64)

The Major Components of deferred tax assets and liabilities are as followed.
In view of the reasonable certainty of future taxable income, the Company has recognised deferred tax assets in the current year.
The deferred tax and current tax have been computed at 25.17%.

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred tax assets	3,964.43	5,317.66
	3,964.43	**5,317.66**

Movement in deferred tax balances:	Recognised in balance sheet		Recognised in statement profit and loss	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Difference in carrying values of property, plant & equipment and intangible assets	124.65	82.75	41.90	82.75
Leave encashment	100.67	79.00	21.67	79.00
Gratuity	102.55	91.51	11.04	91.51
Losses available for offsetting against future taxable income	3,615.17	5,001.47	(1,386.30)	5,001.47
Fair valuation of Investments in mutual funds	(22.40)	(0.16)	(22.24)	(0.16)
Fair valuation of Security deposits	9.16	18.66	(9.50)	18.66
Impact of Ind AS 116 - Leases	34.43	40.22	(5.79)	40.22
Others	0.20	4.21	(4.01)	4.21
Deferred tax (charge) / credit			**(1,353.23)**	**5,317.66**
Net deferred tax assets/ (liabilities)	**3,964.43**	**5,317.66**		

Impact of merger with Accelyst Solutions Pvt Ltd
Pursuant to merger, the Company has reassessed its Income Tax and Deferred Tax liability. Impact of the restatement of these liabilities is given below-

	As at March 31, 2021	As at March 31, 2020
Increase/(decrease) towards liability towards income tax	264.57	(325.40)
Increase/(decrease) towards liability towards interest on income tax (refer note 27)	108.61	-
Increase/(decrease) towards liability towards deferred tax	-	151.46
	373.18	**(173.94)**

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(All amounts in Rs. lakhs, except per share data and as stated other wise)

13. Share capital

	As at March 31, 2021	As at March 31, 2020
Authorized shares		
400,60,10,000 (March 31, 2020: 400,60,10,000) equity shares of Rs.10 each #	4,00,601.00	4,00,601.00
Issued, subscribed and fully paid-up shares		
58,10,50,000 (March 31, 2020: 58,10,50,000) equity shares of Rs.10 each fully paid-up	58,105.00	58,105.00
Total issued, subscribed and fully paid-up share capital	**58,105.00**	**58,105.00**

Includes increase in authorized capital by 300,00,00,000 shares of Rs. 10 each pursuant to the scheme for amalgamation as mentioned in Note 2.2.

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

Equity shares

	As at March 31, 2021		As at March 31, 2020	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	58,10,50,000	58,105.00	58,10,50,000	58,105.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	**58,10,50,000**	**58,105.00**	**58,10,50,000**	**58,105.00**

(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:

	As at March 31, 2021	As at March 31, 2020
Axis Bank Limited, holding company	58,105.00	58,105.00
58,10,50,000 (March 31, 2020: 58,10,50,000) equity shares of Rs.10 each fully paid-up (refer note 34)		

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

	As at March 31, 2021		As at March 31, 2020	
	No. of shares	Holding percentage	No. of shares	Holding percentage
Axis Bank Limited, holding company	58,10,50,000	100.00%	58,10,50,000	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.

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14. Lease liabilities

Balance as at April 01, 2019	1,937.20
Additions during the year	-
Finance cost accrued during the year	244.24
Payment of lease liabilities	(580.09)
Lease equalisation reserve	-
Balance as at April 01, 2020	**1,601.35**
Reinstatement during the period	(407.72)
Finance cost impact due to reinstatement	(60.89)
Additions during the year	-
Finance cost accrued during the year	126.75
Payment of lease liabilities	(488.27)
Lease equalisation reserve	-
Balance as at March 31, 2021	**771.22**
Total lease liabilities	**771.22**
Current	292.05
Non-current	479.17
Total other financial liabilities	**771.22**

15. Net employee defined benefits liabilities

	As at March 31, 2021	As at March 31, 2020
Provision for gratuity	407.46	363.59
Provision for compensated absences	399.98	313.90
Total net employee defined benefit liabilities	**807.44**	**677.49**
Current	485.43	375.37
Non-current	322.01	302.12
Total net employee defined benefit liabilities	**807.44**	**677.49**

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 Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/ interpretation have not yet been issued. Based on a preliminary assessment, the Company has recorded an additional liability of Rs. 11.56 lakhs in the Financial Statements towards Net employee defined benefits liabilities.

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, 2021	As at March 31, 2020
Current Service cost	95.67	75.12
Interest cost on benefit obligation	19.05	15.73
Net benefit expense	**114.72**	**90.85**

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

	Amount in Lakhs
Defined benefit obligation at April 1, 2019	244.25
Current Service cost	75.11
Past Service cost	-
Interest cost on benefit obligation	15.73
Benefits paid	(39.12)
Acquisition	1.50
Actuarial (gains) / losses on obligation	66.12
Defined benefit obligation at April 1, 2020	**363.59**
Current Service cost	95.67
Past Service cost	-
Interest cost on benefit obligation	19.05
Benefits paid	(74.73)
Acquisition	1.25
Actuarial (gains) / losses on obligation	2.62
Defined benefit obligation at March 31, 2021	**407.45**

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

	As at March 31, 2021	As at March 31, 2020
Discount rate	5.45%	FCPTL - 5.7% ASPL - 5.89%
Salary escalation rate	8.50%	12.00%
Withdrawal rate	FCPTL - 30% ASPL - 25%	FCPTL - 30% ASPL - 25%

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(All amounts in Rs. lakhs, except per share data and as stated other wise)

16. Trade and other payables

	As at March 31, 2021	As at March 31, 2020
Trade payables		
Total outstanding dues of micro enterprises and small enterprise	0.32	8.79
Total outstanding dues of creditors other than micro enterprises and small enterprise	1,158.44	1,175.23
Total trade payable	**1,158.76**	**1,184.02**
Trade payables	1,133.97	1,156.52
Trade payables - related parties (refer note 34)	24.79	27.50
Total trade payable	**1,158.76**	**1,184.02**
Other payables		
Accrued salaries and benefits	607.31	556.31
Payable to creditors for capital goods	29.43	0.38
Payable to related parties (refer note 34)	42.85	19.47
Advance for wallet FC cash balance	1.00	1.00
Payable to merchants	453.17	80.78
Other payables	99.04	11.00
Total other payables	**1,232.80**	**668.94**
Total trade and other payables	**2,391.56**	**1,852.96**
Current	2,391.56	1,852.96
Non-current	-	-
Total trade and other payables	**2,391.56**	**1,852.96**

Terms and conditions of the above financial liabilities:
- Trade payables are non-interest bearing and are normally settled on 60-day terms
- Other payables are non-interest bearing and have an average term of upto six months

17. Other liabilities

	As at March 31, 2021	As at March 31, 2020
Statutory liabilities payable	460.88	519.35
Advance from customers	1.40	1.46
Total other liabilities	**462.28**	**520.81**
Current	462.28	520.81
Non-current	-	-
Total other liabilities	**462.28**	**520.81**

18. Other financial liabilities

	As at March 31, 2021	As at March 31, 2020
Other financial liabilities		
Other payables to aggregators	253.27	31.02
Other payables to aggregators - related parties (refer note 34)	26.83	52.82
	280.10	**83.84**

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(All amounts in Rs. lakhs, except per share data and as stated other wise)

19. Revenue from operations

	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from commission fees	1,557.15	1,252.93
Revenue from commission fees - related party (refer note 34)	42.11	44.14
Revenue from wallet maintenance fees (refer note 34)	7,872.22	9,846.20
Revenue from business support fees (refer note 34)	6,299.60	4,243.80
Revenue from TSP fees (refer note 34)	7,437.49	1,441.13
Other operating revenue - related party (refer note 34)	-	0.42
Other operating revenue	96.80	56.50
Revenue from operations	**23,305.37**	**16,885.12**

20. Other income

	For the year ended March 31, 2021	For the year ended March 31, 2020
Liabilities no longer required written back	16.50	53.85
Other non - operating income	0.47	0.85
Total other income	**16.97**	**54.70**

21. Finance income

	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest income on bank deposits (refer note 34)	73.49	187.96
Interest on income tax refund	51.77	24.88
Unwinding of discount on financial assets at amortised cost	40.18	25.78
Gain on sale of current investments (net)	87.16	88.02
Mark to market gain on current investments	89.02	0.64
Total finance income	**341.62**	**327.28**

22. Service charges

	For the year ended March 31, 2021	For the year ended March 31, 2020
Payment gateway charges	715.01	769.19
Payment gateway charges - related party (refer note 34)	623.78	156.59
Hosting charges	1,721.85	2,207.68
Total service charges	**3,060.64**	**3,133.46**

23. Advertisement and publicity expenses

	For the year ended March 31, 2021	For the year ended March 31, 2020
Advertisement and other expenses	3,048.39	3,011.10
Total advertisement and publicity expenses	**3,048.39**	**3,011.10**

24. Employee benefits expense

	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries, wages and bonus	8,697.67	7,906.72
Contribution to provident and other fund	339.48	312.62
Gratuity expense	114.71	90.84
Employee stock option scheme (refer note 34 and 35)	82.79	93.22
Staff welfare expenses	91.41	182.59
Total employee benefit expenses	**9,326.06**	**8,585.99**

25. Depreciation expense

	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation of property, plant and equipment (refer note 3)	304.30	293.68
Amortisation of intangible assets (refer note 4)	24.84	21.17
Depreciation of right of use asset (refer note 5)	399.46	475.71
Total depreciation expense	**728.60**	**790.56**

26. Finance costs

	For the year ended March 31, 2021	For the year ended March 31, 2020
Finance charges on leases	65.86	244.24
Bank charges	2.23	1.56
Total finance costs	**68.09**	**245.80**

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(All amounts in Rs. lakhs, except per share data and as stated other wise)

27. Other expenses

	For the year ended March 31, 2021	For the year ended March 31, 2020
Power and fuel	24.28	41.72
Rent	10.71	27.78
Bad debt	3.22	3.34
Payment to auditor (refer (A) below)	22.00	26.24
Legal and professional fees	389.95	579.89
Rates and taxes	138.35	27.49
Repairs and maintenance		
-Building	77.42	97.18
-Others	9.74	18.34
Travelling and conveyance	(14.79)	230.76
Software expenses	1,070.39	1,287.94
Loss on write off of fixed assets	131.98	7.53
Loss on sale of assets	25.09	(4.97)
Dismantling cost	17.48	-
Loss on impairment of property plant and equipment	0.35	0.60
Recruitment expenses	61.95	29.83
Foreign exchange loss	3.06	7.41
Loss due to technical configuration issues	17.07	2.44
Administrative & miscellaneous expenses	172.49	184.19
Total other expenses	**2,160.74**	**2,567.71**

(A) Payment to Auditors		
As auditor:		
Audit fee	20.50	22.50
Tax audit fee	1.50	1.50
Certification work	-	-
Out of pocket expenses	-	2.24
	22.00	**26.24**

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(All amounts in Rs. lakhs, except per share data and as stated other wise)

28. 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, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Financial assets				
Investments at fair value through profit & loss	10,045.50	356.00	10,045.50	356.00
Other financial assets	5,496.26	3,775.06	5,496.26	3,775.06
Total	**15,541.76**	**4,131.06**	**15,541.76**	**4,131.06**
Financial liabilities				
Other financial liabilities	280.10	83.84	280.10	83.84
Lease liabilities	771.22	1,601.35	771.22	1,601.35
Total	**1,051.32**	**1,685.19**	**1,051.32**	**1,685.19**

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.

(b) The financial instruments in the nature of investment in mutual funds which are recognised at Fair Value are categorised as Level 1 within the fair value hierarchy, being the Quoted prices (unadjusted) in active markets for identical assets.

29. 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, 2021 is the carrying amounts as disclosed in note 9 (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 9 (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.

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30. 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:

	As at March 31, 2021	As at March 31, 2020
Profit for the year attributable to equity share holders of the Company (A)	3,652.98	4,233.50
Weighted average number of equity shares in calculating basic EPS (Nos) (B)	58,10,50,000	58,10,50,000
Basic earning per equity share (Rs.) (A/B)	0.63	0.73
Weighted average number of equity shares in calculating diluted EPS (Nos) (C)	1,76,36,97,800	1,76,36,97,800
Diluted earning per equity share (Rs.) (A/C)	0.21	0.24

31. Segment information

The Company's primary business is 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. The Company also owns and operates a web and mobile based recharge platform called Freecharge which enables users to recharge mobile talktime, pay mobile bills, utility bills, data cards, direct to home (DTH) recharge and metro bills etc. The Chief Operating Decision makers of the Company review all these aforementioned services under technology enable services either to its customers or to the Holding Company and hence do not identify any separate reportable business or geographical segments to be disclosed as per notified Ind AS - 108 "Operating Segments".

32. Commitments and contingencies

a. Contingent liabilities

Contingent liabilities as at March 31, 2021 : Rs. 3,547.94 (March 31, 2020 : Rs. Nil)

Contigent liability towards stamp duty in relation to merger

In the case of Delhi Towers Ltd v. Government of the National Capital Territory of Delhi (2009), the High Court has held that schemes of amalgamation would qualify as conveyances and would attract stamp duty under Entry 23 of Schedule 1A of the Stamp Act, 1899 as applicable to Delhi. In the judgement, the court also discussed notification dated 25th December 1937. As per notification dated 25th December 1937 the Central Govt. granted exemption from payment of stamp duty on amalgamation scheme where the transfer takes place between two subsidiary companies of each of which not less than 90 per cent of the share capital is in the beneficial ownership of a common parent company provided that a certificate is obtained from the officer appointed in this behalf by the Chief Commissioner of Delhi that the conditions above prescribed are fulfilled.

The Company is currently in the process of applying for the certificate and seeking an adjudication for any stamp duty payable. In the event that Company is not able to obtain the necessary certification from the relevant authority, it may have to pay a stamp duty of Rs. 3,547.94 lakhs, being 3% of the total value of the equity shares issued as consideration for the shares of the transferor company.

b. Capital commitments and other commitments

At March 31, 2021, the Company has commitments of Rs. 32.85 lakhs (March 31, 2020 : Rs. 0.12 lakhs) net of advances relating to capital contracts.

33. Amounts due to micro and small enterprises under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 aggregate to Rs.0.32 lakhs based on the information available with the Company:

		March 31, 2021	March 31, 2020
a)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	0.30	6.28
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.	64.73	1.86
c)	The amount of interest due and payable for the year 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.	0.02	2.51
d)	The amount of interest accrued and remaining unpaid at the end of each accounting year;	0.02	2.53
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.	-	-

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(All amounts in Rs. lakhs, except per share data and as stated other wise)

34. 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

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

Key management personnel (KMP)

Mr. Siddharth Mehta, Managing Director
Mr. Anshul Kheterpal, Chief Financial Officer
Mr. Samarth Govila, Company Secretary

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, 2020 to March 31, 2021		From April 1, 2019 to March 31, 2020	
	Holding Company	Key management personnel	Holding Company	Key management personnel
Transactions during the year				
Revenue from operations (refer note 19)				
Axis Bank Limited	21,651.42	-	15,575.68	-
Finance income (refer note 21)				
Axis Bank Limited	73.49	-	187.96	-
Rent (refer note 27)				
Axis Bank Limited	4.51	-	5.36	-
Finance costs (refer note 26)				
Axis Bank Limited	0.68	-	1.22	-
Advertisement and publicity expenses (net) (refer note 23)				
Axis Bank Limited	16.33	-	51.30	-
Payment gateway charges (refer note 22)				
Axis Bank Limited	623.78	-	156.59	-
Reimbursement of expenses by related party (net)				
Axis Bank Limited	58.89	-	(11.63)	-
Employee stock option scheme related expense (refer note 24)				
Axis Bank Limited	82.79	-	93.22	-
Transfer of employee liability by related party				
Axis Bank Limited	1.25	-	1.50	-
Other expenses				
Axis Bank Limited	3.08	-	-	-
Salary, bonus and contribution to PF #	-	293.95	-	366.92

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.

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(All amounts in Rs. lakhs, except per share data and as stated other wise)

Related party disclosures (Cont.)

	From April 1, 2020 to March 31, 2021		**From April 1, 2019 to March 31, 2020**	
	Holding Company	**Key management personnel**	**Holding Company**	**Key management personnel**
Balance as at the year end:				
Equity Share Capital (refer note 13)				
Axis Bank Limited	58,105.00	-	58,105.00	-
Equity shares pending allotment				
Axis Bank Limited	1,18,264.78	-	1,18,264.78	-
Deemed Capital Contribution (ESOP)				
Axis Bank Limited	176.01	-	93.22	-
Share premium on issue of shares (refer note 13)				
Axis Bank Limited	34,697.36	-	34,697.36	-
Trade receivables (refer note 9)				
Axis Bank Limited	6.50	-	784.90	-
Trade Payables (refer note 16)				
Axis Bank Limited	24.79	-	27.50	-
Other Payables (refer note 16)				
Axis Bank Limited	42.85	-	19.47	-
Other financial liabilities (refer note 18)				
Axis Bank Limited	26.83	-	52.82	-
Other financial asset (refer note 6)				
Axis Bank Limited	4,184.39	-	2,211.03	-
Bank balances other than above (refer note 11)				
Axis Bank Limited	1,385.06	-	1,313.32	-
Cash and cash equivalents (refer note 10)				
Axis Bank Limited	98.99	-	3,114.77	-
Accrued salaries and benefits #	-	64.94	-	90.16

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.

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35. Employee stock option plan

The Holding Company provides share-based payment schemes to employees of the Company and its subsidiaries. During the year ended March 31, 2021, an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and grant are as below.

Since the financial year 2000-01, the Holding Company has formulated and adopted Employee Stock Option Schemes (ESOS) for the benefit of the eligible Employees of the Bank and that of its subsidiary companies , in terms of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended. The objective of the said ESOS is to enhance employee motivation, enable employees to participate, directly or indirectly, in the long-term growth and financial success of the Holding Company, to act as a retention mechanism by enabling employee participation in the business of the Bank as its active stakeholder and to usher an 'ownermanager' culture.

The net compensation expense arising from equity settled share based payment transaction is March 31, 2021 Rs. 82.79 lakhs (March 31, 2020 Rs. 93.22 lakhs)
The relevant terms of the grant are as below:

Vesting period	3 years
Exercise period	0.25-5 Years
Exercise price (Rs /-)	Rs. 469.9 - 757.1

The details of activity under the ESOS Scheme 2000 01 is as follows:

	March 31, 2021		**March 31, 2020**	
	No. of options *	Weighted average exercise price	No. of options *	Weighted average exercise price
Outstanding at the beginning of the year	72,000	698.90	3,27,000	623.29
Granted during the year	76,000	488.35	-	-
Forfeited during the year	8,500	725.48	1,53,800	667.07
Lapsed during the year	-	-	-	-
Exercised during the year	10	469.90	1,01,200	502.98
Outstanding at the end of the year	**1,39,490**	**582.58**	**72,000**	**698.90**
Exercisable at the end of the year	**65,990**	**608.12**	**26,800**	**657.43**

*includes the options granted to employees prior to their transfer to the Company from other group companies.

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36. Expenditure in foreign currency (on accrual basis)

	As at March 31, 2021	As at March 31, 2020
Expenditure:		
Software expenses	434.66	536.16
Advertisement and other expenses	203.60	192.94
Hosting charges	30.04	24.19
Other expenses	0.99	-
Total	**669.29**	**753.29**

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

37. Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposure as at the reporting date

Particulars	Amount
Unhedged foreign currency payable	As at 31st March 2021 Rs. 50.70 lakhs (USD 69,787 @ Closing rate of 1 USD = Rs 72.6558 on 31st March 2021) As at 31st March 2020 Rs. 50.32 lakhs (USD 66,754 @ Closing rate of 1 USD = Rs 75.3859 on 31st March 2020)

38. Previous year figures have been regrouped / reclassified, where necessary, to conform to current year's classification.

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

AMIT KABRA
Digitally signed by AMIT KABRA
DN: cn=AMIT KABRA, c=IN, o=Personal, email=amit.kabra@srb.in
Date: 2021.04.20 21:52:25 +05'30'

per Amit Kabra
Partner
Membership Number: 094533

Place of Signature: Gurugram
Date:

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

SIDDHARTH MEHTA
Digitally signed by SIDDHARTH MEHTA
Date: 2021.04.19 22:44:58 +05'30'

Siddharth Mehta
Managing Director

SAMEER BHUJANGA SHETTY
Digitally signed by SAMEER BHUJANGA SHETTY
Date: 2021.04.19 23:11:25 +05'30'

Sameer Shetty
Director

ANSHUL KHETERPAL
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Date: 2021.04.19 23:55:51 +05'30'

Anshul Kheterpal
Chief Financial Officer

SAMARTH GOVILA
Digitally signed by SAMARTH GOVILA
Date: 2021.04.19 22:48:07 +05'30'

Samarth Govila
Company Secretary