INFIBEAM AVENUES™

September 29, 2018

BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Company Code No.: 539807	**Company Symbol: INFIBEAM**

Dear Sir/ Madam,

Sub: Annual Report for the Financial Year 2017-18

In continuation to our letter dated September 6, 2018, the 8th Annual General Meeting ('AGM') of the members of the Company was held on Saturday, September 29, 2018.

We enclose herewith the Annual Report for the Financial Year 2017-18 of the Company duly approved and adopted by the members as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Annual Report is also available on the website of the Company i.e. www.ia.ooo.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

For Infibeam Avenues Limited
(Formerly known as Infibeam Incorporation Limited)

Infibeam Avenues Limited

Shyamal Trivedi
Vice President & Company Secretary

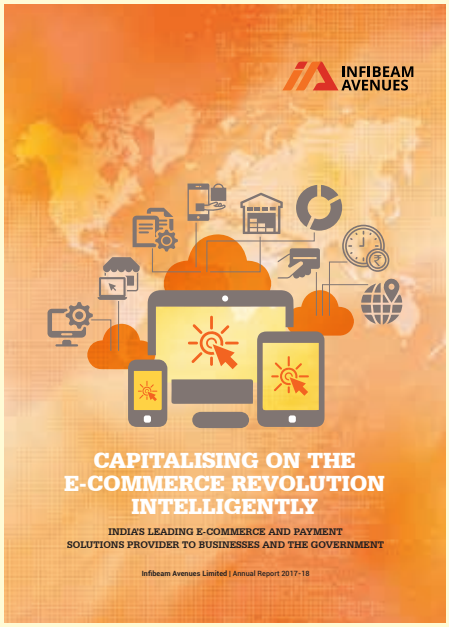
Encl: As above

INFIBEAM AVENUES LIMITED
(Formerly known as Infibeam Incorporation Limited)
Regd. Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355, **CIN: L64203GJ2010PLC061366**
Tel: +91 79 67772204 | **Fax:** +91 79 67772205 | **Email:** ir@ia.ooo | **Website:** www.ia.ooo

INFIBEAM AVENUES

CAPITALISING ON THE E-COMMERCE REVOLUTION INTELLIGENTLY

INDIA'S LEADING E-COMMERCE AND PAYMENT SOLUTIONS PROVIDER TO BUSINESSES AND THE GOVERNMENT



What does the cover signify?

Infibeam Avenues Limited has been at the forefront of driving the integrated web services ecosystem. The Company has intelligently capitalised on the E-Commerce revolution and has successfully emerged as India's leading e-commerce and payment solutions provider to businesses of all sizes including the Government of India. The Company is expanding its footprint outside India to other international geographies.

The graphics on the cover page depict the industry-specific icons of the services provided by the Company right from - online storefront to payment gateway, domain name to logistics support and other value-added services. A world map in the background depicts Company's global presence. Orange-coloured clouds formation is depicted at the centre of all the icons, reflecting Company's cloud-based integrated solutions.

For online version of this annual report, visit:

https://www.ia.ooo/financial-results/fy-2017-18

Or simply scan:

Investor information

Market capitalisation as on July 31, 2018:
₹ 12,000 Crores vs. **₹ 7,500 Crores** on July 31, 2017

BSE Code: **539807**

NSE Symbol: **INFIBEAM**

Bloomberg Code: **INFIBEAM:IN**

Dividend for 2017-18:
20% on face value of ₹ 1 each

AGM Date: **September 29, 2018 (10:30 a.m. IST)**

AGM Venue: **23rd Floor, GIFT TWO Building, Block No. 56, Road - 5C, Zone - 5, GIFT CITY, Gandhinagar - 382 355**

Corporate Governance Management Declaration

The Board of Directors and the Management has reviewed the Annual Report and our statutory auditor, has verified the information provided during their audits and have provided assurance on the financial statements. The Auditor's Report is enclosed in the Annual Report.

Ajit Mehta
Chairman

Vishal Mehta
Managing Director

Vishwas Patel
Director

Cautionary Statement:

This document contains statements about expected future events and financial and operating results of Infibeam Avenues Limited, which are forward-looking. By their nature, forward looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of this annual report.

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Section 1

Industry Review

Technology is rapidly revolutionising the world. It has disrupted the traditional ways of doing things and has opened up a plethora of opportunities.

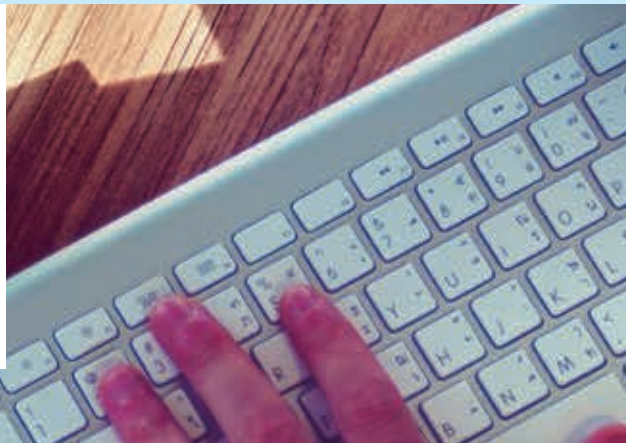
US$ **40 billion** 2017 › US$ **200 billion** 2026

Growth of India's E-Commerce industry

US$ **50-60 million** 2017 › US$ **400 million+** 2026

Number of online shoppers

From simply being an information platform, the Internet has transformed into an interactive platform and a transaction platform. The endless possibilities created by the Internet have led to numerous inventions ranging from emails, blogs, videos to remote drone operations, driverless cars, robotics, artificial intelligence, blockchain and machine learning. This has also led to the rise and transition of the consumption of goods and services from the more traditional offline mode to online channels (e-commerce) through use of smart devices that offer superior experiences.

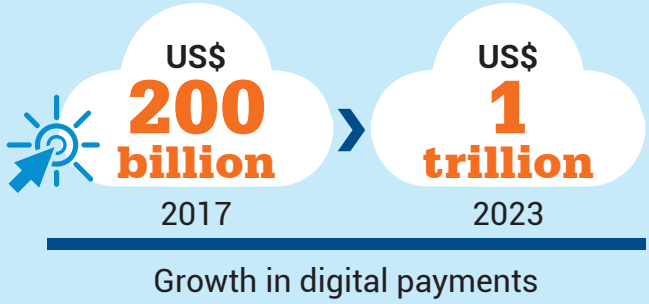


E-commerce has also become an integral part of modern lifestyle and is the fastest-growing medium for consumption of goods and services in most economies globally. Some of the contributing factors are significant development and wide spread use of Internet technologies, superior network speeds, feature-rich and affordable smart devices, complemented with cheaper Internet data plans, and increasing awareness of digital presence, online consumption and its benefits. In addition, E-Commerce logistics infrastructure and networks are continuously expanding their capabilities, footprint and speed, becoming more efficient, cost-effective and providing a continuously better experience.

India is no exception and is witnessing the change of growing adoption of e-commerce. As per Morgan Stanley report released in September 2017, the e-commerce industry is projected to reach US$200 in 2026, growing annually around 20%, from around US$ 40 billion in 2017. For the same period, the number of online shoppers is expected to cross 400 million from about 50-60 million currently.

The strong growth of e-commerce has led to various inventions in the way payments are being made for digital transactions. From a pre-dominantly cash economy, India is swiftly moving towards digital payments with a significant push from the government as well to create India as a less-cash economy. There has been a number of payment innovations and new age payment options emerging in India apart from the traditional options of credit card and net-banking. More options like ATM Debit Cards, Rupay Cards, Aadhaar enabled payment system (AEPS), mobile banking, e-wallets, EMIs and UPI makes India a unique country with highest number of payment options in the world. Digital Payments in India is expected to grow from under US$ 200 billion to US$ 1 trillion by 2023, as per a Credit Suisse report released in February 2018.

India has over 50 million registered SMEs. As per the KPMG Google report on 'Impact of Internet and digitisation of SMBs in India', just 32% of SMEs in India were digitally connected in 2017 and 17% used Internet for business purposes. On the other hand, 54% of small businesses in USA used e-mail for business in 2017 and 51% had their own website (Report by Blue Corona). In China, 89% of all enterprises were connected to Internet by 2015 (Report by iResearch).



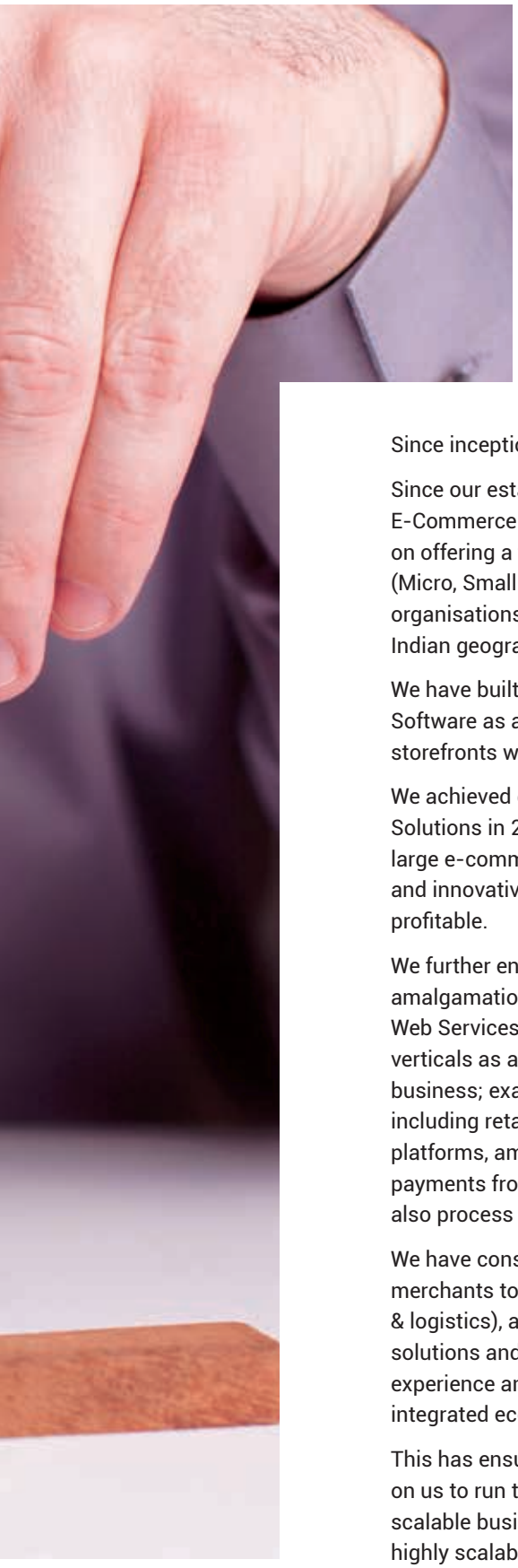
Furthermore, India will be the world's youngest country by 2020 with 64% of the population in the working age group. Also, the demographics of India is very favourable with median age of less than 30 years. As per a joint study conducted by Assocham and Deloitte, 60% of shoppers are below 35 years of age. This will be the biggest advantage to drive the usage of Internet for consumption including entertainment, online shopping, financial transactions, healthcare needs, education, and so on. Socially, growth in e-commerce also leads to increased employment in the economy.

The above developments present enormous growth opportunities for the Company to offer its E-Commerce and Payment Solutions across various industry verticals to empower MSMEs, large enterprises and even governments to jump start their online venture with all the support and tools required to sell online.

Section 2
Business Review

Innovative. Differentiated. Strategic. Scalable. Profitable.

These five words script our success story.



E-Commerce marketplace company → **B2B technology services company**

Since inception, we have consistently innovated and grown exponentially every year.

Since our establishment spanning over a decade, our journey has evolved from being a B2C E-Commerce marketplace player to a mature B2B Technology Services Company, focused on offering a full-suite of cloud-based E-Commerce and Payment Solutions to MSMEs (Micro, Small and Medium Enterprises), large enterprises and recently-included government organisations as well. The Company has also successfully scaled the business beyond the Indian geographies.

We have built a differentiated business model, that allows us to provide entire offerings on a Software as a Service (SaaS) framework to any merchant or brand who wants to set up online storefronts with rich retail functionalities.

We achieved great success with our focus on Web Services. We started offering E-Commerce Solutions in 2011 and significantly scaled this business in India to take the advantage of the large e-commerce potential in the country. In five years of our operations, due to right strategies and innovative solutions targeted at the right audience with the right price, in 2016, we turned profitable.

We further enhanced our E-Commerce Solutions by integrating Payment Solutions (through amalgamation of a leading Payment Solutions provider in India) to enhance the value of our Web Services offered to merchants. The Payment Solutions is also offered across industry verticals as a modular solution to facilitate online payments for merchants for their E-Commerce business; example the Payment Solutions offered to merchants in various industry verticals including retail, hotel, online travel agents, telecom companies, airline industry, ticketing platforms, among many others. The Payment Solutions allow these companies to accept online payments from customers in 240+ ways, among the highest in India. The Payment Solutions can also process payments in 27 currencies.

We have consistently added valuable pieces to build an end-to-end offering that allows merchants to set up an online store, manage the back-end (i.e. orders, inventory, warehouse & logistics), assist in marketing and accept payments. We also added customer engagement solutions and several digital value-added services along the way to enhance merchant experience and improve customer loyalty. And, in doing so, we have created a robust and integrated eco-system of cloud-based webservices.

This has ensured a smooth and hassle-free experience for our merchants and brands that rely on us to run their online businesses on our platform. Besides, we have also ventured into highly scalable businesses and have swiftly transitioned from a subscription-based platform to a highly scalable and profitable transaction-based framework.

About Infibeam Avenues Limited

Infibeam Avenues Limited (also referred as 'IA' or 'the Company' across the report) is India's leading E-Commerce and Payment Solutions provider to businesses of all sizes and the government. It is the only profitable and publicly-listed E-Commerce company in India. Its two main offerings are: E-Commerce Solutions via the brand BuildaBazaar, an end-to-end SaaS (software as a service) solution that allows merchants to set up an online store, manage the back-end (orders, inventory, logistics), marketing, integrate with marketplaces and accept payments; and Payment Solutions via the brand CCAvenue, which is one of India's most trusted online payment gateways, providing Payment Solutions to an estimated over 70% of India's e-merchants. The Company has over 400,000 merchants using its Web Services offering, including reputed brands such as Amul, Adani Wilmar, Nilkamal @Home, Saudi Telecom, Jumbo Electronics, Spykar, Panasonic, Blackberry, EsselWorld, Idea Cellular, Emaar, Government of India, Taj Hotels, Oberoi Hotels, ITC Hotels, Hilton, MakeMyTrip, ClearTrip, Shopclues, Myntra, McDonalds, Starbucks, Airtel, DishTV, Go Daddy, BookMyShow, Vistara, Indigo, Vivo, GAIL gas, among many others. Infibeam Avenues also owns and operates a multi-category product E-Commerce website Infibeam.com, which is strategic to its E-Commerce Solutions offering.

Infibeam Avenues was co-founded by MIT graduate and former Amazon U.S. executive Vishal Mehta and Chairman of Payments Council of India (PCI) Vishwas Patel. The Company has over 1,000 employees, is headquartered in GIFT City at Gandhinagar, India and has offices in Mumbai, Delhi, Bangalore and Dubai, UAE, where its international operations are based. For more information, please go to, www.ia.ooo and www.ccavenue.ooo.

Company's SaaS offerings are reported under two business segments:

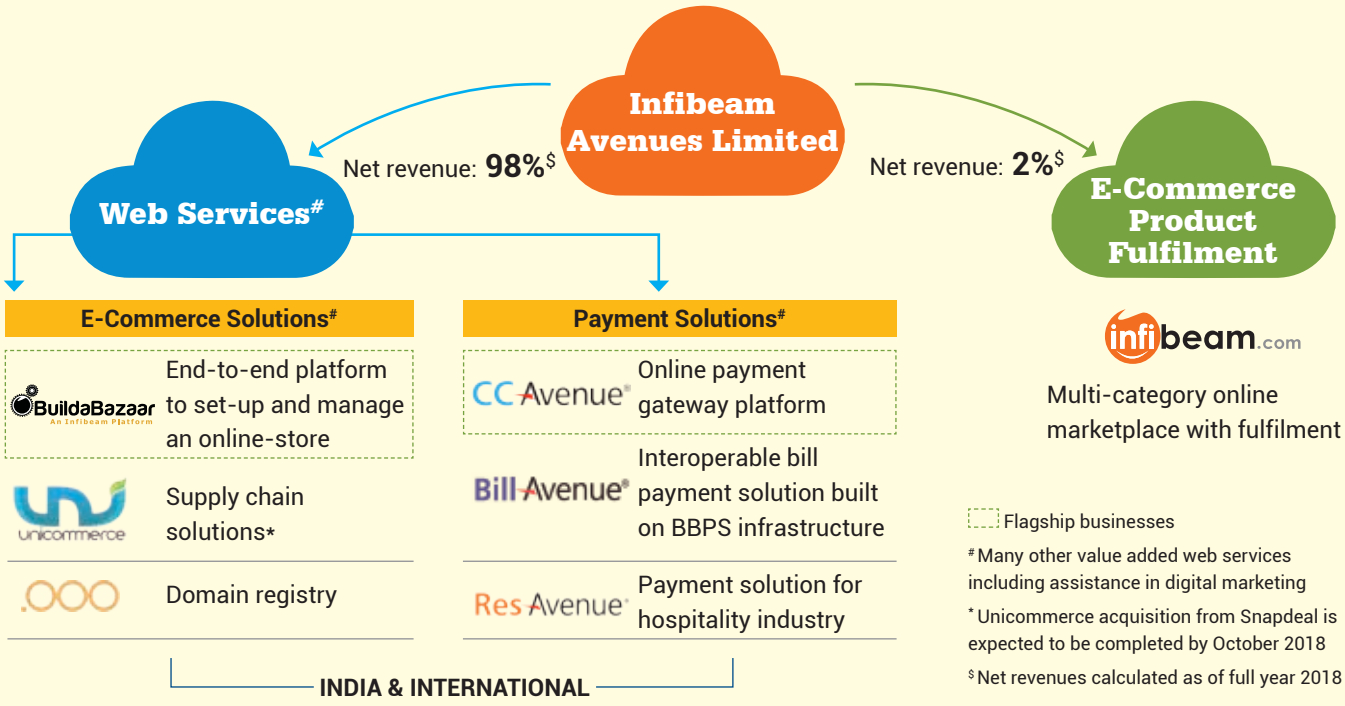
1. Web Services:

i. **E-Commerce Solutions:** A SaaS-based end-to-end platform, BuildaBazaar, that allows merchants to set up and manage an online store, including managing the back-end (i.e. orders, inventory, logistics), assist in marketing and accept payments.

94,109

Merchants on the platform

71,341 in FY17



ii. **Payment Solutions:** The Company offers multi-channel payment processing services through its brand CCAvenue to an estimated over 70% of India's e-Merchants. CCAvenue is a PCI DSS 3.2 compliant payment gateway platform and is India's largest direct debit engine, with 240+ payment options connecting to more than 55+ Indian banks on a real-time basis to process payments through Net Banking and also processes all types of Credit Cards, Debit Cards and Digital Wallets including UPI payments.

iii. **Other Web-based Solutions:** IA also offers verticalised Web Services for the Hospitality industry, Utility Sector, Event Management and Government E-Commerce, among others.

INR 21,550 Crores
Payments Processed

100+ million
Successful transactions

2. E-Commerce Product Fulfilment:

IA also owns and operates a multi-category and multi-channel (website, mobile app) online marketplace under infibeam.com. It allows listing products from merchants and conducting purchase and sale online. For more information, please visit www.ia.ooo. This is a strategic offering to the Company's E-Commerce Solutions offering.

INR 2,980 million
GMV

INR 2,815 million in FY17

8 million
Number of users

6
Number of warehouses

8
Logistics centers

SaaS: Software as a service (SaaS) is a software distribution model in which a third-party provider (in this case IA)hosts applications and makes them available to customers (IA merchant clients) over the Internet.

Journey from E-Commerce to E-Transactions

The transformational journey over one decade of our existence

2018

B2B E-Commerce Solutions expansion – warehouse management solution (Unicommerce) acquisition & International growth – **Transactions**

B2B Payment Solutions expansion – International expansion via acquisition of Middle east Payment Solutions company Vavian International – **Transactions**

The Company transitioned from offering a subscription-based pricing model to a pre-dominantly transaction-based revenue model that allows the Company to operate a highly scalable business as the market and its client grow.

Beginning FY 2018 the Company had a higher mix of transaction-based revenue streams owing to the acquisition of CCAvenue, the GeM contract, launching BillAvenue for Utility Payments and offering the flagship BuildaBazaar platform with a built-in transaction charge for the platform. Besides, our recent announcement to acquire Unicommerce also has a transaction-based revenue model.

Transitioning to transaction-based revenue model has helped Web Services business to grow at 71% in FY 2018 compared to a growth of 50% in FY 2017.

The Company has also developed multiple languages capability, multiple currency support, as well as many other capabilities to offer E-Commerce and Payment Solutions across the globe where we believe the per unit economies of scale is higher compared to that in India.

2017

B2B Payment Solutions, BillAvenue and B2B E-Commerce Solutions expansion – Government e-Marketplace (GeM) – **Transactions**

2015

B2B E-Commerce Solutions expansion - Other B2B Platforms and Solutions (.ooo, Shipdroid, Odigma, etc.) – **Subscription + Transactions**

2011

B2B E-Commerce Solutions - SaaS Store Platform (BuildaBazaar) – **Subscription + Transaction**

2007

E-Commerce Product Fulfilment (Infibeam.com) – **Product Commission**

The more the world transacts, the more revenue and profit we generate.

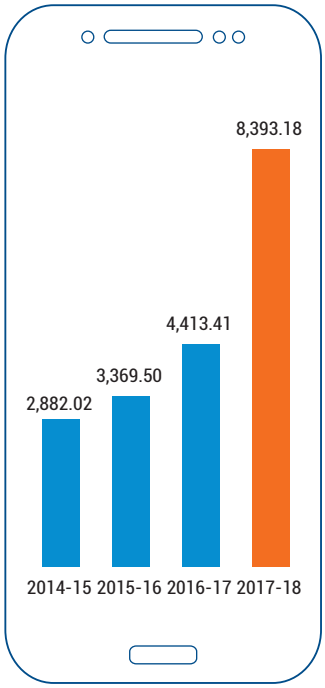
Company's Growth Strategy

Transaction vs. subscription-based revenue model to scale business further	Offer end-to-end E-Commerce and Payment Solutions and go deeper in the value chain	Build customized solutions to expand across industry verticals (e.g. ResAvenue)	Expand internationally, particularly in high-growth emerging markets	Focus on profitability to generate positive cash flows and reinvest in growth

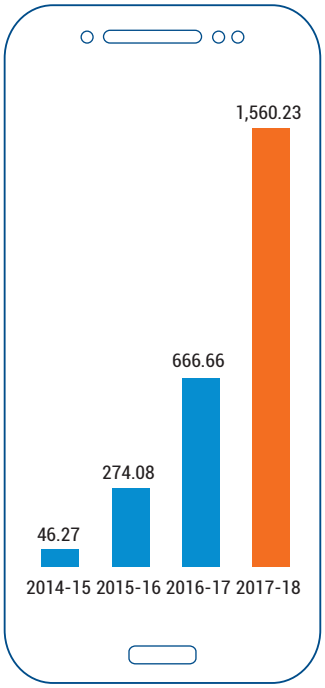
Section 3
Performance Review

Consolidated Financial Highlights

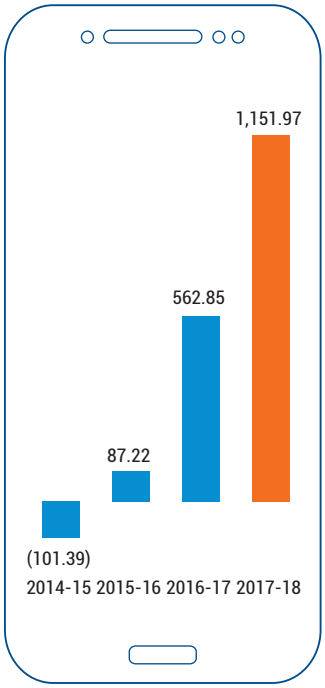
Revenue from Operations (₹ million)



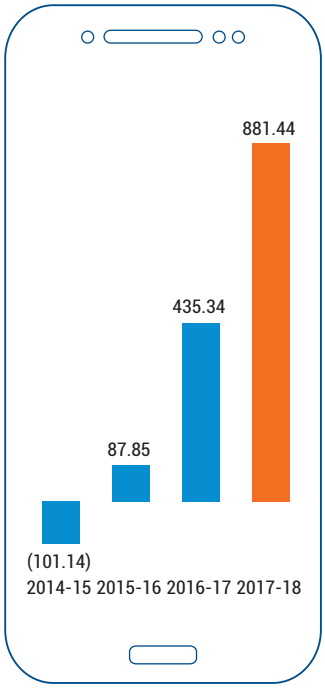
EBIDTA (₹ million)



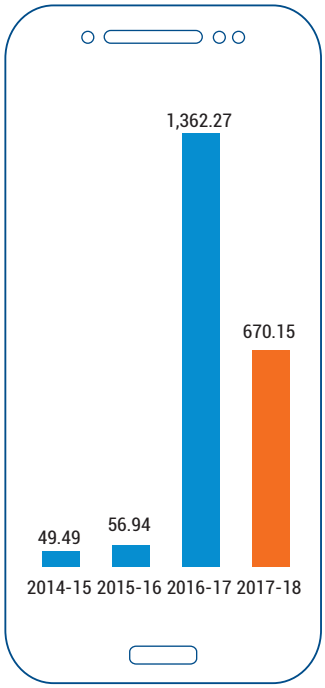
Profit Before Tax (₹ million)



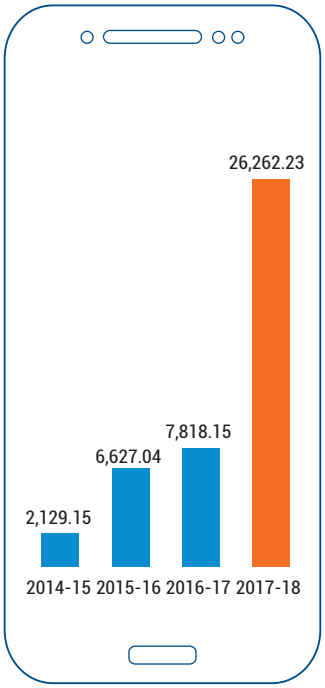
Profit After Tax (₹ million)



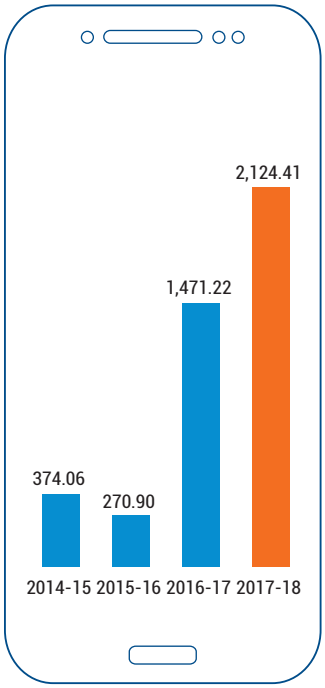
Debt (₹ million)



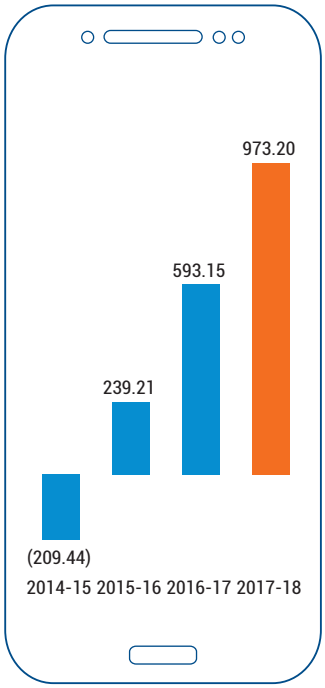
Net Worth (₹ million)



Capex (₹ million)



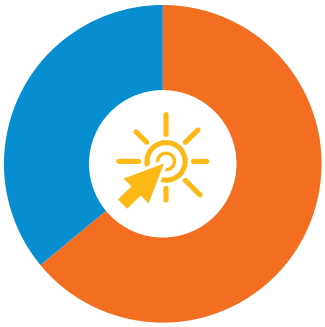
Cash Flow from Operations (₹ million)



Revenues by businesses (%)

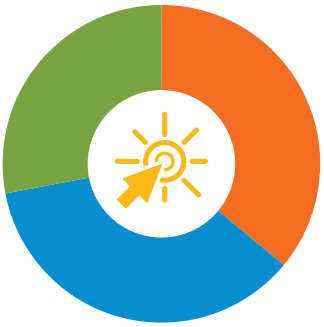
Revenue

2016-17



Products 64%
E-Commerce 36%
Web Services
Payment
Web Services 0%

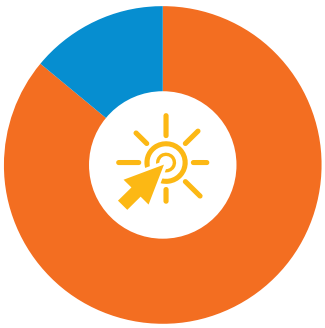
2017-18



Products 36%
E-Commerce 36%
Web Services
Payment
Web Services 28%

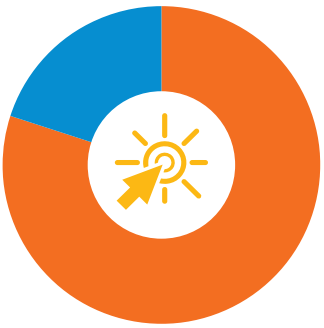
Revenue by Geography

2016-17



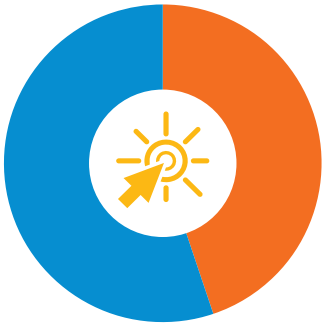
India 86%
International 14%

2017-18



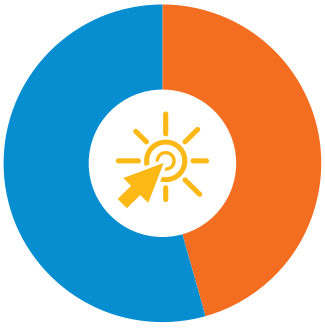
India 80%
International 20%

Shareholding as on 31 March, 2017



Promoter and Promoter Group 44.84%
Public 55.16%

Shareholding as on 31 March, 2018



Promoter and Promoter Group 45.63%
Public 54.37%

Operational Highlights

Q1 2017-18

- (n) code solutions, the IT division of Gujarat Narmada Valley Fertilizers and Chemicals Limited (GNFC) and Infibeam collaborated to provide Technology Enabled Distributed Marketplace Solution to SMEs in Gujarat using BuildaBazaar marketplace platform
- Invested in RemitGuru, a digital cross border money remittance platform allowing customers from more than 25 countries send money to India through in 8 currencies

Q2 2017-18

- Sub Division of Equity Shares of the Company from Face Value ('FV') of Rs. 10/- per share to FV Rs. 1/- per Share and Infibeam SAR Scheme
- Board approved Amalgamation with CCAvenue, one of India's leading Payment Solutions provider, complementing our E-Commerce Solutions offerings
- Infibeam and its consortium partners awarded a contract for 'Government e-Marketplace' ("GeM"), projected to be the largest E-Commerce marketplace in India by GMV

Q3 2017-18

- Shifted Company's registered office to Gujarat International Finance Tec-City (GIFT City), Gandhinagar, Gujarat for operational efficiency
- Infibeam awarded a contract from Adani Wilmar to develop an online E-Commerce platform "Fortune Online" with integrated logistics
- Launched BillAvenue, an inter-operable digital bill payment platform built on Bharat Bill Payment System (BBPS) infrastructure

Q4 2017-18

- Network18 Group, through its Subsidiary Company - TV18 Broadcast Limited, makes strategic investment in the Company
- Launched an advanced version of GeM, GeM 3.0, with enriched features
- Board approval received for fund raise
- Paid maiden interim dividend of 10% on Face Value
- Appointment of Mr. Vishwas Patel and Dr. Piyush Kumar Sinha as Directors on the Board of the Company

Q1 2018-19

- Entered into an agreement with Jasper Infotech, which owns Snapdeal, to acquire 100% stake in Unicommerce eSolutions, a leader in supply chain solutions
- Acquired 100% Shareholding of Vavian International Limited, one of the fastest growing digital payment processing company in Middle East region.
- Secured contract from National Skill Development Corporation ("NSDC") for providing Online Marketplace for Skilling Resources

Section 4
Strategic Review

1. WEB SERVICES

A. E-Commerce Solutions

BuildaBazaar
An Infibeam Platform

Overview

Launched in 2011, BuildaBazaar (BaB) is a B2B cloud-based E-Commerce platform for merchants across industries of all sizes comprising MSMEs, large enterprises, and even government enterprises. The BuildaBazaar platform, allows merchants to easily set up a modular and customisable online store along with Payment Solutions. Merchants can manage and promote their stores across multiple online sales channels, including web, mobile, social media and marketplaces, such as Amazon and Infibeam.com.

The BaB platform provides customisable online-storefront functions and solutions on a centralised platform that is scalable, enabling large implementation volumes (example: GoI's GeM portal supported by BaB technology) including online E-Commerce site creation, digital product catalogue, online payment services, promotion handling, order and inventory management, warehouse and omni-channel management and fulfilment services. Some of the other features of the platform include advanced hosting and technology infrastructure, search engine optimisations (SEOs), affiliate marketing, e-mail and other digital marketing tools for operational efficiency. The platform supports English and Arabic languages.

Opportunity

As per the National Sample Survey (NSS), there were 63.39 million non-agriculture MSMEs (Micro, Small and Medium Enterprises) in India in 2015-16. The number of MSMEs in India have increased at a CAGR of 6.4% in the last 9 years from 36.18 million in 2006-07, contributing nearly 30% to India's GDP. As per the KPMG Google report on 'Impact of Internet and digitisation of SMBs in India', just 32% of SMEs in India were digitally connected in 2017 but only17% used Internet for business purposes of which only 2% were actively selling or promoting their business online. It also states that low awareness of the benefit of digital technologies, lack of digital skills and knowledge, and limited Internet infrastructure as the key reasons for the low uptake. On the other hand, 54% of small businesses in USA used e-mail for business in 2017 and 51% had their own website, as per Blue Corona. In China, 89% of all enterprises were connected to Internet by 2015, as per iResearch. The report also studied that Digitally engaged SMEs had nearly twice the revenue growth trajectory as compared to the offline SMEs.

BaB platform is particularly relevant to MSMEs with limited access to high-quality and cost-effective E-Commerce Solutions and technology. The platform enables to develop customised E-Commerce Solutions for large enterprise customers and leverage such advanced technologies and products to offer similar services and associated VAS offerings, logistics and other infrastructure support to the large number of MSMEs and customers in international markets.

Business Model

- To offer end-to-end technology solutions to businesses of all sizes to set-up and manage an online store including web domain name, 100+ themes, product catalogue, data securitisation, promotions, order and inventory management, logistics & fulfilment
- To offer mix of subscription and transaction-based pricing model as suitable to businesses
- To offer scalability to merchants when they expand ensuring our success is tied to their success

Customers

BaB's customers include some of the prominent and established brands in India as well as in International geographies. The platform supports multiple languages and multiple currencies including Arabic.

94,109

Merchants on the platform

BuildaBazaar – Everything you need for Digital Commerce

Omni-Channel Distribution

- Direct to customer
- Market place integration

Commerce Platform

- Catalog
- Promotions
- Order management
- Supply chain
- Courier management
- Content management
- Merchandising
- Fulfilment
- Payment

Enterprise Integration

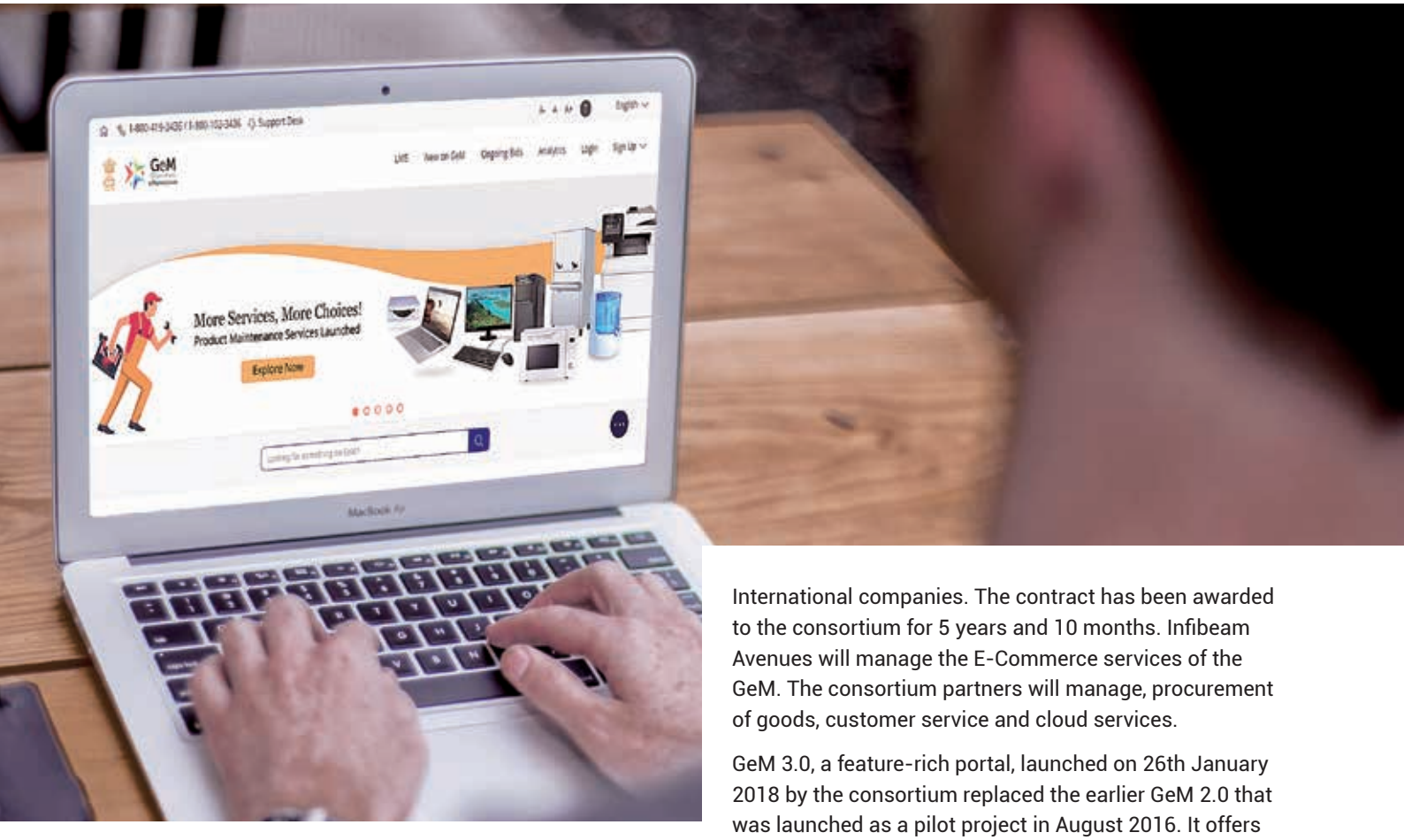
- ERP
- CRM
- Single sign on

Management and Administration

- Reporting
- Business Intelligence
- Reconciliation
- User admin
- Site Administration
- Security

Other E-Commerce Solutions

i. Government e-Marketplace (GeM)



The Government of India (GoI) in April 2017 approved the creation of the GeM Special Purpose Vehicle (SPV) and replaced Directorate General of Supplies and Disposal (DGS&D), nodal purchase organisation of the central government. The purchases through GeM by Central Government users have been authorised and made mandatory by Ministry of Finance by adding a new Rule No. 149 in the General Financial Rules, 2017. Smt. S. Radha Chauhan, 1988 batch IAS officer of Uttar Pradesh, is currently the CEO of GeM.

Overview

Envisaged as the National Public Procurement Portal of the government, www.gem.gov.in, also known as GeM, is built on BuildaBazaar technology and is part of the company's E-Commerce Solutions business. The Government based on technical (70% weightage) and financial (30% weightage) parameters selected IA along with its other two consortium partners were selected for design, development, implementation and operation & maintenance of the GeM portal, in July 2017, successfully competing against among many other consortiums comprising top Indian and International companies. The contract has been awarded to the consortium for 5 years and 10 months. Infibeam Avenues will manage the E-Commerce services of the GeM. The consortium partners will manage, procurement of goods, customer service and cloud services.

GeM 3.0, a feature-rich portal, launched on 26th January 2018 by the consortium replaced the earlier GeM 2.0 that was launched as a pilot project in August 2016. It offers a standardised and enriched catalogue management, powerful search engine, real time price comparison, template-based bid and Reverse Auction creation, demand aggregation, e-EMD, e-PBG, user rating, advanced MIS and analytics, among others. It has market-based bundling and bunching of products and services. It also has multi-cart functionality and offers more services with bid and reverse-auction facility.

GeM functions in some ways is like any other marketplace but, also has many additional features, such as mix of products as well as services, reverse auction, among many other things. It is a multi-channel platform accessible from web and mobile. It is completely paperless, cashless and system driven e-marketplace that enables procurement of common use goods and services by the Government of India with minimal human interface. GeM increases transparency and relieves public offices from tedious and time-consuming tendering process and thus cuts down on administrative and transaction costs. It helps in online registration of suppliers and government buyers using self-certification and authentication through Aadhar, PAN, MCA21 and Biometric Attendance System.

The government has claimed that the average prices on GeM are lower by at least 15%-20% and, in some cases, even up to 56%. GeM is also in charge of demand aggregation for items that are to be procured by various Central/State Government Departments, which is estimated to result in annual savings to the tune of ₹ 40,000 Crores) per annum.

Opportunity

The Central Government in its MoUs to state governments has mentioned that their annual procurement ranges between ₹ 5-7 lac Crores (~US$100 billion). Realising the benefits, State Governments are also signing up to procure from the GeM portal. State Government procurement budget, over and above the Central Government, is also estimated around US$ 100 billion. This will make GeM the third largest marketplace in the world after Amazon and Alibaba.

As the GMV on GeM increases IA's revenue will also increase, as it's a key partner for the government and has commission on every transaction processed.

The portal is currently live and cumulative procurements worth over ₹ 10,000 Crores has been processed on the GeM platform as of 1st August 2018. During a Vendors Meet in Ahmedabad, Mr. HR Sharma, additional CEO of GeM said that in the upcoming years, the GeM order value will reach ₹ 2 Lac Crores, approx. US$ 30 billion.

GeM currently has over 134,000 sellers & service providers selling variety of goods and services similar to any other marketplace. The sellers will increase over time and more variety of goods and services will be made available on the platform. IA can offer these sellers and service providers various Web Services like End-to-End platform to set-up and manage an online-store, Online Payment Gateway Platform, Supply Chain Solutions, digital marketing assistance, etc. Moreover, there are over 60 million MSMEs in the country. Each of them can participate and offer goods and services to the government. IA will take the opportunity to cross-sell

134,502
Sellers & Service Providers

INR 10,829 Crores
GMV

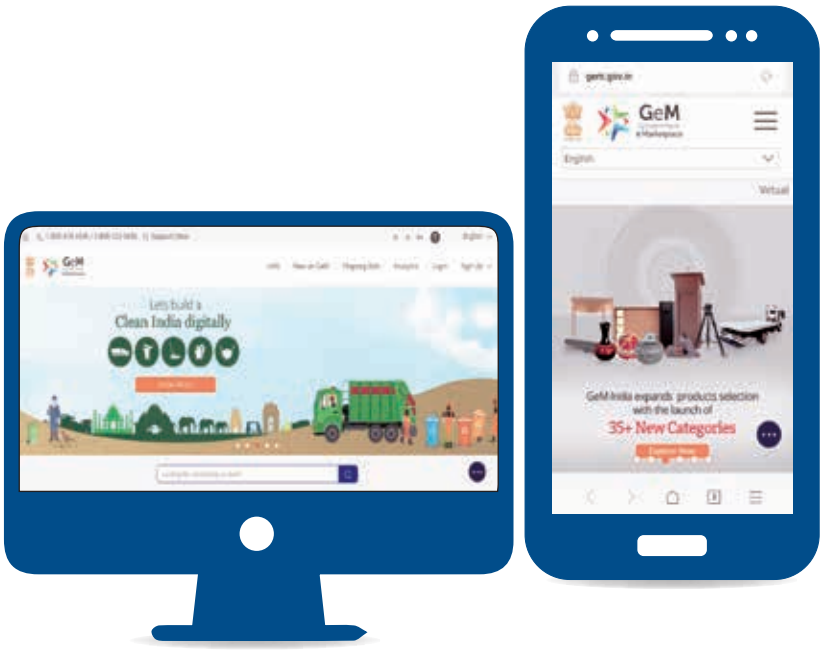
439,825
Products

26,556
Buyer Organisations

many of its E-Commerce Solutions to these sellers including, warehouse management and omni-channel management solutions, order and inventory management solution, BaB platform, as well as its Payment Solutions. This could significantly enhance revenue growth for IA.

Business Model

The Government will pay as per the commercial terms listed in RFP. As the GMV on GeM increases IA's revenue will increase as, the payout is linked to GMV.



ii. Unicommerce

Unicommerce Esolutions Pvt. Ltd. (Unicommerce) is a subsidiary of Jasper Infotech, parent of E-Commerce marketplace Snapdeal. The Company announced acquisition of Unicommerce in May 2018. The acquisition is expected to close in October 2018, subject to due deligence and statutory approvals. The acquisition would result in growth in Web Services' merchants and revenues. With the acquisition of Unicommerce, Infibeam will further expand and strengthen its E-Commerce Solutions offerings and capabilities. IA will pay up to ₹ 1,200 million through optionally convertible preference shares to acquire Unicommerce.

Overview

Unicommerce is a market leader in E-Commerce enablement software for warehouse management and omnichannel services with 15-20% of all E-Commerce transactions in India getting processed through its platform and $1.5 billion in annualized GMV. The Company was established in 2012 and has an employee strength of 110+, with its headquarters at Gurugram, NCR. The Company has 10,000+ registered customers across India, Middle East, South East Asia and South Asia. The platform has very sticky relationships, with most large brands and marketplaces having used the platform for 3+ years. The platform supports 100+ integrations across marketplaces, logistics providers, ERP systems and E-Commerce platforms.

Opportunity

The key growth levers for the business are:

a. **Organic growth** – The Indian E-Commerce market is expected to grow to US$ 200 billion by 2026 from the current market size of US$ 40 billion, which would mean a natural growth for the business

b. **Geography expansion** – Unicommerce plans to grow existing products in multiple international geographies,as they are increasingly becoming multi-channel, and can even manage international marketplaces

c. **Product expansion** – We plan to launch newer products including advanced analytics to help explore additional sources of revenue

100+ million
Transaction processed in FY18

10,000+
Sellers

100+
Integrations

d. Sector expansion – We plan to offer similar products across different industry verticals to lot of brands looking to manage their inventory across multiple marketplaces to take the advantage of the growing online consumption across industry verticals.

Business Model

The pricing is transaction-based but is charged as a monthly subscription, similar to telecom mobile connection. SMBs have a pre-paid model and keep recharging as the dispatch increase beyond the pre-paid limit. Enterprises are charged in a postpaid manner, and have a minimum guarantee. All international customers are by default signed up on the Enterprise plan.

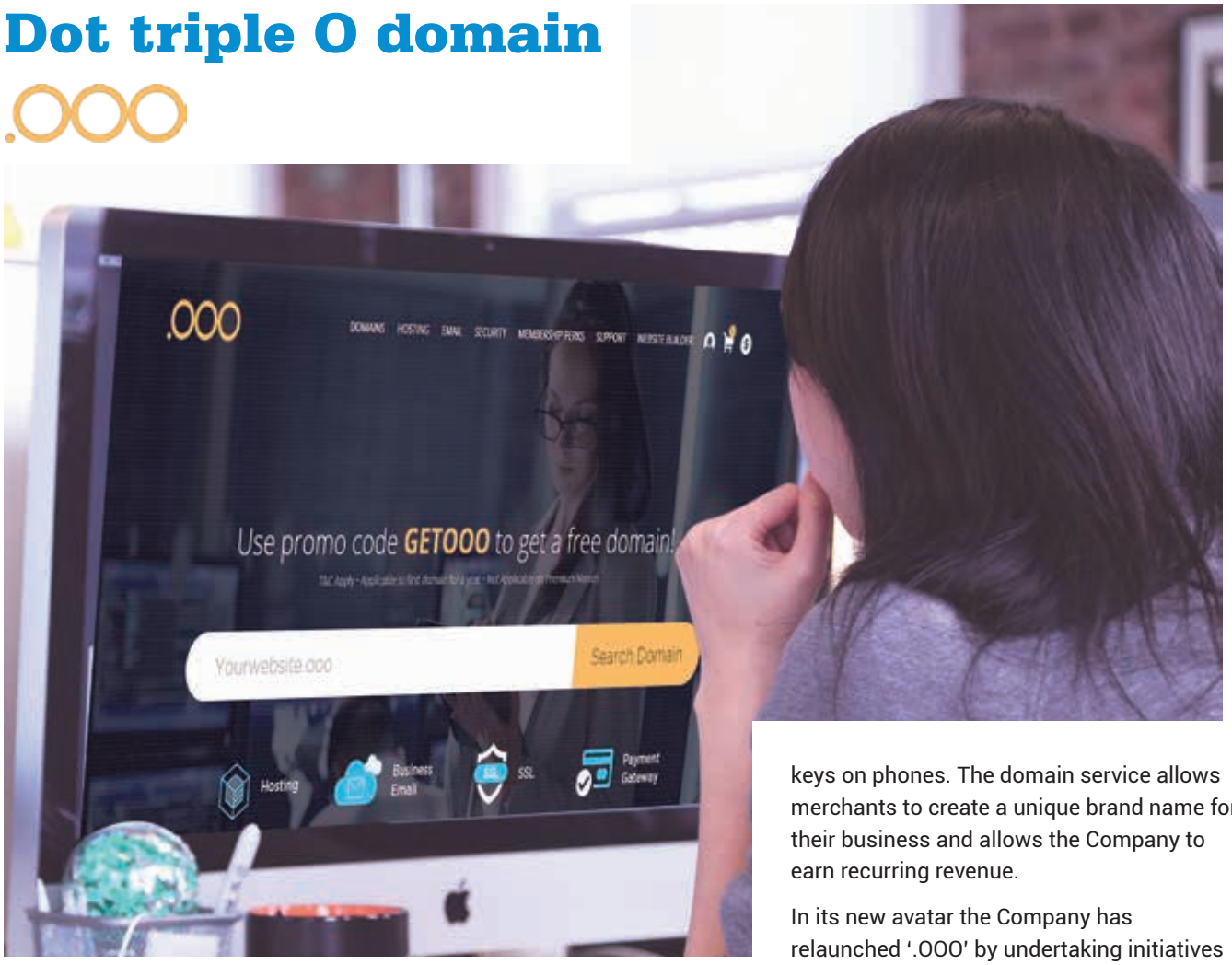
Depending on the scale, the average revenue per customer can vary. The payment terms are usually monthly or quarterly advance, except in the case of large customers, where payment is accepted on a monthly post-paid basis.

Customers

snapdeal, JABONG.COM, Myntra, LACOSTE, lenskart.com, Chumbak, CARATLANE, BLACKBERRYS, PROVOGUE, FOREVER NEW, mee mee, CLASSICPOLO, TOM TAILOR, HOUSE OF ANITA DONGRE, Clarks, DA MILANO ITALIA, Bata, METRO, CANTABIL International Clothing, MONTE CARLO, soch, RITU KUMAR, Jashn ...and many more

Dot triple O domain

.OOO



A domain name is a website name. It is the address where Internet users can access the owner's website. It is used for finding and identifying computers on the Internet. A domain name can be any combination of letters and numbers, and it can be used in combination of the various domain name extensions, such as .com, .net, .ooo and more.

Overview

IA is the first Indian Internet Registry to launch a generic top-level domain labelled, 'Dot triple O'. The Company has received necessary clearances and license from The Internet Corporation for Assigned Names and Numbers (ICANN). It has also entered into Registry Registrar Agreement (RRA) with leading global domain Registrars such as CentralNIC (London), Bigrock (India), Superregistry (Canada), Key-System (Germany), 101domains (USA), EuroDNS (Luxembourg), Goodluck Domains (USA), Ascio Technologies (Denmark), Comlaude (London),Mailclub (France), Net Technologies (China), IP Mirror (Singapore), Alantron Bilisim (Turkey) and Reseller Club (India), for making available the '.OOO ' domain to the customers globally.

The new Generic Top Level Domain (GTLD) '.ooo' is aimed at providing alternate domain registration solutions to those who were unable to locate their brand name or business names on popular domains. Also, '.ooo' is seen as a mobile-friendly domain as it reduces usage of multiple keys on phones. The domain service allows merchants to create a unique brand name for their business and allows the Company to earn recurring revenue.

In its new avatar the Company has relaunched '.OOO' by undertaking initiatives like:

1) Allowing free domain registrations to popularise the '.OOO' address and increase traffic while reserving certain premium domains for selling at a premium price

2) Selling it as a bundled online solution containing DotTriple'O' domain, enterprise email solutions, E-Commerce store builder, digital marketing and logistic support

3) Building strong affiliate network by using '.OOO' as the advertisement platform

The Company has partnered with Network18 Group for launching one of the largest online financial platform moneycontrol.ooo in Hindi. Moneycontrol Hindi on Infibeam platform will enable Network18 to expand its audience reach while offering seamless experience to search and consume financial information in regional format. In return, IA gets space on the moneycontrol.ooo for placing ads which will help Infibeam to reach a very large audience.

On, 31st July we launched our advertisement platform on the '.OOO' framework. It allows individuals and businesses to become affiliates in a matter of few minutes, for free, by simply sending an sms from the registered mobile number. On receiving the sms, the intelligent software of IA creates a website with .OOO domain and instantly confirms the affiliate of referral link (website) bearing affiliates' mobile number; 'www.yourmobilenumber.ooo'. The website for affiliates lists many partner products and also allows the affiliate to add banners and products & services of other merchants using the customisation feature. Thus, an affiliate can manage multiple promotions from a single platform. The website created is unique to the affiliate and by logging into the website IA offers the affiliate a host of free services. IA offers 10GB of storage space, free email, discount offers, a powerful wallet and a free '.OOO' domain available at www.buy.ooo.

240,000
Total .OOO Registrations

85,000
Affiliates Registered

Amongst top 15
New GTLD ranking globally

Opportunity

The cost for Infibeam to maintain the .OOO domain recently has reduced by 90% due to vertical integration and offers great opportunity to the Company to scale and monetise this asset. We offer the merchants a ready solution – all under one roof – to start a business online. The bundling allows IA to easily on-board a seller, enhance value proposition to the merchants, improve customer stickiness and at the same time get a higher wallet share from each merchant.

The premium domain names are expensive or not available on most popular domains in the world. '.OOO' is a new gTLD and has millions of domain names that can be purchased at relatively much lower price. '.OOO' is also easier to type and remember. In some countries '.OOO' also means Limited Liability Partnership (LLP) category of companies.

There are over 330 million domain names across the world. The highest number of domains reside in USA at over 110 million comprising one-third or 33% of all domains across the world. China is a distant second with close to 24 million domains of which .cn comprises around 11.6 million. India has close to 6 million domains, only 25% that of China, and 1.9 million '.in' domains. There exists tremendous opportunity to scale the number of domains in India with the growing number of digital opportunities in the country which will require a website and hence a domain.

Online Affiliate Marketing is projected to become US$ 835 million by 2025 (Source: Tata Strategic Management Group white paper on 'Affiliate Marketing in India The Next Frontier'). Affiliate Marketing in India is growing in double digit percentage. We launched our advertisement platform on '.OOO' to target a huge opportunity expected in Affiliate Marketing globally; '.OOO' can be used globally.

Our partnership with moneycontrol to launch their financial news platform in Hindi is a step towards targeting the large vernacular base. We will explore more opportunities in the vernacular space going forward.

Business Model

The '.OOO' has a subscription-based pricing model. '.OOO' advertisement platform is offered for Affiliate Network Marketing and revenue accrues based on per click or successful sales as per arrangement with the advertiser.

Customers

> **Moneycontrol** > **Amul**

B. Payment Solutions

i. CCAvenue

Overview

IA offers payment processing services through the flagship brand CCAvenue to an estimated over 70% of India's e-Merchants. CCAvenue is one of India's oldest and premier online payment gateways, established in the year 2001. It is among the top three online payment gateway service providers in India, in terms of revenue market share. CCAvenue has operations in India and in Middle East.

CCAvenue is compliant with PCI DSS 3.2, the world's latest safety standard. It runs India's largest direct debit engine with over 240 payment options including more than 55 Indian banks to process net banking transactions in real time, all types of credit cards, debit cards and digital wallets including UPI payments. CCAvenue has a state-of-art fraud & risk identification system and an Indian fraud incidence knowledge base going as far back as 18 years.

CCAvenue can process payments in 27 global currencies including all the major global currencies. CCAvenue has recently started operations in the highly lucrative Middle East region. To tap the growing Middle East digital payments and E-Commerce market, CCAvenue fully acquired a Dubai-based online payment processing company, Vavian International Ltd. (Vavian), in June 2018. Vavian, on a consolidated basis, processes approximately 1 million transactions annually amounting to AED 1 billion on current run-rate basis. With this acquisition CCAvenue will be the second largest payment gateway provider in Middle East. CCAvenue is also integrated with India's largest bill payments platform, Bharat Bill Payment System (BBPS) and is one of only nine non-bank companies to get a license from RBI.

Opportunity

Digital Payments in India is big opportunity for incumbents like CCAvenue that has a strong network of merchant relationship across India. Majority of the web-based merchants in India use CCAvenue's payment gateway. Digital payments in India is expected to reach US$ 1 trillion by 2023 as per Credit Suisse. Mobile payments are slated to rise from US$ 10 billion in 2017-18 to US$ 190 billion by 2023.

Digital payments in China has jumped to over US$ 5 trillion in the past four years on the back of rising mobile and data penetration and a strong E-Commerce market. According to the Future Market Insights (FMI) report,

the global online payment gateway market is expected to witness a CAGR of 10.3% from 2018 to 2028. The market is expected to reach a valuation of US$ 191.7 billion by the end of the forecast period rising from a valuation of US$ 65.5 billion in 2017.

The payments and fintech ecosystem in India has been growing rapidly, according to the EY Fintech Adoption Index 2017. The index, which denotes fintech users as a percentage of the digitally active population, ranks China first (69%) and India second (52%) in the list that comprises 20 countries. India's percentage is much higher than the world average at 33%.

The Indian payments industry is largely dominated by cash-based transactions. In November 2016, the Indian Government announced demonetisation of ₹ 500 and ₹ 1,000 denomination currency, to curb black money circulation within the country and to increase digital payment penetration. Demonetisation resulted in increased use and awareness of digital payments in the country. The Government of India also runs a 24/7 TV channel 'Digishala' to promote digital payments in India, to help people understand the use of unified payments interface (UPI), USSD, Aadhaar-enabled payments (AEPS) system, electronic wallets, debit and credit cards. They also launched a website (www.cashlessindia.gov.in) which will serve as a repository of knowledge regarding digital payments.

The changing customer behaviour, increasing Internet penetration rate, and government policies are fueling the industry which is indirectly supported by the growing demand for P2P payments, E-Commerce platforms, utility bill payments, and others. To boost digital payments in India, the Government of India recently announced that it would bear the merchant MDR for debit cards for transactions below INR 2,000 for a period of two years. This will allow the merchants to retain the full amount of the transaction without paying for availing an online facility to collect payments. We expect an exponential leap in Debit Cards usage which will incrementally add to our revenue.

Apart from the industry opportunity, CCAvenue can offer Payment Solutions to GeM sellers as the Company already offers its E-Commerce platform to GeM, offer PG services to BuildaBazaar Merchants and offer Payment Solutions to Unicommerce sellers.

Additionally, expansion in Middle East is expected to provide similar growth opportunity in digital Payment Solutions like in India since Middle East is still largely a cash market. More than 80% of brick-and-mortar retail payments and 65% of E-Commerce payments are still made using cash, despite smartphone adoption exceeding 100% in several countries, according Global Growth Markets research.

Business Model

There are two types of revenue models in the digital payments industry. Payment Gateway providers charge their merchants either 1) a fixed fee on each transaction or 2) variable fee on the transaction value. Hence in the first model the revenue potential increases if the volume or the number of transactions increase while in the variable fee model the revenue potential increases as the total value of payments increases even if there are lower volumes.

CCAvenue's payment gateway is offered to merchants largely at a variable fee. Variable fee ensures positive operating margins and profitability early. CCAvenue marks-up a few basis points above its costs on each category of financial instrument before offering it to the merchants. This has resulted in CCAvenue being profitable right from the first quarter of its operations since it was established in 2001. As opposed to this, fixed fee revenue model turns profitable only when large volumes are processed, which makes it more capital-intensive for the company when volumes are small and is less attractive.

Customers

TAJ Hotels Resorts and Palaces, Oberoi Hotels & Resorts, ITC HOTELS, make my trip, cleartrip, yatra.com, paytm, freecharge, Amway, SHOPCLUES.COM, snapdeal, MYNTRA, JABONG.COM, i'm lovin' it, STARBUCKS COFFEE, airtel, GoDaddy, bookmyshow, vistara, IndiGo

...and a 100,000 more

₹215.5 billion

75%↑YoY

Payments processed

102 million

Transactions processed

Other Payment Solutions

i. BillAvenue

The Committee headed by The Reserve Bank of India (RBI) in 2013 estimated that over 30,800 million bills are generated each year in the top 20 cities in India. It was felt that integrated bill payment system (single window) is required in the country that could offer interoperable and accessible bill payment services to customers through a network of agents, allow multiple payment modes, and provide instant confirmation of payment. This led to an idea of having a centralised bill payment system with a pan India presence and inter-operability feature.

Reserve Bank of India (RBI) thus conceptualised the Bharat Bill Payment System (BBPS) which offers integrated, accessible and interoperable bill payment services to consumers across geographies with certainty, reliability and safety of transactions.

It offers bill payment services to consumers through network of agents/retail shops/bank-branches and digital channels like Internet banking of banks, mobile app of banks etc. allowing multiple payment modes like Card, UPI, AePS, Wallet, Cash, from a single window and provides instant confirmation. It aims to facilitate a less cash society through migration of bill payments from cash to electronic channel.

Existing bill payment categories: mobile & landline payments, electricity, gas, DTH, credit cards and insurance.

Emerging categories: Education (school and college fees), club, housing societies, taxes and B2B invoicing

Overview

The Digital India campaign of the Union Government endeavours to place the nation firmly on the path to 'Finserv Convergence' and create a cashless economy. In support of this initiative and by virtue of a license granted by the RBI to operate as a Bharat Bill Payment Operating Unit (BBPOU), IA launched BillAvenue, an inter-operable digital bill payments platform, in November 2017. Built over the BBPS infrastructure, BillAvenue enables service providers to accept bill payments from customers nation-wide, while also offering easy accessible bill payment facility to customers, both online and offline. Under authorisation from the RBI, BillAvenue has been building a series of strategic partnerships with billers as well as with Agent Institutions across the country to offer an end-to-end bill payment solution. On one hand, BillAvenue collaborates with billers to fetch bills and digitises them for electronic presentment to the customers. On the other hand, BillAvenue onboards agent institutions that offer numerous customer touch points for bill payments at a local level. Currently, BillAvenue is fetching bill payments through its agent institution partners having a network of 100,000+ agents operating under them.

BillAvenue.com has been bestowed with the coveted Order-of-Merit Award at the SKOCH New Economy Award 2017. It was chosen as one of the top projects in the country amongst numerous others engaged in the development of new age payment technologies.

Who is a BBPOU: BBPOUs will on-board billers, aggregators and payment gateways; and set up agent network and customer touch points to handle bill payments through different delivery channels, including self-service, assisted, electronic and manual modes. In our case we have our own payment gateway (PG),

CCAvenue. We also offer our PG to other banks who have been given a license to operate as a BBPOU.

Opportunity

India is a cash-dominated market and even today two-thirds or more bill payments are done through cash. It is estimated that the size of bill payments market in India is projected to reach INR 9.4 Tn by 2020 (Source: Ken Research, India bills payment market outlook 2020). All bill payments including payment for financial services & education, in future, are planned to be linked to BBPS (Source: Bharat Bill Pay).

With the adoption of digital technology, Governments Digital Initiatives, the convenience offered by BBPS, and the ambit of bills that will be a part of BBPS will exponentially grow the Bill Payments market in India.

The government of India envisions to connect 10 million households with piped Natural Gas (PNG) by 2020 from approximately 3.6 million currently. The government also plans 100 electrification of villages and piped water connection in 90%. DTH connections have grown to nearly 70 million by June 2018. There are about 1.2 billion active mobile connections and over 300 million active broadband subscriptions. Power sector generates more than 180 million bills per month but only 10% of the total payment received is through digital channel. These provide ample opportunities for growth of bill volumes. And with the addition of more categories, this number is expected to grow even further.

As per NPCI, more than 31.5 million transactions were recorded on the BBPS in March 2018, up 75% from 18 million recorded in March 2017.

CCAvenue has been a leader in the Retail Payment Solutions but had negligible presence in Utility Bill Payment market. With BillAvenue the Company is building a strong headway in the Utility Space and it will only add to our market share.

Currently, BillAvenue has around half a million (0.5 million) agents registered of which over 300,000 agent accounts have been activated and are live in 1200 cities & towns across India processing bills through BBPS. Assuming 3 bills are paid by each active agent every day, to begin with in the initial 12 months, and multiplied by the fixed fee BillAvenue earns, tantamount to a significant revenue generation annually.

BillAvenue with a strong and growing network of agents across India has a great advantage to tap this opportunity.

Business Model

BBPS is a transactional model, and largely a fixed fee revenue model. Hence, as the volume of payments increases, the revenue of BPPOUs will increase.

BBPOUs will be paid a fixed fee for facilitating bill payment both on the biller side as well as from the customer side. Hence, if both the agent and biller are on-boarded by BillAvenue, it gets paid for both. In effect, if a bill gets paid by an agent that is on-boarded by BillAvenue, it will be paid a fixed fee as per commercial terms. Similarly, if a bill gets paid of a biller on-boarded by BillAvenue, it will be paid a fixed fee again.

Customers

Billers

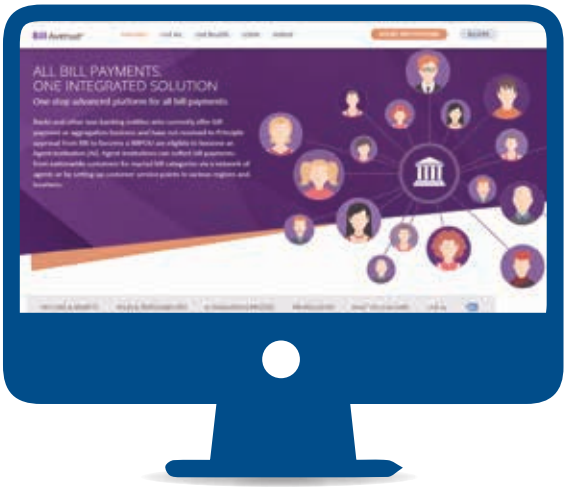
> DishTV > Municipal Corporation of Gurugram > Vadodara Gas Ltd > GAIL Gas > Palgarh Municipal Corp > Sabarmati Gas Ltd

Agent Institutions

> Hermes > UAEXchange > Suvidhaa > Vakrangee > Money On Mobile > Paul Money > Payzone > Muthoot Fincorp

Agents active

Agents registered



2. E-COMMERCE PRODUCT FULFILMENT

Infibeam.com

Overview

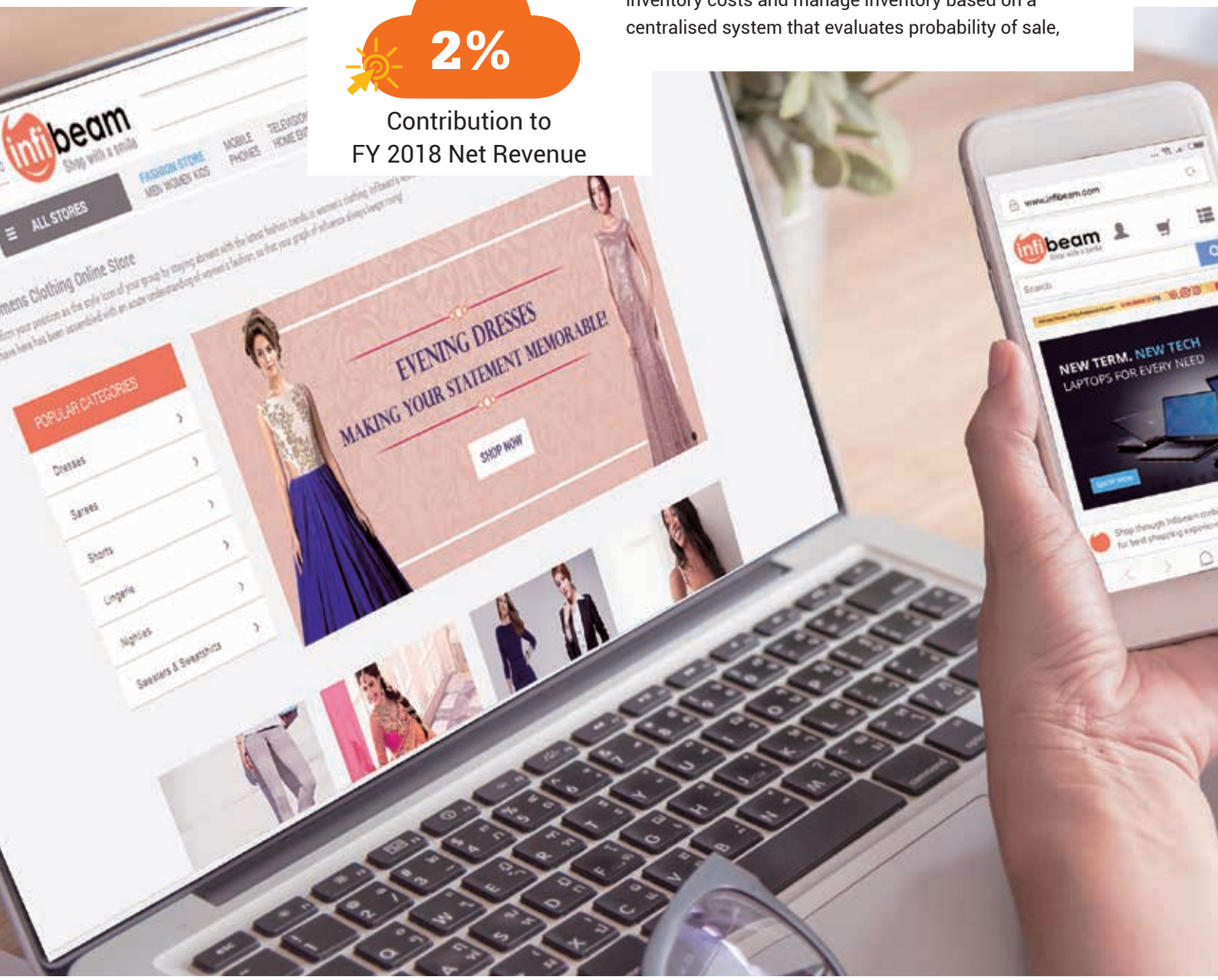
Launched in 2007, IA owns and operates a multi-category and multi-channel (website, mobile app) E-Commerce Marketplace under the name infibeam.com. It allows listing products from merchants for conducting purchase and sale online.

Infibeam.com offers numerous products across many category stores like mobile & tablet, books & magazines, computers & accessories, electronics, gifts, cameras, fashion & accessories, home & kitchen, baby care & toys, music, movie & posters, health & fitness, auto accessories. We also provide bulk procurement of certain products to educational institutions and companies, and provide a large e-book selection service.

The business is also a strategic offering to our E-Commerce Solutions as BaB merchants get to sell on their branded store as well as on infibeam.com. Moreover, Infibeam.com allows IA to cross-sell E-Commerce Solutions. We follow a combination of predictive and reactive sourcing model, which enables us to minimise inventory costs and manage inventory based on a centralised system that evaluates probability of sale,

2%

Contribution to FY 2018 Net Revenue



expected demand volume, lead time to our or the vendor's warehouse, supplier terms and obsolescence factor of each product category. We also liquidate excess inventory from time to time through our Magic Box and Hot Deals channels on Infibeam.com We also provide 24 hour customer care through our online help page and telephone support.

Opportunity

Indian E-Commerce market was US$ 40 billion in 2017, and is projected to be US$ 200 billion by 2026, growing at 20% CAGR.

The E-Commerce Marketplace serves as a strategic offering to E-Commerce Solutions business segment.

- Merchants get to sell on their branded store and on Infibeam.com, providing immediate demand
- Serves as a merchant and customer acquisition driver for other business segments

Business Model

IA aims to increase Product fulfilment revenue through corporate sales and with focus on the supply chain of the product tail on Infibeam.com and to merchants using Infibeam E-Commerce Solutions. Whenever a merchant or a brand sells many products, they typically have a set of SKUs that account for majority of their revenues. There applies a 80-20 rule in general. In other words, 20% of the unique products will make up 80% of the revenue, but the remainder 80% of the unique SKUs will also have a value for a brand. Traditionally the distribution channels do not carry these 80% of the unique products because the velocity of the sell-through is low. This is the real problem that the industry faces. The Company would like to provide services, fulfilment services, logistics services and more to be able to capture that pie.

The margins on those products which have lower velocity are higher. As a result Infibeam.com has been able to earn positive gross margins and hence lower cash burn due to more focus on tail products. With the introduction of GST and with the earlier VAT regime, some of the arbitrage is gone which creates an interesting opportunity for the Company to focus upon. In the past two to three years, The Company has made progress on the per-unit economics through this strategy and is close to achieving business profitability for this E-Commerce Marketplace business. This has resulted in operating losses coming down year after year.

INR
2,980 million
GMV

Key Brands on the platform

Section 5
Management's Report

Chairman's Letter to the Shareholders

Infibeam is the leader in India in offering E-Commerce and Payment Solutions to businesses and the government. Considering the huge growth opportunities, combined with your Company's capabilities and management's focus, I am confident that your company will be at the forefront in providing the requisite digital infrastructure for the next wave of growth in the digital India. We will be the best-suited strategic partner for businesses to participate in this growth with our comprehensive portfolio comprising E-Commerce and Payment Solutions.

Dear Shareholders

As we come to the end of another successful year gone by, it gives me immense pleasure to reconnect with you to present Infibeam's third Annual report for the year 2017-18, after the IPO. I am also happy to share with you that we have changed the name of our Company to Infibeam Avenues Limited from Infibeam Incorporation Limited to duly reflect the importance of the payments business, Avenues India Pvt. Ltd., that we acquired during this financial year. Our corporate website address has also changed to www.ia.ooo from www.infibeam.ooo.

The financial year 2017-18 was a transformational year for your Company with favourable developments in the external environment and some remarkable achievements within the Company. Externally, the introduction of the Goods and Services Tax (GST) in July 2017 was an important development for the Indian economy as it has consolidated and created a single national market. It will benefit both consumers as well as industries across verticals, and also the E-Commerce industry. Internally, your Company significantly strengthened its foundation by enhancing the value proposition to the merchant clients by offering them an end-to-end E-Commerce Solutions portfolio to transact in India and International markets, strengthened its footprint in International markets and reported robust financial performance.

International Institutions such as the World Bank, prominent economists and large investors are all bullish on India's growth prospects. This is due to the Indian Government's initiatives towards formalisation of the economy, improvement in ease of doing business in India, Make in India and Digital India initiatives. Additionally, the large, diverse and young population with a median age of 27 years, will lead the Indian consumption story and boost the overall growth. To ensure far and broad-based consumption across the country, E-Commerce can play a significant role. However, it is also necessary to build the technology infrastructure that will help businesses to enhance their online presence, reach masses and record higher growth. Your Company, thus decided to build technology infrastructure and pursued offering E-Commerce Solutions that allowed the business to reach a larger audience through the Internet, which has become the key growth driver and business segment of the Company.

Your Company built a web-based platform in 2011, branded as BuildaBazaar (BaB). The platform allows merchants to conveniently build and manage online stores supported with strong back-office tools like order & inventory management,

digital Payment Solutions, logistics solutions and many value-added web-based services like digital marketing, SEO, customer service tools, reports and analytics, among others. Since our establishment, your Company has become India's leading B2B E-Commerce Solutions provider offering end-to-end E-Commerce and payment software solutions to small, medium and large merchants, as well as the Government. I feel proud to mention that Your Company offers its scalable technology platform for transparent and efficient government procurement online through GeM which is estimated to save the country billions of dollars per year. Your Company has also expanded its E-Commerce and Payment Solutions businesses to the International markets. With the acquisition of one of India's leading payments companies, Avenues India Pvt Ltd, and our ongoing acquisition of Unicommerce, India's leading E-Commerce supply chain management solutions providers, and therefore your Company will now be able to offer end-to-end E-Commerce Solutions in India and Internationally.

Let me now touch upon the financials. During FY 2017-18, we continued to pursue our robust strategy of becoming a leading E-Commerce Solutions provider, which helped us deliver greater value to all our stakeholders.

Your Company's revenue grew 90% YoY to ₹ 8,393 million in FY2018. Consolidated EBITDA margins improved to 22% in FY2018 from 19% in FY2017. Profit after tax grew by 102% YoY to a record ₹ 881 million in FY2018. We take pride in being one of the very few profitable E-Commerce companies globally. Total merchants on our BuildaBazaar platform increased to over 94,000 while total IWS registered users were over 400,000 in FY2018. Your Company's payments business, CCAvenue, processed payments worth ₹ 215,500 million (approximately US$3.2 billion) in FY2018 growing by over 75% YoY.

The Indian E-Commerce industry has been on a growing trajectory and is expected to surpass the US to become the second largest E-Commerce market in the world by 2034. The industry is expected to grow from US$ 38.5 billion as of 2017 to US$ 200 billion by 2026. India's Internet economy is expected to double from US$125 billion as of April 2017 to US$ 250 billion by 2020, largely backed by E-Commerce growth.

India is at the cusp of a digital evolution and E-Commerce will be the biggest beneficiary. Moreover, The Indian Government is strongly committed to digitalise the economy with its Digital India initiatives including digital payments. There is also an increasing trend of smartphone usage as well as online transactions. Interestingly, India's online retail as a percentage of total retail is barely 2.9%, lagging far behind some of the major E-Commerce economies like USA and China, both contributing in double digits. This provides ample room for growth in India. Recently, there has been heightened M&A and funding activity in the India's E-Commerce sector (both on the consumer side and on the technology front) and the digital payments sector, to participate in India's growth story. The industry witnessed 21 private equity and venture capital deals worth US$ 2.1 billion in 2017 and six deals worth US$ 226 million in January-April 2018.

Infibeam is the leader in India in offering E-Commerce and Payment Solutions to businesses and the government. Considering the huge growth opportunities, combined with your Company's capabilities and management's focus, I am confident that your company will be at the forefront in providing the requisite digital infrastructure for the next wave of growth in the digital India. We will be the best-suited strategic partner for businesses to participate in this growth with our comprehensive E-Commerce Solutions' portfolio. I am also confident that your company will be able to gain further market share in India and will also be able to replicate its successful model in the international markets.

Your company always believed in staying ahead of the curve with regard to adopting best practices in transparency and corporate governance. In terms of governance, the Board of Directors continued to extensively engage with the senior management leaders during various Board/Committee meetings. Such engagements allow the Board to provide guidance to the leadership team to ensure long-term sustenance of the business strategy. The Board continues to have confidence in the long-term success of your Company, backed by a compliance-oriented and prudent approach to risk management. We are also pleased to be associated with one of the global top four Audit firms to ensure compliant and transparent auditing and prudent reporting of your Company's performance.

Looking forward, I would say that your Company is truly at the centre of the digital growth and we aspire for a very bright future of the Company. I am thankful to the contribution of each of our employees towards putting in their dedicated efforts in achieving common goals.

On behalf of the Board of Directors of Infibeam Avenues Limited, I want to thank all our shareholders and stakeholders for your continued trust, confidence, and support.

Warm regards,

Ajit Mehta
Chairman
Infibeam Avenues Limited

Managing Director's Letter to the Shareholders

Infibeam Avenues' success is driven by its strong, scalable and high-margin business model. In India, which is our primary market, we will keep focusing on adding more merchant clients to our Web Services portfolio, offer end-to-end E-Commerce and Payment Solutions, keep building and offering these solutions across customer segments and industry verticals as the economy's E-Commerce matures. With the growing number of transactions, and with more merchants being added, who starts using more than one of our E-Commerce and Payment Solutions, our growth rates will be higher.

Dear Shareholders

The financial year 2017-18 has further strengthened our foundation for the future. We have built a robust portfolio of end-to-end E-Commerce Solutions by adding two key verticals to our portfolio through acquisitions, 1) online payment gateway, CCAvenue, which comprises of our Payment Solutions business and 2) warehouse and omni-management solutions, Unicommerce, which will be part of E-Commerce Solutions. This combination will make us clearly the strongest B2B E-Commerce and Payment Solutions player in India and will help in our endeavour to expand in the international markets as well.

During the year, we won a large and prestigious contract from the Government of India. We offered our E-Commerce platform, BuildaBazaar (BaB), and customized it for their multi-billion-dollar procurements online. Infibeam Avenues' Payment Solutions business launched an inter-operable solution for utility bill payments, under the brand BillAvenue, targeting a multi-billion-dollar industry. The number of merchants using one or more of the Company's Web Services, as of 31 July 2018, crossed the half million mark. Our customer base broadened from micro, small, medium and large enterprises to government institutions, spanning across various industries and verticals. These developments will make us stronger and more profitable in the years to come.

Infibeam Avenues' success is driven by its strong, scalable and high-margin business model. Our focus on building the right solutions with the right technology has enhanced the value proposition for our merchants, without compromising on profitability, which is rare in the E-Commerce industry. We transitioned to a more scalable and profitable transaction-based pricing model and blended it smoothly with some of our subscription-based solutions to generate higher revenues and growth. The addition of new businesses and the recent large contract wins are all transaction-based revenue models. This will allow your Company to grow alongside the growth of our merchants.

With the growing number of transactions, and with more merchants being added, who starts using more than one of our E-Commerce and Payment Solutions, our growth rates will be higher. We are experiencing this traction building with merchant clients using more than one of our Web Services. This can also be attributed to the end-to-end offering that is now being offered.

Our prime focus also includes keeping control over our costs by leveraging the power of digital channels and working through aggregators such as [names] to get more clients for increasing our sales.

Let me highlight some of the strategic priorities which will assist in further strengthening our Web Services business:

- Drive higher revenues from the transaction-based revenue model
- Focus on bringing the established brands from offline to online (like Amul, Adani's Fortune, Crosswords, Saudi Telecom, Jumbo Electronics, etc.)
- Offer superior experience to the users by providing a complete E-Commerce solution for their business ensuring higher wallet share from the merchants and ensuring merchant stickiness
- Build leading industry/vertical-specific web solutions to have a diversified portfolio of web services, and offer these solutions in the international markets as well
- Expand our portfolio offerings into international markets for diversified growth

These strategies have helped your Company in the past and will build a sustainable base to allow us to further record strong growth and profitability over the years.

In India, which is our primary market, we will keep focusing on adding more merchant clients to our Web Services portfolio, offer end-to-end E-Commerce software solutions, keep building and offering solutions across customer segments and industry verticals as the economy's E-Commerce matures. Our recent contract with Government of India to offer them a marketplace built on Infibeam's BaB platform, offers significant opportunity for us to scale revenues, as we have a transaction-based revenue model linked to the Gross Merchandise Value (GMV). We believe, GeM has the potential to become the largest marketplace in India worth US$100 billion or more and the third largest in the world after Amazon and Alibaba. Your Company built a strong headway in the bill payments industry where it had a negligible presence earlier. We launched a bill payment solution, BillAvenue, built on the Bharat Bill Payment System (BBPS) framework and registered nearly 500,000 agents across 1200 cities and towns in India in less than 60 days from the launch of the service.

The current Indian E-Commerce industry is still under-penetrated and fragmented in comparison to the number of online shoppers against the Internet users. As well as, E-Commerce as a percentage of total retail in India is at less than 5% (statistics portal) compared to regions like USA and China where it is over 10% (statistics portal). Hence, India offers a great opportunity and we aspire to capitalize on the same by taking advantage of our broad-based offering and leveraging on the existing client portfolio we serve along with a decade of rich experience in serving the price sensitive Indian market.

The International markets are also quite lucrative. The probability to generate better returns is higher in international markets as the revenue per merchant is higher compared to India. Moreover, these markets have a higher adoption of technology. Currently, Middle East contributes most of our international revenues where we offer both E-Commerce Solutions and Payment Solutions. We will soon offer warehouse management systems and order and inventory management to offer an end-to-end solution once we complete the acquisition of Unicommerce. Similar to India, there is a vast scope for growth in the Middle East. Besides, some of our Web Services are also offered in other international markets like Europe, UK and USA. We will continue to explore international markets for profitable opportunities going ahead.

India is an under-penetrated market in E-Commerce and still offers ample opportunity in marketplace, with the right strategy. In the Product E-Commerce segment, the Company's strategy is to focus on the product tail (low velocity products). The management will strive to make this business profitable in the near future, and it continues to be a strategic offering to our other businesses.

In the end, I would like to mention that the organic and inorganic growth carried out by us wouldn't have been possible without an active support of each and every member of the Board, my colleagues in the Company, shareholders and all other stakeholders. We are grateful for the trust you all have placed in us. We have begun well in this journey of wealth creation for all our stakeholders. We will grow stronger and will aspire to reach global leadership in every aspect of the business we operate.

We would be happy to receive your suggestions before the AGM. It will help us answer your queries and meet your expectations when we interact during the AGM.

Best Wishes,

Vishal Mehta
Managing Director
Infibeam Avenues Limited

Awards & Achievements

2018: A Golden Hat-trick: Infibeam Avenues wins 'Best eCommerce Payment Innovation' Accolade yet again at the eRetail Awards for CCAvenue

2018: Infibeam Avenues Conferred with Consumer Durable & E-Retail of the Year Award at E-Retail Award 2018 by Franchise India

2017: CCAvenue bags award for 'Best Innovation in Payments & Transfers' at the prestigious MoneyTech Awards organized by Entrepreneur India

2016: Indian ICT Awards by Frost and & Sullivan for E-Commerce Platform Provider of the year (BuildaBazaar)

2016: CCAvenue bags the 'Silver Award' at the prestigious Skoch Payments Award

2014: ET Retail Awards for game changing idea of the year

Management Discussion and Analysis

Overview

The Indian E-Commerce industry has been on an upward growth trajectory and is expected to surpass the US to become the second largest E-Commerce market in the world by 2034, as per India Brand Equity Foundation (IBEF). The pace at which the E-Commerce industry is growing has been dynamic.

India's Internet economy is expected to double from US$125 billion as of April 2017 to US$ 250 billion by 2020, majorly backed by E-Commerce. A young demographic profile, rising Internet penetration and relative better economic performance are the key drivers of this sector.

E-Commerce industry in India witnessed 21 private equity and venture capital deals worth US$ 2.1 billion in 2017 and 40 deals worth US$ 1,129 million in the first half of 2018. E-Commerce start-ups in India received US$ 786.87 million of funding in the first half of 2018.

Online retail sales in India are expected to grow by 31 per cent to US$ 32.70 billion in 2018 and online retail is expected to contribute 2.9 per cent of retail market in 2018; still lagging behind the USA's 10% and China's 16%.

Much growth of this industry in mobile first market like India, has been triggered

by increasing Internet and smartphone penetration. With a huge data offtake, telecom operators are transforming from pure play mobile to being a digital services provider - integrating connectivity and content across various screens. The role of a smartphone is emerging as more than just a connection. It is leading to a convergence of connectivity, entertainment, education, and banking.

India is tipped to reach 500 million Internet users by June 2018, according to a report from IAMAI. Though Internet penetration in rural areas is at just 20 percent compared with 65 percent in urban India yet the rush online has led to predict big gains for online retail, with Morgan Stanley forecasting that 30 percent annual growth in GMV will take India's E-Commerce market to $200 billion by 2026.Internet penetration in India grew from just 4 per cent in 2007 to 34.42 per cent in 2017, registering a CAGR of 24 per cent between 2007 and 2017. The number of Internet users in India is expected to increase from 493.96 million as of March 2018 to 829 million by 2021.

The E-Commerce retail logistics market in India is estimated at US$ 1.35 billion in 2018 and is expected to grow at a 36 per cent CAGR over the next five years.

With the introduction of various policies and regulatory framework of the Indian Government such as 100 per cent Foreign direct investment (FDI) in B2B E-Commerce and 100 per cent FDI under automatic route under the market place model of B2C E-Commerce are expected to further augment growth in the sectors.

Economic Overview

Global

In FY 2017-18, the global economy experienced a cyclical recovery, reflecting a rebound in investment, manufacturing activity and trade and the economic activity continues to firm up. Global output is estimated to have grown by 3.7 percent in 2017. The pickup in growth has been broad based, with notable upside growth in Europe and Asia. Global growth forecasts for 2018 and 2019 have been revised upward to 3.9 percent. The revision reflects increased global growth momentum and the expected impact of the recently approved U.S. tax policy changes.

In advanced economies growth in 2017 rebounded to more than 2%, driven by a pickup in capital spending, a turnaround in inventories, and strengthening external demand. World industrial production has accelerated, in tandem with a recovery in global trade that has been predominantly driven by stronger demand in East Asia. Confidence and economic sentiment indicators have also generally strengthened, especially in developed economies. Investment conditions have improved, amid stable financial markets, strong credit growth, and a more solid macroeconomic outlook.

Following an estimated growth of 2.2 per cent in 2017, the US is forecasted to expand at a steady pace of 2.1 per cent in both 2018 and 2019. This marks a significant improvement compared to the 1.5 per cent growth recorded in 2016. The acceleration largely stems from shifting dynamics in business investment and, to a lesser extent, net trade.

Economic activity in Europe remains robust, with real GDP growth forecast to reach 2.1 per cent in 2018. Household consumption will remain a major contributor to growth, underpinned by rising disposable incomes, falling unemployment, further upward pressure on wages and the continued low level of interest rates

Economic growth in Japan accelerated to unexpectedly high levels in 2017, with GDP growth reaching an estimated 1.7 per cent. The robust economic growth is prompted by the continuously accommodative macroeconomic policy stance, and is led by a rapid expansion of domestic demand. Steady external demand growth from Asia and North America also contributed to the growth. The present momentum is expected to taper off over 2018 and 2019, as the impact from fiscal stimulus measures ease. GDP is forecast to grow by 1.2 per cent in 2018 and 1.0 per cent in 2019.

In China, growth is expected to remain solid, underpinned by favourable domestic demand and accommodative fiscal measures. Amid ongoing economic rebalancing efforts, growth will moderate at a gradual pace from 6.8 per cent in 2017 to 6.5 per cent in 2018 and 6.3 per cent in 2019.

Growth in emerging markets rose to approx. 4.3% in 2017, reflecting firming activity in commodity exporters and continued growth in commodity importers. Most emerging markets benefited from improvements in exports. East and South Asia accounted for nearly half of the global growth as both regions continued to develop at a rapid pace.

2018 will continue to be a year of broad based economic growth both in developed and developing economies. With easing financial conditions and fiscal support, strong expansion is expected in the world economy.

Estimate Projections

GDP growth (%)	2016	2017	2018	2019
World Output	3.2	3.7	3.9	3.9
Advanced Economies	1.7	2.3	2.3	2.2
US	1.5	2.3	2.7	2.5
Euro Area	1.8	2.4	2.2	2
Emerging Markets & Developing Economies	4.4	4.7	4.9	5
India	7.1	6.7	7.4	7.8
China	6.7	6.8	6.6	6.4

Source: https://www.imf.org/en/Publications/WEO/Issues/2018/01/11/world-economic-outlook-update-january-2018

Indian Economy

IMF expects India to grow at 7.4% during 2018 which could increase further to 7.8% during 2019 in contrast to 6.7% during 2017. FY 2018 had been a game changing year for the Indian economy with major structural reforms like GST and demonetization being introduced. These two reforms are expected to provide immense benefits to long-term growth trajectory of the country.

India's growth story showcases improving growth dynamics and domestic consumption with supportive tailwinds from global growth and exports. India is expected to be the top three economic powers of the world in next 10-15 years. Going ahead strong private consumption project high growth rate in India.

The governments pro-reform agenda such as passing of Insolvency & Bankruptcy Code, simplifying tax computations have helped to improve its global rankings. Satisfactory monsoons have led to an improvement in agricultural and rural income which will help to drive consumption. The Union Budget for 2018-19 focuses on uplifting the rural economy and strengthening the agricultural sector, healthcare and quality of education.

India regained its tag of the fastest growing major economy in the third quarter. The strong growth registered in the third quarter was primarily on account of the good performance of the manufacturing and construction sectors. Industrial growth also recovered with the Index of Industrial production (IIP) registering an impressive growth rate of 7.5% in January 2018 as compared to 2.4% in January 2017. The faster pace of growth for January 2018 can be accorded to the growth of the manufacturing and electricity sectors

Stabilisation of GST, revival in investment activity, credit offtakes, recapitalisation of PSU's along with moderate inflation & normal monsoons will provide an impetus to the growth trajectory of the economy.

Industry Overview

The digital economy is the new productivity platform that some experts regard as the third industrial revolution. Digital revolution, also known as 'The Internet Economy' is expected to generate new market growth opportunities, jobs and become one of the biggest business opportunities.

Goldman Sachs predicts that India - comprising 15% of the world population, with a growth rate of 7 to 8%, could be the second largest economy by 2030. India's new leadership considers the digital economy as a major growth enabler with a thrust on "Digital India" among the top priorities for the new central government.

The Indian economy has traditionally been dominated by cash. However, the increased adoption of smart phones together with a favourable regulatory environment are pushing the economy to a less cash-dependent state, and promoting the usage of digital payments. Demonetization, and the subsequent policy measures taken by the Government of India (GOI) and the Reserve Bank of India (RBI) have provided further impetus to digital payments. Some key actions including expansion of the digital payments infrastructure at merchant establishments, expansion into rural areas, relaxation in the PPI norms, incentivization of digital payments at fuel pumps, toll plazas, insurance portals etc. and launch of the Bharat QR codes, among others, have helped further the adoption of the technology. The digital payments market is dominated by card transactions (debit and credit) both in terms of value and volume.

Total transaction value in the digital payments segment amounted to US$ 51,756 million in 2018 and is expected to show an annual growth rate (CAGR 2018-2022) of 17.4% resulting in the total amount of US$ 98,309 million by 2022 (Source: Statista). Share of cash transactions in India are estimated to account for 70 per cent of total transactions in value terms and 90 per cent in volume. Payment integration in to popular apps in India will drive the digital payment market in India to US$ 1 trillion over the next five years.

The impact of smartphone revolution seems to have maximum impact on the youth. The way mobile apps have proven their utility, especially among young people is simply unprecedented. From games to messaging to even taking online classes, apps have become extremely handy tools for the youth of today and 65% of the millennials interact digitally more than they do in the real world. They are particularly shaping the E-Commerce industry in a new way because of being the savviest group of fresh consumers. India has the biggest youth population (Source: United Nations Population Division); median age as per CIA World Factbook is 28 years) which is adopting E-Commerce quickly. India has more than 50% of its population below the age of 25 and more than 65% below the age of 35. It is expected that, in 2020, the average age of an Indian will be 29 years, compared to 37 for China and 48 for Japan; and, by 2030, India's dependency ratio should be just over 0.4. Indian youth are comfortable using technology and preferring to shop online.

E-Commerce sales as a percent of global retail sales

The following table depicting E-Commerce sales as a percentage of total retail sales for different regions. The figures for India show huge opportunities to capitalise on the untapped market as the E-Commerce market growth is expected to more than double.

Region	2015	2019
Global	7.4	13.7
US	7.3	11.1
China	15.9	33.6
Japan	6.7	9.7
Brazil	2.8	3.5
India	1.7	4.8

Software-as-a-Service (SaaS)

SaaS business is an emerging market in India. The adoption of Internet services in India has led SaaS to grow significantly as businesses realise that SaaS solutions are scalable, agile, and secure. SaaS solutions has helped organisations of all sizes to avail the world-class applications.

Since the beginning of the decade, SaaS-based startups have in India have mainly catered to North America. More than 3/4th of their revenue comes from North America, parts of Europe, and the Middle East. However now India seems to be the new potential market for most of the SaaS companies.

According to a joint research report by Google and U.S. VC firm Accel Partners, by 2025, India is likely to become a $10 billion revenue industry with 8% share of the global SaaS market. As per Google, Cloud computing is one of the top technology investment trends of this decade

The E-Commerce market has changed the way business is transacted, whether in retail or business-to-business, locally or globally. Brick-and-mortar locations now have websites, and new companies now sell products that were unthinkable prior to the Internet and the boom in related technology. With a growing market like India the potential of growth of E-Commerce is robust. With a mobile first economy the E-Commerce market has now become a vital part of the Indian economy.

Financial Performance Review

Consolidated Financials

Particulars	FY 2017-18		FY 2016-17	
	INR million	US$ million*	INR million	US$ million*
Revenue	8,393.18	130.25	4,413.41	65.71
Web Services	5,387.61	83.61	1,589.60	23.67
Products	2,979.56	46.24	2,814.77	41.91
Other operating revenue	26.01	0.40	9.04	0.13
EBIDTA	1,560.23	24.21	666.66	9.93
Add : Other Income	313.34	4.86	163.61	2.44
Less : Finance Costs	57.26	0.89	42.64	0.63
Depreciation & Amortisation	664.34	10.31	224.78	3.35
Profit before tax	**1,151.97**	**17.88**	**562.85**	**8.38**
Tax	270.53	4.20	127.51	1.90
Profit after tax	**881.44**	**13.68**	**435.34**	**6.48**
Earnings per share (In ₹ / US$)	1.33	0.02	0.83	0.01
Cash flow from Operations (CFFO)	973.20	15.10	593.15	8.83
Capex	2,124	32.97	1,471	21.91

*For FY 2018 USD 1 = INR 64.44 and for FY 2017 USD 1 = INR 67.16

Note: FY 2018 financial results also includes financial results from the merger and acquisitions for the financial year.

Revenue from Operations

Revenue from operations include revenue from Web Services sale and Products sale.

1. **Web Services** sales represents a combination of;

   i. commission on revenue from goods and services sold by the merchants (small businesses, SMEs, Large Enterprises, Government) using our E-Commerce Solutions followed by setup and maintenance fee including other value added services such as advertising and our '.OOO' domain registry.

ii. commission on revenue from goods and services sold by the merchants (small businesses, SMEs, Large Enterprises, Government) using our Payments Solutions followed by setup and maintenance fee.

2. **Products sales** represents revenue from the sale of products.

In FY 2018, the Company earned commission by successfully processing more than 100 million transactions in FY 2018 with aggregate net value of INR 215.5 billion (INR 21,550 crore). The Company's consolidated revenue sharply increased to INR 8,393 million in FY 2018, up by 90% YoY, which is fueled by revenues from our merger of Avenues India Pvt. Ltd. (Avenues).

In FY18, our Web Services segment comprising E-Commerce Solutions and Payment Solutions reported revenue of INR 5,414 million, up 239% YoY. Web Service segment revenue increased largely due to higher merchant acquisition (22,768 net additions in FY18; highest additions ever), expansion into international markets (contributing approx. 20% to overall revenues from 14% in FY 2017) and strong growth in payments processed (INR 215.5 billion; up 75% YoY).

Our Web Services business segment registered a very strong CAGR of 75%+ over the last five years, i.e. between FY 2013 to FY 2018.

The revenue from our international business, comprising only Web Services Solutions, increased to INR 1,635 million from INR 613 million in FY17, up by 167%. Strong growth in international business is due to acquisition of new merchants including some large enterprises for our E-Commerce Solutions and revenue from affiliate programs.

Our focus is to grow Web Services business by offering end-to-end E-Commerce solution to the merchants, all under one roof and also extend our end-to-end web services portfolio including payments solutions to lucrative international markets. Services contribution to total revenue for FY 2018 is 64% compared to 36% in FY 2017. We are aggressively expanding our Services portfolio footprint as we expect that a significant amount of growth will come from this segment going forward. Moreover, the Services segment is highly profitable and can be offered in the international markets as well where the earning potential is far higher.

Our strategy for growth of Services Segment is to offer the merchants all E-Commerce Solutions under one roof and be their lifecycle partner.

Our Products segment comprising online marketplace and corporate sales reported revenue of INR 2,980 million, up 6% YoY. Performance in Products segment was impacted due to high competitive intensity.

Operating Expenses

The Company's operating expense in FY 2018 was INR 7,548 million. Operating expense as a percentage of sales was 90%. Operating expenses in FY 2018 includes one-time merger related expenses incurred on account of merging Avenues with us were expensed in FY 2018.

The Company's EBITDA margin in FY 2018 was 19% compared to 15% in FY 2017, an improvement of nearly 4 percentage points. The improvement is a result of non-linear growth in revenue compared to operating expenses. This is also due to the nature of our business, Software-as-a-Service framework, which has led to an improvement of over 17 percentage points since FY2015 when it was under 2%.

Depreciation and Amortisation (D&A) expenses in FY 2018 were INR 664 million. The D&A expenses incrementally increased in FY 2018 due to impact from the merger of Avenues with us.

Income tax expenses for FY 2018 were INR 270 million. The blended income tax rate for the company is 23%.

Profit after tax for FY 2018 was INR 881 million, up 102%. This was the highest ever profit for the company. Majority of the profit of the company is on account of high margin E-Commerce Solutions busines, thus largely negating the impact from higher merger and D&A expenses during the year.

Cash flow from operations for FY18 was INR 973 million, up 64% YoY. The Company generated strong cash flows due to strong growth in high margin Web Services Segment. Moreover, we repaid substantial debt compared to last year generating savings in interest expenses.

Capex for the year was INR 2,124 million. Capex has moved up 44% due to acquisition of office premises at GIFT Building, Furniture & Fixture, Computers and Computer software and other intangible assets.

Total debt as of 31 Mar 2018 has reduced to INR 670 million from INR 1,362 million in FY 2017. The Company repaid substantial amounts of debt through internal accruals. All of our debt is domestic debt and is thus protected against any adverse movement in currency. We plan to repay the remaining debt in FY 2019 through internal accruals.

Liquidity and Funding

Our principal sources of liquidity are cash flows generated from operations and our cash and cash equivalents were INR 1,583 million and INR 1,388 million as of 31 March, 2018 and 2017.

- Cash provided by operating activities was INR 973 million for the year ended 31 March, 2018.
- Cash used in investing activities is INR 159 million for the year ended 31 March, 2018.
- Cash outflow from Financing activities was INR 968 million for the year ended 31 March, 2018.

Our operating cash flows result primarily from cash received from our consumer and merchants, offset by cash payments we make for products and services, employee compensation (less amounts capitalised related to software that are reflected as cash used in investing activities), payment processing and related transaction costs, operating leases, etc. Cash received from our customers and other activities generally corresponds to our net sales.

The increase in operating cash flow during FY 2018, compared to the comparable prior year period, was primarily due to the increase in net income, excluding non-cash charges to net income such as depreciation, amortisation, and stock-based compensation, and changes in working capital.

Cash utilised in Investing Activities was INR 159 million corresponding to cash utilised for capital expenditure, software and website development costs. This primarily reflects acquisition of stake in CCAvenue, additional investments in support of continued business growth due to investments in technology infrastructure,and additional capacity to support our operations.

Cash utilised for financing activities was INR 968 million during FY 2018. Cash outflows from financing activities is primarily due to repayment of debt, purchase of treasury shares by Infibeam Employee Welfare Trust and payment of interim dividend.

We believe that cash flows generated from operations and ourcash and cash equivalents will be sufficient to meet our anticipated operating cash needs for at least the next 12 months. However,any projections of future cash need and cash flows are subject to substantial uncertainty.

The Product segment was profitable at gross margin level for the full year, though it is not contributing significantly to operating profits at this time. We have an asset light inventory model that allows us to optimally use cash rather than burn cash unlike other E-Commerce players. We continue to forward invest in customer engagement and building out our logistics capabilities to make new service revenue stream in coming years.

SCOT Analysis

STRENGTHS

1. Leadership

- No. 1 in India in SaaS E-Commerce Solutions by number of merchants
- No.2 in India in online payments solutions in terms of profit after tax; No. 3 in terms of revenue
- No. 2 in Middle East in Payment Solutions in terms of successful payments processed

2. End-to-End Offering

- Complete technology support to merchants to set-up and manage the business online

3. International Presence

- Have many established and renowned customers in international markets
- End-to-End Offerings can be deployed in international markets as well

4. Diversified customer base across industry verticals

- Multiple offerings targeted to basic businesses, SMEs, Large Enterprises and Government Organisations
- Strong solutions applicable across verticals; retails, travel & ticketing, theme parks, hospitality, education, healthcare, membership, events, etc.

OPPORTUNITIES

1. Low E-Commerce penetration

- Online retail as a % of total retail is <5% in India compared to above 10% in USA and China

2. Growing usage of smartphones & data usage

- India has nearly 300 million smartphone users which will rise to nearly 500 million by 2025, as per e-Marketer
- Cheaper data plans and affordable smartphones to drive consumption of goods and services through mobile

3. Strong E-Commerce and digital payments industry projections

- Indian E-Commerce market was US$ 40 billion in 2017, and is projected to be US$ 200 billion by 2026, growing at 20% CAGR
- Digital payments in India to reach $1 trillion by 2023 from about US$ 200 billion currently: Credit Suisse

4. Favourable Government Initiatives

- Digital India, Promoting Digital Payments, e-governance, Government policies are protecting and encouraging local companies

CHALLENGES

1. Operational issues

- Widening India presence, Growing International presence and widening portfolio of services across industry verticals, could pose a challenge in integrating operations and leveraging the strength of the end-to-end platform

2. Technological and knowledge upgradation

- Rapid changes in technology, ability to integrate with new technologies and upgradation of knowledge about new technology

3. Changing Customer Preference

- E-Commerce is fast evolving and very dynamic in India due to less awareness today. Understanding evolving customer perceptions in such markets and our lesser experience in International market may be a challenge

THREATS

1. Competition

- Irrational behaviour of the competition by pricing below cost, deep pocketed investors funding loss making companies to gain market share without profitability in sight, can slow the growth of the company

2. Regulation

- Any adverse change in the regulation in India or in international markets can impact the entire E-Commerce industry and restrain the growth potential

Risk Factors

1. We face intense competition

The E-Commerce services industry is intensely competitive and we expect competition in the industry to continue to increase. Our present and future competitors may range from large and established companies to emerging start-ups, Indian as well as large E-Commerce multinational companies operating in India. Since the barriers to entry for E-Commerce companies are relatively low, we may also face increased competition from new entrants in our industry. We may respond by increasing advertising and promotions, which may increase our costs and may not reflect past trends. Our competitors may have one or more of the following advantages compared to us - greater financial and other resources, advanced technology, larger sales and marketing networks, greater knowledge of the target markets, more extensive research and development and technical capabilities, logistics support, greater pricing flexibility, longer operating histories and/or strong branding and reputation. These advantages may assist them in attracting our merchants and customers. The management of some of these competitors may have more experience in implementing their business plan and strategy. Our present and future competitors with requisite financial and other resources may be able to innovate and provide superior products and services more efficiently than we can. If our competitors leverage on these qualities to provide comparable or superior services and products, and we are unable to respond successfully to such competitive pressures, our user traffic could significantly decline, which would have a material adverse effect on our business, financial condition and results of operations.

There can be no assurance that we will have sufficient resources to respond to competitors' investments in pricing and other promotional programs or technological developments. We may be required to reduce our operating margins in order to compete effectively and maintain or gain market share. In the event that we are unable to provide superior services than our competitors, including value added and user friendly search services, we may not be able to attract users to us, which could have material adverse effect on our business, results of operations and financial condition.

2. Our Expansion into New Technology, Geographical regions, Services is subject to additional Business, Legal, Financial & Competitive risks.

We have in recent periods experienced significant and rapid growth in our business operations from organic growth and acquisitions, which has placed, and will continue to place, significant demands on our managerial, operational, and financial infrastructure. Our integrated E-Commerce business model involves wide range of modular, customizable E-Commerce Solutions developed on an advanced technology platform along with digital Payment Solutions. We continue to rapidly grow our business operations, targeting rapid merchant and customer acquisition in India as well as internationally, particularly in the Middle East. As our operations grow in scale and complexity, whether through offering of new services or expansion into new markets, we must continuously improve, upgrade, adapt and expand our technology systems and infrastructure to offer our merchants and customers enhanced services, features and functionality ahead of rapidly evolving consumer demands, while maintaining the reliability and integrity of our systems and infrastructure in a cost-efficient and competitive manner.

In addition, to effectively manage our growth, we will also need to continue to improve our operational, financial and management controls, and our reporting systems and procedures. In particular, continued growth increases the challenges involved in, amongst others, continuous training and development of skilled and competent personnel and employees and developing and improving internal administrative infrastructure. These systems, enhancements and improvements will require significant capital expenditures and management resources. Our capital expenditure in the past may not reflect our future

capital expenditure needs. Failure to implement these improvements could hurt our ability to manage our growth.

If we do not effectively manage our growth or appropriately expand and upgrade our systems and platforms in a timely manner or at a reasonable cost, or both, we may lose market opportunities or damage our attractiveness and reputation with our merchants and customers, which may adversely affect our business, financial condition and results of operations.

3. Our Business Could Suffer if We Are Not Successful in growing our Investments & Acquisitions.

We have in recent periods invested and acquired in a number of companies, and we may acquire or invest or enter into joint ventures with additional companies. These transactions create risk of loosing management focus on existing business, retaining key employees, potential impairment of tangible and intangible assets and goodwill, additional operating losses, difficulties in implementing at companies we acquire the controls, procedures, policies appropriately for a public company, potential unknown liabilities in companies we acquire or invest in, difficulty in integrating new company's accounting, financial reporting, management, information security, and the lack of control if such integration is delayed or not implemented.

As a result of future acquisitions or mergers, we might need to issue additional equity securities, spend our cash, or incur debt, contingent liabilities, or amortization expenses related to intangible assets, any of which could reduce our profitability and harm our business. In addition, valuations supporting our acquisitions and strategic investments could change rapidly given the current global economic climate. We could determine that such valuations have experienced impairments or other-than-temporary declines in fair value which could adversely impact our financial results. We may have to issue additional equity, spend our cash or incur debt, contingent liabilities, or amortization expenses related to intangible assets, any of which could reduce our profitability and harm our business. Furthermore, given the global economic climate, the valuation supporting our acquisitions and strategic investments may change and we could determine that such valuations have experienced impairments and adversely impact our financial results.

4. We may not be able to protect our Intellectual Property or may be accused of infringing intellectual property of third party

All our trademarks, domain names, copyrights and other intellectual property rights are material assets and are integral and critical to our business operations. We depend on a combination of copyright, trademark laws, non-competition and confidentiality agreements with our employees, contractors, merchants and third-party service providers to protect our logo, brand name, domain names, merchant and customer database and technology infrastructure including customized APIs that are integral to our advanced technology E-Commerce platform. Some of our trademark and patent applications are currently pending and there can be no assurance that these applications will be successful and these trademarks would be registered in our name. Confidentiality agreements with our employees require them to keep confidential and waive any rights to any of our trade secrets, works of authorship, software developed and other technology infrastructure upgrades made by them during their employment with us. However, there can be no assurance that our data or proprietary technology will not be copied or otherwise misappropriated or abused by third parties. There may be irreparable damage to our business in the event that our intellectual property are infringed by competitors, in which case an award of damages may not be an adequate remedy.

Third parties may claim that we infringe on their intellectual property rights as we acquire new technology companies. We may be subject to claims and legal proceedings regarding infringement of intellectual property rights. Such claims even if they lack merit or not may result in significant financial and management bandwidth, including satisfying of indemnity if required.

5. Failure to deal effectively with fraud, fictitious transactions, bad transactions, and negative customer experiences would increase our loss rate and harm our business, and could severely diminish merchant and consumer confidence in and use of our services.

In the event that merchants using our payments web services do not fulfil their obligations to consumers or a merchant's goods or services do not match the merchant's description, we may incur substantial losses as a result of claims from consumers. We seek to recover such losses from the merchant, but may not be able to recover in full if the merchant is unwilling or unable to pay. In addition, in the event of the bankruptcy or other business interruption of a merchant that sells goods or services in advance of the date of their delivery or use (e.g., airline, cruise or concert tickets, custom-made goods and subscriptions), we could be liable to the buyers of such goods or services, either through our buyer protection program or through chargebacks on payment cards used by customers to fund their payment. While we have established reserves based on assumptions and estimates that we believe are reasonable to cover such eventualities, these reserves may be insufficient.

We could also incur substantial losses from claims that the consumer did not authorize the purchase, from customer fraud, from erroneous transactions, and as a result of customers who have closed bank accounts or have insufficient funds in their bank accounts to satisfy payments. In addition, if losses incurred by us related to payment card transactions become excessive, they could potentially result in our losing the right to accept payment cards for payment, which would harm our business. We have taken measures to detect and reduce the risk of fraud, but these measures need to be continually improved and may not be effective against fraud, particularly new and continually evolving forms of fraud or in connection with new product offerings. If these measures do not succeed, our business could be harmed.

6. We could be harmed by changes to payment card networks or bank fees, rules, or practices could harm our business.

We rely on banks or other payment processors to process transactions and pay fees for the services. From time to time, payment card networks have increased, and may increase in the future, the interchange fees and assessments that they charge for each transaction that accesses their networks. Payment card networks have or may impose special fees or assessments for transactions that are executed through a many of our payment options which could impact us and significantly increase our costs. Our payment card processors may have the right to pass any increases in interchange fees and assessments on to us as well as increase their own fees for processing. Any changes in interchange fees and assessments could increase our operating costs and reduce our operating income.

7. We could face the risk of security breach and loss of data.

We offer software as a service to clients and that we process, store, and transmit large amounts of data, failure to prevent any breach could expose us to potential liability and harm our business. We use third party technology and systems for variety of reasons including encryption, authentication, employee email, back office support and other functions. Although we have developed systems and processes to prevent data loss and other security breaches, such measures cannot provide absolute full proof security.

8. Reliance on information technology systems, networks and infrastructure, and Internet penetration.

Our business is technology driven, and we rely on information technology and networks and related infrastructure. As such, our business operations and quality of our service depend significantly on the efficient and uninterrupted operation and reliability of our information technology systems and networks and related infrastructure, both internal and external. We cannot guarantee an uninterrupted operation and reliability of these systems.

Internet penetration in India is limited and, though it has been increasing over the past few years, there can be no assurance that Internet penetration in India will increase in the future as slowdowns or disruptions in upgrading efforts for infrastructure in India could reduce the rate of increase in the use of the Internet. Further, any slowdown or negative deviation in the anticipated increase in Internet penetration in India will affect our ability to attract and add new merchants and customers.

9. We depend on certain third-party service providers.

We rely on various third-party service providers in our business operations including logistics services. Third parties either drop-ship or otherwise fulfil an increasing portion of customers' orders, and we are increasingly reliant on the reliability, quality and future procurement of their services. In addition, we lease all of our logistics centers and warehousing facilities. In addition, our ability to receive inbound inventory efficiently and transport completed orders to customers also may be negatively affected by inclement weather, fire, flood, power loss, earthquakes, labour disputes, acts of war or terrorism, acts of God and similar factors.

In particular, our logistics and fulfilment operations are integral to the success of our product retail business as well as the success of our BaB Marketplace service offerings.

We intend to significantly expand our logistics capabilities and logistic centers and warehouse network to provide superior coverage of target markets and ensure operational control over delivery schedules. There can be no assurance that we will be able to enter into leases for suitable facilities at commercially acceptable terms in accordance with our proposed expansion plans. Further, the cost estimated to be incurred on each of our proposed logistics centres may not be comparable to the cost incurred on the existing logistics centres in the past primarily due to difference in quantity of equipment, outright purchase of certain items which are maintained on leasehold basis for existing centres and nature of equipment proposed to be used for each of the proposed logistics centres. We cannot assure you that incurring higher expenditure for the proposed logistics centres will provide expected or adequate returns to our Company.

10. The proper functioning of our websites is essential

The satisfactory performance, reliability and availability of our websites, our transaction-processing systems and our network infrastructure are critical to our success and our ability to attract and retain customers and maintain adequate customer service levels. Our net revenues depend on the number of visitors who shop on our e-retail website and the volume of orders we fulfil as well as the number of stores on our BaB marketplace. Any system interruptions caused by computer viruses, hacking or other attempts to harm our systems that result in the unavailability or slowdown of our website or reduced order fulfilment performance would reduce the volume of products sold and the attractiveness of product offerings at our website. Our servers may also be vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could lead to interruptions, delays, loss of data or the inability to accept and fulfil customer orders. We may also experience interruptions caused by reasons beyond our control. There can be no assurance that such unexpected interruptions will not happen, and any such future occurrences could damage our reputation and result in a material decrease in our revenues.

11. Revenue from sales of traded products may fluctuate significantly, and we face inventory risk in relation to our product retail business

We have incurred losses in the past primarily due to retail sales on our Infibeam.com e-retail website. There can be no assurance that we will be able to generate profits from our retail business. Further, revenues from our product retail business may fluctuate from period to period resulting typically from variations in Internet usage as well as traditional retail spending patterns. We tend to experience higher sales volume and revenue from our business during periods which coincides with festivals, holidays, end of season sale, and festive sales in India as well as other jurisdictions in which we operate. During such periods of higher demand and sales, if we do not stock or restock popular products in sufficient amounts to meet customer demand, it could significantly affect our reputation, customer goodwill and business prospects. We may experience an increase in our net shipping cost due to complimentary upgrades, split-shipments, and additional long-zone shipments necessary to ensure timely delivery for the holiday season. If too many customers access our websites within a short period of time due to increased holiday demand, we may experience system interruptions that make our websites unavailable or prevent us from efficiently fulfilling orders, which may reduce the volume of goods we sell and the attractiveness of our products and services. In addition, we may be unable to adequately staff our fulfilment and customer service centers during such periods and delivery and other fulfilment companies and customer service may be unable to meet the seasonal demand.

Lower than expected net sales during peak seasons or more pronounced seasonal variations in sales in the future could have a disproportionate impact on our operating results during the fiscal year, or could strain our resources and adversely affect our cash flows. Any slowdown in demand for our products during peak seasons or failure by us to accurately anticipate and prepare for such seasonal fluctuations could have a material adverse effect on our business and results of operations.

Internal Control Systems and their Adequacy

The Company has an adequate system of internal controls in place. It has documented policies and procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, and protecting assets from unauthorized use or losses, compliances with regulations. The Company has continued its efforts to align all its processes and controls with global best practices.

Some significant features of the internal control of systems are:

- The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant Audit observations and corrective actions thereon are presented before the Board.
- Documentation of major business processes and testing

thereof including financial closing, computer controls and entity level controls, as part of compliance programme and as required by the listing requirements. The Company also maintains a comprehensive information security policy and undertakes continuous upgrades to its IT systems;

- Detailed business plans for each segment, investment strategies, year-on-year reviews, annual financial and operating plans and monthly monitoring are part of the established practices for all operating and service functions
- A well-established, independent, multi-disciplinary Internal Audit team operates in line with governance best practices. It reviews and reports to management and the Audit Committee about compliance with internal controls and the efficiency and effectiveness of operations as well as the key process risks. The scope and authority of the Internal Audit division is derived from the Internal Audit Charter, duly approved by the Audit Committee; and Anti-fraud programmes including whistle blower mechanisms are operative across the Company.

The Board takes responsibility for the overall process of risk management throughout the organization. Through an Enterprise Risk Management programme, the Company's business units and corporate functions address risks through an institutionalized approach aligned to the Company's objectives. This is facilitated by internal audit. The Business risk is managed through cross-functional involvement and communication across businesses. The results of the risk assessment are presented to the senior management. The Risk Management Committee reviews business risk areas covering operational, financial, strategic and regulatory risks.

During Fiscal 2018, the Company conducted assessment of the effectiveness of the Internal Control over Financial Reporting and has determined that the Company's Internal Control over Financial Reporting as at March 31, 2018 is effective.

Material Developments in Human Resources

Our human capital is our most critical factor for success since we are a service provider offering software as a service. At the senior management level, we have a very strong management team having strong academic and relevant industry experience.

The Company has drawn up a comprehensive human resource strategy, which addresses key aspects of human resource development such as:

- The code of conduct and fair business practices;
- A fair and objective performance management system linked to the performance of the businesses which identifies and differentiates employees by performance level;
- Evolution of performance based compensation packages to attract and retain talent within our Group Companies; and
- Development and delivery of comprehensive training programs to impact and improve industry- and/or function specific skills as well as managerial competence.

The Company has committed to the training development of its employees to strengthen their functional and leadership capabilities. The Company have a focused approach with the objective of addressing all capability gaps and preparing its employees to adopt to fast changing external environment in order to meet its strategic objectives.

The Company employed over 1,000 permanent employees as at 31st March, 2018.

Outlook

In FY 2017-18, the global economy experienced a cyclical recovery, reflecting a rebound in investment, manufacturing activity and trade and the economic activity continues to firm up. 2018 will continue to be a year of broad based economic growth both in developed and developing economies. With easing financial conditions and fiscal support, strong expansion is expected in the world economy.

India regained its tag of the fastest growing major economy in the third quarter. IMF expects India to grow at 7.4%

during 2018 which could increase further to 7.8% during 2019 in contrast to 6.7% during 2017. FY 2018 had been a game changing year for the Indian economy with major structural reforms like GST and demonetization being introduced.

The digital economy is the new productivity platform that some experts regard as the third industrial revolution. Digital revolution, also known as 'The Internet Economy' is expected to generate new market growth opportunities, jobs and become one of the biggest business opportunities.

Goldman Sachs predicts that India - comprising 15% of the world population, with a growth rate of 7 to 8%, could be the second largest economy by 2030. India's new leadership considers the digital economy as a major growth enabler with a thrust on "Digital India" among the top priorities for the new central government.

Indian e-commerce market was US$ 40 billion in 2017, and is projected to be US$ 200 billion by 2026, growing at 20% CAGR, as per IBEF.

Digital payments in India is expected to reach US$ 1 trillion by 2023 as per Credit Suisse. Mobile payments are slated to rise from US$ 10 billion in 2017-18 to US$ 190 billion by 2023. Digital payments in China has jumped to over US$ 5 trillion in the past four years on the back of rising mobile and data penetration and a strong e-commerce market.

SaaS business is an emerging market in India. The adoption of Internet services in India has led SaaS to grow significantly as businesses realise that SaaS solutions are scalable, agile, and secure. According to a joint research report by Google and U.S. VC firm Accel Partners, by 2025, India is likely to become a US$ 10 billion revenue industry with 8% share of the global SaaS market. As per Google, Cloud computing is one of the top technology investment trends of this decade.

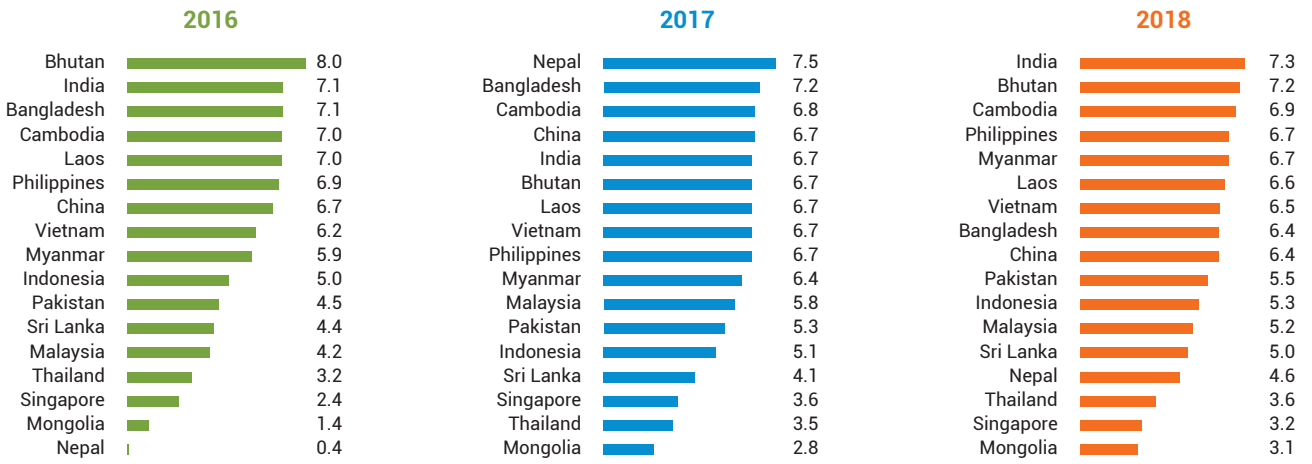
There are over 60 million MSMEs in India. Only 2% are doing active e-commerce. Just 32% of SMEs in India were digitally connected in 2017 and 17% used Internet for business purposes (as per Impact of Internet & digitization On SMEs, KPMG India & Google, 2017).

Growing Internet penetration, affordable smartphones, cheaper Internet data plans, young demographic profile of India's population, projected growth in e-commerce, increasing awareness of digital channels for business growth and benefits, are all expected to offer a great opportunity to us.

Moreover, the increasing adoption of digital technologies in the international market coupled with our recent wins in this market in offering advanced e-commerce services provides us with a great opportunity for expansion of our end-to-end e-commerce services. This can significantly boost our revenues and margins.

GDP Growth Projection for Asia, 2018

India is expected to be the fastest growing economy in Asia at 7.3 in 2018, according to the World Bank



Compiled by ANN/Data LEADS

Source: World Bank, 2017 & MAS

Corporate Information

BOARD OF DIRECTORS

Mr. Ajit Mehta	Chairman
Mr. Vishal Mehta	Managing Director
Mr. Malav Mehta	Non-Executive Director
Mr. Vishwas Patel*	Executive Director
Mr. Keyoor Bakshi	Independent Director
Mr. Roopkishan Dave	Independent Director
Ms. Vijaylaxmi Sheth	Independent Director
Mr. Piyushkumar Sinha*	Independent Director

AUDIT COMMITTEE

Mr. Keyoor Bakshi	Chairman
Mr. Vishal Mehta	Member
Mr. Roopkishan Dave	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Roopkishan Dave	Chairman
Mr. Malav Mehta	Member
Mr. Keyoor Bakshi	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Ajit Mehta	Chairman
Mr. Malav Mehta	Member
Mr. Roopkishan Dave	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Ms. Vijaylaxmi Sheth	Chairman
Mr. Malav Mehta	Member
Mr. Vishal Mehta	Member

KEY MANAGERIAL PERSONNEL

Mr. Vishal Mehta	Managing Director
Mr. Hiren Padhya	Chief Financial Officer
Mr. Shyamal Trivedi	Vice President and Company Secretary

REGISTERED OFFICE

28th Floor, GIFT Two Building, Block No. 56,
Road-5C, Zone-5, GIFT CITY, Gandhinagar,
Taluka & District - Gandhinagar 382 355
Gujarat, India

*Subject to approval of members of the Company at this AGM.

WEBSITE

www.ia.ooo

EMAIL ID

ir@ia.ooo

LISTED ON

The BSE Limited

The National Stock Exchange of India Limited

STATUTORY AUDITORS

M/s. S R B C & Co. LLP

Chartered Accountants

SECRETARIAL AUDITORS

M/s. SPANJ & Associates

Company Secretaries

BANKERS

ICICI Bank Limited

HDFC Bank Limited

REGISTRARS & SHARE TRANSFER AGENTS

Link Intime India Private Limited
506-508, Amarnath Business Centre-1 (ABC-1),
Besides Gala Business Centre,
Near St. Xavier's College Corner,
Off C G Road, Ahmedabad 380 009
Email: ahmedabad@linkintime.co.in
Website: www.linkintime.co.in

NOTICE

NOTICE is hereby given that the **8th ANNUAL GENERAL MEETING** of the members of **INFIBEAM AVENUES LIMITED** *(Formerly known as Infibeam Incorporation Limited)* will be held on Saturday, September 29, 2018 at 10.30 a.m. at 23rd Floor, GIFT TWO Building, Block No. 56, Road - 5C, Zone - 5, GIFT CITY, Gandhinagar - 382 355 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
   a) The audited standalone financial statements of the Company for the Financial Year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon and;
   b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2018 and the report of Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended on March 31, 2018.
3. To appoint a Director in place of Mr. Malav Mehta (DIN: 01234736), who retires by rotation and, being eligible, offers himself for re appointment.
4. Ratification of Appointment of Statutory Auditors

   To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to all the applicable laws and regulations, the Company hereby ratifies the appointment of M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration Number – 324982E/E300003) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 9th Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company from time to time.

   "**RESOLVED FURTHER THAT** pursuant to the amendment to the section 139 of the Companies Act, 2013, effective from May 7, 2018, the consent of the members of the Company be and is hereby accorded to remove the requirement, seeking ratification of appointment of M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration Number – 324982E/E300003) as Statutory Auditors at every Annual General Meeting, from the resolution passed at the shareholders' meeting."

5. **Appointment of Joint Statutory Auditors:**

   To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shah & Taparia, Chartered Accountants (Firm Registration Number – 109463W), be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 13th Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors on recommendation of Audit Committee of the Company.

   RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the joint Statutory Auditors and to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

SPECIAL BUSINESS:

6. **Increase the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company**

   To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company, the authorised share capital

NOTICE (Contd.)

of the Company be and is hereby increased to ₹ 90,00,00,000/- (Rupees Ninety Crores only) divided into 89,75,00,000 (Eighty Nine Crores Seventy Five Lakhs) Equity Shares of ₹ 1/- each and 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of ₹ 10/- each, from ₹ 68,25,00,000/- (Rupees Sixty Eight Crores Twenty Five Lakhs only) divided into 68,00,00,000 (Sixty Eight Crores) Equity Shares of ₹ 1/- each and 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of ₹ 10/- each, by way of creation of an additional 21,75,00,000 (Twenty One Crores Seventy Five Lakhs) Equity Shares of ₹ 1 (Rupees One only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V The Authorised Share Capital of the Company is ₹ 90,00,00,000/- (Rupees Ninety Crores only) divided as follows:

i. ₹ 89,75,00,000 (Rupees Eighty Nine Crores Seventy Five Lakhs only) divided into 89,75,00,000 (Eighty Nine Crores Seventy Five Lakhs) Equity Shares of ₹ 1/- (Rupee One Only) each and

ii. ₹ 25,00,000 (Rupees Twenty Five Lakhs only) divided into 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of ₹ 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director and/ or Mr. Malav Mehta, Director of the Company and/or Mr. Shyamal Trivedi, Vice President & Company Secretary, be and are hereby severally authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

7. Re-appointment of Mr. Vishal Mehta (DIN: 03093563), as a Managing Director

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as amended from time to time read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being force), and subject to such other consents and approvals as may be necessary, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Vishal Mehta (DIN: 03093563) as Managing Director of the Company for a further period of 5 years i.e., from February 1, 2018, on such terms and conditions as the Board of Directors of the Company ("the Board") may deem fit.

RESOLVED FUTHER THAT Mr. Vishal Mehta shall be paid ₹ 1/- p.a. remuneration so long as he functions as a Managing Director of the Company.

RESOLVED FUTHER THAT Mr. Vishal Mehta shall not be liable to retire by rotation during his tenure as the Managing Director of the Company.

RESOLVED FURTHER THAT Mr. Vishal Mehta shall exercise substantial powers of management, subject to superintendence, control and direction of the Chairman and Board of Directors of the Company.

RESOLVED FURTHER THAT any one of Mr. Ajit Mehta, Chairman or Mr. Malav Mehta, Director or Mr. Shyamal Trivedi, Vice President & Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions and to sign the Memorandum of Understanding, any term sheet, papers, deeds, supplemental, definitive agreements, letters, forms, confirmations, undertakings or such other documents etc. and to exercise all such rights, powers, authorities, duties, as may be useful, necessary or expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

8. Appointment of Mr. Piyushkumar Sinha (DIN: 00484132), as an Independent Director

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for time being in force), Mr. Piyushkumar Sinha (DIN:

NOTICE (Contd.)

00484132), who was appointed as an Additional Director by the Board of Directors of the Company on February 14, 2018 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds the office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years on the Board of the Company with effect from February 14, 2018."

9. Appointment of Mr. Vishwas Patel (DIN: 00934823), as a Director

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vishwas Patel (DIN: 00934823), who was appointed as Additional Director on February 14, 2018 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and upon recommendation of Nomination and Remuneration Committee, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director or Mr. Malav Mehta, Director or Mr. Shyamal Trivedi, Vice President & Company Secretary of the Company, be and is hereby severally authorised to file necessary returns/ forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

10. Appointment of Mr. Vishwas Patel (DIN: 00934823), as an Executive Director

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to approval of the Central Government, if required and subject to such other approvals as may be necessary and in accordance with the Articles of Association of the Company, in consideration of the recommendation of Nomination and Remuneration Committee and further approval of Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. Vishwas Patel (DIN: 00934823) as an Executive Director of the Company liable to be retire by rotation, for a period of five years with effect from August 14, 2018, on the remuneration, terms and conditions as set out below:

Salary:

₹ 2,00,000/- (Rupees Two Lakhs only) Per Month.

Perquisites:

In addition to the above salary, the following perquisites shall also be granted:

Car fuel expenses plus any increment in remuneration by way of bonus/incentive/performance linked incentive, if any, within the prescribed limit of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, Mr. Vishwas Patel will be paid minimum remuneration as stated in the Explanatory Statement or such other remuneration as approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof at relevant time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorised to vary and alter the terms of appointment including salary, commission, allowances, perquisites and other

NOTICE (Contd.)

benefits etc. payable to Mr. Vishwas Patel within such prescribed limits or ceiling and as agreed by and between the Company and Mr. Vishwas Patel without any further consent or approval of the member(s) of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to assign and delegate, from time to time, such work, duties, power and authorities to the Executive Director as it may deem fit and proper.

RESOLVED FURTHER THAT Mr. Vishal Mehta, Managing Director or Mr. Malav Mehta, Director or Mr. Shyamal Trivedi, Vice President & Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

Registered Office:
28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar
Taluka & District - Gandhinagar – 382 355

By the Order of the Board,
For Infibeam Avenues Limited
(Formerly known as Infibeam Incorporation Limited)

Shyamal Trivedi
Vice President & Company Secretary

Date: September 4, 2018

NOTICE (Contd.)

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of all Special businesses specified above is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER(S).

   The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Registered Societies, etc. must be supported by an appropriate resolution / authority, as applicable.
3. As required in terms of Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / re-appointment in the AGM have been provided in the "Annexure" to the Notice. The Directors have furnished the requisite consent / declarations for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
4. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of prior notice in writing is given to the Company.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
6. Corporate/Institutional members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed on Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive) to determine entitlement of the shareholders to receive dividend for the Financial Year 2017-18 and for the purpose of Annual General Meeting (AGM).
8. For convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by attendance slip, which is annexed to the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
9. A Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited, 5th Floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner Off C G Road, Navarangpura, Ahmedabad – 380 009, Gujarat, India:

   i) their bank account details in order to receive payment of dividend through electronic mode,

   ii) their **email id**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,

   iii) any change in their address/e-mail id/ECS mandate/ bank details,

   iv) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.

   B. Members holding shares in dematerialised form are requested to notify to their Depository Participant:

      i. their email id.

      ii. all changes with respect to their address/ email id/ ECS mandate/ bank details.

   C. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/ RTA/Depository Participant, as the case may be.

NOTICE (Contd.)

10. **The Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company / its registrar and transfer agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or Link Intime India Private Limited, the Company's Registrar and Transfer Agent. Form for updating PAN / Bank details is provided as a part of this Annual Report. Members are requested to send duly filled form along with (a) self-attested copy of PAN card of all the holders; and (b) original cancelled cheque leaf with names of shareholders or bank passbook showing names of members, duly attested by an authorised bank official.**
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant. The Nomination Form will be available on the Company's website www.ia.ooo.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
13. The members seeking any information and queries, if any, relating to accounts, are requested to intimate to the Company at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
14. Trading in the shares of the Company can be done in dematerialised form only. Dematerialisation would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialised their shares to get their shares dematerialised in their own interest and convenience purpose at the earliest.
15. Members may address their queries/communications at ir@ia.ooo
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2017-18 and this Notice inter alia indicating the process and manner of Remote e-voting along with Attendance Slip and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of AGM will also be available on the Company's website, www.ia.ooo and that of Central Depository Services (India) Limited ("CDSL"), www.cdslindia.com.
19. **As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report of the meeting.**
20. The certificate from Auditors of the Company certifying that the Employee Stock Option Schemes and Stock Appreciation Rights Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed in the General Body Meetings will be placed at the AGM.
21. All documents referred to in the Notice, Explanatory Statement and the Annual Accounts of the Company and Subsidiary Companies along with the related detailed information shall be available for inspection by members at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holiday) up to the date of the Annual General Meeting.

NOTICE (Contd.)

22. A route map showing directions to reach the venue of the AGM is given at the end of the Annual Report.

23. VOTING THROUGH ELECTRONIC MEANS

(a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions as amended, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by Central Depository Services (India) Limited.

(b) The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the AGM venue.

(c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

(d) The remote e-voting period commences at 9.00 a.m. on Wednesday, September 26, 2018 and ends at 5:00 p.m. on Friday, September 28, 2018. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 22, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

(e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

The instructions for shareholders voting electronically are as under:

i) The shareholders should log on to the e-voting website www.evotingindia.com.

ii) Click on Shareholders.

iii) Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv) Next enter the Image Verification as displayed and Click on Login.

v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

vii) After entering these details appropriately, click on "SUBMIT" tab.

viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company

NOTICE (Contd.)

opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x) Click on the EVSN for the relevant INFIBEAM AVENUES LIMITED on which you choose to vote.

xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the Company resolution(s).

xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login user, would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- M/s. SPANJ & Associates, Company Secretaries has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. E-voting facility will not be made available at the AGM venue.
- The Scrutiniser shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days from the conclusion of meeting, a consolidated Scrutinisers' Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- The results declared along with the Scrutinisers' Report shall be placed on the Company's website www.ia.ooo and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

NOTICE (Contd.)

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

ITEM NO.4

The shareholders had, at 6th Annual General Meeting (AGM) of the Company held on September 15, 2016, appointed S R B C & Co. LLP, Chartered Accountants (Firm Registration Number – 324982E/ E300003) as Statutory Auditors of the Company, to hold office from conclusion of 6th AGM of the Company until the conclusion of 11th AGM, subject to ratification of such appointment by the shareholders at every AGM.

Pursuant to amendment of Section 139 of the Companies Act, 2013 effective from May 7, 2018, the requirement related to ratification of appointment of Statutory Auditors by the members of the Company at every AGM was omitted.

In view of the above, it is proposed to remove the requirement of seeking ratification of appointment of Statutory Auditors at every AGM from resolution passed at the shareholders' meeting.

The resolution contained in Item no. 4 of the accompanying Notice, accordingly seeks members' approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item no. 4 of the Notice.

The Board recommends this resolution for your approval.

ITEM NO.5

Looking to the overall increase in the business and size of the Company, the Board of Directors appointed Shah & Taparia, Chartered Accountant (Firm Registration No. – 109463W) as the Joint Statutory Auditors of the Company for period of 5 (Five) consecutive years being their first term from the Conclusion of this Annual General Meeting till the conclusion of the 13th Annual General Meeting, on such terms and conditions and at such remuneration as may be decided.

Further, the Company has also received a consent letter stating that, if they are appointed as the Joint Statutory Auditors of the Company, the same will be in accordance with the limits specified under Section 139 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The said letter also contains that their Firm is eligible for appointment and is not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and Rules and Regulations made thereunder and no order or pending proceeding relating to professional matters of conduct before the Institute of Chartered Accountants of India or any competent authority or any court is passed.

The Board recommends the resolution at Item No. 5 of the notice for approval of the shareholders through Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested, financial or otherwise, in the said Resolution.

ITEM NO. 6

In order to broad base the capital structure of the Company due to expansion of its business & Operations/ services and to meet future fund requirements of the Company , if any, and to enable the Company to issue further shares on a preferential basis / Qualified Institutional Placement (QIP) / Foreign Currency Convertible Bonds **("FCCBs")** / Foreign Currency Exchangeable Bonds **("FCEBs")**/ Convertible Debentures and any other securities in one or more combination thereof, it is proposed to increase the authorised share capital of the Company from existing ₹ 68,25,00,000/- (Rupees Sixty Eight Crores Twenty Five Lakhs only) divided into 68,00,00,000 (Sixty Eight Crores) Equity Shares of ₹ 1/- each and 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of ₹ 10/- each to ₹ 90,00,00,000/- (Rupees Ninety Crores only) divided into 89,75,00,000 (Eighty Nine Crores Seventy Five Lakhs) Equity Shares of ₹ 1/- each and 2,50,000 (Two Lakhs Fifty Thousand) 0.01% Compulsory Convertible Preference Shares of ₹ 10/- each.

As a consequence of increase of authorised share capital of the Company, the existing authorised share capital clause in the Memorandum of Association of the Company will be altered accordingly. The proposed increase of authorised share capital requires the approval of members of the Company in general meeting under Sections 13, 61 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holiday).

NOTICE (Contd.)

The Board recommends the resolution at Item No. 6 of the notice for approval of the shareholders through Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the proposed Resolution.

ITEM NO. 7

Mr. Vishal Mehta was appointed as a Managing Director of the Company w.e.f. February 1, 2015 for a period of three years. His term as a Managing Director of the Company expired on January 31, 2018.

In accordance with the provisions of Section 196 and 203 of Companies Act, 2013 ('Act'), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being force) the Board of Directors of the Company, upon the recommendation of Nomination and Remuneration Committee, reappointed Mr. Vishal Mehta as a Managing Director of the Company for a period of 5 (Five) with effect from February 1, 2018.

Considering his significant contribution in the management and development of various projects of the Company, it is proposed to reappoint him for a further period of five years w,e,f. February 1, 2018, with a remuneration of ₹ 1/- p.a., on the terms and conditions as the Board of the Company may deems fit.

Mr. Vishal Mehta shall be in charge of the overall operations and management of the Company.

He shall draw ₹ 1/- p.a. remuneration from the Company and shall not be liable to retire by rotation.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice.

The above mentioned terms and conditions shall be deemed to be an abstract under Section 190 of the Companies Act, 2013.

The resolution contained in item no. 7 of the accompanying Notice, accordingly, seeks member's approval for re-appointment of Mr. Vishal Mehta as a Managing Director on the Board of the Company.

Except Mr. Vishal Mehta, the appointee, Mr. Ajit Mehta and Mr. Malav Mehta relative of Mr. Vishal Mehta and other relatives of Mr. Vishal Mehta, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends this resolution for your approval.

ITEM NO. 8

The Board, upon the recommendation of Nomination and Remuneration Committee, at its meeting held on February 14, 2018, appointed Mr. Piyushkumar Sinha, as an additional Independent Director. The Board of Directors of the Company had appointed Mr. Piyushkumar Sinha, as an Additional Independent Director with effect from February 14, 2018, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder ("the Act"), the appointment of Independent Director (ID) shall be approved at the meeting of the members. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the AGM.

As required under Section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying its intention to propose the appointment of Mr. Piyushumar Sinha as a Director of the Company. He meets the criteria of independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Mr. Piyushkumar Sinha is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director as specified in the Act and Rules made thereunder and Listing Regulations and is independent of the management. He possesses appropriate skills, experience and knowledge.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice.

In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, the appointment of Mr. Piyushkumar Sinha as an Independent Director is now being placed before the members for their approval

NOTICE (Contd.)

Terms and conditions for appointment of Mr. Piyushkumar Sinha as an Independent Director of the Company shall be open for inspection by the members at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sunday and Public holiday) till the date of this AGM.

Your Board considers that the Company will benefit from Mr. Piyushkumar Sinha is valuable experience, knowledge and counsel.

The resolution contained in item no. 8 of the accompanying Notice, accordingly, seeks member's approval for appointment of Mr. Piyush kumar Sinha as an Independent Director on the Board of the Company on the terms and conditions as specified.

Except Mr. Piyushkumar Sinha, the appointee and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends this resolution for your approval.

ITEM NO. 9 & 10

The Board, upon the recommendation of Nomination and Remuneration Committee, at its meeting held on February 14, 2018, appointed Mr. Vishwas Patel as an Additional Director (Category: Non-Executive Director) with effect from February 14, 2018, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting. Under Section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying its intention to propose the appointment of Mr. Vishwas Patel as a Director or liable to retire by rotation.

Mr. Vishwas Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director. Mr. Vishwas Patel is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Further, the Board upon recommendation of Nomination and Remuneration Committee after considering vast experience of Mr. Vishwas Patel in the fields of finance, information technology, real estate, law and retail, RBI/Banking Matters, general management and operational aspects of the Company, has decided to avail the expertise of Mr. Vishwas Patel on regular basis by appointing him as Executive Director. Hence, the Board at its meeting held on August 14, 2018, appointed Mr. Vishwas Patel as an Executive Director designated as Director, subject to approval of Shareholders, at a fixed Salary of ₹ 2,00,000/- (Rupees Two Lakhs Only) per month plus Car fuel expenses plus any increment in remuneration by way of bonus/ incentive/performance linked incentive, if any, payable to Mr. Vishwas Patel and on such other terms and conditions with a liberty to the Board of Directors or Nomination and Remuneration Committee to revise the remuneration includes bonus/ incentive/performance linked incentive without approval of Shareholders within the prescribed limit of Schedule V and other applicable provisions of the Companies Act, 2013.

The Board of Directors felt that it is in interest of the Company to avail services of Mr. Vishwas Patel as an Executive Director. Your Board considers that the Company will benefit from Mr. Vishwas Patel valuable experience, knowledge and advise.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice.

The above mentioned terms and conditions may be treated as memorandum setting out the terms of appointment of Mr. Vishwas Patel under Section 190 of the Companies Act, 2013.

The resolution contained in item no. 9 & 10 of the accompanying Notice, accordingly, seeks member's approval for appointment of Mr. Vishwas Patel as an Executive Director on the Board of the Company on the terms and conditions as specified.

None of the Directors and/or Key Managerial personnel of the Company and their relatives, except Mr. Vishwas Patel and their relatives, are in any way concerned or interested in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends this resolution for your approval.

Registered Office:
28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar
Taluka & District - Gandhinagar – 382 355

By the Order of the Board,
For Infibeam Avenues Limited
(Formerly known as Infibeam Incorporation Limited)

Shyamal Trivedi
Vice President & Company Secretary

Date: September 4, 2018

NOTICE (Contd.)

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT:

Particulars	Profile of the Director			
Name of the Director(s)	**Mr. Malav Mehta**	**Mr. Vishal Mehta**	**Mr. Piyushkumar Sinha**	**Mr. Vishwas Patel**
DIN	01234736	03093563	00484132	00934823
Date of Birth	September 7, 1972	March 1, 1974	December 20, 1960	March 2, 1969
Date of appointment on the Board	June 30, 2010	June 30, 2010	February 14, 2018	February 14, 2018
Qualifications	B.E (Engineering) M.E. (Engineering) from the University of Massachussets, USA	M.E. (Operation Research and Industrial Engineering) from Cornell University, USA M.Sc. (Management of Technology) from the Massachusetts Institute of Technology, USA	Ph. D. degree in the subject of Management	Bachelors of Law (LLB) degree from Mumbai University
Experience & Expertise in specific functional areas	Mr. Malav Mehta has been associated with the Company since its inception as a Promoter Director. He advises the Company in taking various strategic decisions from time to time. Mr. Malav Mehta holds bachelor's degree in engineering from L.D. College of Engineering, Ahmedabad and master of science degree in Engineering from the University of Massachusetts, USA where he was awarded the Valedictorian Award. He is founder director of various companies floated by him in the automobile industry, oil and gas sector, natural resources, Information technology sector, communication and others important segment of industries in the market.	Mr. Vishal Mehta, the founder of Infibeam has more than 18 years of experience in the field of IT and also worked in corporate development, operations finance and WW network optimization. Mr Mehta was associated with Amazon Com Holdings Inc and Amazon Global Resource Inc on technology, finance and corporate development roles. Mr. Mehta's success story is extraordinary in many ways. His journey has been marked by his ambitious and entrepreneurial vision, coupled with great vigour and hard work. He is managing the Company's affairs subject to the superintendence, control and direction of the Board. Mr. Vishal Mehta was conferred with B.H. Jajoo AMA Outstanding I.T. Entreprenuer of the Year Award in 2017 for his contribution towards growth of digital India.	Prof. Piyushkumar Sinha is Director, CRI Advisory and Research. He has 37 years of Advisory, Research and Training as well as Managerial experience in marketing, sales, retailing, service and business strategy for product as well as service companies (B2C and B2B), in the domains of Retailing and E-Commerce; Luxury and Lifestyle; Healthcare; Decision Sciences and IT. He has been involved in more than 100 advisory and training initiatives in these areas. -Prof. Sinha holds a Ph.D. in marketing. He was a Professor of Marketing at Indian Institute of Management Ahmedabad (IIMA), India till March 2018. Before IIMA, he taught at IIM Bangalore, XIMB and was Dean at MICA. He has published articles in International Journal of Retail and Distribution Management, Journal of Retailing and Consumer Research, Journal of Brand Management, QMR: An International Research Journal; FQS: Forum Qualitative Sozialforschung / Forum: Qualitative Social Research [On-line Journal] and Vikalpa. He has served on the editorial board of International Journal of Applied Decision Sciences and was the Resident Editor for AMS Review. He has published several books. He is one of the few resources in qualitative research in the country.	Mr. Vishwas Patel has founded CCAvenue.com payment gateway in the year 2001 and it today provides payment processing services to over hundred thousand plus e-Merchants across the world. This solution is India's largest direct debit engine, which connects to more than 55+ Indian banks in real time and processes all types of Credit Cards, Debit Cards and Digital Wallets. It's processes payments for 92 of the top 100 merchants in India. He has also launched other SaaS solutions like ResAvenue.com Hospitality Solution and BillAvenue.com, India's fastest growing BBPS based bill payment engine. He has studied law and was a practising counsel on the original side of the Bombay High Court. He is currently the Chairman of the Payments Council of India, the primary industry body of all the digital payments providers in India.

NOTICE (Contd.)

Particulars	Profile of the Director			
Name of the Director(s)	**Mr. Malav Mehta**	**Mr. Vishal Mehta**	**Mr. Piyushkumar Sinha**	**Mr. Vishwas Patel**
			Between 1995 and 1999, he served as marketing manager for a utility (Gujarat Gas) and an FMCG Company (Rasna). He has been a mentor to several start-ups, especially in the area of social entrepreneurship. He serves on the boards of companies such as Gujarat Gas, Ujaas Energy and Jade Blue.	He has been the recipient of numerous awards such as Asia-Pacific Information Security Leadership Achievements Award by (ISC)², the non-profit global leader in educating and certifying information security professionals.
Remuneration last drawn (including sitting fees, if any)	Please refer to the Corporate Governance Report (Annexure - C) as part of Director's Report			
Number of Meeting of the Board attended during the financial year (2017-18)	4 (Four)	6 (Six)	-	-
Names of other Companies in which the Director holds Directorship as on 31.03.2018	1. Gujarat Natural Resources Limited 2. NSI Infinium Global Private Limited 3. Infinium (India) Limited 4. Infibeam Logistics Private Limited 5. Sine Qua Non Solutions Private Limited 6. Odigma Consultancy Solutions Private Limited 7. DRC Systems India Private Limited 8. Avenues (India) Private Limited 9. Infinium Natural Resources Investments Private Limited 10. Advanced Energy Resources & Management Private Limited 11. Infinium Motors Private Limited 12. Infinium Communication Private Limited 13. Infinium Motors (Gujarat) Private Limited 14. Infinium Auto Mall Private Limited 15. Infinity Drive Private Limited 16. TIW Systems Private Limited 17. Sigma Oil and Gas Private Limited 18. GNRL Oil & Gas Limited 19. Infibeam Global EMEA FZ-LLC	1. NSI Infinium Global Private Limited 2. Infinium (India) Limited 3. Infibeam Logistics Private Limited 4. Infibeam Digital Entertainment Private Limited 5. Odigma Consultancy Solutions Private Limited 6. DRC Systems India Private Limited 7. Avenues (India) Private Limited 8. Avenues Infinite Private Limited 9. Infinium Communication Private Limited	1. Ujaas Energy Limited 2. Gujarat Gas Limited 3. Jade Blue Lifestyle India Limited 4. Karnavati Engineering Limited 5. Country Road International Private Limited 6. Abhinav Swasthya Samvardhan Abhiyan 7. Sammaan Foundation 8. Smart Grid Private Limited 9. Trenspott E-Solutions Private Limited 10. NIF Incubation and Entrepreneurship Council 11. Removing Ignorance for Socialempowerment Foundation	1. Avenues (India) Private Limited 2. Avenues Infinite Private Limited 3. Mangiamo Hospitality Private Limited 4. Avenues Enterprises Private Limited 5. Avenues Payments India Private Limited

Particulars	**Profile of the Director**							
Name of the Director(s)	**Mr. Malav Mehta**			**Mr. Vishal Mehta**			**Mr. Piyushkumar Sinha**	**Mr. Vishwas Patel**
Names of Committees of other listed Companies in which the Director holds Chairmanship/ Membership as on 31.03.2018	Nil			Nil			Nil	Nil
Shareholding in the Company as on 31.03.2018	1,70,24,200 Equity Shares of ₹ 1/- each			5,99,59,400 Equity Shares of ₹ 1/- each			Nil	Nil
Relationships between Directors, Key Managerial Personnel and Managers of the Company	**Name of the Director**	**Related to**	**Nature of Relationship**	**Name of the Director**	**Related to**	**Nature of Relationship**	N.A.	N.A.
	Malav Mehta	Ajit Mehta	Father	Vishal Mehta	Ajit Mehta	Father		
		Vishal Mehta	Brother		Malav Mehta	Brother		

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 8th Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended on March 31, 2018.

1. FINANCIAL RESULTS

The Company's financial performance for the year ended on March 31, 2018 is summarised below:

(₹ In million)

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Revenue from Operations	3,058.60	531.45	8,393.20	4,413.41
Other Income	269.50	361.15	313.30	163.61
Total Income	**3,328.10**	**892.60**	**8,706.50**	**4,577.02**
Total Expenditure other than Finance Cost, Depreciation and Tax	2,460.40	335.34	6,826.00	3,746.75
Operating Profit / (Loss) before Finance Cost, Depreciation and Tax	**867.70**	**557.26**	**1,880.50**	**830.27**
Less: Finance Cost	36.80	32.82	57.30	42.64
Less: Depreciation and amortisation expenses	432.60	63.27	664.30	224.78
Profit / (Loss) before Tax	**398.30**	**461.17**	**1,158.90**	**562.85**
Less: Tax	263.50	459.39	270.60	127.51
Profit before share in profit/(Loss) in associate	**134.80**	**1.78**	**888.30**	**435.34**
Share of profit / (Loss) of Associate	-	-	(6.90)	-
Profit for the period	**134.80**	**1.78**	**881.40**	**435.34**
Other comprehensive income/(Expenses) [net of tax]	0.50	2.67	1.70	3.20
Items that will not be reclassified to Profit or loss, net of tax	0.50	2.67	1.70	3.20
Total comprehensive income/(Expenses) for the period	**135.30**	**4.45**	**883.10**	**438.54**
Add: Balance brought forward from previous year	(145.64)	(150.09)	(364.79)	(809.07)
Add / (Less): on account of Consolidation Adjustment	-	-	(11.66)	-
Add / (Less): Share of minority	-	-	1.10	5.74
Profit available for appropriation	**(10.34)**	**(145.64)**	**507.75**	**(364.79)**
Transfer to General Reserve	-	-	-	-
Transfer to Debenture Redemption Reserve	-	-	-	-
Excess Losses pertaining to minority	-	-	-	-
Dividend on Equity Shares	(54.11)	-	(54.11)	-
Tax on Dividend	(11.36)	-	(11.36)	-
Balance carried over to Balance Sheet	**(75.81)**	**(145.64)**	**442.28**	**(364.79)**

Note: The figures for the previous periods have been regrouped / recast, wherever necessary, to make them comparable with the figures for the current periods.

2. OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE –

During the financial year 2017-18, net revenue from operations on standalone basis increased to ₹ 3,058.60 Million as against ₹ 531.45 Million in the previous year – a growth of 476%. Expense as a percentage to revenue from operations increased to 80% (₹ 2,460.40 Million) as against 63% (₹ 335.34 Million) in the previous year.

The Profit for the period is ₹ 134.80 Million against ₹ 1.78 Million in the previous financial year – a growth of 7,473%.

Net revenue from operations on consolidated basis increased to ₹ 8,393.20 Million as against ₹ 4,413.41 Million in the previous year – a growth of 90%. The Profit for the period is ₹ 881.40 Million against ₹ 435.34 Million in the previous year – a growth of 102%.

3. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of your Company for the Financial Year 2017-18 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, applicable Accounting Standards and the

DIRECTOR'S REPORT (Contd.)

provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"). The Consolidated Financial Statements have been prepared on the basis of audited financial statements of your Company, its subsidiaries (including step down subsidiaries) and associate companies, as approved by their respective Board of Directors.

The Consolidated Financial Statements together with the Auditors' Report form part of this Annual Report.

4. DIVIDEND

During the year under review, the Company has declared and paid to shareholders, an interim dividend of ₹ 0.10 per share of ₹ 1/-each fully paid up in month of March, 2018. In addition, the Directors have recommended payment of final dividend for the financial year 2017-18 of ₹ 0.10/- per share of ₹ 1/- each fully paid up for the approval of the shareholders at the ensuing Annual General Meeting of the Company. The dividend recommended, if approved by the members, will be paid to members within the period stipulated by the Companies Act, 2013. The aggregate dividend for the year will amount to ₹ 0.20/- per share of ₹ 1/- each fully paid up.

The details of the unclaimed dividends are available on the Company's website at www.ia.ooo.

The Dividend Distribution Policy of the Company is set out as Annexure – A and the same is uploaded on the Company's website i.e. www.ia.ooo.

5. TRANSFER TO RESERVES

Your Company does not propose to transfer any amount to general reserve.

6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

7. STATUS OF SCHEME OF AMALGAMATION

The Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") had sanctioned the Scheme of Amalgamation between Avenues (India) Private Limited ("Transferor Company") with your Company ("Transferee Company") and their respective shareholders and creditors ("Scheme") pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder. The Scheme was approved by the shareholders, secured and unsecured creditors of the Company with requisite majority on March 15, 2018. A copy of the Order sanctioning the Scheme was issued to the Company by the Hon'ble NCLT on May 7, 2018 and certified true copy was received on May 9, 2018. The said Scheme has been made effective from May 10, 2018 with appointed date of April 1, 2017, on receipt of all the requisite approvals. As per the Order sanctioning the Scheme, all the assets and liabilities pertaining to Avenues (India) Private Limited situated at Mumbai, Gujarat and any other place transferred and vested to the Transferee Company.

In terms of the above Scheme, Transferee Company was required to issue and allot to each member of the Transferor Company in the following ratio:

- 2,600 (Two Thousand Six Hundred) fully paid Equity Shares of ₹ 1/- each of Transferee Company credited as fully paid for every 100 (One Hundred) Shares of ₹ 10/- each held in Transferor Company.

Accordingly, the Board of Directors of your Company had on May 30, 2018 allotted Equity Shares to the members of the Transferor Company in the above mentioned ratio.

The financial statements of this subsidiary were merged with the financial statements of your Company.

8. SUBSIDIARIES & ASSOCIATE COMPANIES

During the year under review, the following changes have taken place in subsidiary / associates:

Subsidiary companies formed/acquired:

- NSI Infinium Global Private Limited, a wholly owned subsidiary of the Company acquired 51% stake in DRC Systems India Private Limited. DRC Systems India Private Limited is a step-down subsidiary of your Company.
- Your Company acquired control in Avenues (India) Private Limited.
- Post Amalgamation of Avenues (India) Private Limited with your Company, Avenues Infinite Private Limited which was subsidiary of Avenues (India) Private Limited and associate of your

DIRECTOR'S REPORT (Contd.)

Company, is now the wholly owned subsidiary of your Company.

Companies ceasing to be subsidiary companies/ ceased operations:

- Avenues (India) Private Limited merged with the Company by virtue of order dated May 07, 2018 of the Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench. The appointed date for the Scheme of amalgamation was April 1, 2017.

Associate Companies:

- Post Amalgamation of Avenues (India) Private Limited with your Company, Avenues Payments India Private Limited which was Associate of Avenues (India) Private Limited, is now the Associate of your Company.

After the close of financial year, Infibeam Global EMEA FZ-LLC, the wholly owned subsidiary of your Company, based in Dubai acquired 100% Shareholding of Vavian International Limited, a Company formed and registered in Dubai. Vavian International Limited is now step down wholly owned subsidiary Company.

Pursuant to Section 129 (3) of the Companies Act, 2013 and Ind - AS 110 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial statements of its subsidiaries and associates.

A separate statement containing the salient features of the financial performance of subsidiaries and associate in the prescribed form AOC – 1 is annexed to the Directors' Report as Annexure - B and forms part of this report. The Audited Consolidated financial statements together with Auditors' Report forms an integral part of the Annual Report.

The Policy for determining material subsidiaries is available on the Company website i.e. www.ia.ooo.

In terms of provisions of Section 136 of the Companies Act, 2013, separate audited accounts of the subsidiary Companies shall be available on website of the Company at www.ia.ooo. The Company will make available physical copies of these documents upon request by any shareholder of the Company/ subsidiary interested in obtaining the same. These documents shall also be available for inspection by any Member of the Company at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holiday) up to the date of the Annual General Meeting.

9. PUBLIC DEPOSITS

During the year under review, your Company has not accepted any fixed deposits within the meaning of Section 73 and any other provision of the Companies Act, 2013, read with rules made there under.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting (AGM). Consequently, Mr. Malav Mehta (DIN: 01234736), Director will retire by rotation at the ensuing AGM, and being eligible, offers himself for re-appointment in accordance with provisions of the Companies Act, 2013.

Mr. Piyushkumar Sinha (DIN: 00484132) was appointed as an Additional Director (Non-Executive Independent Director) of the Company, with effect from February 14, 2018. In accordance with the provision of Companies Act, 2013, Mr. Piyushkumar Sinha is being appointed as an Independent Director to hold office as per the tenure of appointment mentioned in the Notice of the ensuing Annual General Meeting of the Company.

Mr. Vishwas Patel (DIN: 00934823) was appointed as an Additional Director (Non-Executive Director) of the Company, by Board at its meeting held on February 14, 2018 and on recommendation of the Nomination and Remuneration Committee, the Board approved to change his designation to Executive Director and also approved the appointment and payment of remuneration as an Executive Director designated as a Director of the Company for period of 5 years with effect from August 14, 2018, subject to approval of the members at the ensuing Annual General Meeting.

The Board of Directors on recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Vishal Mehta (DIN:03093563) as Managing Director of the Company for a period of 5 (five) years with effect from February 01, 2018, subject to approval of the members at the ensuing Annual General Meeting.

DIRECTOR'S REPORT (Contd.)

Brief details of Directors proposed to be appointment/ re-appointment as required under Regulation 36 of the SEBI LODR are provided in the Notice of the Annual General Meeting.

None of the Directors of the Company have resigned from the office of Director of the Company during the year.

The Company has received necessary declaration from all the Independent Directors confirming that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Mr. Vishal Mehta, Managing Director, Mr. Hiren Padhya, Chief Financial Officer and Mr. Shyamal Trivedi, Vice President & Company Secretary are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force). During the year, there was no change (appointment or cessation) in the office of KMP.

11. DIRECTOR'S RESPONSIBILITIES STATEMENT

Pursuant to the requirement of Section 134 of the Companies Act, 2013, it is hereby confirmed:

(i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) that the Directors had 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 as at March 31, 2018 and of the profit of the Company for the year ended on March 31, 2018;

(iii) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) That the Directors had prepared the annual accounts on a going concern basis.

(v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

(vi) 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.

12. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2017-18, 6 (Six) Board meetings were held. For details of the meetings of the board, please refer to the Corporate Governance Report, which forms part of this report.

13. NOMINATION AND REMUNERATION POLICY

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations.

This Policy is available on the website of the Company i.e. www.ia.ooo.

14. BOARD EVALUATION

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors, including Independent Directors.

The annual performance evaluation of the Board, its Committees and each Director has been carried out for the financial year 2017-18 in accordance with the framework. The details of evaluation process of the Board, its Committees and individual Directors, including Independent Directors have been provided under the Corporate Governance Report which forms part of this Report.

15. MANAGEMENT DISCUSSION AND ANALYSIS

Management's Discussion and Analysis Report for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.

DIRECTOR'S REPORT (Contd.)

16. CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Practicing Company Secretaries on its compliance forms part of this Report as Annexure - C.

17. BUSINESS RESPONSIBILITY REPORT

A Business Responsibility Report as per Regulation 34 of the Listing Regulations, detailing the various initiatives taken by the Company on the environmental, social and governance forms part of this Report as Annexure - D.

18. SUB-DIVISION OF SHARES

The sub-division of equity shares of your Company from face value of ₹ 10/- each to face value of ₹ 1/- each ("Stock Split") and consequent alteration in Capital Clause of Memorandum of Association of your Company was approved by the Members on August 11, 2017 at the Extra Ordinary General Meeting. The 'Record Date' for the purpose of ascertaining the Members entitled to receive the said sub-divided equity shares was fixed by the Board as September 1, 2017. Subsequently, your Company has issued ten (10) sub-divided equity shares of ₹ 1/- each in lieu of one (1) equity share of ₹ 10/- each to the eligible Members of the Company. In case of Members holding equity shares of your Company in physical form, the Company, without requiring the surrender of old share certificate(s), has directly issued and dispatched the new share certificate(s) for the sub-divided equity shares of ₹ 1/- each. The said new share certificate(s) were issued in lieu of the old share certificate(s), which were deemed to have been automatically cancelled and be of no effect. In the case of equity shares of the Company held in dematerialised form, the sub-divided equity shares have been duly credited to the respective beneficiary accounts of the Members with the respective Depository Participants, as per the existing credits representing the equity shares of the Company.

In view of the aforesaid Stock Split, the number of equity shares of your Company and price of underlying equity share in the stock markets has been correspondingly adjusted by the Stock Exchanges, where your Company's shares are listed i.e. the BSE Limited and the National Stock Exchange of India Limited.

19. CHANGE IN SHARE CAPITAL

During the Financial Year 2017-18, the total issued and paid-up equity share capital of the Company as on March 31, 2018 has been increased from ₹ 538.94 million to ₹ 542.78 million pursuant to the allotment of 3,84,419 equity shares.

The paid up Equity Share Capital as on March 31, 2018 was ₹ 54,27,83,390 divided into 54,27,83,390 equity shares of ₹ 1/- each and as on date ₹ 66,33,92,240 divided into 66,33,92,240 equity shares of ₹ 1/- each.

20. ALLOTMENT OF EQUITY SHARES

- The Company during the Financial Year 2017-18, after obtaining necessary approvals, has allotted,
  1. 3,84,419 Equity Shares of ₹ 10/- each on May 30, 2017, to its eligible employees of the Company & its subsidiaries under both the Schemes - Employees Stock Option Plan 2013-14 and Employees Stock Option Plan 2014-15. After the issue, the Equity Share Capital of the Company stood at ₹ 542.78 million.
- The Company after the closing of Financial Year 2017-18, after obtaining necessary approvals, has allotted,
  1. 11,98,60,000 Equity Shares of ₹ 1/- each on May 30, 2018, to the Shareholders of Avenues (India) Private Limited pursuant to the Scheme of Amalgamation as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order dated May 7, 2018. After the issue, the Equity Share Capital of the Company stood at ₹ 662.64 million.
  2. 7,48,850 Equity Shares of ₹ 1/- each on July 6, 2018, to its eligible employees of the Company & its subsidiaries under both the Schemes - Employees Stock Option Plan 2013-14 and Employees Stock Option Plan 2014-15. After the issue, the Equity Share Capital of the Company stood at ₹ 663.39 million.

DIRECTOR'S REPORT (Contd.)

21. PREFERENTIAL ISSUE OF WARRANTS

The Company, after obtaining necessary approvals, has issued and allotted 21,45,002 fully convertible warrants to TV18 Broadcast Limited on March 29, 2018, convertible into 21,45,002 equity shares of ₹ 1/- each of the Company at a price of 186.48/- (including premium) per warrant on a preferential basis. The said convertible warrants are exercisable within a period of 18 months from the date of its allotment.

There are no material variations between the projections and actual utilisation of the funds raised through Preferential Issue by the Company during the year 2017-18.

22. CREDIT RATING:

On April 16, 2018, ICRA Limited ("ICRA"), the Credit Rating Agency has assigned long term rating of [ICRAI A+ (Stable) (pronounced as ICRAA plus) with a stable outlook for the purpose of bank facilities of the Company.

23. CHANGE IN THE NAME OF THE COMPANY:

The name of the Company was changed from **"Infibeam Incorporation Limited"** to **"Infibeam Avenues Limited"** with effect from July 23, 2018. The Change of name is consequent to reflect the Company's merger with one of India's leading payments services provider, Avenues (India) Private Limited. Our corporate website has also been renamed from www.infibeam.ooo to www.ia.ooo and also the general / corporate / investors' email id of the Company has been changed from ir@infibeam.ooo to ir@ia.ooo.

24. CHANGE IN THE NATURE OF BUSINESS:

Basic nature of business of the Company remains same and there is no change in business. However, the Company has expanded and diversified its scope of operations to Online Payment Gateway, online reservation solution for hotels, online event and admission collection solution etc. The Members of the Company at its Extra-Ordinary General Meeting held on June 28, 2018 approved to supplement the existing main objects clause by re-stating / elaborating main objects of the Company and deleted other objects of the Company.

25. CHANGE IN REGISTERED OFFICE OF THE COMPANY

During the year under review, the Company with the approval of Members through postal ballot, effective September 25, 2017 the Registered and Corporate Office of the Company was shifted to 28th Floor, GIFT Two Building, Block No. 56, Road – 5C, Zone - 5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355 Gujarat, India.

26. COMMITTEES OF THE BOARD

Details of various committees constituted by the Board of Directors as per the provision of the SEBI Listing Regulations and the Companies Act, 2013 are given in the Corporate Governance Report which forms part of this report.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted a Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. The brief details of CSR Committee are provided in the Corporate Governance Report which forms part of this report.

The Annual Report on CSR activities is annexed to this Report as Annexure – E.

The CSR policy is available on your Company's website www.ia.ooo.

28. AUDITORS

I. STATUTORY AUDITORS

M/s. S R B C & Co. LLP, Chartered Accountants, were appointed at the Annual General Meeting held on September 15, 2016, as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the Financial Year 2020-21. Your Company has received letter from M/s. S R B C & Co. LLP, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013 read with rules made thereunder and that they are not disqualified for such appointment.

On recommendation of Audit Committee, the Board of Directors appointed of M/s. Shah & Taparia, Chartered Accountant (Firm Registration No. – 109463W) as the Joint Statutory Auditor, for a period of five (5) years i.e. from conclusion of this Annual General Meeting till the conclusion of 13th Annual General Meeting to be held in the calendar year 2023, subject to approval of the members at the ensuing Annual General Meeting.

DIRECTOR'S REPORT (Contd.)

M/s. B S R & Associates LLP, Chartered Accountants, were appointed at the Annual General Meeting held on September 30, 2014 as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the Financial Year 2018-19. However, vide their letter dated March 15, 2018 they expressed their inability to continue as Statutory Auditors of your Company and the Board of Directors accepted their resignation.

Your Company has received written consent(s) and certificate(s) of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and Rule issued thereunder (including any statutory modification (s) or re-enactment(s) for the time being in force), from both M/s S R B C & Co. LLP and M/s. Shah & Taparia.

- **Statutory Auditors' Report**

  During the period under review, no incident of frauds was reported by the Statutory Auditors pursuant to Section 143 (12) of the Companies Act, 2013. The Auditors' Report is enclosed with the financial statements in this Annual Report.

II. SECRETARIAL AUDITOR

In terms of Section 204 of the Companies Act, 2013, the Board of Directors of your Company at its meeting held on May 30, 2018 has appointed M/s. SPANJ & Associates, Company Secretaries, as the Secretarial Auditor to conduct an audit of the secretarial records, for the Financial Year 2018-19.

- **Secretarial Audit Report**

  Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Companies Act, 2013 from M/s. SPANJ & Associates, Company Secretaries. The said Report is attached with this Report as Annexure – F.

  There are no remarks / qualification in the Secretarial Audit Report, hence no explanation has been offered.

29. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92 the Companies Act, 2013 read with the rules made there under, the extract of Annual Return of the Company in form MGT-9 is enclosed as Annexure - G to this report.

30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of loans, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on March 31, 2018, are set out in Note 26 to the Standalone Financial Statements forming part of this report.

31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis.

During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' (i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements entered into individually or taken together with previous transactions during the financial year) according to the policy of the Company on materiality of Related Party Transactions. Accordingly, there are no transactions that are required to be reported in form AOC-2. However, you may refer to Related Party transactions in Note No. 26 of the Standalone Financial Statements.

32. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure -H which forms part of this report.

The statement containing particulars of employees as required under Section 197 (12) of the Act read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the Report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said

DIRECTOR'S REPORT (Contd.)

annexure is open for inspection at the Registered Office of the Company till the date of the ensuing Annual General Meeting during business hours on working days of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

33. VIGIL MECHANISM

The Company has established a robust Vigil Mechanism and adopted a Whistle Blower Policy in accordance with provisions of the Act and Listing Regulations, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The policy of vigil mechanism is available on the Company's website at www.ia.ooo.

34. INTERNAL FINANCIAL CONTROLS

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitised and embedded in the business processes. Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems by the internal auditors during the course of their audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

35. RISK MANAGEMENT

The Company has a Risk Management Policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorisation of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work are monitored regularly with reference to statutory regulations and guidelines defined by the Company.

36. DETAILS OF EMPLOYEE STOCK OPTION PLANS

During the year, 7,03,450 options were granted to eligible employees of the Company in terms of Employees Stock Option Plan.

The Schemes are in line with the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations"). The Company has received a certificate from the Auditors of the Company that the Schemes are implemented in accordance with the SBEB Regulations. The certificate would be available at the Annual General Meeting for inspection by members. The applicable disclosures as stipulated under SBEB Regulations with regard to Employees Stock Option Plan of the Company are available on the website of the Company at www.ia.ooo.

37. EMPLOYEE SAR SCHEME

The Board of Directors of the Company at its meeting held on July 13, 2017 and members in the Extra Ordinary General Meeting held on August 11, 2017 have approved the Infibeam Stock Appreciation Rights Scheme 2017 ('Scheme') as per SEBI (Share Based Employee Benefits) Regulation, 2014 for employees of the Company as well as for Subsidiary Companies and also to set up Infibeam Employees Welfare Trust ("Trust") for the implementation of Scheme to acquire the Equity Shares from secondary market by the Trust.

The Scheme is in line with the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations"). The Company has received a certificate from the Auditors of the Company that the Scheme is implemented in accordance with the SBEB Regulations. The certificate would be available at the Annual General Meeting for inspection by members. The applicable disclosures as stipulated under SBEB Regulations with regard to Employees Stock Option Plan of the Company are available on the website of the Company at www.ia.ooo.

38. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The disclosures to be made under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 (3) of the

DIRECTOR'S REPORT (Contd.)

Companies (Accounts) Rules, 2014 by the Company are as under

i) Conservation of Energy

Steps taken or Impact on Conservation of Energy:

The Company strives and makes conscious efforts to reduce its energy consumption through business operations of the Company which are not energy intensive. Some of the measures undertaken are listed below:

1. Usage of LED lights at office spaces that are more energy efficient.
2. Regular monitoring of temperature inside the office premises and controlling the Air Conditioning system.
3. Rationalisation of usage of electricity
4. Planned preventive maintenance

ii) Technology Absorption

The Company by itself operates into the dynamic information technology space. The Company has adequate members in Technology development functions and keep updating the changes in technology.

iii) Foreign Exchange earnings and outgo

Further during the year under review, details of foreign exchange earnings and outgo are as given below:

(₹ In million)

Particulars	Financial Year 2017-18	Financial Year 2016-17
Earning in Foreign Currencies	592.41	249.78
Expenditure in Foreign Currencies	38.06	40.23

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

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees are covered under the policy. No complaint has been received by the Company under this Policy during the year 2017-18.

The Company is committed to providing a safe and conducive work environment to all of its employees and associates.

40. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct of Board of Directors is also available on your Company's website www.ia.ooo.

41. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

42. OTHER DISCLOSURES

- The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings;
- The Audit Committee comprises namely Mr. Keyoor Bakshi (Chairman), Mr. Vishal Mehta and Mr. Roopkishan Dave. During the year all the recommendations made by the Audit Committee were accepted by the Board;
- The Managing Director of the Company has not received any remuneration or commission from any of Companies' subsidiary;
- The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

DIRECTOR'S REPORT (Contd.)

- As observed by the Statutory Auditors, the Company had maintained proper records of its Fixed Assets situated at the Corporate Office. However, certain records of Fixed Assets situated at the office of Avenues (India) Private Limited (since merged with the Company) were not updated. However, such records were duly updated while taking over the assets of Avenues (India) Private Limited on the effective date of the merger i.e. May 10, 2018. Thus, while the assets of Avenues (India) Private Limited are included on the date of Balance Sheet of the Company i.e. March 31, 2018, the updation of records and its verification was done subsequent to the date of balance sheet. No discrepancies were observed while carrying out such verification.

43. ACKNOWLEDGEMENTS

The Board places on record its appreciation for the continued co-operation and support extended to the Company by customers, vendors, regulators, banks, financial institutions, rating agencies, stock exchanges, depositories, auditors, legal advisors, consultants, business associates and all the employees with whose help, cooperation and hard work the Company is able to achieve the results.

The Board deeply acknowledges the trust and confidence placed by the clients of the Company and all its shareholders.

For and on behalf of Board of Directors

Ajit Mehta
Chairman
[DIN: 01234707]

Place: Gandhinagar
Date: September 4, 2018

ANNEXURE - A

DIVIDEND DISTRIBUTION POLICY

1. INTRODUCTION:

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Top 500 Listed Companies in India in terms of market capitalisation are mandatorily required to formulate a policy for Dividend Distribution and disclose the same on the website of the Company and in the Annual Report.

The Dividend Distribution Policy is intended to balance the dual objectives of appropriately rewarding shareholders through dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth.

2. DEFINITIONS:

2.1 **"Board"** shall mean Board of Directors of the Company.

2.2 **"Companies Act"** shall mean the Companies Act, 2013 and rules thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended.

2.3 **"Dividend"** includes any interim dividend.

2.4 **"Listed Entity / Company"** shall mean **Infibeam Avenues Limited (Formerly known as Infibeam Incorporation Limited).**

2.5 **"Policy"** means Dividend Distribution Policy.

2.6 **"Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by The Securities and Exchange Board of India, as amended, from time to time.

3. POLICY:

A. PARAMETERS AND FACTORS FOR DECLARATION OF DIVIDEND

The dividend pay-out decision of the Board depends upon the following financial parameters and internal and external factors –

Financial parameters and Internal Factors:

i. Operating cash flow of the Company
ii. Profit earned during the year
iii. Profit available for distribution
iv. Earnings Per Share (EPS)
v. Working capital requirements
vi. Capital expenditure requirement
vii. Business expansion and growth
viii. Likelihood of crystallisation of contingent liabilities, if any
ix. Additional investment in subsidiaries and associates of the Company
x. Up gradation of technology and physical infrastructure
xi. Creation of contingency fund
xii. Acquisition of brands and business
xiii. Cost of Borrowing
xiv. Any other factor not explicitly covered above but which is likely to have a significant impact on the Company.

External Factors:

i. Economic environment
ii. Capital markets
iii. Global conditions
iv. Statutory provisions and guidelines
v. Dividend payout ratio of competitors

ANNEXURE - A (Contd.)

B. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY NOT EXPECT DIVIDEND

The shareholders of the Company may not expect Dividend under the following circumstances:

i. Proposed expansion plans requiring higher capital allocation;

ii. Decision to undertake any acquisitions, amalgamation, merger, joint ventures, new product launches etc. which requires significant capital outflow;

iii. Requirement of higher working capital for the purpose of business of the Company;

iv. Proposal for buy-back of securities;

v. In the event of loss or inadequacy of profit;

vi. Any of the above referred internal or external factors restraining the Company from considering dividend.

C. UTILISATION OF THE RETAINED EARNING

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilisation of the retained earnings of the Company shall be based on the following factors:

- Market expansion plan
- Modernisation plan
- Diversification of business
- Long term strategic plans
- to take advantage of any business opportunities
- Replacement of capital assets
- Where the cost of debt is expensive
- Meeting funding requirements of the Subsidiaries in accordance with their long term Business Plans
- Such other criteria's as the Board may deem fit from time to time.

4. POLICY FOR DIFFERENT CLASSES OF SHARES:

The holders of the Equity Shares of the Company, as on Record Date, are entitled to receive dividends. Since the Company has issued only one class of Equity shares with equal voting rights, all the Members of the Company are entitled to receive the same amount of dividend per share. In the event the Company issues in future, any shares with preferential rights over equity shares, the same shall be adhered to in accordance with the terms of such issue.

5. DISCLOSURE:

This policy will be displayed on the website of the Company www.ia.ooo and also disclosed in the Annual Report of the Company as required by the Regulations in force from time to time.

6. AMENDMENTS TO THE POLICY:

The Board at its discretion may vary this policy, from time to time, including the aforesaid parameters and such changes will be updated on the website of the Company and further disclosed in the Annual Reports of the Company.

ANNEXURE - B

FORM AOC-1
Part – A: Subsidiary Companies

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014

(₹ In million)

Sr. No	Particulars	1	2	3	4	5	6	7	8	9
1	Name of Subsidiaries	**NSI Infinium Global Private Limited**	**Infinium (India) Limited**	**Infibeam Digital Entertainment Private Limited**	**Infibeam Logistics Private Limited**	**Odigma Consultancy Solution Private Limited**	**Sine Qua Non Solution Private Limited***	**Infibeam Global EMEA FZ-LLC**	**DRC Systems India Private Limited****	**Avenues Infinite Private Limited#**
2	The date since when subsidiary was acquired	July 31, 2010	September 10, 2010	November 30,2012	March 31, 2014	February 24, 2014	August 5, 2013	July 17, 2016	April 01, 2017	April 01, 2017
3	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	INR	INR	INR	INR	INR	INR	UAE Dirham Exchange rate as on March 31,2018, 1 AED = INR 17.72	INR	INR
5	Paid up share capital	0.14	135.00	42.50	0.10	0.10	0.19	319.89	13.50	20.00
6	Reserves & surplus	(294.23)	(53.98)	(74.27)	(19.55)	(4.13)	(20.09)	935.81	8.92	(21.71)
7	Total assets	1,504.32	1,510.15	58.50	97.32	28.09	0.76	1,302.35	123.00	0.09
8	Total liabilities	1,798.41	1,429.13	90.27	116.77	32.12	20.66	46.66	100.58	1.80
9	Investment	30.00	-	-	-	-	-	-	-	-
10	Turnover	2,847.05	904.66	64.84	33.44	75.63	3.40	1,652.52	122.33	0.12
11	Profit / (Loss) before taxation	165.70	18.24	(8.65)	(15.93)	(2.79)	(1.58)	633.21	3.53	(0.28)
12	Provision for taxation	-	7.70	-	(0.24)	(0.65)	-	-	0.38	-
13	Profit (Loss) after Tax	165.70	10.54	(8.65)	(15.69)	(2.14)	(1.58)	633.21	3.15	(0.28)
14	% of Shareholding	100%	100%	74%	100%	100%	100%	100%	51%	100%

* It is a Wholly Owned Subsidiary Company of NSI Infinium Global Private Limited, hence, a step down Wholly Owned Subsidiary Company of your Company.

** It is a Subsidiary Company of NSI Infinium Global Private Limited, hence, a step down Subsidiary Company of your Company.

It was Subsidiary of Avenues (India) Private Limited and Associate of Infibeam Avenues Limited, post Amalgamation it became Wholly Owned Subsidiary of Infibeam Avenues Limited.

Note:

1. Your Company acquired control of Avenues (India) Private Limited on April 1, 2017, hence it was a subsidiary of your Company. Considering the said facts and based on the requirements as per Ind AS, Company had significant influence over the said Company. Pursuant to the order dated May 7, 2018 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, Avenues (India) Private Limited merged with your Company. The appointed date for the Scheme was April 1, 2017, hence, the financial statements of this subsidiary were merged with the financial statements of the Company.
2. Name of Subsidiaries which are yet to commence operations – None
3. Name of Subsidiaries which have been liquidated or sold during the year – None

ANNEXURE - B (Contd.)

Part- B: Associate & Joint Venture

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014

(₹ In million)

Sr. No.	Particulars	Details	
1	Name of Associate Company	Avenues Payments India Private Limited*	
2	Latest Audited Balance sheet Date	March 31, 2018	
3	Date on which the Associates or Joint ventures was acquired	April 1, 2017	
4	Shares of Associates or Joint Ventures held by the Company on the Year end	Equity Shares	Compulsorily Convertible Preference Shares
	No. of Shares	36,541	4,876
	Amount of Investment in Associates or Joint Ventures	224.80	30.00
	Extent of Holdings (In Percentage)	26.76%	15.79%
5	Description of how there is significant influence	-	
6	Reason why the associates / Joint Ventures is not Consolidated	Consolidation carried out based on equity method	
7	Net worth attributable to Shareholding as per latest audited balance Sheet	41.53	
8	Profit or (Loss) for the Year		
	i. Considered in Consolidation	(6.88)	
	ii. Not Considered in Consolidation	Nil	

* It was an Associate Company of Avenues (India) Private Limited, post Amalgamation it became Associate Company of Infibeam Avenues Limited.

Note:

1. Name of Associates / Joint Ventures which are yet to commence operations – None
2. Name of Associates / Joint Ventures which have been liquidated or sold during the year – None

For and on behalf of the Board of Directors

Vishal Mehta
Managing Director
DIN: 03093563

Ajit Mehta
Director
DIN: 01234707

Place: Gandhinagar
Date: May 30, 2018

Hiren Padhya
Chief Financial Officer

Shyamal Trivedi
Vice President & Company Secretary

ANNEXURE - C

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the system of rules, practices and processes through which objectives of a corporate entity are set and pursued in the context of the social, regulatory and market environment. It essentially involves balancing the interests of various stakeholders, such as shareholders, Management, customers, suppliers, financiers, Government and the community. We consider it our inherent responsibility to disclose timely, adequate and accurate information regarding our financials and performance, as well as the leadership and governance of the Company. Good governance practices stem from the dynamic culture and positive mind set of the organisation.

CORPORATE GOVERNANCE PHILOSOPHY

The philosophy of Infibeam on Corporate Governance envisages adherence to the highest levels of transparency, accountability and fairness, in all areas of its operations and in all interactions with all its stakeholders. Infibeam deals with clients who are by and large, excluded from the mainstream financial markets. Dealing with such 'vulnerable' clients makes it even more important that the Company display high levels of fairness in transacting with them. Right from inception, the Company's policies and processes have been fine tuned to ensure the same.

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is given below:

BOARD OF DIRECTORS

As on March 31, 2018, the Company's Board consists of 8 (Eight) Directors. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013. The Board of Directors is chaired by a Non-Executive Promoter Director and has an optimum combination of Executive, Non- Executive and Independent Directors (including one woman director).

The details of nature of Directorships, number of directorships and committee chairmanships / memberships held by them in other public companies are detailed below:

Name of Directors	Category	No. of Board Meeting held and attended during the year		No. of Directorship in other Public Company*	No. of Committee positions held in other Companies**		Attendance at the last AGM held on 18-09-2017 Yes / No
		Held	Attended		Chairman	Member	
Mr. Ajit Mehta	Promoter/ Non-Executive Chairman	6	6	4	0	0	Yes
Mr. Vishal Mehta	Promoter/ Managing Director	6	6	8	0	0	Yes
Mr. Malav Mehta	Promoter/ Non-Executive Director	6	4	9	0	2	Yes
Mr. Vishwas Patel#	Non-Executive Director	0	0	2	0	0	NA
Mr. Keyoor Bakshi	Independent Director	6	6	5	3	3	Yes

ANNEXURE - C (Contd.)

Name of Directors	Category	No. of Board Meeting held and attended during the year		No. of Directorship in other Public Company*	No. of Committee positions held in other Companies**		Attendance at the last AGM held on 18-09-2017 Yes / No
		Held	Attended		Chairman	Member	
Mr. Roopkishan Dave	Independent Director	6	5	2	0	1	Yes
Ms. Vijaylaxmi Sheth	Independent Director	6	5	0	0	0	Yes
Mr. Piyushkumar Sinha##	Independent Director	0	0	4	0	0	NA

* The Directorship held by the Directors, as mentioned above excludes alternate directorships, directorships in foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Limited Companies, which were not the subsidiaries of Public Limited Companies.

** Only two Committees viz. Audit Committee and Stakeholders` Relationship Committee are considered.

Appointed as Additional (Non-Executive Non Independent Director) effective February 14, 2018 and (Executive Director) w.e.f. August 14, 2018

#Appointed as Additional (Non-Executive Independent Director) effective February 14, 2018

All the Directors have periodically and regularly informed the Company about their Directorship and Membership on the Board/Committees of the Board of other companies. As per the disclosure received, none of the Directors of your Company hold Memberships/Chairmanships more than the prescribed limits across all companies in which he/she is a Director.

a) Composition and category of Directors:

At Infibeam, the Board is at the core of the Corporate Governance practice. Your Company has an optimum mix of eminent personalities on the Board of Directors with members from diverse experience and expertise. As at March 31, 2018, out of 8 members on its Board, 4 (four) (i.e. 50.00%) are Independent Directors, 3 (three) (i.e. 33.33 %) are Non-Executive Directors and 1 (one) (i.e. 16.67%) Executive Director i.e. Managing Director. This appropriate composition of the Board of Directors enables in maintaining the independence of the Board and separates its functions of governance and management. Over a period of time, the Board has fostered a culture of leadership to sustain your Company's growth with a long-term vision and ingenious policy to improve the degree of Corporate Governance.

Director's Inter-se Relationship:

Name of Directors	Relation	Name of Related Directors
Mr. Ajit Mehta	Father of	Mr. Malav Mehta
		Mr. Vishal Mehta
Mr. Malav Mehta	Son of	Mr. Ajit Mehta
	Brother of	Mr. Vishal Mehta
Mr. Vishal Mehta	Son of	Mr. Ajit Mehta
	Brother of	Mr. Malav Mehta

None of the other directors are related to any other director on the Board.

b) Number of Board Meetings:

The Company adheres to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors and its Committees.

During the Financial Year 2017-18, 6 (Six) meetings of the Board of Directors were held and the maximum time gap between two meetings did not exceed one hundred and twenty days. The Board meets at least once in each quarter to review the quarterly financial results and other items on the Agenda. Additional meetings are held whenever necessary. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting.

ANNEXURE - C (Contd.)

The notice and detailed agenda along with the relevant notes and other material information are sent in advance to each Director and in exceptional cases tabled at the Meeting with the approval of the Board.

The dates of the Board meetings are as under:

Date(s) on which meeting(s) were held		
May 10, 2017	May 30, 2017	July 13, 2017
August 14, 2017	November 14, 2017	February 14, 2018

c) Committees of the Board:

The Board has constituted various Committees with an optimum representation of its members and has assigned them specific terms of reference in accordance with the Companies Act, 2013 and the Listing Regulations. These Committees hold meetings at such frequency as is deemed necessary by them to effectively undertake and deliver upon the responsibilities and tasks assigned to them. Your Company currently has 4 (Four) Committees of the Board viz., Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

d) Disclosures Regarding Appointment/Re-Appointment of Directors:

Mr. Malav Mehta, Director, is retiring at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment.

On the recommendation of the Nomination and Remuneration Committee, Board of Directors had re-appointed Mr. Vishal Mehta as Managing Director of the Company for a further period of five years w.e.f. February 1, 2018 subject to approval of Shareholders at the ensuing Annual General Meeting. The Board had also appointed Mr. Piyushkumar Sinha as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. February 14, 2018 and Mr. Vishwas Patel was appointed as Additional director (Non-Executive Non Independent Director) of the Company w.e.f February 14, 2018, who was then on the recommendation of the Nomination and Remuneration Committee, appointed by the Board in its meeting held on August 14, 2018 as an Executive Director subject to the approval of shareholders at the ensuing Annual General Meeting.

Brief resume and other relevant details of the Director proposed to be appointed / re-appointed are given in the Notice of the AGM.

e) The shareholding of the Directors of your Company as on March 31, 2018

Sr. No.	Name of Directors	Nature of Directorship	No. of shares held	Percentage to the paid up share capital
1.	Mr. Ajit Mehta	Non-Executive Chairman/ Promoter	3,01,14,780	5.55
2.	Mr. Vishal Mehta	Managing Director / Promoter	5,99,59,400	11.05
3.	Mr. Malav Mehta	Non-Executive Director/ Promoter	1,70,24,200	3.14
4.	Mr. Vishwas Patel	Non-Executive Director*	Nil**	Nil
5.	Mr. Keyoor Bakshi	Non-Executive Director/ Independent	Nil	Nil
6.	Mr. Roopkishan Dave	Non-Executive Director/ Independent	Nil	Nil
7.	Ms. Vijaylaxmi Sheth	Non-Executive Director/ Independent	Nil	Nil
8.	Mr. Piyushkumar Sinha	Non-Executive Director/ Independent	Nil	Nil

* Appointed as Additional (Non-Executive Non Independent Director) effective February 14, 2018 and (Executive Director) w.e.f. August 14, 2018.

** Pursuant to the order dated May 7, 2018 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench and in accordance with the Scheme of Amalgamation of Avenues (India) Private Limited with the Company, 7,65,95,662 Equity Shares of ₹ 1/- each were allotted to Vishwas Patel on May 30, 2018.

The Company has not issued any convertible instruments to any Directors of the Company during the Financial Year 2017-18.

f) Evaluation of the Board Effectiveness:

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and Part D of Schedule II of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board

ANNEXURE - C (Contd.)

of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the Financial Year 2017-18.

Structured questionnaires were prepared to evaluate the performance of the Board as a whole, individual performance of each Director and self – assessment carried out by the Directors. These assessment sheets with respect to the evaluation of the performance of the Directors were based on various aspects which, inter alia, included assessment of the level of participation, understanding of the role and responsibilities, understanding of the business and competitive environment, effectiveness of the contributions made during the Board meetings, understanding of the strategic issues and challenges for your Company etc. In assessing the overall performance of the Board, the parameters included the assessment of time devoted by the Board on the Company's long term goals and strategies, Board effectiveness, quality of discussions at the meetings of the Board, time spent and quality of discussions on key subjects like risk assessment and minimisation, succession planning, discharging fiduciary and governance duties and performance of specific duties. The questionnaires for assessing the performance of the Committees of the Board included aspects like understanding of the terms of reference by the Committee members, adequacy of the composition of the Committees, effectiveness of the discussions at the Committee meetings, information provided to the Committee to discharge its duties, performance of the Committee vis-à-vis its responsibilities, etc.

The Chairman of the Nomination and Remuneration Committee plays a vital role in undertaking the evaluation of performance of the entire Board of the Company, its Committee and individual Directors including Independent Directors. The Nomination and Remuneration Committee discussed on the evaluation mechanism, outcome and the feedback received from the Directors. The Independent Directors at their meeting also discussed the performance of the Executive / Non-Executive Directors including the Chairman of the Board.

The Board of Directors at its meeting held on February 14, 2018, has noted the overall feedback on the performance of the Directors and the Board as a whole and its Committees. The overall outcome of this exercise to evaluate effectiveness of the Board and its Committees was positive and members expressed their satisfaction.

g) Independent Directors:

The Company has on its Board, eminent Independent Directors who have brought in independent judgement to Board's deliberations including issues of strategy, risk management and overall governance. They have played a pivotal role in safeguarding the interests of all stakeholders.

The Independent Directors have submitted declarations that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations and have confirmed that they do not hold directorship more than the prescribed limit in the Listing Regulations. Your Company has also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013. The maximum tenure of the independent Directors is in compliance with the Companies Act, 2013.

Policy of Code of Conduct and Term & Conditions of Appointment of Independent Director is placed on your Company's website, www.ia.ooo

h) Independent Directors' Meeting:

During the year under review, the Independent Directors met on March 29, 2018, without the attendance of Non-Independent Directors and members of the management, inter alia, to discuss on the following:

- To review the performance of the Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of your Company, taking into account views of Executive / Non-Executive Directors; and
- Assess the quality, quantity and timeliness of flow of information between your Company's management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

ANNEXURE - C (Contd.)

i) Familiarisation Programme:

The Company conducts Familiarisation Programme for the Independent Directors to enable them to be familiarised with the Company, its management and its operations to gain a clear understanding of their roles, rights and responsibilities for enabling their contribution to the Company. They are provided a platform to interact with multiple levels of management and are provided with all the documents required and/or sought by them to have a good understanding of Company's operations, businesses and the industry as a whole. They are updated on all business related issues and new initiatives. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading.

Further, when a new Director is inducted on the Board, an information pack is handed over to the new director which Strategy and such other operational information

Brief details of the familiarisation programme are uploaded on the website of your Company, www.ia.ooo

COMMITTEES OF THE BOARD

1. AUDIT COMMITTEE:

The Audit Committee is, inter alia, entrusted with the responsibility to monitor the financial reporting, audit process, determine the adequacy of internal controls, evaluate and review functioning of the Whistle Blower (Vigil) mechanism, review and approve related party transactions or any subsequent modification of transactions with related parties, disclosure of financial information and recommendation of the appointment of Statutory Auditors. The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have experience in financial management.

The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the Financial Year ended March 31, 2018 is detailed below:

Sr. No.	Name of Members	Category	Nature of Membership	Meeting (s) Details	
				Held	Attended
1.	Mr. Keyoor Bakshi	Independent Director	Chairman	6	6
2.	Mr. Vishal Mehta	Managing Director	Member	6	6
3.	Mr. Roopkishan Dave	Independent Director	Member	6	5

Mr. Shyamal Trivedi, Vice President & Company Secretary, acts as a Secretary of the Committee.

The Committee invites the Managing Director, Chief Financial Officer, Company Secretary, Statutory Auditors, Internal Auditors and other related functional executives of the Company to attend the meeting when required.

Date(s) on which meeting(s) were held		
May 10, 2017	May 30, 2017	July 13, 2017
August 14, 2017	November 14, 2017	February 14, 2018

The Chairman of the Audit Committee was present at the last AGM held on September 18, 2017.

The Audit Committee is empowered, pursuant to its terms of reference and its role, inter alia, includes the following:

A) Scope and functions:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board the appointment, remuneration and terms of appointment of the statutory auditor of the Company;
3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;

ANNEXURE - C (Contd.)

5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, as amended;
   b. Changes, if any, in accounting policies and practices and reasons for the same;
   c. Major accounting entries involving estimates based on the exercise of judgment by management;
   d. Significant adjustments made in the financial statements arising out of audit findings;
   e. Compliance with listing and other legal requirements relating to financial statements;
   f. Disclosure of any related party transactions; and
   g. Modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
7. Reviewing with the Management, the financial statements of subsidiaries and in particular the investments made by each of them;
8. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the wproposed Issue by the Company;
9. Approval or any subsequent modifications of transactions of the Company with related parties;
10. Scrutinising of inter-corporate loans and investments;
11. Valuing of undertakings or assets of the Company, wherever it is necessary;
12. Evaluating of internal financial controls and risk management systems;
13. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
14. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussing with internal auditors on any significant findings and follow up there on;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
18. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. Reviewing the functioning of the whistle blower mechanism;
21. Review and approve, policy formulated for determination of material subsidiaries;
22. Review and approve, policy on related party transactions and also dealing with related party transactions;
23. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate; and
24. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, 2013 or Listing Regulations or by any other regulatory authority.

ANNEXURE - C (Contd.)

B) Power of Audit Committee:

The powers of the Audit Committee shall include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

C) Reviewing Powers:

The Audit Committee shall mandatorily review the following information:

1. Management's discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
6. Statement of deviations:
   a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Listing Regulations; and
   b) Annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of the Listing Regulations.

2. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The constitution of the Stakeholders Relationship Committee of the Board of Directors of your Company along with the details of the meetings held and attended by the members of the Committee during the Financial Year 2017-18 is detailed below:

Sr. No.	Name of Members	Category	Nature of Membership	Meeting (s) Details	
				Held	Attended
1.	Mr. Ajit Mehta	Non-Executive Chairman	Chairman	4	4
2.	Mr. Roopkishan Dave	Independent Director	Member	4	3
3.	Mr. Malav Mehta	Non-Executive Director	Member	4	3

Date(s) on which meeting(s) were held		
May 30, 2017	August 14, 2017	November 14, 2017
February 14, 2018		

The terms of reference of the Committee includes enquiring into and redressing complaints of shareholders and investors and to resolve the grievance of the security holders of your Company.

Mr. Shyamal Trivedi, Vice President & Company Secretary is the Compliance Officer for complying with requirements of Securities Laws.

ANNEXURE - C (Contd.)

Investor Grievance Redressal:

Details pertaining to the number of complaints received and responded and the status thereof during the Financial Year 2017-18 are given below:

Nature of Complaints	Complaints received	Complaints resolved
Non receipt of certificates lodged for Transfer / Transmission, issue of Duplicate shares	0	0
Non-receipt of dividend warrants	0	0
Non-receipt of annual report	0	0
Dematerialisation /Rematerialisation of shares	0	0
Others	0	0

A) Scope and functions:

1. Consider and resolve grievances of the security holders of the Company, including complaints related to the transfer of shares, non-receipt of annual report and non-receipt of declared dividends;
2. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal; and
4. Carrying out any other function as may be decided by the Board or specified/provided under the Companies Act, 2013 or Listing Regulations or by any other regulatory authority.

3. NOMINATION AND REMUNERATION COMMITTEE:

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the Financial Year 2017-18 is detailed below:

Sr. No.	Name of Members	Category	Nature of Membership	Meeting (s) Details	
				Held	Attended
1.	Mr. Roopkishan Dave	Independent Director	Chairman	3	3
2.	Mr. Keyoor Bakshi	Independent Director	Member	3	3
3.	Mr. Malav Mehta	Non-Executive Director	Member	3	2

Date(s) on which meeting(s) were held		
July 13, 2017	February 14, 2018	March 29, 2018

The Chairman of the Nomination and Remuneration Committee was present at the last AGM of your Company held on September 18, 2017.

The roles and responsibilities of the Committee covers the area as specified in the Listing Regulations, Companies Act, 2013 and other applicable laws, if any, besides other role and powers entrusted upon it by the Board of Directors from time to time. The roles and responsibilities of the Committee include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulating of criteria for evaluation of the performance of the independent directors and the Board;
3. Devising a policy on Board diversity;

ANNEXURE - C (Contd.)

4. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
5. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Analysing, monitoring and reviewing various human resource and compensation matters;
7. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
8. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
9. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
10. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and other regulations;
11. Suggesting to Board/ shareholder's changes in the ESOP and SAR;
12. Deciding the terms and conditions of ESOP and SAR;
13. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
    (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

    Or

    (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
14. Performing such other activities as may be delegated by the Board of Directors and/or specified/provided under the Companies Act, 2013 or Listing Regulations or by any other regulatory authority.

Nomination and Remuneration Policy:

The Company has in place the policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees of the Company. The Nomination and Remuneration Policy is placed on your Company's website, www.ia.ooo.

Details of Remuneration:

- **Remuneration to Non-Executive Directors (including Independent Directors):**

  The Non-Executive Directors of the Company are paid remuneration by way of sitting fees. During the Financial Year 2017-18, the Company paid sitting fee for attending meetings of the Board/Committee/Independent Director.

  The Company has also taken a Directors' & Officers' Liability Insurance Policy.
- **Remuneration to Executive Directors:**

  The Board in consultation with the Nomination and Remuneration Committee decides the remuneration structure for Executive Directors etc. On the recommendation of the Nomination and Remuneration Committee, the Remuneration payable is approved by the Board of Directors and by the members in the General Meeting in terms of provisions applicable from time to time.

Details of remuneration paid to Directors for the financial year 2017-18 is as under:

(₹ In million)

Name of Directors	Sitting fees	Salary & Perquisites	Commission	Total
Mr. Ajit Mehta	0.16	0.00	0.00	0.16
Mr. Vishal Mehta	0.00	0.00	0.00	0.00
Mr. Malav Mehta	0.14	0.00	0.00	0.14

ANNEXURE - C (Contd.)

(₹ In million)

Name of Directors	Sitting fees	Salary & Perquisites	Commission	Total
Mr. Vishwas Patel*	0.00	0.00	0.00	0.00
Mr. Keyoor Bakshi	0.22	0.00	0.00	0.22
Mr. Roopkishan Dave	0.22	0.00	0.00	0.22
Ms. Vijaylaxmi Sheth	0.12	0.00	0.00	0.12
Mr. Piyushkumar Sinha*	0.01	0.00	0.00	0.01
Total	**0.87**	**0.00**	**0.00**	**0.87**

*Appointed with effect from February 14, 2018.

No Stock Option has been offered to the Directors during the Financial Year 2017-18.

The Company has no pecuniary relationship with Non- Executive Directors except sitting fees for attending meetings of the Board/Committees thereof.

Performance Evaluation:

Upon recommendation of Nomination and Remuneration Committee the Board of Directors has laid down the process, format, attributes and criteria for performance evaluation of the entire Board of the Company, its Committees and the individual Board members, including Independent Directors. On the basis of performance evaluation of Independent Directors, it is determined whether to extend or continue their term of appointment, whenever their respective term expires.

The performance evaluation process for the financial year 2017-18 has been completed.

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The role of the Corporate Social Responsibility Committee ("CSR") is governed by its Charter and its composition is in compliance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder.

The Composition of the Corporate Social Responsibility Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the Financial Year 2017-18 is detailed below:

Sr. No.	Name of Members	Category	Nature of Membership	Meeting (s) Details	
				Held	Attended
1.	Ms. Vijaylaxmi Sheth	Independent Director	Chairman	1	1
2.	Mr. Vishal Mehta	Managing Director	Member	1	1
3.	Mr. Malav Mehta	Non-Executive Director	Member	1	1

Date(s) on which meeting(s) were held
February 13, 2018

The role of CSR Committee is as under:

a. Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in compliance with the Companies Act, 2013 and rules thereunder.

b. Recommend the amount of expenditure to be incurred on the activities as above, and

c. Monitor the CSR Policy of the Company from time to time.

ANNEXURE - C (Contd.)

d. Such other activities as the Board of Directors may determine from time to time.

A CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the CSR Expenditure thereon. The CSR policy of the Company is available on the website of the Company www.ia.ooo.

SUBSIDIARY COMPANIES

Your Company has a material unlisted Indian subsidiary company in terms of Regulation 16 of the Listing Regulations. A synopsis of the minutes of the Board Meetings of the Subsidiary Companies are placed at the Board meeting of your Company on periodical basis. The Audit Committee reviews the Financial Statements including investments by the unlisted subsidiaries of your Company.

The Policy for determining "material" subsidiaries has been placed on the website of your Company i.e. www.ia.ooo

GENERAL BODY MEETINGS

a. Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2014-15	30-09-2015	11:00 a.m.	9th Floor, 'A' Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehrunagar, Satellite Road, Ahmedabad – 380 015. **No Special Resolution was Passed.**
2015-16	15-09-2016	2:30 p.m.	H. T. Parekh Convention Centre, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, IIM – A Road, Vastrapur, Ahmedabad – 380 015 **Special Resolution:** 1. Ratification of Employee Stock Option Schemes 2. Approval of balance options under Employee Stock Option Scheme 2013-14
2016-17	18-09-2017	3:00 p.m.	H. T. Parekh Convention Centre, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, IIM – A Road, Vastrapur, Ahmedabad – 380 015 **No Special Resolution was Passed.**

b. Whether special resolutions were put through postal ballot last year, details of voting pattern:

Yes, during the year under review, Special Resolutions passed through Postal Ballot process as per following details:

Date of Notice: August 14, 2017 **Voting Period:** August 26, 2017 to September 25, 2017
Date of Declaration of Results: September 27, 2017 **Date of Approval:** September 25, 2017

Name and Type of the Resolution	No. of votes polled	Votes cast in favour		Votes cast in against	
		No.	%	No.	%
Special Resolution for approval of increase in the limits of Inter Corporate loans/ Guarantee etc. under Section 186 of the Companies Act, 2013	4,04,81,007	3,99,16,703	98.60	5,64,304	1.39
Special Resolution for approval of increase in the limit of creation of Charge /Mortgage under section 180 (1) [a) of the Companies Act, 2013	4,04,81,007	4,03,55,573	99.69	1,25,434	0.31
Special Resolution for shifting of Registered Office of the Company	4,04,80,973	4,04,78,948	100.00	2,025	0.00

Mr. Ashish C. Doshi, Partner of SPANJ & ASSOCIATES, Company Secretaries in Practice, was appointed as Scrutiniser for carrying out the postal ballot process in fair and transparent manner.

Date of Notice: February 6, 2018 **Voting Period:** February 13, 2018 to March 14, 2018
Date of Declaration of Results: March 17, 2018 **Date of Approval:** March 15, 2018*

ANNEXURE - C (Contd.)

Name and Type of the Resolution	No. of votes polled	Votes cast in favour		Votes cast in against	
		No.	%	No.	%
Special Resolution for approval of the Scheme of Amalgamation of Avenues (India) Private Limited with Infibeam Incorporation Limited and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Act.	41,44,79,736	41,44,78,826	100.00	910	0.00

* Pursuant to the order of the Hon'ble NCLT, Ahmedabad Bench, meeting of the Equity Shareholders of the Company was held on March 15, 2018.

Mr. Jitendra Leeya, Practicing Company Secretaries was appointed as Scrutiniser for carrying out the postal ballot process in fair and transparent manner.

Procedure of Postal Ballot:

The procedures prescribed under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 were duly followed for conducting the postal ballot process for approving the resolutions mentioned above. In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility, in addition to physical ballot, to all its members. For this purpose, the Company has engaged the services of CDSL.

Postal ballot notices and forms are dispatched, along with postage-prepaid business reply envelopes to registered members / beneficiaries. The same notice is sent by email to members who have opted for receiving communication through the electronic mode. The Company also publishes a notice in the newspaper declaring the details and requirements as mandated by the Act and applicable rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members who want to exercise their votes by physical postal ballot are requested to return the forms, duly completed and signed, to the scrutiniser on or before the close of the voting period. Those using the e-voting option are requested to vote before the 5.00 p.m. on the last date of e-voting.

All of the aforesaid resolutions were passed by the shareholders by overwhelming and requisite majority.

At present, there is no further proposal to pass any resolution through postal ballot.

MEANS OF COMMUNICATION

1. **Publication of quarterly results:**

   Quarterly, half-yearly and annual financial results of the Company are sent to the Stock Exchanges and published in leading English and vernacular language newspaper, viz., Financial Express – National Daily all editions and Financial Express – Gujarati edition. Simultaneously, they are also put on the Company's website and can be accessed at www.ia.ooo.

2. **New Releases and Presentations to institutional investors / analysts:**

   Official news releases, press releases and presentations are made to institutional investors and financial analysts on the Company's quarterly, half - yearly as well as annual financial results. These press releases, presentations and schedule of analyst or institutional investors meet are also put on the Company's website and can be accessed at www.ia.ooo as well as sent to the Stock Exchanges. No unpublished price sensitive information is discussed in meeting / presentation with institutional investors and financial analysts.

3. **Website:**

   The Company's website, www.ia.ooo contains a separate dedicated section 'Investor Desk' where shareholders' information is available.

4. **Annual Report:**

   The Annual Report containing, inter alia, Audited Financial Statements, Audited Consolidated Financial Statements, Board's Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report. The Company's Annual Report is also available in downloadable form on the Company's website i.e. www.ia.ooo.

ANNEXURE - C (Contd.)

5. **Stock Exchange:**

   Your Company makes timely disclosures of necessary information to BSE Limited and the National Stock Exchange of India Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI.

6. **NEAPS (NSE Electronic Application Processing System), BSE Corporate Compliance & the Listing Centre:**

   NEAPS is a web-based application designed by NSE for corporates. BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia, financial results, Shareholding Pattern, Corporate Governance Report, Corporate Announcements, statement of investor complaints, amongst others are in accordance with the Listing Regulations filed electronically on NEAPS/ BSE Listing centre.

7. **SEBI Complaints Redress System (SCORES):**

   The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

8. **Exclusive email ID for investors:**

   The Company has designated the email id ir@ia.ooo exclusively for investor servicing.

GENERAL SHAREHOLDER INFORMATION

(i) Company Registration Details:

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L64203GJ2010PLC061366.

(ii) Annual General Meeting:

Date	: September 29, 2018
Day	: Saturday
Time	: 10.30 a.m.
Place	: 23rd Floor, GIFT TWO Building, Block No. 56, Road - 5C, Zone - 5, GIFT CITY, Gandhinagar - 382 355

(iii) Financial Calendar:

Financial Year	: April 1 to March 31
Tentative Schedule for declaration of results during the Financial Year 2018-19	
First Quarter	: Mid August, 2018
Second Quarter and Half yearly	: Mid November, 2018
Third Quarter and Nine Months	: Mid February, 2019
Fourth Quarter and Annual	: End May, 2019

(iv) Dividend Payment Date:

Interim dividend of ₹ 0.10 per equity share fully paid up was paid on March 7, 2018 for the financial year 2017-18. Final Dividend of ₹ 0.10/- per equity share fully paid up for the financial year 2017-18 has been recommended by the Board of Directors to shareholders for their approval. If approved, the dividend shall be credited/dispatched by around October 9, 2018 onwards.

- **Dividends declared in the past –**

Financial year	Type of dividend	Dividend rate %	Date of declaration	Due date for transfer to IEPF
2017-18	Interim	10	February 14, 2018	March 22, 2025

- **Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years**

  In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection

ANNEXURE - C (Contd.)

Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

Consequent to the above, during the financial year 2017-18, none of the equity shares of the Company were transferred to the IEPFA.

(v) Dividend Distribution Policy:

As per Regulation 43A of the SEBI Listing Regulations, the top 500 listed companies shall formulate a dividend distribution policy. Accordingly, the policy was adopted to set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company. The Dividend Distribution Policy of the Company is a part of Director's Report and also available on the website of the Company at www.ia.ooo.

(vi) Book closure Date : Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive)

(v) Listing on Stock Exchanges:

Sr. No.	Name of Stock Exchange(s)	Stock Code (s)	ISIN for Depositories
1.	**BSE Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	539807	INE483S01020
2.	**National Stock Exchange of India Limited (NSE)** Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	INFIBEAM	

Your Company has paid the listing fees to BSE and NSE for the Financial Year 2018-19.

(vi) Market Price Data:

The monthly high and low prices and volumes of your Company's shares at BSE and NSE for the year ended March 31, 2018 are as under:

Months	BSE			NSE		
	High (In ₹)	Low (In ₹)	Volume (No. of Shares)	High (In ₹)	Low (In ₹)	Volume (No. of Shares)
2017						
April	1,150.00	915.00	19,86,054	1,144.65	919.25	1,14,94,709
May	1,077.00	927.00	26,13,337	1,079.00	925.10	1,34,07,876
June	1,117.15	945.05	26,45,562	1,118.40	945.00	1,21,18,756
July	1,433.95	1,095.55	49,69,504	1,436.30	1,098.40	2,43,38,082
August	1,504.00	144.95*	43,51,944	1,505.75	145.10*	3,38,56,923
September*	160.00	87.00	2,27,33,309	160.15	87.15	16,08,58,723
October	139.85	122.55	2,06,26,734	138.70	122.45	11,65,94,468
November	195.75	124.85	2,59,59,969	195.90	125.00	19,05,26,884
December	175.00	98.80	4,91,80,464	173.70	98.30	21,91,41,384
2018						
January	163.15	139.00	2,23,88,250	163.40	139.75	12,90,64,928
February	167.85	148.00	1,63,34,319	167.85	149.25	7,88,99,259
March	159.85	144.10	1,49,95,029	159.20	145.15	8,23,60,065

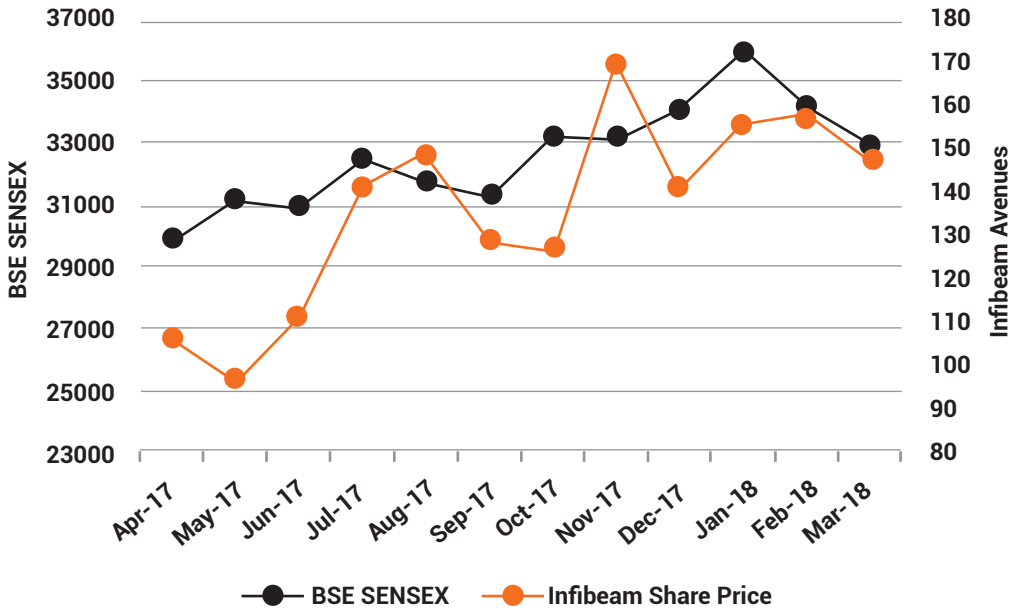
(Source: BSE and NSE website)

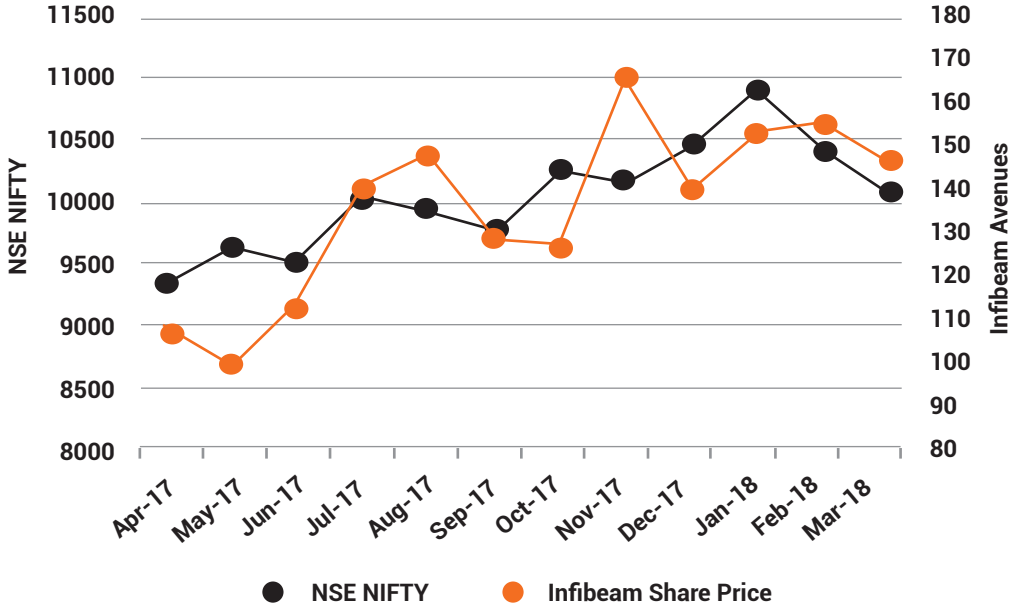
* Share Price adjustment due to sub-division of shares from face value of ₹ 10/- each to ₹ 1/- each with effect from the record date i.e. September 1, 2017.

ANNEXURE - C (Contd.)

(vii) Performance of the Share price of the Company in comparison to the BSE SENSEX and NSE NIFTY:

The chart below shows the comparison of the Company's share price movement vis-à-vis the movement of the BSE SENSEX and NSE Nifty for the financial year ended March 31, 2018 (based on month end closing):





Note: The face value of the Equity Share of ₹ 10/- each has been sub-divided into ten Equity Shares of ₹ 1/- each with effect from the record date i.e. September 1, 2017. For the purpose of comparison, the share prices for the period April 1, 2017 to August 31, 2017 mentioned in the graph has been proportionally adjusted.

ANNEXURE - C (Contd.)

(viii) Registrars & Transfer Agent

Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company:

Link Intime India Private Limited	
C-101, 247 Park L.B.S. Marg, Vikroli (West), Mumbai- 400 083 Tel: +91 22 4918 6270 E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in	5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC -1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C.G. Road, Ahmedabad - 380 009 Tel: +91 79 2646 5179/86,/87 Fax: + 91 79 2646 5179 E-mail: ahmedabad@linkintime.co.in Website: www.linkintime.co.in

(ix) Share Transfer System:

To expedite the transfer of shares held in physical mode the powers to authorise transfers have been delegated to specified officials of the RTA and Company. The transfers which are complete in all respects are taken up for approval generally every ten days and the transferred securities dispatched to the transferee within fifteen days. The details of transfers / transmission approved by the delegates, if any are noted by the Stakeholders Relationship Committee at its next meeting. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate with the Stock Exchanges.

In case of Shares in electronic form, the transfers are processed by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) through the respective Depository Participants.

SEBI has decided that securities of listed companies can be transferred only in dematerialised form, with effect from December 5, 2018.

(x) Distribution of Shareholding as on March 31, 2018:

	No. Share Holders		No. Shares	
Shareholding (No. of Shares)	**Number**	**% of Total**	**Shares**	**% of Total**
Upto – 500	14,125	85.91	17,64,404	0.33
501 – 1000	1,069	6.50	8,46,106	0.16
1001 - 2000	392	2.38	6,11,463	0.11
2001 – 3000	165	1.00	4,26,208	0.08
3001 - 4000	57	0.35	2,07,372	0.04
4001 - 5000	82	0.50	3,89,264	0.07
5001 - 10000	141	0.86	10,65,633	0.20
10001 and above	411	2.50	53,74,72,940	99.02
Total	**16,442**	**100.00**	**54,27,83,390**	**100.00**

(xi) Category of Shareholders as on March 31, 2018:

Category	No. of Shares held	% of Shareholding
Promoters & Promoter's group	24,76,88,230	45.63
Financial Institution & Banks	36,66,681	0.67
Foreign Portfolio Investors	5,04,57,873	9.30
Mutual Funds	1,55,03,527	2.86
Trust	6,32,000	0.12
Bodies Corporate	4,14,18,135	7.63
NRI	99,72,270	1.84
Individual	14,14,11,094	26.05
HUF	2,58,35,023	4.76
Clearing Member	44,69,457	0.82
Employee Benefit Trust	17,29,100	0.32
Total	**54,27,83,390**	**100.00**

ANNEXURE - C (Contd.)

(xii) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity:

As on March 31, 2018, your Company has outstanding 21,45,002 Fully Convertible Warrants convertible into equal no. of equity shares allotted to TV18 Broadcast Limited on Preferential Basis on March 29, 2018.

Particulars with regard to Employees' Stock Options are put up on the Company's website i.e. www.ia.ooo.

(xiii) Dematerialisation of Shares and Liquidity:

Equity shares of the Company can be traded only in electronic mode by all the investors. The Company has entered into an agreement and established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Approximately 99.74% of the Equity Shares have been dematerialised as on March 31, 2018.

The Company's shares are regularly traded on the 'BSE Limited' and the 'National Stock Exchange of India Limited'.

(xiv) Commodity price risk or foreign exchange risk and hedging activities: Not Applicable

(xv) Plant Locations: Not Applicable

(xvi) Address for Correspondence:

For any queries relating to the shares of your Company, correspondence may please be addressed to **Link Intime India Private Limited** at:

5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC -1),

Beside Gala Business Centre,

Near St. Xavier's College Corner,

Off C G Road, Ahmedabad - 380 009

Tel No.: +91 79 2646 5179/86/87

Email: ahmedabad@linkintime.co.in Website: www.linkintime.co.in

For the benefit of shareholders, documents will continue to be accepted at the following Registered Office of the Company:

Infibeam Avenues Limited

(Formerly known as Infibeam Incorporation limited)

CIN: L64203GJ2010PLC061366

28th Floor, GIFT Two Building, Block No. 56,

Road – 5C, Zone - 5, GIFT CITY, Gandhinagar,

Taluka & District - Gandhinagar – 382 355

Gujarat, India

Tel: +91 79 6777 2204 Fax: +91 79 6777 2205

E-mail: ir@ia.ooo Website: www.ia.ooo

Compliance Officer: Mr. Shyamal Trivedi, Vice President & Company Secretary

OTHER DISCLOSURES

(i) Related Party Transactions:

There were no materially Related Party Transactions having potential conflict with the interests of the Company at large during the Financial Year 2017-18. All transaction entered into by your Company with related parties, during the Financial Year 2017-18, were in ordinary course of business and on arm's length basis. The details of the related party transactions are set out in the Notes to Financial Statements forming part of this Annual Report.

Also, the Related Party Transactions undertaken by our Company were in compliance with the provisions set out in the Companies Act, 2013 and Regulation 23 of the Listing Regulations.

The policy on related party transactions has been placed on the Company's website and can be accessed through the following link: www.ia.ooo.

ANNEXURE - C (Contd.)

(ii) In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

(iii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years: **Not applicable.**

(iv) Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy and Prevention of Sexual Harassment Policy, has established the necessary vigil mechanism and procedures and it affirms that no personnel has been denied access to the Audit Committee. The said policies are also posted on the website of the Company at www.ia.ooo.

(v) The Company has also adopted Policy on Determination of Materiality for Disclosures, Policy on Archival of Documents and Policy for Preservation of Documents. The said policies have been displayed on the website of the Company at www.ia.ooo.

(vi) Adoption of Mandatory and Non-Mandatory Requirements

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Regulation 34 of the Listing Regulations

a. The Chairman of the Company is a Non-Executive Director.

b. Internal Auditors make directly presentation to the Audit Committee on their Reports.

c. The auditors' reports on statutory financial statements of the Company are with unmodified opinion.

(vii) The Company has complied with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations, 2015.

(viii) Dividend:

The Company provides the facility of direct credit of the dividend to the member's bank account. Listing Regulations also mandate Companies to credit the dividend to the members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their Bank account.

(ix) Code of Conduct for Prevention Of Insides Trading:

The Board has adopted a code for the Prevention of Insider Trading in the securities of the Company. The Code inter alia requires pre-clearance from Designated Persons for dealing in the securities of the Company as per the criteria specified therein and prohibits the purchase or sale of securities of the Company by Designated Persons while in possession of Unpublished Price Sensitive Information in relation to the Company besides during the period when the trading window is closed.

(x) Code of Conduct:

The Company has laid down a Code of Conduct for the Members of Board of Directors and Senior Management Personnel. This code has been displayed on the Company's website at www.ia.ooo.

(xi) Reconciliation of Share Capital Audit:

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively Depositories) and held in physical form, with the total issued and listed capital. The Certificate confirming the same is submitted to BSE Limited and the National Stock Exchange of India Limited on a quarterly basis.

(xii) CEO/CFO Certification:

As required under Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the Financial Year 2017 – 18 signed by Mr. Vishal Mehta, Managing Director and Mr. Hiren Padhya, Chief Financial Officer was placed before the Board of Directors of your Company at their meeting held on May 30, 2018.

ANNEXURE - C (Contd.)

(vii) Equity Shares in the Suspense Account:

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, there are no equity shares lying in the demat suspense account.

DECLARATION

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed the compliance with the provisions of the code of conduct for the year ended on March 31, 2018.

Ajit Mehta
Chairman
[DIN: 01234707]

Place: Gandhinagar
Date: September 4, 2018

COMPLIANCE CERTIFICATE

To,
The Board of Directors
Infibeam Incorporation Limited
Gandhinagar.

We, Vishal Mehta, Managing Director and Hiren Padhya, Chief Financial Officer of Infibeam Incorporation Limited hereby certify that:

A. We have reviewed financial statements and the cash flow statement for the Financial Year ended on March 31, 2018 and that to the best of our knowledge and belief:
   1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. To the best of our knowledge and belief, no transactions entered into by the Company during the Financial Year 2017-18, which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit committee that:
   1. There has not been any significant change in internal control over financial reporting during the year;
   2. There has not been any significant change in accounting policies during the year; and

We are not aware of any instances of significant fraud with involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: **Gandhinagar**
Date: **May 30, 2018**

Vishal Mehta
Managing Director

Hiren Padhya
Chief Financial Officer

ANNEXURE - C (Contd.)

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

INFIBEAM AVENUES LIMITED

(Formerly known as Infibeam Incorporation Limited)

{CIN: L64203GJ2010PLC061366}

Gandhinagar

We have examined the compliance of conditions of Corporate Governance by **INFIBEAM AVENUES LIMITED (Formerly known as Infibeam Incorporation Limited)**, for the year ended **March 31, 2018**, as stipulated in Regulations 17-27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representation made by the management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Ashish C. Doshi, Partner
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No. : F3544
C P No : 2356

Place: Ahmedabad
Date: 04/09/2018

ANNEXURE - D

BUSINESS RESPONSIBILITY REPORT

(Pursuant to Regulation 34 (2) (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

INTRODUCTION

Infibeam Avenues Limited provides complete Software as a Service technology framework to merchants who want to generate online sales – Infibeam Avenues Web Services (IWS). As part of IWS, the Company provides ecommerce and payments web-services solutions, to businesses of all sizes globally and across industry verticals.

The Company's End-to-end modular, customisable and scalable cloud-based offering enables entrepreneurs and businesses to set up an online store, manage the back-end (i.e. orders, inventory, logistics), marketing online, and accept payments. Company also offers multi-channel payment processing services through its brand CCAvenue to an estimated over 70% of India's e-Merchants. CCAvenue is a PCI DSS 3.2 compliant payment gateway platform and is India's largest direct debit engine, with 240+ payment options connecting to more than 55+ Indian banks on a real-time basis to process payments through Net Banking and also processes all types of Credit Cards, Debit Cards and Digital Wallets including UPI payments.

Some of the other specialised Software as a Service platforms of the Company recently announced include Supply Chain Solutions, through acquisition of Unicommerce Esolutions Private Limited, which is expected to complete in FY19. Unicommerce is a market leader in e-commerce enablement software for warehouse management and omnichannel services with 15-20% of all e-commerce transactions in India getting processed through its platform.

In addition Infibeam through its subsidiary also owns and operates a multi-category product e-commerce website Infibeam.com, which is a strategic offering to the business.

The disclosures in this report are aligned to the Principles of Business Responsibility as prescribed under the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVG-SEE) released by Ministry of Corporate Affairs, Government of India. This report provides transparent and relevant information on the Company efforts and its performance against the nine principles of Business Responsibility.

SECTION - A

General Information About The Company:

Sr. No.	Particulars	Details			
1.	Corporate Identity Number (CIN) of the Company	L64203GJ2010PLC061366			
2.	Name of the Company	Infibeam Avenues Limited (Formerly known as Infibeam Incorporation Limited)			
3.	Registered address	28th Floor, GIFT Two Building, Block No. 56, Road – 5C, Zone -5, GIFT CITY, Gandhinagar - 382 355 Gujarat, India.			
4.	Website	www.ia.ooo			
5.	Email id	ir@ia.ooo			
6.	Financial year reported	April 1, 2017 to March 31, 2018			
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	National Industrial Classification 2008 Section J: Information and Communication Code : 62013			
8.	Three key products/services of the Company (as in balance sheet)	E-Commerce Platform, software development services, maintenance, web development and ancillary services.			
9.	Total number of locations where business activity is undertaken by the Company				
(a)	Number of international locations	One (1)			
(b)	Number of National locations	Fourteen (14)			
10.	Markets served by the Company	Local	State	National	International
		✓	✓	✓	✓

ANNEXURE - D (Contd.)

SECTION – B

Financial Details Of The Company:

Sr. No.	Particulars	Details
1.	Paid up capital as on March 31, 2018	₹ 542.78 million
2.	Total turnover for 2017-18	₹ 3,328 million (Standalone)
3.	Total profit after taxes for 2017-18	₹ 135 million (Standalone)
4.	Total spending on Corporate Social Responsibility (CSR) as a percentage of Profit After Tax (%) for 2017-18	1.38%
5.	List of activities in which expenditure in 4 above has been incurred	Refer Annexure E to Board's Report for CSR Activities

SECTION - C

Other Details:

Sr. No.	Particulars	Details
1.	Does the Company have any Subsidiary Company/ Companies?	Yes, refer Annexure B to Board's Report
2.	Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)	The Subsidiaries are separate entities and hence they follow BR Initiatives as per the rules and regulations applicable to them.
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No other entity / entities participates in the BR initiatives of the Company.

SECTION - D

Business Responsibility ("Br") In Formation:

1. Details of Director(s) responsible for BR

(a) Details of the Director responsible for implementation of the BR policy (ies)

Sr. No.	Particulars	Details
1.	DIN	03093563
2.	Name of Director	Mr. Vishal A. Mehta
3.	Designation	Managing Director

(b) Details of the BR head

Sr. No.	Particulars	Details
1.	DIN	03093563
2.	Name of Director	Mr. Vishal A. Mehta
3.	Designation	Managing Director
4.	Telephone Number	+91 79 6777 2204
5.	Email ID	ir@ia.ooo

2. Principle-wise (as per National Voluntary Guidelines) BR Policy (ies)

Infibeam Avenues Limited is an E-Commerce Company which is primarily engaged in the business of e-Commerce, software development services, maintenance, web development and other ancillary value-added services. The following sections capture BR compliances at the Group level.

P1. Business should conduct and govern themselves with Ethics, Transparency and Accountability

P2. Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

ANNEXURE - D (Contd.)

P3. Businesses should promote the well-being of all employees.

P4. Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

P5. Businesses should respect and promote human rights.

P6. Businesses should respect, protect, and make efforts to restore the environment.

P7. Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P8. Businesses should support inclusive growth and equitable development.

P9. Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of Compliance (Reply in Y/N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy (ies) for ...	Y This forms part of the Code of Conduct and Whistle blower Policy.	Y The policy is part of the Ecological Sustainability Policy and Code of Conduct.	Y Code of Conduct & Internal HR Policies for Employees.	Y The Company does not have a specific policy, however certain aspect of this principle forms part of the CSR Policy.	Y This forms part of the Code of Conduct.	Y This forms part of the Company's Ecological Sustainability Policy.	N	Y The Company has a CSR Policy.	Y The Company has a Consumer Policy Code of Conduct.
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	-	Y	Y
3.	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	-	Y	Y
		The spirit and content of the Code of Conduct and all the applicable laws and standards are captured in the policies articulated by the Company. The policies are based on and are in compliance with the applicable regulatory requirements and International Standards. Please refer the detailed report for more information.								
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	-	Y	Y
		As a process, all the policies have been considered and noted by the Board. The Board authorised the Senior Officials of the Company to authenticate the policies.								
5.	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	-	Y	Y
6.	Indicate the link for the policy to be viewed online	All Policies which are statutorily required to be placed on the Company's website can be accessed through the following link: http://www.ia.ooo/code-of-conduct-and-policies.								

ANNEXURE - D (Contd.)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	-	Y	Y
		The policies have been formally communicated to internal and external stakeholders, wherever applicable and required.								
8.	Does the Company have in-house structure to implement the Policy / Policies	Y	Y	Y	Y	Y	Y	-	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the Policy / Policies to address stakeholders' grievances related to the policy (ies)	Y	Y	Y	Y	Y	Y	-	Y	Y
10.	Has the Company carried out independent audit/ evaluation of the working of these policies by an internal or external agency?	Y	Y	Y	Y	Y	Y	-	Y	Y
		The Heads of Departments are responsible for effective implementation of the Policies. While the Company has not carried out independent audit of the policies, the Internal Audit Function periodically looks at the implementation of the policies.								

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 Options)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the Principles									
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The Company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 months									
5.	It is planned to be done within the next 1 year									
6.	Any other reason (please specify)							✓		
		Considering the business activities of the Company and the nature of its business, the Board has not felt the need to formulate certain policies. However, the Board reviews the requirements from time to time and will formulate relevant policies as and when the need is felt by the Board.								

ANNEXURE - D (Contd.)

3. Governance related to BR

Sr. No.	Particulars	Details
a.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company (Within 3 months, 3-6 months, Annually, More than 1 year).	The Board of Directors of the Company, either directly or through its Committees periodically assesses the BR performance of the Company.
b.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The Company publishes the information on BR which forms part of the Annual Report of the Company. The Annual Report is also uploaded on the website of the Company i.e. www.ia.ooo

SECTION – E

Principle -Wise Performance:

PRINCIPLE -1 Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Does it extend to the Group/ Joint Ventures/ Suppliers/Contractors/NGOs /Others?**

   The Company has adopted a Code of Conduct for its Directors and Senior Management. Additionally, the Policy on Code of Conduct for Employees applies to all employees of our Company. These do not extend to other entities.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

   The Company has in place different mechanisms for receiving and dealing with complaints from different stakeholders' viz. investors, customers, employees, vendors, etc. There are dedicated resources to respond to the complaints within a time bound manner.

   For details of investor complaints, please refer Corporate Governance Report in the Annual Report.

PRINCIPLE -2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

   Infibeam offers e-Commerce Platform, software development services, maintenance, web development and ancillary services including payments solution, data centres, cloud computing, data analytics, digital marketing, among others. Our digital offerings are environmentally friendly.

   Infibeam believes that it can contribute positively to the national growth and that its digital services can offer great opportunities for Small and Medium Enterprises (SMEs) that form the backbone of the Indian Economy, to be able to use the power of internet to increase their sales and generate higher income. Infibeam's business model gives an opportunity to the SMEs, from various sections and different parts of the country, by providing them a powerful online platform to sell their products and services. The platform helps the large retails, brands and SMEs to list and sell their products online with ease and convenience, and help them to expand their reach to target a larger customer base enabling them to make more sales, at a reasonable cost. They can also avail customised web services that can further enhance their earning potential.

ANNEXURE - D (Contd.)

2. **For each such product and services, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**
   a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?
   b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Infibeam Avenues is a technology company in the e-Commerce industry offering its ecommerce and payments solutions over the internet. Our business is fundamentally done online and thus the usage of paper is limited due to the nature of the business. The Customers are encouraged to adopt paper-free practices like use of internet, mobiles, e-Wallet and other such environmentally friendly initiatives. We generate reports for our customers online at the push of a button and encourage paper-less usage. We follow other sustainable practices to reduce our impact on the environment and promote efficient consumption of resources viz. Heating, Ventilation and Air Conditioning (HVAC) run time monitoring, installation of CFL & other low energy consuming office equipment, restricted printer and copier usage. / The reduction has been negligible.

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)?**
   a. **If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

   Yes, the Company has procedures in place for sustainable sourcing including transportation.

   As a responsible corporate citizen, the Company endeavours to reduce the environmental impact of its operations. The Company has made conscious efforts to reduce the usage of paper through various digital initiatives, some of which have been outlined elsewhere in this document.

   Our supplier analysis also takes into account the sourcing strategy of the supplier and proximity of the supplier to the location where the order request has been raised so as to improve logistics and save time, cost & emissions from unwanted transportation through longer routes.

4. **Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

   The Business of the Company is service oriented and not material resource intensive. The human resources and other services required for our operations are generally sourced from within the local area to the extent feasible. The products and services offered by the Company are aimed at encouraging entrepreneurship, innovation and capacity building among the society as well as to enable them to scale up their business operations.

   During supplier evaluation process, if all other factors are on par between potential suppliers, then the Company will give preference to the local supplier or small producer and thus procure goods locally. For consumable and operational services, the Company prefers to connect with local vendors to supply the necessary manpower and other requirements.

5. **Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

   Yes, The Company has a mechanism to recycle waste but since we do not manufacture products we don't deal with product recycling. Our operational practices are focused to continually reduce consumption of paper and progressive measures are being implemented across different processes to facilitate the same.

   Our initiatives also strive to meet sustainability goals of waste reduction and more efficient resource utilisation.

ANNEXURE - D (Contd.)

PRINCIPLE -3 **Businesses should promote the well-being of all employees**

Sr. No.	Particulars	Details
1.	Total Number of Employees	1,163
2.	Total number of employees hired on contractual basis	6
3.	Number of permanent women employees	232
4.	Number of permanent employees with disabilities	Nil
5.	Is there an employee association that is recognised by management?	No
6.	Percentage of your permanent employees who are members of this recognised employee association.	-

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

The Company's policy prohibits engaging of any child labour or involuntary labour. Thus, there are no complaints relating to child labour, forced labour and involuntary labour.

Sr. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as at the end of financial year
1.	Child labour/ forced labour/ involuntary labour	Nil	Nil
2.	Sexual Harassment	Nil	Nil
3.	Discriminatory Employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

Employee training and skills development is an integral aspect of the Company's human resource strategy. The Company's training programs extend to all permanent and contractual employees, which are rolled out as per the annual training calendar and individual employee training needs. All contractual employees are given mandatory safety training on induction as well as on the job skills related training through the Contractors and the Company.

The details of employees who underwent skill up-gradation training during the 2017-18 are as follows:

Permanent Employees	100%
Permanent Women Employees	19.87%
Contractual Employees	0.00%
Employees with Disabilities	0.00%

PRINCIPLE -4 **Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.**

1. Has the Company mapped its internal and external stakeholders?

The Company engages with multiple stakeholders through formal and informal channels of communication. The key stakeholder groups are identified as follows:

a) Employees

b) Customers, Clients and Partners

c) Investors

d) Vendors/ Service Providers

e) Regulators

f) Community

g) Associates

h) Media

ANNEXURE - D (Contd.)

The Company constantly strives to keep the channels of communication open and transparent with all its stakeholders, with a view to maximising stakeholder's satisfaction and value creation.

2. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders?**

   Yes, the Company has identified the disadvantaged, vulnerable and marginalised stakeholders.

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.**

   Infibeam is a responsible corporate, and believes in inclusive growth and equitable development for socio-economic betterment of the community. We extend support to the disadvantaged and marginalised stakeholders, through CSR programs and active employee volunteering.

PRINCIPLE -5 **Businesses should respect and promote human rights**

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/ Suppliers/Contractors/NGO s/others?**

   The Company is committed to upholding the dignity of every individual engaged or associated with the Company.

   The Fair Practices Code as well as Employee Code of Conduct, lays down the acceptable employee behaviour on various aspects including human rights. All employees, with direct interface to customers, are trained to be polite and courteous to customers under all circumstances. This focus on human rights extends towards all its interactions with stakeholders with utmost importance placed on fairness and transparency.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   Kindly refer to response to Principle 1 – Question No. 2 of Section E.

PRINCIPLE -6 **Business should respect, protect and make efforts to restore the environment**

1. **Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/ Contractors/NGO s/others.**

   The Policy covers only the Company. However, the Company shall support its value chain to adopt this principle.

2. **Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**

   The Company doesn't have any specific program or initiatives to address such issues. The Company has an Environment, Health and Safety Policy ("EHS Policy") which is communicated to all employees. The EHS Policy is available on the Company's website and accessed through the following link www.ia.ooo.

   Our efficient operational practices, digital business initiatives and environment management practices help us reduce our environmental footprint and help us achieve environmentally sustainable business practices.

3. **Does the Company identify and assess potential environmental risks?**

   The Company is aware of the potential environmental risks. We have also integrated environmental and social safeguards into the business process. The Company continuously seeks to improve its environmental performance by promoting use of energy efficient environment friendly technologies and use of renewable energy.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

ANNEXURE - D (Contd.)

As detailed under Points 1-3 above, The Company, through its initiatives, is aware of the importance of safeguarding the environment. As on date, the Company did not carry out any project related to the Clean Development Mechanism.

5. **Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy etc., Y/N. If yes, please give hyperlink for web page etc.**

   The Company strives to manage its energy demand by improving operational efficiency and adding alternate sources of energy. The Company has defined targets on reducing specific electricity consumption and increasing the energy share of renewable energy as a proportion of total energy consumption. The Company's energy conservation initiatives can be categorised under process optimisation and automation, optimisation of electrical equipment and lighting. At present, it does not have any URL.

6. **Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

   The operations of the Company do not result in any significant environmental or pollution related issues.

7. **Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

   No notices were received by the Company as on March 31, 2018.

PRINCIPLE -7 **Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. **Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

   The Company is not a member of any trade and chamber or association.

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes, specify the broad areas (Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

   Not Applicable

PRINCIPLE -8 **Businesses should support inclusive growth and equitable development**

1. **Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

   The Company has a well-defined CSR policy which is in line with the Companies Act, 2013. The Company, its Subsidiaries and Joint Ventures have taken various CSR initiatives for the support and development of society. The report on the CSR projects carried by the Company is annexed with the Board's Report.

2. **Are the programmes/projects undertaken through in-house team/ own foundation/external NGO/government structures/any other organisation?**

   The Company, through NGO's, supports various CSR initiatives in a project/ program mode. Please refer CSR activities in the Directors Report section of the Annual Report.

3. **Have you done any impact assessment of your initiative?**

   Yes

ANNEXURE - D (Contd.)

4. **What is your company's direct contribution to community development projects- Amount in ₹ and the details of the projects undertaken?**

   Please refer CSR activities in the Directors Report section of the Annual Report.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

   Yes, we do regular monitoring of our projects to ensure that they are adopted and sustainable within the communities.

PRINCIPLE -9 **Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year?**

   There are no material consumer cases / customer complaints outstanding as at the end of the Financial Year and all the pending complaints have since been resolved within the prescribed timelines.

2. **Does the Company display product and service information on the product label, over and above what is mandated as per local laws?**

   Not Applicable

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of Financial Year? If so, provide details thereof, in about 50 words or so**

   No.

4. **Did your Company carry out any consumer survey / consumer satisfaction trends?**

   No.

ANNEXURE - E

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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's CSR policy intends to focus on certain long term projects which shall include initiatives, inter alia, in the fields of education, skill development, health care, sanitation, safe drinking water, environment sustainability, women empowerment and rural development which will enable creation of a sustainable livelihood in society and better human capital culture.

   The CSR policy of the Company covers the proposed CSR activities in line with Section 135 of the Companies Act, 2013 and Schedule VII thereto. The CSR Policy of the Company may be accessed on the Company's website at www.ia.ooo.

2. **The composition of CSR Committee:**

   As on March 31, 2018, the CSR Committee comprises following members:

   Ms. Vijaylaxmi Sheth - Chairman

   Mr. Vishal Mehta - Member

   Mr. Malav Mehta - Member

3. **Average net profit of the Company for last three financial years:**

   ₹ 68.68 Million

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**

   ₹ 1.37 Million

5. **Details of CSR spent during the financial year:**

   a) Total amount to be spent for the financial year: ₹ 1.38 Million

   b) Amount unspent, if any: Nil

ANNEXURE - E (Contd.)

c) Manner in which the amount spent during the financial year 2017-18 is detailed below:

(₹ In million)

Sr. No.	CSR Project or Activity Identify	Sector in which project is covered	Project Programs 1. Local Area 2. Specify the State and Projects or Programs was undertaken	Amount outlay (Budget) Project or Programs wise	Amount spent on the Projects or Programs Sub heads: 1. Direct Expenditure on Projects or Programs 2. Overheads	Cumulative Expenditure upto the Reporting Period	Amount Spent: Direct or through implementing agency
1	Set up a a. Smart Drum Composter – 500 b. Smart express-wet composter and c. crushers	For neat, clean & pollution free Environment	1. In Rajasthan near Abu road and nearby areas of Rajasthan. 2. The projects are at Solar Land Waste Compositing Plant VIZ. a. Smart Drum Composter – 500 b. Smart express-wet composter and c. crushers	1.38	1.38 Sub Heads 1. Direct expenditure on project or programs: ₹ 1.38 2. Overheads: Nil	1.38	Amount spent through joint implementing agency called "Rajyoga Education and Research Foundation (RERF) & Brahma Kumaris Education Society (BKES)
			Total	**1.38**	**1.38**	**1.38**	

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof. - Not Applicable

7. The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Vishal Mehta
Managing Director

Vijaylaxmi Sheth
Chairman, CSR Committee

ANNEXURE - F (Contd.)

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2018
[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

INFIBEAM AVENUES LIMITED

(Formerly known as INFIBEAM INCORPORATION LIMITED)

Regd. Off: 28th Floor, GIFT Two Building,

Block No. 56, Road-5C, Zone-5, GIFT CITY,

Gandhinagar - 382355 (Gujarat)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INFIBEAM AVENUES LIMITED (Formerly known as INFIBEAM INCORPORATION LIMITED)** (hereinafter called "the 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 our 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 authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2018 has 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per **Annexure - A** for the Financial Year ended on March 31, 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   (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;

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

   (h) The Securities and Exchange Board of India (Buyback of Securities Regulations, 1998;

   However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (e), (g) and (h) of para (v) mentioned hereinabove during the period under review.

   We have also examined compliance with the applicable clauses of the following:

   (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

   (ii) The Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

ANNEXURE - F (Contd.)

VI. We further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has compliance management system for the sector specific laws applicable specifically to the Company:

During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other sector specific laws. I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other sector specific laws applicable to the Company.

We 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. During the year under review Mr. Vishwas Ambalal Patel was appointed as an Additional Non-executive, Non Independent Director and Mr. Piyush Kumar Sinha was appointed as an Additional Non-executive, Independent Director w.e.f. February 14, 2018.

Adequate notice is 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 are captured and recorded as part of the minutes, wherever required.

We 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 sector specific laws, rules, regulations and guidelines.

We further report that during the audit period of the Company there were following events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- Company has Allotted 21,45,002 Convertible Warrants on Preferential Allotment basis to TV18 Broadcast Limited on March 29, 2018, after passing Special Resolution in EGM dated March 15, 2018.
- Company has shifted its Registered Office of the Company from Ahmedabad to Gandhinagar outside the local limits of city, town, village but within the same state under jurisdiction of same Registrar of Companies after obtaining approval of Shareholders through Postal Ballot
- During the year, Company has made sub division/stock split of face value of equity share from ₹ 10/- to ₹ 1/- each with the approval of Shareholders in their Extra Ordinary General Meeting held on August 11, 2017.
- Company has taken approval of Shareholders for 'Infibeam Stock Appreciation Rights Scheme 2017' for the benefit of the employees of the Company as well as employees of the Subsidiary Companies.
- During the financial year under review, Scheme of restructuring in the form of Amalgamation of Avenues (India) Private Limited with the Company was filed with Hon'ble National Company Law Tribunal, Ahmedabad however order for the same was passed on May 7, 2018
- During the year under review, Company has made Investment of ₹ 4.90 million US $ in its Wholly Owned Subsidiary Company i.e. INFIBEAM GLOBAL EMEA FZ-LLC, Dubai, United Arab Emirates.

Ashish C. Doshi, Partner
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No. : F3544
C P No : 2356

Place: Ahmedabad
Date: 21/07/2018

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

ANNEXURE - F (Contd.)

ANNEXURE - A

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Act and rules made there under.
5. Agenda papers submitted to all the Directors / Members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Act.
7. Intimations/Disclosure/Declaration received from Directors under & The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Act and attachments thereof during the period under report.
9. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the period under report.
10. Communications/ Letters issued to and acknowledgements received from the Independent Directors for their appointment.
11. Various policies framed by the Company from time to time as required under the Act as well as Listing Agreement and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with circulars issued by the SEBI from time to time as mentioned hereunder:
    - Corporate Social Responsibility Policy
    - Ethical Behaviour & Vigil Mechanism
    - Policy on Prevention of Sexual Harassment at the work place
    - Archival Policy
    - Policy for determination of materiality of events / information
    - Policy on materiality of transactions and dealing with Related Party Transactions.
    - Policy for determining material Subsidiaries
    - Code of conduct for regulating, monitoring and reporting of trading by insiders
    - Code of practices and procedures for fair disclosure of unpublished price sensitive information
    - Policy on preservation of documents
    - Nomination and Remuneration Policy
    - Policy on Board Diversity
    - Policy on familiarisation program for Independent Directors
    - Policy for evaluation of performance of directors, committees & board
    - Code of conduct for board members and senior management

ANNEXURE - F (Contd.)

ANNEXURE - B

To,

The Members

INFIBEAM AVENUES LIMITED

(Formerly known as INFIBEAM INCORPORATION LIMITED)

Regd. Off: 28th Floor, GIFT Two Building,

Block No. 56, Road-5C, Zone-5, GIFT CITY,

Gandhinagar - 382355 (Gujarat)

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on March 31, 2018.

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. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We 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 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.

Ashish C. Doshi, Partner
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No. : F3544
C P No : 2356

Place: Ahmedabad
Date: 21/07/2018

ANNEXURE - G

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN

As on Financial Year ended on March 31, 2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	**CIN**	**L64203GJ2010PLC061366**
2.	Registration Date	June 30, 2010
3.	Name of the Company	**Infibeam Avenues Limited** *(Formerly known as Infibeam Incorporation Limited)*
4.	Category/Sub-category of the Company	Company limited by Shares Indian Non- Government Company
5.	Address of the Registered office & contact details	28th Floor, GIFT Two Building, Block No. 56, Road – 5C, Zone - 5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355, Gujarat, India Tel: +91 79 6777 2204 Fax: +91 79 6777 2205 E-mail: ir@ia.ooo Website: www.ia.ooo
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	**Link Intime India Private Limited** 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC -1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ahmedabad - 380 009 Tel: +91 79 2646 5179/86/87 Fax: + 91 79 2646 5179 E-mail: ahmedabad@linkintime.co.in

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)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Software Development, maintenance and other ancillary services	62013	100%

ANNEXURE - G (Contd.)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	**Infinium (India) Limited** 9th Floor, Shitiratna Complex, Off C G Road, Nr. Panchwati Circle, Ahmedabad - 380 006	U32109GJ2000PLC037266	Wholly Owned Subsidiary	100.00	2(87)
2.	**Odigma Consultancy Solutions Private Limited** No. 308, 3rd Floor, F Block, Vars Nottinghill Apartment, Hoysala Nagar, Ramamurthy Nagar, Bangalore – 560 016	U72900KA2011PTC057298	Wholly Owned Subsidiary	100.00	2(87)
3.	**NSI Infinium Global Private Limited** 27th Floor, Gift Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar, Taluka & District - Gandhinagar – 382 355	U64203GJ2002PTC040741	Wholly Owned Subsidiary	100.00	2(87)
4.	**Infibeam Logistics Private Limited** 909, 9th Floor, Shitiratna Complex, Near Panchawati Circle, Off C.G. Road, Ellisbridge, Ahmedabad -380 006	U63090GJ2013PTC074135	Wholly Owned Subsidiary	100.00	2(87)
5.	**Infibeam Digital Entertainment Private Limited** 23rd Floor, Gift Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar, Taluka & District - Gandhinagar – 382 355	U72200GJ2012PTC070882	Subsidiary	74.00	2(87)
6.	**Sine Qua Non Solutions Private Limited*** 3rd Floor, Trupthi Complex, No 25, 4th Cross, Amarjyoti Layout, Sanjay Nagar Main Road, Bangalore- 560094	U72200KA2005PTC037433	Step down Wholly Owned Subsidiary	100.00	2(87)
7.	**Infibeam Global EMEA FZ-LLC** Premises: 52, Floor: Ground, Building: 17, Dubai, United Arab Emirates	NA**	Wholly Owned Subsidiary	100.00	2(87)
8.	**DRC Systems India Private Limited^** 24th Floor, Gift Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar, Taluka & District - Gandhinagar – 382 355	U72900GJ2012PTC070106	Step down Subsidiary	51.00	2(87)

ANNEXURE - G (Contd.)

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
9.	**Avenues (India) Private Limited^^** 27th Floor, Gift Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar, Taluka & District - Gandhinagar – 382 355	U72200GJ2001PTC100083	Subsidiary	11.35	2(87)
10.	**Avenues Infinite Private Limited ***** Level I, Sai Bazar, Station Road, Opp Santacruz Station, Santacruz (West), Mumbai – 400 054	U74900MH2013PTC239708	Wholly owned Subsidiary	100.00	2(87)
11.	**Avenues Payments India Private Limited#** Level I, Sai Bazar, Station Road, Opp Santacruz Station, Santacruz (West), Mumbai – 400 054	U72200MH1999PTC123313	Associate	26.76##	2(6)

* It is a Wholly Owned Subsidiary Company of NSI Infinium Global Private Limited, hence, a step down Wholly Owned Subsidiary Company of your Company.

** Incorporated Outside India.

^ It is a Subsidiary Company of NSI Infinium Global Private Limited, hence, a step down Subsidiary Company of your Company, was acquired on April 1, 2017.

^^ Your Company had control over this Company, hence it was a subsidiary of your Company. Pursuant to the order dated May 7, 2018 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, Avenues (India) Private Limited merged with your Company.

*** It was Subsidiary of Avenues (India) Private Limited and Associate of Infibeam Avenues Limited, post Amalgamation it became Wholly Owned Subsidiary of Infibeam Avenues Limited.

It was an Associate Company of Avenues (India) Private Limited, post Amalgamation it became Associate Company of Infibeam Avenues Limited.

% of Shares held is based on total Equity Share Capital of Avenues Payments India Private Limited.

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 [April 1, 2017]				No. of Shares held at the end of the year [March 31, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	15,55,36,790	-	15,55,36,790	28.86	15,55,36,790	-	15,55,36,790	28.66	(0.20)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	8,61,18,440	-	8,61,18,440	15.98	9,21,51,440	-	9,21,51,440	16.98	1.00
e) Banks / FI	-	-	-	-					
f) Any other	-	-	-	-					
Sub-Total [A](1)	**24,16,55,230**	**-**	**24,16,55,230**	**44.84**	**24,76,88,230**	**-**	**24,76,88,230**	**45.63**	**0.79**
(2) Foreign									
a) NRI-Individual	-	-	-	-	-	-	-	-	-
b) Other-Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-

ANNEXURE - G (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [April 1, 2017]				No. of Shares held at the end of the year [March 31, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total [A] (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	-
Total shareholding of Promoter (A) = (A) (1)+(A) (2)	**24,16,55,230**	**-**	**24,16,55,230**	**44.84**	**24,76,88,230**	**-**	**24,76,88,230**	**45.63**	0.79
B. Public Shareholding									
1. Institutions	-	-	-	-					-
a) Mutual Funds	-	-	-	-	1,55,03,527	-	1,55,03,527	2.86	2.86
b) Banks / FI	1,27,87,420	-	1,27,87,420	2.37	36,66,681	-	36,66,681	0.68	(1.69)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Portfolio Investor	3,82,98,830	-	3,82,98,830	7.11	5,04,57,873	-	5,04,57,873	9.30	2.19
h) Foreign Venture Capital Funds	,-	-	-	-					-
i) Others (specify)									
Sub-total (B)(1):-	**5,10,86,250**	**-**	**5,10,86,250**	**9.48**	**6,96,28,081**	**-**	**6,96,28,081**	**12.83**	**3.35**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	4,06,92,370	-	4,06,92,370	7.55	4,14,18,135	-	4,14,18,135	7.63	0.08
ii) Overseas	-	-	-	-					-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	77,63,190	4,21,810	81,85,000	1.52	96,97,969	1,24,650	98,22,619	1.81	0.29
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	12,65,89,710	2,25,82,200	14,91,71,910	27.68	13,03,24,675	12,63,800	13,15,88,475	24.24	(3.44)
c) Others (specify)									
i) HUF	3,08,35,010	-	3,08,35,010	5.72	2,58,35,023	0	2,58,35,023	4.76	(0.96)
ii) NRI	1,23,78,300	-	1,23,78,300	2.29	99,72,270	0	99,72,270	1.84	(0.45)
iii) Clearing Members	49,35,130	-	49,35,130	0.92	44,69,457	0	44,69,457	0.82	(0.10)
iv) Trust	-	-	-	-	6,32,000	0	6,32,000	0.12	0.12
Sub-total (B)(2)	**22,31,93,710**	**2,30,04,010**	**24,61,97,720**	**45.68**	**22,23,49,529**	**13,88,450**	**22,37,37,979**	**41.22**	**(4.46)**
Total Public Shareholding (B)=(B) (1)+ (B)(2)	**27,42,79,960**	**2,30,04,010**	**29,72,83,970**	**55.16**	**29,19,77,610**	**13,88,450**	**29,33,66,060**	**54.05**	**(1.11)**
C. Non Promoter - Non Public									
1. Shares held by Custodian for GDRs & ADRs	-	-	-	-					-
2. Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	17,29,100	-	17,29,100	0.32	0.32
Grand Total (A+B+C)	**51,59,35,190**	**2,30,04,010**	**53,89,39,200**	**100.00**	**54,13,94,940**	**13,88,450**	**54,27,83,390**	**100.00**	**0.00**

Note: 1. The sub-division of face value of Equity Shares from ₹ 10 to 1 was approved by the shareholders on August 11, 2017. For ease of comparison, the previous year shareholding has been correspondingly adjusted.

ANNEXURE - G (Contd.)

ii) Shareholding of Promoter & Promoter's Group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01-04-2017)			Shareholding at the end of the year (31-03-2018)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Ajit C. Mehta	3,01,14,780	5.59	-	3,01,14,780	5.55	-	(0.04)
2.	Ms. Jayshree A. Mehta	3,01,14,780	5.59	-	3,01,14,780	5.55	-	(0.04)
3.	Mr. Malav A. Mehta	1,70,24,200	3.16	-	1,70,24,200	3.14	2.20	(0.02)
4.	Mr. Vishal A. Mehta	5,99,59,400	11.13	-	5,99,59,400	11.05	-	(0.08)
5.	Ms. Nirali Mehta	1,50,59,200	2.79	-	1,50,59,200	2.77	-	(0.02)
6.	Ms. Anoli Mehta	9,68,510	0.18	-	9,68,510	0.18	-	0.00
7.	Mr. Subhashchandra R. Amin	20,58,790	0.38	-	20,58,790	0.38	-	0.00
8.	Ms. Shreya N. Parikh	2,000	0.00	-	2,000	0.00	-	0.00
9.	Ms. Pallavi Kumarpal	23,340	0.00	-	23,340	0.00	-	0.00
10.	Ms. Mokshadaben P. Sheth	25,000	0.00	-	25,000	0.00	-	0.00
11.	Ms. Bhadrika A. Shah	10,340	0.00	-	10,340	0.00	-	0.00
12.	Ms. Achalaben S. Amin	1,76,450	0.03	-	1,76,450	0.03	-	0.00
13.	Infinity Drive Private Limited	80,07,440	1.49	-	80,07,440	1.48	-	(0.01)
14.	Infinium Auto Mall Private Limited	1,45,55,900	2.70	-	1,45,55,900	2.68	-	(0.02)
15.	Infinium Communication Private Limited	1,05,07,880	1.95	-	1,05,07,880	1.94	-	(0.01)
16.	Infinium Motors Private Limited	5,30,47,220	9.84	-	5,30,47,220	9.77	-	(0.07)
17.	Infinium Motors (Gujarat) Private Limited	-	-	-	44,74,000	0.82	-	0.82
18.	Infinium Natural Resources Investments Private Limited	-	-	-	15,59,000	0.29	-	0.29
19.	Advanced Energy Resources & Management Private Limited	-	-	-	-	-	-	-
20.	ING Satcom Limited	-	-	-	-	-	-	-
21.	TIW Systems Private Limited	-	-	-	-	-	-	-
22.	Yoro Club LLP	-	-	-	-	-	-	-
23.	Vima Enterprises LLP	-	-	-	-	-	-	-
24.	Lubi Industries LLP	-	-	-	-	-	-	-
25.	Ajit Mehta HUF	-	-	-	-	-	-	-
26.	Vishal Mehta HUF	-	-	-	-	-	-	-
27.	Malav Mehta HUF	-	-	-	-	-	-	-
28.	V.M. Associates	-	-	-	-	-	-	-
	Total	**24,16,55,230**	**44.84**	**-**	**24,76,88,230**	**45.63**		**0.79**

Note: 1. The details of holding has been clubbed based on PAN.

2. The sub-division of face value of Equity Shares from ₹ 10 to ₹ 1 was approved by the shareholders on August 11, 2017. For ease of comparison, the previous year shareholding has been correspondingly adjusted.

ANNEXURE - G (Contd.)

iii) Change in Promoter & Promoter's Group Shareholding (please specify, if there is no change)

Sr. No	Name & Type of Transactions	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	Date of Transactions	No. of Shares	No. of shares	% of total shares of the Company*
1.	Mr. Ajit C. Mehta	3,01,14,780	5.59				
	At the end of the year					3,01,14,780	5.55
2.	Ms. Jayshree A. Mehta	3,01,14,780	5.59				
	At the end of the year					3,01,14,780	5.55
3.	Mr. Malav A. Mehta	1,70,24,200	3.16				
	At the end of the year					1,70,24,200	3.14
4.	Mr. Vishal A. Mehta	5,99,59,400	11.13				
	At the end of the year					5,99,59,400	11.05
5.	Ms. Nirali Mehta	1,50,59,200	2.79				
	At the end of the year					1,50,59,200	2.77
6.	Ms. Anoli Mehta	9,68,510	0.18				
	At the end of the year					9,68,510	0.18
7.	Mr. Subhashchandra R. Amin	20,58,790	0.38				
	At the end of the year					20,58,790	0.38
8.	Ms. Shreya N. Parikh	2,000	0.00				
	At the end of the year					2,000	0.00
9.	Ms. Pallavi Kumarpal	23,340	0.00				
	At the end of the year					23,340	0.00
10.	Ms. Mokshadaben P. Sheth	25,000	0.00				
	At the end of the year					25,000	0.00
11.	Ms. Bhadrika A. Shah	10,340	0.00				
	At the end of the year					10,340	0.00
12.	Ms. Achalaben S. Amin	1,76,450	0.03				
	At the end of the year					1,76,450	0.03
13.	Infinity Drive Private Limited	80,07,440	1.49				
	At the end of the year					80,07,440	1.48
14.	Infinium Auto Mall Private Limited	1,45,55,900	2.70				
	At the end of the year					1,45,55,900	2.68
15.	Infinium Communication Private Limited	1,05,07,880	1.95				
	At the end of the year					1,05,07,880	1.94
16.	Infinium Motors Private Limited	5,30,47,220	9.84				
	At the end of the year					5,30,47,220	9.77
17.	Infinium Motors (Gujarat) Private Limited	-	-				

ANNEXURE - G (Contd.)

Sr. No	Name & Type of Transactions	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	Date of Transactions	No. of Shares	No. of shares	% of total shares of the Company*
	Purchase			12-06-2017	7,48,740	7,48,740	0.14
				13-06-2017	8,08,330	15,57,070	0.29
				22-06-2017	8,80,000	24,37,070	0.45
				23-06-2017	4,62,930	29,00,000	0.53
				25-09-2017	7,65,000	36,65,000	0.68
				19-10-2017	9,000	36,74,000	0.68
				02-01-2018	8,00,000	44,74,000	0.82
	At the end of the year					44,74,000	0.82
18.	Infinium Natural Resources Investments Private Limited	-	-				
	Purchase			25-09-2017	15,50,000	15,50,000	0.29
				19-10-2017	9,000	15,59,000	0.29
	At the end of the year					15,59,000	0.29
19.	Advanced Energy Resources & Management Private Limited	-	-				
	At the end of the year					-	-
20.	ING Satcom Limited	-	-				
	At the end of the year					-	-
21.	TIW Systems Private Limited	-	-				
	At the end of the year					-	-
22.	Yoro Club LLP	-	-				
	At the end of the year					-	-
23.	Vima Enterprises LLP	-	-				
	At the end of the year					-	-
24.	Lubi Industries LLP	-	-				
	At the end of the year					-	-
25.	Ajit Mehta HUF	-	-				
	At the end of the year					-	-
26.	Vishal Mehta HUF	-	-				
	At the end of the year					-	-
27.	Malav Mehta HUF	-	-				
	At the end of the year					-	-
28.	V.M. Associates	-	-				
	At the end of the year					-	-

* % of Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

Note: 1. The details of holding has been clubbed based on PAN.

2. The sub-division of face value of Equity Shares from ₹ 10 to ₹ 1 was approved by the shareholders on August 11, 2017. For ease of comparison, the previous year shareholding has been correspondingly adjusted.

ANNEXURE - G (Contd.)

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

Sr. No	Name & Type of Transactions	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	Date of Transactions	No. of Shares	No. of shares	% of total shares of the Company*
1.	Vijayakumar Subramanian	2,05,79,700	3.82				
	At the end of the year					2,05,79,700	3.79
2.	Mayur Mukundlal Desai	1,90,00,000	3.53				
	At the end of the year					1,90,00,000	3.50
3.	Ilesh Purshottamdas Shah	1,51,05,200	2.80				
	Purchase			07-04-2017	11,21,560	1,62,26,760	2.99
	Purchase			21-04-2017	4,14,200	1,66,40,960	3.07
	Sale			19-05-2017	(7,30,080)	1,59,10,880	2.93
	Purchase			26-05-2017	62,800	1,59,73,680	2.94
	Purchase			30-06-2017	14,220	1,59,87,900	2.95
	Purchase			07-07-2017	56,150	1,60,44,050	2.96
	Purchase			21-07-2017	21,480	1,60,65,530	2.96
	Purchase			28-07-2017	23,870	1,60,89,400	2.96
	Purchase			04-08-2017	21,410	1,61,10,810	2.97
	Purchase			11-08-2017	2,440	1,61,13,250	2.97
	Purchase			01-09-2017	1,900	1,61,15,150	2.97
	Purchase			22-09-2017	1,77,549	1,62,92,699	3.00
	Purchase			29-09-2017	75,101	1,63,67,800	3.02
	Purchase			22-12-2017	1,30,000	1,64,97,800	3.04
	At the end of the year					1,64,97,800	3.04
4.	Nomura Singapore Limited	1,17,86,720	2.19				
	Sale			05-05-2017	(2,56,000)	1,15,30,720	2.12
	Sale			12-05-2017	(1,76,000)	1,13,54,720	2.09
	Sale			19-05-2017	(4,97,240)	1,08,57,480	2.00
	Sale			26-05-2017	(69,000)	1,07,88,480	1.99
	Sale			02-06-2017	(2,96,450)	1,04,92,030	1.93
	Purchase			15-12-2017	11,65,000	1,16,57,030	2.15
	Purchase			22-12-2017	7,65,000	1,24,22,030	2.29
	Purchase			05-01-2018	24,50,000	1,48,72,030	2.74
	Purchase			26-01-2018	8,25,000	1,56,97,030	2.89
	Sale			02-03-2018	(5,00,000)	1,51,97,030	2.80
	Purchase			23-03-2018	5,00,000	1,56,97,030	2.89
	Purchase			31-03-2018	8,00,000	1,64,97,030	3.04
	At the end of the year					1,64,97,030	3.04
5.	Sonal Mayurbhai Desai	1,50,00,000	2.78				
	At the end of the year					1,50,00,000	2.76
6.	Desai Abhishek Mayur	1,50,00,000	2.78				
	Sale			22-09-2017	(3,40,000)	1,46,60,000	2.70
	Sale			29-09-2017	(9,199)	1,46,50,801	2.70
	At the end of the year					1,46,50,801	2.70
7.	Shaival Mayurbhai Desai	1,50,00,000	2.78				
	Sale			23-06-2017	(10,00,000)	1,40,00,000	2.58
	At the end of the year					1,40,00,000	2.58

ANNEXURE - G (Contd.)

Sr. No	Name & Type of Transactions	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	Date of Transactions	No. of Shares	No. of shares	% of total shares of the Company*
8.	Kalyanaraman Srinivasan	1,05,34200	1.95				
	Sale			07-04-2017	(1,90,000)	1,03,44,200	1.91
	Sale			14-04-2017	(3,00,000)	1,00,44,200	1.85
	Sale			02-03-2018	(25,11,000)	75,33,200	1.39
	Purchase			09-03-2018	12,79,000	88,12,200	1.62
	At the end of the year					88,12,200	1.62
9.	Ajay Chandra B	70,30,040	1.30				
	Sale			05-05-2017	(30,000)	70,00,040	1.29
	Sale			09-05-2017	(60,000)	69,40,040	1.28
	Sale			11-05-2017	(50,000)	68,90,040	1.27
	Sale			16-05-2017	(73,490)	68,16,550	1.26
	Sale			18-05-2017	(2,40,170)	65,76,380	1.21
	Sale			22-05-2017	(35,000)	65,41,380	1.21
	ESOP Allotment			30-05-2017	30,00,000	95,41,380	1.76
	Sale			09-06-2017	(30,000)	95,11,380	1.75
	Sale			13-06-2017	(1,57,180)	93,54,200	1.72
	Sale			15-06-2017	(4,20,000)	89,34,200	1.65
	Sale			20-06-2017	(1,40,000)	87,94,200	1.62
	Sale			31-03-2018	(55,500)	87,38,700	1.61
	At the end of the year					87,38,700	1.61
10.	Polus Global Fund	59,96,440	1.11				
	Purchase			01-12-2017	5,00,000	64,96,440	1.20
	Purchase			08-12-2017	3,00,000	67,96,440	1.25
	At the end of the year					67,96,440	1.25

* % of Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

Note: 1. The details of holding has been clubbed based on PAN.

2. The sub-division of face value of Equity Shares from ₹ 10 to ₹ 1 was approved by the shareholders on August 11, 2017. For ease of comparison, the previous year shareholding has been correspondingly adjusted.

v) Shareholding of Directors and Key Managerial Personnel

Sr. No	Shareholder's Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative shareholding during (01-04-2017 to 31-03-2018)	
		No. of shares At the beginning (01-04-2017) / end of the year (31-03-2018)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company*
Directors								
1	Mr. Ajit Mehta	3,01,14,780	5.59	01-04-2017	NIL Movement during the year		3,01,14,780	5.55
		3,01,14,780	5.55	31-03-2018			3,01,14,780	5.55
2	Mr. Vishal Mehta@	5,99,59,400	11.13	01-04-2017	NIL Movement during the year		5,99,59,400	11.05
		5,99,59,400	11.05	31-03-2018			5,99,59,400	11.05
3	Mr. Malav Mehta	1,70,24,200	3.16	01-04-2017	NIL Movement during the year		1,70,24,200	3.14
		1,70,24,200	3.14	31-03-2018			1,70,24,200	3.14

ANNEXURE - G (Contd.)

Sr. No	Shareholder's Name	Shareholding: No. of shares At the beginning (01-04-2017) / end of the year (31-03-2018)	Shareholding: % of total Shares of the Company	Date	Increase / (Decrease) in Shareholding	Reason	Cumulative shareholding during (01-04-2017 to 31-03-2018): No. of Shares	Cumulative shareholding: % of total Shares of the Company*
4	Mr. Vishwas Patel	0	0.00	01-04-2017	NIL Movement during the year		0	0.00
	(w.e.f. February 14, 2018)	0	0.00	31-03-2018			0	0.00
5	Mr. Keyoor Bakshi	0	0.00	01-04-2017	NIL Movement during the year		0	0.00
		0	0.00	31-03-2018			0	0.00
6	Mr. Roopkishan Dave	0	0.00	01-04-2017	NIL Movement during the year		0	0.00
		0	0.00	31-03-2018			0	0.00
7	Ms. Vijaylaxmi Sheth	0	0.00	01-04-2017	NIL Movement during the year		0	0.00
		0	0.00	31-03-2018			0	0.00
8	Mr. Piyushkumar Sinha (w.e.f. February 14, 2018)	0	0.00	01-04-2017	NIL Movement during the year		0	0.00
		0	0.00	31-03-2018			0	0.00
Key Managerial Personnel								
1	Mr. Vishal Mehta@	5,99,59,400	11.13	01-04-2017	NIL Movement during the year		5,99,59,400	11.05
		5,99,59,400	11.05	31-03-2018			5,99,59,400	11.05
2	Mr. Hiren Padhya	55,440	0.01	01-04-2017				
				01-08-2017	(8,440)	Sale	47,000	0.01
		47,000	0.01	31-03-2018			47,000	0.01
3	Mr. Shyamal Trivedi	340	0.00	01-04-2017				
				30-05-2017	10,000	ESOP Allotment	10,340	0.00
		10,340	0.00	31-03-2018			10,340	0.00

* % of Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

@ Mr. Vishal Mehta, Managing Director has been included in the list of Directors as well as KMP.

Note: 1. The details of holding has been clubbed based on PAN.

2. The sub-division of face value of Equity Shares from ₹ 10 to ₹ 1 was approved by the shareholders on August 11, 2017. For ease of comparison, the previous year shareholding has been correspondingly adjusted.

ANNEXURE - G (Contd.)

V. INDEBTEDNESS -INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT:

(₹ In million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	850.00	-	850.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1.00	-	1.00
Total (i+ii+iii)	**-**	**851.00**	**-**	**851.00**
Change in Indebtedness during the financial year				
* Addition	450.00	-	-	450.00
* Reduction	-	851.00	-	851.00
Net Change	**450.00**	**851.00**	**-**	**(401.00)**
Indebtedness at the end of the financial year				
i) Principal Amount	450.00	-	-	450.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.12	-	-	0.12
Total (i+ii+iii)	**450.12**	**-**	**-**	**450.12**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(₹ In million)

Sr. No.	Particulars of Remuneration	Mr. Vishal Mehta (Managing Director)	Total Amount
1	**Gross salary**		-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	**Stock Option**	0	0
3	**Sweat Equity**	0	0
4	Commission - as % of profit - others, specify...	0	0
5	Others, please specify	0	0
	Total (A)	0.00	0.00
	Ceiling as per the Act	10% of Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013	

ANNEXURE - G (Contd.)

B. Remuneration to other Directors

1. Particulars of Remuneration to Independent Directors

(₹ In million)

Sr. No.	Particulars of Remuneration	Name of Independent Directors				Total Amount
		Mr. Keyoor Bakshi	Mr. Roopkishan Dave	Ms. Vijaylaxmi Sheth	Mr. Piyushkumar Sinha	
1	Fees for attending board and committee meetings	0.22	0.22	0.12	0.01	0.57
2	Commission	0	0	0	0	0
3	Others, please specify (Salary, bonus and contribution to PF)	0	0	0	0	0
	Total (1)	**0.22**	**0.22**	**0.12**	**0.01**	**0.57**

2. Particulars of Remuneration to Non-Executive Directors

(₹ In million)

Sr. No.	Particulars of Remuneration	Name of Non-Executive Directors			Total Amount
		Mr. Ajit Mehta	Mr. Malav Mehta	Mr. Vishwas Patel	
1	Fee for attending board and committee meetings	0.16	0.14	0.00	0.30
2	Commission	0	0	0	0
3	Others, please specify	0	0	0	0
	Total (2)	**0.16**	**0.14**	**0.00**	**0.30**
	Total (B)=(1+2)				**0.87**
	Total Managerial Remuneration (A+B)				**0.87**
	Overall Ceiling as per the Act	1% of Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013			

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ In million)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CS	CFO	
		Mr. Shyamal Trivedi	Mr. Hiren Padhya	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.79	4.29	7.08
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	1.47	2.11	3.57
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	**4.26**	**6.39**	**10.65**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There are no cases for imposing any penalties / punishment / compounding of offences against the Company, Directors and any Officers for the period ending of March 31, 2018.

ANNEXURE - H

DETAILS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Particulars	Status	
I	Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	**Number of times**	
		Chairman	Nil
		Managing Director	Nil
		All other Directors	Nil
II	Percentage increase in remuneration of each of the Director, the Chief Financial Officer, the Chief Executive Officer, the Company Secretary or the Manager, if any, in the financial year	**Category**	**% increase in remuneration in the Financial Year**
		Directors	Nil
		Mr. Vishal Mehta, Managing Director	Nil
		Mr. Hiren Padhya, Chief Financial Officer	10%
		Mr. Shyamal Trivedi, Vice President & Company Secretary	16%
III	Percentage increase in the median remuneration of employees in the financial year	9%	
IV	Number of permanent employees on the rolls of Company	86	
V	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in salaries of employees other than the managerial personnel in the last Financial Year was 7%	
VI	Affirmation that the remuneration is as per the Remuneration Policy of the Company	It is affirmed that the remuneration is as per the Remuneration Policy of the Company.	

Notes

1. Shares allotted under ESOP scheme of the Company have not been included in the above.
2. The Non-Executive Directors are paid only sitting fees for attending the meetings of the Board and its Committees. The ratio of remuneration and percentage increase in remuneration of these Directors is therefore not considered for above

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INDEPENDENT AUDITOR'S REPORT

To the Members of Infibeam Incorporation Limited

REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR THE IND AS FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

OPINION

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

INDEPENDENT AUDITOR'S REPORT (Contd.)

2.As required by section 143 (3) of the Act, we report that:

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

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

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

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

(e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;

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

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

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 21 to the standalone Ind AS financial statements;

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

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

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Sukrut Mehta**
Partner
Membership Number: 101974

Place of Signature: Ahmedabad
Date: May 30, 2018

ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE OF INFIBEAM INCORPORATION LIMITED FOR THE YEAR ENDED MARCH 31, 2018.

a. (a) The Company has not maintained proper records showing full particulars including quantitative details except for fixed assets held at the corporate office. Details of situation of fixed assets is not maintained by the Company.

(b) Fixed assets have not been physically verified by the management during the year, hence, we are unable to comment on the discrepancies, if any

(c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

b. The Company is a service company, primarily rendering website development and maintenance services and payment gateway services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order are not applicable to the Company.

c. (a) The Company has granted loans to three Companies covered in the register maintained under Section 189 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, the terms and conditions of loans are not prejudicial to the Company's interest.

(b) The loans granted to Company listed in the register maintained under Section 189 of the Act, the borrowers have been regular in the payment of the principle and interest as stipulated.

(c) There are no amounts of loans granted to Company listed in the register maintained under Section 189 of the Companies Act, 2013 which are overdue for more than ninety days.

d. In our opinion and according to the information and explanations given to us, provisions of Section 185 of the Companies Act 2013 in respect to loans to directors including entities in which they are interested and in respect of loans and advances given have been complied with by the Company. The Company has not granted any and guarantees and securities during the year. Further, based on the information and explanations given to us and based on legal opinion obtained by the Company, the Company being a technology related infrastructure company, provision of Section 186 (except sub-section (1) of Section 186) of the Companies Act, 2013 is not applicable to the Company and hence not commented upon. In our opinion, and according to the information and explanations given to us, the Company has made investment referred in Section 186 of the Act and have complied with the provisions of Section 186 of the Act.

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

f. To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the services of the Company. Accordingly, paragraph 3(vi) of the Order is not applicable.

g. (a) According to to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including service tax, income-tax, provident fund, employee state insurance, duty of customs, goods and service tax, professional tax, cess and other material statutory dues are generally regularly deposited during the year however there have been large delays in few cases of payment of goods and service tax, professional tax, employee state insurance, provident fund and tax deducted at source (TDS). As explained to us, the Company did not have any dues on account of sales tax, value added tax and duty of excise during the year.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of goods and service tax, service tax, income-tax, provident fund, employee state insurance, duty of customs, professional tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE OF INFIBEAM INCORPORATION LIMITED FOR THE YEAR ENDED MARCH 31, 2018. (Contd.)

(c) According to the information and explanations given to us, no undisputed amounts payable in respect of service tax, income-tax, goods and service tax, professional tax, duty of customs and other material statutory dues which have not been deposited with the appropriate authorities on account of any dispute other than those mentioned below:

Name of statue	Nature of dues	Amount involved (₹ In million)	Period to which amount relates	Forum where the dispute is pending
Income tax Act, 1961	Income tax demands	3.32	2012-13 and 2013-14	Commissioner of Income tax (Appeals)

h. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to banks or financial institutions during the year. The Company did not have any due payable to the debenture holders and government during the year.

i. According to information and explanations given by the management and confirmation of the monitoring bank, monies raised by the Company by way of initial public offer were applied for the purpose for which they were raised, though idle/surplus funds which were not required for immediate utilisation have been invested in fixed deposits. The maximum amount of idle/surplus funds invested during the year was ₹ 1,630.9 million of which ₹ 902.5 million was outstanding at the end of the year. Further, according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans for the purposes for which they were raised. There were no further public offer (including debt instrument) during the year.

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

k. 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 except in case on one non-executive director, which is pending requisite approvals.

l. 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.

m. According to the information and explanations given by the management and on the basis of relevant records and representation, the transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Ind AS financial statements, as required by the applicable accounting standards.

n. According to the information and explanations given by the management, the Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the preferential allotment of fully convertible share warrants during the year. According to the information and explanations given by the management, we report that the amounts raised, have remained unused at the end of the year. The maximum amount of idle/surplus funds invested during the year was ₹ 100 million of which ₹ 100 million was outstanding at the end of the year, for the purposes for which the funds were raised.

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

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

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Sukrut Mehta**
Partner
Membership Number: 101974

Place of Signature: Ahmedabad
Date: May 30, 2018

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF INFIBEAM INCORPORATION LIMITED

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting with reference to the standalone Ind AS financial statements of Infibeam Incorporation Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone Ind AS 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 Act, 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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE IND AS FINANCIAL STATEMENTS

A company's internal financial control over financial reporting with reference to these standalone Ind AS 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 standalone Ind AS 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.

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF INFIBEAM INCORPORATION LIMITED (Contd.)

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE IND AS FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS 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 standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS 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, an adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Sukrut Mehta**
Partner
Membership Number: 101974

Place of Signature: Ahmedabad
Date: May 30, 2018

BALANCE SHEET
AS AT MARCH 31, 2018

Indian Rupees in million

Particulars	Notes	As at March 31, 2018	As at March 31, 2017
ASSETS			
I. Non-current assets			
Property, Plant and Equipment	5	1,624.39	-
Capital work-in-progress	5	233.10	988.85
Goodwill	6	16,124.18	-
Intangible assets	6	2,440.47	223.82
Intangible assets under development	6	100.46	67.03
Financial assets			
Investments	7	744.49	753.55
Other financial assets	7	220.58	3.12
Deferred tax assets (net)	24	-	110.65
Income tax assets (net)	9	47.92	14.76
Other non-current assets	8	1,333.30	1,014.98
Total non-current assets		**22,868.89**	**3,176.76**
II. Current assets			
Financial assets			
Investments	7	2.10	-
Trade receivables	7	379.55	114.80
Cash and cash equivalents	7	879.48	756.87
Other bank balances	7	212.63	1,670.20
Loans	7	1,356.35	1,456.28
Others financial assets	7	613.59	1,606.99
Other current assets	8	2,159.69	874.40
Total current assets		**5,603.39**	**6,479.54**
Total Assets		**28,472.28**	**9,656.30**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	542.78	538.94
Other equity	11	25,186.70	7,510.64
Total equity		**25,729.48**	**8,049.58**
LIABILITIES			
I. Non-current liabilities			
Financial liabilities			
Borrowings	12	351.60	-
Provisions	13	26.70	4.47
Deferred tax liabilities (net)	24	94.12	-
Total non-current liabilities		**472.42**	**4.47**
II. Current liabilities			
Financial liabilities			
Borrowings	12	217.90	850.00
Trade payables	12	34.70	5.82
Other financial liabilities	12	97.65	51.40
Other current liabilities	14	1,865.25	632.06
Provisions	13	6.52	0.87
Income tax liabilities (net)	9	48.36	62.10
Total current liabilities		**2,270.38**	**1,602.25**
Total equity and liabilities		**28,472.28**	**9,656.30**
Summary of significant accounting policies	1-4		

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Sukrut Mehta
Partner
Membership No.: 101974
Gandhinagar
Date: May 30, 2018

For and on behalf of the board of directors of
Infibeam Incorporation Limited
CIN: L64203GJ2010PLC061366

Vishal Mehta
Managing Director
DIn : 03093563
Place : Gandhinagar
Date: May 30, 2018

Ajit Mehta
Director
DIn : 01234707
Place : Gandhinagar
Date: May 30, 2018

Hiren Padhya
Chief Financial Officer
Place : Gandhinagar
Date : May 30, 2018

Shyamal Trivedi
Company Secretary
Place : Gandhinagar
Date : May 30, 2018

STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2018

Indian Rupees in million

Particulars	Notes	Year ended March 31, 2018	Year ended March 31, 2017
INCOME			
Revenue from operations	15	3,058.56	531.45
Other income	16	269.53	361.15
Total income (I)		**3,328.09**	**892.60**
EXPENSES			
Payment Gateway Processing Charges		1,785.43	-
Employee benefits expense	17	254.67	95.52
Finance costs	18	36.81	32.82
Depreciation and Amortisation expense	19	432.61	63.27
Other expenses	20	420.30	239.82
Total expenses (II)		**2,929.82**	**431.43**
Profit before tax (III) = (I-II)		**398.27**	**461.17**
Tax expense			
Current tax			
- for current year	24	82.04	95.95
- for previous year	24	1.43	39.86
Deferred tax (net)	24	180.06	323.58
Total tax expense (IV)		**263.53**	**459.39**
Profit for the year (V) = (III-IV)		**134.74**	**1.78**
OTHER COMPREHENSIVE INCOME			
A. Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains / (losses) on defined benefit plans		0.85	4.09
Income tax effect	24	-0.29	-1.42
Total other comprehensive income for the year, net of tax (VI)		**0.56**	**2.67**
Total comprehensive income for the year, net of tax (V+VI)		**135.30**	**4.45**
Earning per equity share [nominal value per share ₹ 1/- (March 31, 2017: ₹ 1/-)]			
Basic	27	0.205	0.003
Diluted	27	0.203	0.003
Summary of significant accounting policies	1-4		

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

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Shyamal Trivedi
Company Secretary
Place : Gandhinagar
Date : May 30, 2018

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2018

A. EQUITY SHARE CAPITAL

Balance	Indian Rupees in million
As at March 31, 2016	**530.91**
Issue of Equity Share capital	8.03
As at March 31, 2017	**538.94**
Issue of Equity Share capital	3.84
As at March 31, 2018	**542.78**

B. OTHER EQUITY

Indian Rupees in million

	Attributable to the equity holders of the parent									
Particulars	**Employee stock option outstanding account**	**Debenture Redemption Reserve**	**Securities premium**	**General Reserve**	**Retained Earnings**	**Issue of Shares on Amalgamation**	**Treasury Shares**	**IEW Trust Reserve**	**Money Received against Share warrants**	**Total equity**
	Note 11	**Note 11**	**Note 11**	**Note 11**	**Note 11**	**Note 11**	**Note 11**	**Note 11**	**Note 11**	
Balance as at April 1, 2016	**300.50**	**5.00**	**6,514.81**	**87.96**	**(150.09)**	**-**	**-**	**-**	**-**	**6,758.18**
Profit for the period	-	-	-	-	1.78	-	-	-	-	**1.78**
Other comprehensive income for the period	-	-		-	2.67	-	-	-	-	**2.67**
Total Comprehensive income for the period	-	-	-	-	4.45	-			-	**4.45**
Employee compensation expense for the year	152.35	-	-	-		-			-	**152.35**
Transfer to securities premium on exercise of options	(151.99)	-	-	-	-					**(151.99)**
Amount transferred to General Reserve	-	(5.00)	-	5.00	-	-			-	**-**
On conversion of share warrant into equity share	-	-	595.66	-	-					**595.66**
On exercising of options	-	-	151.99	-	-					**151.99**
On lapse of stock options	(0.68)			0.68						
Balance as at March 31, 2017	**300.18**	**-**	**7,262.46**	**93.64**	**(145.64)**	**-**			**-**	**7,510.64**
Balance as at April 1, 2017	**300.18**	**-**	**7,262.46**	**93.64**	**-145.64**	**-**	**-**		**-**	**7,510.64**
Profit for the period	-	**-**	**-**	-	134.74	-			-	134.74
Other comprehensive income for the period	-	**-**		-	0.56	-			-	0.56
Total Comprehensive income for the period	-	**-**	**-**	-	135.30	-	-	-	-	135.30
the year	-		**-**	-	-	-	-	-	-	
Employee compensation expense for the year	64.79	**-**	**-**	-	-	-	-	-	-	64.79
Transfer to securities premium on exercise of options	(159.53)	**-**	**159.53**	-	-	-	-	-	-	-
Shares required to be issued as per Scheme of Amalgamation (refer note 36)	-	**-**	**-**	-	-	119.86	-	-	-	119.86

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	Attributable to the equity holders of the parent									
	Employee stock option outstanding account	Debenture Redemption Reserve	Securities premium	General Reserve	Retained Earnings	Issue of Shares on Amalgamation	Treasury Shares	IEW Trust Reserve	Money Received against Share warrants	Total equity
	Note 11	Note 11	Note 11	Note 11	Note 11	Note 11	Note 11	Note 11	Note 11	
Premium on shares to be issued as per Scheme of Amalgamation (refer note 36)	-		-	-	-	17,595.45	-	-	-	17,595.45
Interim Dividend Paid including taxes	-	-	-	-	(65.47)	-	-	-	-	(65.47)
(Purchase)/sale of treasury shares by the trust during the year (net)	-		-	-	-	-	(278.71)	-	-	(278.71)
Money Received against Share warrants	-	-	-	-	-	-	-	-	100.00	100.00
Corpurs received of SAR Trust	-		-	-	-	-	-	-*	-	-
Adjustment on account of change in tax rate on IPO expense adjusted to securities premium	-	-	4.84	-	-	-	-	-	-	4.84
On lapse of stock options	(0.48)	-	-	0.48	-	-	-	-	-	-
Balance as at March 31, 2018	**204.96**	**-**	**7,426.83**	**94.12**	**-75.81**	**17,715.31**	**-278.71**	**-**	**100.00**	**25,186.70**

*Represents amount less than one million

Summary of significant accounting policies

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

As per our report of even date

For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Sukrut Mehta
Partner
Membership No.: 101974
Gandhinagar
Date: May 30, 2018

For and on behalf of the board of directors of
Infibeam Incorporation Limited
CIN: L64203GJ2010PLC061366

Vishal Mehta
Managing Director
DIn : 03093563
Place : Gandhinagar
Date: May 30, 2018

Ajit Mehta
Director
DIn : 01234707
Place : Gandhinagar
Date: May 30, 2018

Hiren Padhya
Chief Financial Officer
Place : Gandhinagar
Date : May 30, 2018

Shyamal Trivedi
Company Secretary
Place : Gandhinagar
Date : May 30, 2018

CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2018

Indian Rupees in million

	Particulars	March 31, 2018	March 31, 2017
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before taxation	**398.27**	**461.17**
	Adjustments for:		
	Depreciation and amortisation expense	432.61	63.27
	ESOP expense(net)	12.43	36.89
	Finance costs	36.81	32.82
	Interest Income	(90.03)	(359.82)
	Short term capital gain on sale of mutual fund	(2.54)	
	Initial Public Offering (IPO) expense	-	5.52
	Unrealised foreign currency loss / (gain)	(2.11)	3.07
	Gain on fair value of Investment	(169.23)	-
	Balances / Bad Debts written off	57.44	6.22
	Provision for doubtful debts	22.32	7.79
	Operating profit before working capital changes	**695.97**	**256.93**
	Adjustments for:		
	Increase / (decrease) in trade and other payables	206.17	586.98
	Movement in provisions	10.77	2.10
	Increase in trade receivables	(209.92)	(63.56)
	(Increase) in other assets	(527.99)	(795.28)
	Net changes in working capital	**(520.97)**	**(269.76)**
	Cash (used in) / generated from operations	175	(12.83)
	Direct Taxes paid (Net of Income Tax refund)	(143.69)	(34.50)
	Net cash (used in) / generated from operating activities	**31.31**	**(47.33)**
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Payment for acquisition of property, plant and equipment and intangible asset (including capital work-in-progress and intangible under development)	(1,206.92)	(2,040.81)
	Loans and advances given to subsidiaries	(3400.98)	(1,079.03)
	Repayment of Loans and advances by subsidiaries	3553.91	1,819.38
	Interest received	102.28	119.35
	Fixed deposits with bank (net)	1,593.19	(1,648.30)
	Investments for acquisition of shares	(350.36)	(2,100.95)
	Purchase of mutual fund	(525.81)	-
	Proceeds from sale of mutual fund	526.25	-
	Net cash (used in) / generated from Investing Activities	**291.96**	**(4,930.36)**

CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	March 31, 2018	March 31, 2017
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	-	600.00
Interim Dividend Paid	(54.11)	-
Dividend Distribution Tax Paid	(11.36)	-
Proceeds from exercise of ESOP	3.84	3.66
Payment of Initial Public Offering(IPO) expenses including charged to securities premium	-	(249.74)
Treasury Shares & corpus	(278.71)	-
Money Received against share warrants	100.00	-
Interest paid	(37.69)	(34.09)
Repayment of debentures	-	(20.00)
Proceeds / Repayment of borrowings (net)	(280.50)	850.00
Net cash (used in) / generated form financing activities	**(558.53)**	**1,149.83**
Net increase / (decrease) in cash & cash equivalents (A+B+C)	**(235.66)**	**(3,827.86)**
Cash & Cash equivalent at the beginning of the period	756.87	4,584.73
Cash & Cash equivalent pursuant to Scheme of Amalgamation	358.27	-
Cash & Cash equivalent at the end of the period	**879.48**	**756.87**

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (IND AS) - 7 "Statement of Cash Flows" issued by the Institute of Chartered Accountant of India.

2. **Amendments to the Indian Accounting Standard 7 ""Statement of Cash flows"":**

   The Company has applied amendments to Indian Accounting Standard 7 ""Statement of Cash Flows"", which is effective for annual periods beginning on or after April 1, 2017. The amendments require the Company to provide disclosure of changes in their liabilities arising from financing activities, including both changes arising from Cash Flows and non-cash changes (such as fair value changes). The changes in liabilities arising from financial activities are only on account of changes in the Cash Flows and hence, no additional disclosures are required to be given by the Company.

Indian Rupees in million

Particulars	March 31, 2018	March 31, 2017
3. Cash and cash equivalents comprise of: (Note 7)		
Balance with Bank		
Current accounts	774.19	756.60
Cheques on hand	105.00	-
Cash on hand	0.28	0.27
Cash and cash equivalents	**879.48**	**756.87**

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

As per our report of even date

For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Sukrut Mehta
Partner
Membership No.: 101974
Gandhinagar
Date: May 30, 2018

For and on behalf of the board of directors of
Infibeam Incorporation Limited
CIN: L64203GJ2010PLC061366

Vishal Mehta
Managing Director
DIn : 03093563
Place : Gandhinagar
Date: May 30, 2018

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Place : Gandhinagar
Date: May 30, 2018

Hiren Padhya
Chief Financial Officer
Place : Gandhinagar
Date : May 30, 2018

Shyamal Trivedi
Company Secretary
Place : Gandhinagar
Date : May 30, 2018

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

1. CORPORATE INFORMATION

Infibeam Incorporation Limited ('the Company') was incorporated on June 30, 2010 under the Company Act, 1956. The Company is primarily engaged in business software development services, maintenance, web development, e-commerce, payment gateway services and other ancillary services.

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on the BSE Limited and National Stock Exchange of India Limited in India. The registered office of the Company is located at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 30, 2018.

2. BASIS OF PREPARATION

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act , 2013 (`Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

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

The financial statements have been prepared on a historical cost basis, except for the following :

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

The financial statements are presented in Indian Rupee ('INR') which is also the Company's functional currency and all values are rounded to the nearest millions, except when otherwise indicated.

3. CRITICAL ACCOUNTING ESTIMATES

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

3.1. Estimates and assumption

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

3.2. Defined benefit plans

The cost of the defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. Discount rate has been determined by reference to market yields on the government bonds as at the balance sheet date. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates for the country.

Further details about defined benefit obligations are provided in Note 25.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

3.3. Share-based payments

The Company initially measures the cost of equity-settled transactions with employees using a black schole model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For equity-settled share-based payment transactions, the liability needs to be measured at the time of grant. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 28.

3.4. Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has ₹ 82.04 million (March 31, 2017 : ₹ Nil) of MAT tax credits carried forward. These credits expire in 10 - 15 years. The Company does not have tax planning opportunities available that could support the recognition of these credits as deferred tax assets. On this basis, the Company has determined that it cannot recognise deferred tax assets on the MAT tax credits carried forward.

If the Company was able to recognise unrecognised deferred MAT tax assets, profit and equity would have increased by ₹ 82.05 million. Further details on taxes are disclosed in Note 24.

3.5. Intangible asset including intangible asset under development

Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalized include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use. Research and maintenance costs are expensed as incurred. Intangible assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Refer Note 4.6 for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 6.

3.6. Property, plant and equipment

Refer Note 4.5 for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 5.

3.7. Revenue recognition

Revenue from the services rendered is recognised proportionally over the period in which the services are rendered as per the rates and terms agreed with the customer.

3.8. Investments

Investment in subsidiaries and associates is carried at cost in the standalone financial statements.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies applied by the Company in preparing its financial statements:

4.1. 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 the 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

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

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 the 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.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

4.2. Business combinations and goodwill

Business combinations are accounted for using the acquisition method prescribed under accounting standards. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value.

Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

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

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

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

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items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

4.3. Foreign currencies

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

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rate at the date the transaction first qualifies for recognition.

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.

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 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 OCI or statement of profit or loss are also recognised in OCI or profit or loss, respectively).

4.4. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability

Or

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

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

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, as described below, 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-

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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.

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.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

4.5. Property, plant and equipment

The Company has elected to continue with the carrying value for all of its property, plant and equipment's assets as recognised in its previous GAAP financial as deemed cost at the transition date, i.e., 1 April 2015.

Property, 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. The cost of assets acquired in a business combination is their fair value at the date of acquisition. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All repair and maintenance costs are recognised in statement of profit or loss as incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet installed and ready for their intended use at the balance sheet date.

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as follows:

- Building – 60 years
- Leasehold Improvements - 10 years
- Plant and equipment - 5 to 10 years
- Furniture & Fixtures - 10 years
- Vehicles - 8 years
- Computer & Peripherals - 3 to 6 years

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 de-recognition 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.

4.6. 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. Cost include acquisition and other incidental cost related to acquiring the intangible asset.

Research costs are expensed as incurred. Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalised include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use.

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

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period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition 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 and Loss when the asset is derecognised.

Amortisation

Period of Amortisation of Intangibles is calculated as follows:

- Computer software acquired on Amalgamation – 6 years
- Trademark acquired on Amalgamation - 25 years
- IT Platform acquired on Amalgamation - 5 years
- Customer Relationship acquired on Amalgamation - 10 years
- Internally generated Computer Software - 5 years

Intangible assets under development

Expenditure incurred on acquisition / construction of intangible assets which are not ready for their intended use at balance sheet date are disclosed under Intangible assets under development. During the period of development, the asset is tested for impairment annually.

4.7. Leases

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Initial direct costs incurred specifically for an operating leases are deferred and charged to the statement of profit and loss over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

4.8. Impairment of non-financial assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generated unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to

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goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

4.9. Borrowing cost

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.

4.10. Revenue Recognition

Rendering of services

Revenue for payment gateway services is recognised when the services are rendered as per the rates and terms agreed between parties to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from the services rendered is recognised proportionally over the period in which the services are rendered as per the rates and terms agreed between parties and when no significant uncertainty exists regarding the recoverability of amount of the consideration from rendering the service.

Registry Services revenues primarily arise from fixed fees charged to registrars for the initial registration or renewal of .ooo domain names. Revenues from the initial registration or renewal of domain names are deferred and recognised rateably over the registration term, generally one year and up to ten years. Fees for renewals and advance extensions to the existing term are deferred until the new incremental period commences. These fees are then recognised rateably over the renewal term.

Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset 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 other income in the statement of profit or loss.

Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss due to its nature.

Export incentives

Export incentives are accounted on accrual basis based on shipment.

4.11. Financial instruments – initial recognition and subsequent measurement

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.

a) Financial assets

(i) Initial recognition and measurement.

All financial assets, except investment in subsidiaries and joint ventures, 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 assets.

(ii) 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 at fair value through profit or loss (FVTPL)

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- Equity instruments measured at fair value through other comprehensive income (FVTOCI)
- Equity instruments measured at fair value through statement of profit and loss (FVTPL)

- **Debt instruments at amortised cost :**

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

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

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

- **Debt instruments at fair value through other comprehensive income (FVTOCI)**

  A debt instrument is measured at fair value through other comprehensive income if both of the following criteria are met:

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

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

- **Debt instruments at fair value through profit or loss (FVTPL)**

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

  In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. 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 recognised in the Statement of profit and loss.

- **Equity instruments:**

  All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading 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

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dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

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

- **Investment in subsidiaries and associates:**

Investment in subsidiaries and associates is carried at cost in the standalone financial statements.

(iii) Derecognition of financial assets

A financial asset (or. where applicable. a part of a financial asset or part of a group 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.

(iv) Impairment of financial assets

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

b) Financial Liabilities

(i) 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,

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net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

(ii) Subsequent measurement of financial liabilities

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.

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

  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 risks are recognised in OCI. These gains/ loss are not subsequently transferred to P&L. 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 and 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 borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in 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 and loss.

  This category generally applies to borrowings.

(iii) Derecognition of financial liabilities

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 and loss.

c) Offsetting of financial instruments

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

4.12. Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity

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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.

4.13. Treasury shares

The Company has created an Employee Benefit Trust (EBT) for providing share-based payment to its employees. The Company uses EBT as a vehicle for distributing shares to employees under the employee remuneration schemes. The EBT buys shares of the Company from the market, for giving shares to employees. The Company treats EBT as its extension and shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

4.14. Taxes

Tax expense comprises of current income tax and deferred tax.

Current income tax

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

Current income tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income 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 and interests in joint arrangements, 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 arrangements, 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

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probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income 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.

The Company does not recognises tax credits in the nature of MAT credit as an asset since there is no convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the future year in which the Company recognises tax credits as an asset, the said asset will be created by way of tax credit to the Statement of profit and loss.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) is in the nature of unused tax credit which can be carried forward and utilised when the Group will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period.

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. All other acquired tax benefits realised are recognised in profit or loss.

4.15. Retirement and other employee benefits

a) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the year.

b) Post-Employment Benefits

(i) Defined benefit plan

Gratuity benefit scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet reduced by the fair value of any plan assets. The discount rate used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified

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to Statement of Profit and 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 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

The Company has not invested in any fund for meeting liability.

4.16. Share-based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

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

4.17. Earnings per share

Basic EPS amounts are calculated by dividing the profit or loss for the year attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit or loss attributable to equity shareholders for the period 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 dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

4.18. Segment reporting

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

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4.19. Dividend distribution

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Companies Act, 2013, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

4.20. 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, 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 or 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.

Contingencies

Provision in respect of contingencies relating to claims, litigation, assessment, fines, penalties etc. are recognised when it is probable that a liability has been incurred, and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

4.21. Standards issued but not yet effective

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

The new revenue standard will supersede all current revenue recognition requirements under Ind AS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after April 1, 2018. The effect of this amendment on the financial statements of the Company is being evaluated.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

NOTE 5 : PROPERTY, PLANT AND EQUIPMENT

Indian Rupees in million

Particulars	Building	Vehicles	Electronic Equipment	Furniture & fixture	Leasehold improvements	Office equipment	Computer, server & network	Capital Work in Progress	Total
Cost									
As at April 1, 2016	-	-	-	-	-	-	-	-	-
Addition	-	-	-	-	-	-	-	988.85	988.85
As at March 31, 2017	-	-	-	-	-	-	-	**988.85**	**988.85**
Acquired on Amalgamation (refer note 36)	-	11.46	1.58	28.55	17.86	11.52	40.98	-	111.95
Additions	1,535.69	-	27.16	36.42	14.92	0.35	6.13	855.15	2,475.82
Capitalised	-	-	-	-	-	-	-	(1,610.90)	(1,610.90)
As at March 31, 2018	**1,535.69**	**11.46**	**28.74**	**64.97**	**32.78**	**11.87**	**47.11**	**233.10**	**1,965.72**
Depreciation									
As at April 1, 2016	-	-	-	-	-	-	-	-	-
As at March 31, 2017	-	-	-	-	-	-	-	-	-
Depreciation for the year	36.29	4.84	4.81	18.72	14.25	6.41	22.91	-	108.23
As at March 31, 2018	**36.29**	**4.84**	**4.81**	**18.72**	**14.25**	**6.41**	**22.91**	-	**108.23**
Net Block									
As at March 31, 2018	**1,499.40**	**6.62**	**23.93**	**46.25**	**18.53**	**5.46**	**24.20**	**233.10**	**1,857.49**
As at March 31, 2017	-	-	-	-	-	-	-	**988.85**	**988.85**
As at April 1, 2016	-	-	-	-	-	-	-	-	-

Net book value

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Property, Plant and Equipment	**1,624.39**	-	-
Capital Work-in-progress	**233.10**	**988.85**	-

Capital work-in-progress for property, plant and equipment as at 31st March 2018 comprises expenditure for the building and data centre equipment in the course of construction.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 6 : INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

Indian Rupees in million

Particulars	Goodwill	Computer Software	IT Platform	Trademark	Customer Relationship	Intangible assets under development	Total
Cost							
As at April 1, 2016	**-**	**212.41**	**-**	**-**	**-**	**47.06**	**259.47**
Addition	-	117.02	-	-	-	136.99	254.01
Capitalised	-	-	-	-	-	(117.02)	(117.02)
As at March 31, 2017	**-**	**329.43**	**-**	**-**	**-**	**67.03**	**396.46**
Acquired on Amalgamation (refer note 36)	16,124.18	19.63	360.10	597.80	1,563.10	-	18,664.81
Additions	-	0.41	-	-	-	33.43	33.84
As at March 31, 2018	**16,124.18**	**349.47**	**360.10**	**597.80**	**1,563.10**	**100.46**	**19,095.11**
Amortisation							
As at April 1, 2016	**-**	**42.35**	**-**	**-**	**-**	**-**	**42.35**
Amortisation for the Year	-	63.27	-	-	-	-	63.27
As at March 31, 2017	**-**	**105.62**	**-**	**-**	**-**	**-**	**105.62**
Amortisation for the Year	-	72.14	72.02	23.91	156.31	-	324.38
As at March 31, 2018	**-**	**177.76**	**72.02**	**23.91**	**156.31**	**-**	**430.00**
Net Block							
As at March 31, 2018	**16,124.18**	**171.71**	**288.08**	**573.89**	**1,406.79**	**100.46**	**18,665.11**
As at March 31, 2017	**-**	**223.81**	**-**	**-**	**-**	**67.03**	**290.84**
As at April 1, 2016	**-**	**170.06**	**-**	**-**	**-**	**47.06**	**-**

Net book value

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Goodwill	16,124.18	-	-
Intangible assets	2,440.47	223.81	170.06
Intangible assets under development	100.46	67.03	47.06

Intangible assets under development as at 31st March 2018 comprises expenditure for the development of computer software i.e IT framework.

Goodwill arising on Amalgamation

Goodwill includes goodwill arising on amalgamation of Avenues (India Private Limited fully described in note 36 of the financial statements. Goodwill is tested for impairment on annual basis and whenever there is an indication that the recoverable amount is less than its carrying amount based on a number of factors including business plan, operating results, future cash flows and economic conditions. The recoverable amount is determined based on higher of value in use and fair value less cost to sell. The Company generally uses discounted cash flows method to determine the recoverable amount. These discounted cash flow calculations are based on financial forecasts. Cash flow projections take into account past experience and represent management's best estimate about future developments.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 7 : FINANCIAL ASSETS

7 INVESTMENTS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
NON CURRENT		
Investment stated at cost		
(A) Investment in Equity Instrument		
a. Investment in Subsidiaries (Unquoted)		
Infibeam Logistics Private Limited		
10,000 (March 31, 2017 :10,000) equity shares	0.10	0.10
Infibeam Digital Entertainment Private Limited		
31,45,000 (March 31, 2017 : 31,45,000) equity shares	31.45	31.45
Infinium India Limited		
1,34,99,993 (March 31, 2017 :1,34,99,993) equity shares	120.80	120.80
Odigma Consultancy Solutions Private Limited		
10,000 (March 31, 2017 :10,000) equity shares	0.10	0.10
NSI Infinium Global Private Limited		
14,375(March 31, 2017 : 14,375) equity shares	0.14	0.14
Infibeam Global EMEA FZ - LLC		
18,033 (March 31, 2017 : 50) equity shares	321.31	0.96
Avenues Infinite Private Limited		
20,00,000 (March 31, 2017 : 9,99,800) equity shares (refer note 36)	10.00	-
Less: Provision for diminution in value of investments in equity shares of Avenues Infinite Private Limited	(10.00)	-
	473.90	**153.55**
b. Investment in Associates (Unquoted)		
Avenues Infinite Private Limited		
Nil(March 31, 2017 : 9,99,800) equity shares	-	10.00
Less: Provision for diminution in value of investments in equity shares of Avenues Infinite Private Limited	-	(10.00)
Avenues Payments India Private Limited		
36,541(March 31, 2017 : Nil) equity shares (refer note 36)	224.80	-
	224.80	**-**
(B) Investment in Preference Instrument in Associates (Unquoted)		
Avenues Payments India Private Limited		
4,876 (March 31, 2017 : Nil) preference shares (refer note 26)	30.00	-
Avenues India Private Limited		
Nil (March 31, 2017 : 200,000) preference shares (refer note 36)	-	600.00
	30.00	**600.00**

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Investment stated at Fair Value through OCI		
(A) Investment in Equity Instrument		
a. Investment in others (Unquoted)		
JRI Technologies Private Limited		
2,20,625 (March 31, 2017 : Nil) equity shares (refer note 36)	15.79	-
	15.79	**-**
Total Non - Current Investments	**744.49**	**753.55**
CURRENT		
Investment stated at Fair Value through Profit and Loss (FVTPL)		
a. Investment in fully paid up units of mutual funds (Quoted)	2.10	-
Total Current Investments	**2.10**	**-**
Total Investments	**746.59**	**753.55**
Total non-current investment	**744.49**	**753.55**
Aggregate amount of unquoted investments	754.49	763.55
Impairment of investment	10.00	10.00
Total current investment	**2.10**	**-**
Aggregate amount of unquoted investments	2.10	-

7 LOANS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Current		
Unsecured, considered good		
Loans to related parties*	1,350.25	1,456.28
Loan to others**	6.10	-
	1,356.35	**1,456.28**
Total Loans	**1,356.35**	**1,456.28**

*The above loans are unsecured, repayable on demand , interest free and the same has been given for the purpose of business operations. (Refer note 26)

**The above loans are unsecured, repayable on demand , carrying interest @ 11% and the same has been given for the purpose of business operations.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

7 OTHER FINANCIAL ASSETS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Non Current		
Unsecured, considered good		
Security Deposits*	0.75	-
Bank deposits with original maturity of more than 12 months (including accrued interest)#	219.83	3.12
	220.58	**3.12**
Current		
Unsecured, considered good		
Security deposits	2.52	1.28
Unbilled revenue	94.83	76.97
Advance to employees	10.50	-
Advance given for acquisition of shares of Avenues India Private Limited pending allotment	-	1,500.00
Bank deposits maturing within 12 months from reporting date (including accrued interest)#	436.11	25.71
Receivable from subsidiary company for reimbursement of expenses (net) (refer note 26)	0.24	3.03
Other receivable	67.17	-
Interest accrued on FD with original maturity of more than 3 months but less than 12 months.	2.22	-
Unsecured, considered doubtful		
Security deposits	1.35	-
Less: Provision for doubtful security deposits	(1.35)	-
	613.59	**1,606.99**
Total other financial assets	**834**	**1,610.11**

* pertains to deposit given to director of the Company (refer note 26)

Refer note 38 for details of IPO related funds

Fixed deposit of ₹ 306.36 million (March 31, 2017: ₹ Nil) are under lien against bank guarantee issued by the company.

7 TRADE RECEIVABLES

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Trade receivables		
Unsecured, considered good	379.55	114.80
Unsecured, considered doubtful	28.76	7.79
	408.31	**122.59**
Less : Provision for Bad Debts	(28.76)	(7.79)
Total Trade receivables	**379.55**	**114.80**

(i) Trade receivables are non-interest bearing and are generally on terms of 30 to 180 days

(ii) For amount dues and terms and conditions relating to Related Party Transactions, refer note 26

(iii) For explanation on Company's credit risk management process, refer note 33

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

7 CASH AND CASH EQUIVALENT

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Balance with Bank		
Current accounts*	774.20	756.60
Cheques on hand*	105.00	-
Cash on hand	0.28	0.27
Total cash and cash equivalents	**879.48**	**756.87**

Refer note 38 for details of IPO related funds

7 OTHER BANK BALANCE

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Deposits with original maturity of more than three months but less than 12 months (Refer notes below)	212.62	1,670.20
Earmarked balances for unclaimed dividend	0.01	
Total other bank balances	**212.63**	**1,670.20**

(1) Fixed deposit of ₹ 0.20 million (March 31, 2017: ₹ 0.20 million) are under lien against bank guarantee issued by the company.

(2) Refer note 38 for details of IPO related funds

7 FINANCIAL ASSETS BY CATEGORY

Particulars	Cost	FVOCI	FVTPL	Amortised cost
March 31, 2018				
Investment in				
- Equity shares	698.70	15.79	-	-
- Preference shares	30.00	-	-	-
- Mutual fund	-	-	2.10	-
Trade receivables	-	-	-	379.55
Loans	-	-	-	1,356.35
Cash and cash equivalents and other bank balances	-	-	-	1,092.11
Other financial assets	-	-	-	834.17
Total Financial assets	**728.70**	**15.79**	**2.10**	**3,662.18**
March 31, 2017				
Investment in				
- Equity shares	153.55			-
- Preference shares	600.00	-	-	-
Trade receivables		-	-	114.80
Loans		-	-	1,456.28
Cash and cash equivalents and other bank balances	-	-	-	2,427.07
Other financial assets	-	-	-	1,610.11
Total Financial assets	**753.55**	**-**	**-**	**5,608.26**

For Financial instruments risk management objectives and policies, refer Note 33

Fair value disclosures for financial assets and liabilities and fair value hierarchy disclosures for investment are in Note 33.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 8 : OTHER ASSETS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Non-current		
Unsecured, considered good		
Capital advances*	1,332.69	1,014.98
Prepaid expense	0.61	-
Total Non-current asset	**1,333.30**	**1,014.98**
Current		
Unsecured, considered good		
Advance to suppliers	733.99	841.20
Balance with government authorities - GST receivable	122.27	19.97
Receivable for settlement of payment gateway transaction (refer note 37)	1,282.28	-
Export incentive receivable	14.29	8.03
Security deposit	-	2.00
Prepaid expenses	6.86	3.20
Total current asset	**2,159.69**	**874.40**
Total	**3,492.99**	**1,889.38**

* Refer note 26 for advances given to related parties

NOTE 9 : INCOME TAXES

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Tax paid in advance (net of provision) (refer note 24)	47.92	14.76
Total	**47.92**	**14.76**
Provision for tax (net of advance tax) (refer note 24)	48.36	62.10
Total	**48.36**	**62.10**

NOTE 10 : EQUITY SHARE CAPITAL

Indian Rupees in million

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of shares	Indian Rupees in million	No. of shares	Indian Rupees in million
Authorised share capital*				
Equity shares of ₹ 1 each	68,00,00,000	680.00	63,00,00,000	630.00
0.01% Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each	2,50,000	2.50	-	-
Issued and subscribed share capital				
Equity shares of ₹ 1 each	54,27,83,390	542.78	53,89,39,200	538.94
Subscribed and fully paid up				
Equity shares of ₹ 1 each	54,27,83,390	542.78	53,89,39,200	538.94
Total	**54,27,83,390**	**542.78**	**53,89,39,200**	**538.94**

* represents authorised share capital as per scheme of arrangement approved by National Company Law Tribunal, Ahmedabad Bench dated May 7, 2018. Company has made requisite filing with Ministry of Corporate Affairs on May 10, 2018

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

10.1. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

Indian Rupees in million

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of shares	Indian Rupees in million	No. of shares	Indian Rupees in million
At the beginning of the year	53,89,39,200	538.94	53,09,13,210	530.91
Add :				
Shares allotted pursuant to exercise of Employee Stock Option Plan	38,44,190	3.84	36,62,360	3.66
Shares issued on conversion of share warrant	-	-	43,63,630	4.36
Outstanding at the end of the year	54,27,83,390	542.78	**53,89,39,200**	**538.94**

10.2. Terms/Rights attached to the equity shares

The Company has equity shares having a par value of ₹ 1 per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets in proportion of amount paid up. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share. On winding up of Company, the holder of equity shares will be entitled to receive the residual assets of Company, remaining after distribution of all preferential amounts in proportion to number of equity shares held. Terms attached to stock options granted to employees are described in note 28 regarding employee share based payments.

10.3. Terms/Rights attached to preference shares

Each convertible preference share has a par value of ₹ 10 and is convertible at the option of the shareholders into one Equity shares of the Company . The preference shares carry a dividend of 0.01% per annum, payable annually. The dividend rights are cumulative. The preference shares rank ahead of the equity shares in the event of a liquidation. These, however are not issued.

10.4. Number of Shares held by each shareholder holding more than 5% Shares in the company

Name of the Shareholder	As at March 31, 2018		As at March 31, 2017	
	No. of shares	% of shareholding	No. of shares	% of shareholding
Ajit C Mehta	3,01,14,780	5.55	3,01,14,780	5.59
Vishal A Mehta	5,99,59,400	11.05	5,99,59,400	11.13
Jayshree Mehta	3,01,14,780	5.55	3,01,14,780	5.59
Infinium Motors Private Limited	5,30,47,220	9.77	5,30,47,220	9.84

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

10.5. Shares reserved for issue under options

For information relating to Infibeam Incorporation Limited Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period please refer to note 28. Also refer note 36, for shares to be issued under business combination.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

10.6. Distribution made and proposed

Indian Rupees in million

Particulars	March 31, 2018	March 31, 2017
Cash dividends on Equity Shares declared and paid:		
Interim dividend for Year Ended March 31, 2018: ₹ 0.10 Per share (March 31, 2017: ₹ Nil Per Share)	54.28	-
Less : Paid to IEW Trust (refer note 29)	(0.17)	-
Net interim dividend paid	**54.11**	-
Proposed dividends on Equity Shares:		
Final cash dividend for March 31, 2018: ₹ 0.10 Per share (March 31, 2017: ₹ Nil Per Share) (including Payable to IEW trust)	54.28	-

Note: (1) Proposed dividend on equity shared are subject to approval at annual general meeting are not recognised as a liability as at March 31, 2018.

(2) Refer note 26 for dividend paid to related party

NOTE 11 : OTHER EQUITY

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
General reserve		
Opening balance	93.64	87.96
Add: transferred debenture redemption reserve	-	5.00
Add: Addition on account of lapse of options	0.48	0.68
Balance at the end of the year	**94.12**	**93.64**
Securities premium reserve		
Opening balance	7,262.46	6,514.81
Add: on conversion of share warrant into equity share	-	595.66
Add: on exercising of options	159.53	151.99
Add: Adjustment on account of change in tax rate on IPO expense adjusted to securities premium	4.84	-
Balance at the end of the year	**7,426.83**	**7,262.46**
Issue of Shares on Amalgamation (Refer Note 36)		
Opening balance	-	-
Shares required to be issued as per Scheme of Amalgamation	119.86	-
Premium on shares to be issued as per Scheme of Amalgamation	17,595.45	-
Balance at the end of the year	**17,715.31**	**-**
Debenture redemption reserve		
Opening balance	-	5.00
Less: Amount transferred to General Reserve	-	(5.00)
Balance at the end of the year	**-**	**-**
Employees Stock Options Outstanding (Net)- (refer note 28)		
Opening balance	300.18	300.50
Add : Employee compensation expense for the year	64.79	152.35
Less: Transfer to securities premium on exercise of options	(159.53)	(151.99)
Less: Reversal due to lapse of options	(0.48)	(0.68)
Balance at the end of the year	**204.96**	**300.18**
Treasury Shares (refer note 29)		
Opening balance	-*	-

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Add : (Purchase) of treasury shares by the trust during the year	(278.71)	-
Balance at the end of the year	**(278.71)**	**-**
Money received against share warrants	**100.00**	
IEW Trust Reserve (refer note 29)		
Opening balance	-	-
Add : Received during the year	-	-
Balance at the end of the year	-	-
Retained earnings		
Opening balance	(145.64)	(150.09)
Add: Profit for the year	134.74	1.78
Add: OCI for the year	0.56	2.67
	(10.34)	**(145.64)**
Less: Appropriation		
Interim dividend paid (refer note 26)	(54.11)	-
Dividend distribution tax	(11.36)	-
Balance at the end of the year	**(75.81)**	**(145.64)**
Total	**25,186.70**	**7,510.64**

*Represents amount less than one million

Securities Premium Reserve

Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium Reserve". The Company may issue fully paid-up bonus shares to its members out of the Securities Premium Reserve and the Company can use this reserve for buy-back of shares

General reserve

General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the Statement of Profit and Loss. The Company can use this reserve for payment of dividend and issue of fully paid-up bonus shares.

Employees Stock Options Outstanding

The share based option outstanding account is used to recognise the grant date fair value of options issued to employees under employee stock option schemes.

Money received against share warrants

The Board of Directors of Infibeam Incorporation Limited in its meeting held on February 14, 2018 issued 21,45,002 warrants to TV18 Broadcast Limited (a company not forming part of promoter and promoter group) on preferential basis with a right to apply and get allotment of equity shares of the Company of face value of ₹ 1 each within a period of 18 months from the date of allotment of warrant at a price of ₹ 186.48 (including premium of ₹ 185.48 each) aggregating to consideration not exceeding ₹ 400 million. The Company has received ₹ 100 million on March 28, 2018 and allotted warrants for the same on March 29, 2018.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 12 : FINANCIAL LIABILITIES

12 BORROWINGS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Long-term Borrowings		
Secured		
Term loan from bank (refer note below)	351.60	-
Total long-term borrowings	**351.60**	**-**
Short-term Borrowings		
Secured		
Term loan from bank (refer note below)	87.90	-
Under LC arrangement	130.00	-
Unsecured		
Demand loan - from NBFC	-	850.00
Total short-term borrowings	**217.90**	**850.00**
Total	**569.50**	**850.00**

Terms of borrowings:

Term Loan:

The company has a Rupee Term Loan facility of ₹ 2,250 million from Indusind Bank Limited. The facility carries interest of 9.75% for loan disbursed upto ₹ 1,350 million and 9.90% for loan disbursed upto ₹ 900 million. The facility is secured against the mortgage of Gift Two building, Gift City , Gandhinagar. The term loan is repayable in 20 quarterly installments of ₹ 22.50 million each starting from June 30, 2018.

LC arrangement

Company has availed letter of credit from HDFC Bank Ltd for INR 130 million towards purchase of Capital Assets expiring at 175 Days from acceptance date. The same is secured against fixed deposit of INR 26 million.

Demand loan:

Demand loan from Barclays Investments and Loans India Limited is unsecured, repayable on demand and carrying interest @ 8% p.a. The loan does not carry any financial covenants.

Loan Covenant

Bank loans availed by the Company are subject to certain covenants relating to Debt Service Coverage Ratio (DSCR), Interest Coverage Ratio etc which Company has to maintain from Financial Year 2019.

12 TRADE PAYABLE

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Outstanding dues of Micro, Small, Medium enterprise	-	-
Outstanding dues to others	34.70	5.82
Total	**34.70**	**5.82**

(i) Trade payables are non-interest bearing and are normally settled on 30-90 days terms.

(ii) For disclosure required under Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006, refer note 35

(iii) For explanation on Company's liability risk management process, refer note 33

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

12 OTHER FINANCIAL LIABILITIES

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Current		
Payable to employees	19.61	6.30
Provision for expenses	46.34	12.83
Interest accrued and due on term loan	0.12	1.00
Creditor for capital goods	6.48	2.40
Security deposits from merchants	7.50	-
Unpaid dividends	0.01	-
Other payables	17.59	28.87
Total current financial liabilities	**97.65**	**51.40**
Total	**97.65**	**51.40**

12 FINANCIAL LIABILITIES BY CATEGORY

Particulars	FVTPL	FVOCI	Amortised cost
March 31, 2018			
Borrowings	-	-	569.50
Trade payable	-	-	34.70
Other financial liabilities	-	-	97.65
Total Financial liabilities	**-**	**-**	**701.85**
March 31, 2017			
Borrowings	-	-	850.00
Trade payable	-	-	5.82
Other financial liabilities	-	-	51.40
Total Financial liabilities	**-**	**-**	**907.22**

For Financial instruments risk management objectives and policies, refer Note 33

Fair value disclosures for financial assets and liabilities and fair value hierarchy disclosures for investment are in Note 33.

NOTE 13 : PROVISIONS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Non - current		
Provision for employee benefits (refer note 25)		
Provision for gratuity	26.70	4.47
Total Non Current Provisions	**26.70**	**4.47**
Current		
Provision for employee benefits (refer note 25)		
Provision for gratuity	6.52	0.87
Total Current Provisions	**6.52**	**0.87**
Total	**33.22**	**5.34**

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 14 : OTHER CURRENT LIABILITIES

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Advance from customers	0.62	600.89
Statutory dues including provident fund and tax deducted at source	125.69	24.71
Payable for settlement of payment gateway transaction (refer note 37)	1,732.25	-
Excess billing over revenue	6.69	6.46
Total	**1,865.25**	**632.06**

NOTE 15 : REVENUE FROM OPERATIONS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Sale of services	3,046.79	526.77
Other operating revenue		
Export incentive	11.77	4.68
	11.77	**4.68**
Total	**3,058.56**	**531.45**

NOTE 16 : OTHER INCOME

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Interest income on:		
- Bank deposits	89.47	143.82
- Others	0.56	
Interest income on loan given to subsidiary*	-	216.00
Short Term Capital Gain on sale of mutual funds	2.54	-
Rental Income**	6.96	-
Gain on fair value of Investment#	169.23	-
Miscellaneous income	0.77	1.33
Total	**269.53**	**361.15**

*Represents interest income under the effective interest method on interest free loan given to Subsidiary Company (refer note 26)

** The Company has entered into lease agreement for office premises with its subsidiary companies. The leasing agreement is cancellable, and renewable on a periodic basis by mutual consent on mutually accepted terms including escalation of lease rent. Lease income recognised in the Statement of Profit and Loss for the year amounts to ₹ 6.96 million (March 31, 2017: Nil). (refer note 26)

#Fair valuation of investment in CCPS on account of step up acquisition of equity shares of Avenues India Private Limited (refer note 36)

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 17 : EMPLOYEE BENEFITS EXPENSE

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Salaries, wages and bonus^	230.47	56.66
Contribution to provident fund and other funds (refer note 25)	8.68	1.33
Share based payments to employees (refer note 28)	12.43	36.89
Staff welfare expenses	3.09	0.64
Total	**254.67**	**95.52**
^Salaries,wages and bonus (net of capitalisation)		
Salaries,wages and bonus	258.44	96.03
less : Cost capitalised	(27.97)	(39.37)
Salaries,wages and bonus cost for the year	**230.47**	**56.66**
*** Employee stock option outstanding expenses**		
Share based payment expense	64.79	152.35
less : Cost capitalised	(5.46)	(97.61)
less : Expense recovered from the subsidiary company	(46.90)	(17.85)
ESOP cost for the period	**12.43**	**36.89**

NOTE 18 : FINANCE COSTS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Interest expense on:		
- Debentures	-	1.08
- Bank Loans	32.84	1.33
- Statutory dues	3.22	0.07
Interest on income tax for previous year	-	23.54
Other borrowing cost	0.75	6.80
Total	**36.81**	**32.82**

NOTE 19 : DEPRECIATION AND AMORTISATION EXPENSE

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Depreciation on Tangible assets (refer note 5)	108.23	-
Amortisation on Intangible assets (refer note 6)	324.38	63.27
Total	**432.61**	**63.27**

NOTE 20 : OTHER EXPENSES

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Bank charges	5.81	0.78
Communication expenses	4.97	0.58
CSR expenses (refer note 32)	1.38	-

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Legal and consultancy expenses	48.27	18.36
Office expenses	11.93	2.72
Payments to auditors - statutory audit fees (refer note below)	6.12	4.39
Rent (refer note 31)	9.96	1.56
Rate and taxes	8.30	2.18
Web hosting and server support expense	25.93	0.07
Advertisement expenses	43.73	29.55
Online digital marketing expenses	52.62	34.08
Sales promotion expenses	6.10	7.83
Net foreign exchange loss	14.74	2.54
Electricity expenses	6.53	0.73
Initial Public Offering (IPO) expenses	-	5.52
Traveling expenses	11.88	3.32
Platform licensing fees	45.00	76.00
Service charges	6.46	7.71
Provision for bad debts expenses	22.32	7.79
Web services expenses	26.48	26.61
Balances / Bad Debts written off	57.44	6.22
Miscellaneous expenses	4.33	1.25
Total	**420.30**	**239.79**

Payment to auditors

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
As auditor:		
Audit fees	1.95	1.40
Limited review	3.90	2.85
Reimbursement of expense	0.27	0.14
Total	**6.12**	**4.39**

NOTE 21 : CONTINGENT LIABILITIES

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Contingent liabilities not provided for		
a. Claims against Company not acknowledged as debts	20.00	20.00
b. Guarantees given by bank on behalf of the Company	-	0.20

One of the party has filed civil suit against Company and NSI Infinium Global Private Limited (Subsidiary Company) for violating trademark at civil court of Ahmedabad claiming damages of ₹ 20 million. The matter is pending before the commercial court of Ahmedabad. The Company's management in consultation with their legal council does not reasonably expect that these legal action, when ultimately concluded and determined, will have a material and adverse effect on the Company's financial position.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 22 : CAPITAL COMMITMENT

Indian Rupees in million

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	2,316.22	2,643.20

NOTE 23 : FOREIGN EXCHANGE DERIVATIVES AND EXPOSURES NOT HEDGED

A. Foreign Exchange Derivatives: The Company does not have any foreign exchange derivatives

B. Exposure Not Hedged

Indian Rupees in million

		Year ended March 31, 2018		Year ended March 31, 2017	
Nature of exposure	**Currency**	**Foreign currency**	**Local currency**	**Foreign currency**	**Local currency**
Trade receivables	USD	37,06,528	241.09	13,54,748	87.84
	AED	2,22,950	3.95	4,72,536	8.34
	SAR	1,56,000	2.71	7,53,163	13.02
Accrued revenue	USD	11,37,449	73.98	5,92,368	38.39
	AED	4,907	0.09	32,371	0.57
	SAR	3,96,000	6.88	4,36,350	7.54
Provision for expenses	USD	20,087	1.31	40,448	2.62
Creditors for expenses	USD	16,533	1.08	1,17,876	7.64
Bank balance	USD	8,35,146	54.32	-	-

NOTE 24 : INCOME TAX

Indian Rupees in million

Particulars	2017-18	2016-17
Tax paid in advance (net of provision)	47.92	14.76
Total	**47.92**	**14.76**
Provision for tax (net of advance tax)	48.36	62.10
Total	**48.36**	**62.10**

The major component of income tax expense for the years ended March 31, 2018 and March 31, 2017 are :

Indian Rupees in million

Particulars	2017-18	2016-17
Statement of Profit and Loss		
Current tax		
- for current year	82.04	95.95
- for previous year	1.43	39.86
Deferred tax		
Deferred tax expense relating to origination and reversal of temporary difference	180.06	323.58
Income tax expense reported in the statement of profit and loss	**263.53**	**459.39**

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2018 and March 31, 2017.

A) Current tax

Indian Rupees in million

Particulars	2017-18	2016-17
Accounting profit before tax from continuing operations	398.27	461.17
Enacted tax rate	34.61%	34.61%
Computed expected tax expense	137.83	159.60
Adjustments		
Effect of non-deductible expenses	1.33	11.73
Deferred tax impact on Ind AS adjustment	-	332.09
Tax effect of Ind AS adjustment income not subject to tax		-
Impact of tax paid under MAT	122.94	9.52
Tax expenses for earlier year	1.43	(39.86)
Tax benefit on brought forward losses	-	(13.70)
	263.53	**459.39**

B) Deferred tax

The tax effects of significant temporary differences that resulted in deferred income tax assets and liabilities are as follows:

Indian Rupees in million

	Balance Sheet		Statement of Profit and Loss	
Particulars	**March 31, 2018**	**March 31, 2017**	**March 31, 2018**	**March 31, 2017**
Deferred income tax assets				
Impact of fair valuation of interest free loan	-	-	-	332.09
Provision for employee benefits	10.27	0.91	(3.43)	(2.19)
IPO Expenses	119.00	114.16	-	(10.75)
Provision for diminution in value of investment and doubtful debts	10.42	4.75	(5.67)	(4.75)
Total deferred income tax assets	**139.69**	**119.82**	**(9.10)**	**314.40**
Deferred income tax liabilities				
Excess of amortisation on fixed assets under income-tax law over amortization provided in accounts.	207.89	9.18	189.16	9.18
Fair valuation of investment	25.92	-	-	
Total deferred income tax liabilities	**233.81**	**9.18**	**189.16**	**9.18**
Deferred tax expense/(income)			**180.06**	**323.58**
Net deferred tax assets/(liabilities)	**(94.12)**	**110.64**		
Reflected in the balance sheet as follows				
Deferred tax assets	139.69	119.82		
Deferred tax liabilities	233.81	9.18		
Deferred tax liability (net)	**(94.12)**	**110.64**		

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

	March 31, 2018	March 31, 2017
Reconciliation of deferred tax assets / (liabilities), net		
Opening balance as of April 1, 2017	110.64	435.64
Tax income/(expense) during the period recognised in profit or loss	(180.06)	(323.58)
Tax income/(expense) during the period recognised in OCI	(0.29)	(1.42)
Deferred tax liability acquired on merger with Avenues (India) Private Limited	(3.34)	-
Impact on fair valuation of asset on merger adjusted against goodwill (refer note 36)	(25.91)	-
Tax expense on IPO expense adjusted to securities premium	4.84	-
Closing balance as at March 31, 2018	**(94.12)**	**110.65**

Deferred income tax assets have not been recognised on temporary differences and unabsorbed brought forward loss and depreciation amounting ₹ 178.90 million and ₹ Nil as of March 31, 2018 and March 31, 2017, respectively, as it is probable that the temporary differences and unabsorbed brought forward loss and depreciation will not reverse in the foreseeable future.

MAT Credit have not been recognized amounting to ₹ 82.05 million and ₹ Nil as of March 31, 2018 and March 31, 2017, respectively, as it is probable that MAT credit will not be utilised in the foreseeable future.

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

In assessing the realisability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

NOTE 25 : DISCLOSURE PURSUANT TO EMPLOYEE BENEFITS

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and employee state insurance, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contribution is charged to the Statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to provident fund and other funds for the year are as follows:

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Provident Fund	7.95	1.11
ESIC	0.73	0.22
	8.68	**1.33**

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

The Company has following post employment benefits which are in the nature of defined benefit plans:

(a) Gratuity

The Company operates gratuity plan wherein every employee is entitled to the benefit as per scheme of the Company, for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service.

March 31, 2018 : Changes in defined benefit obligation and plan assets

Indian Rupees in million

	Gratuity cost charged to statement of profit and loss						Remeasurement gains/(losses) in other comprehensive income						
	April 1, 2017	Transfer in/(out) obligation	Service cost	Net interest expense	Sub-total included in statement of profit and loss	Benefit paid	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI	Contributions by employer	March 31, 2018
Gratuity													
Defined benefit obligation	5.34	17.96	10.10	1.57	11.67	(0.91)	-	(0.18)	4.44	(5.11)	(0.85)	-	33.21
Fair value of plan assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Benefit liability	**5.34**	**17.96**	**10.10**	**1.57**	**11.67**	**(0.91)**	**-**	**(0.18)**	**4.44**	**(5.11)**	**(0.85)**	**-**	**33.21**
Total benefit liability	**5.34**	**17.96**	**10.10**	**1.57**	**11.67**	**(0.91)**	**-**	**(0.18)**	**4.44**	**(5.11)**	**(0.85)**	**-**	**33.21**

March 31, 2017 : Changes in defined benefit obligation and plan assets

Indian Rupees in million

	Gratuity cost charged to statement of profit and loss						Remeasurement gains/(losses) in other comprehensive income						
	April 1, 2016	Transfer in/(out) obligation	Service cost	Net interest expense	Sub-total included in statement of profit and loss	Benefit paid	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI	Contributions by employer	March 31, 2017
Gratuity													
Defined benefit obligation	7.33	(0.19)	1.76	0.53	2.29	-	-	-	0.20	(4.29)	(4.09)	-	5.34
Fair value of plan assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Benefit liability	**7.33**	**(0.19)**	**1.76**	**0.53**	**2.29**	**-**	**-**	**-**	**0.20**	**(4.29)**	**(4.09)**	**-**	**5.34**
Total benefit liability	**7.33**	**(0.19)**	**1.76**	**0.53**	**2.29**	**-**	**-**	**-**	**0.20**	**(4.29)**	**(4.09)**	**-**	**5.34**

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

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

Indian Rupees in million

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Discount rate	7.3% - 7.35%	6.95%
Future salary increase	10% - 12%	10.00%
Attrition rate	20% - 40% at younger ages reducing to 5% at older ages	25% at younger ages reducing to 5% at older ages
Morality rate	IALM(2006-08) published table of mortality rates	IALM(2006-08) published table of mortality rates
Retirement age	58 years	58 years

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity

Indian Rupees in million

		(increase) / decrease in defined benefit obligation (Impact)	
Particulars	**Sensitivity level**	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Gratuity			
Discount rate	0.5% increase	5.51	5.20
	0.5% decrease	7.91	5.49
Future Salary increase	0.5% increase	7.63	5.45
	0.5% decrease	5.70	5.24
Withdrawal rates (W.R.)	10% increase	6.38	5.31
	10% decrease	6.96	5.37

The followings are the expected future benefit payments for the defined benefit plan :

Indian Rupees in million

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Gratuity		
Within one year	5.81	0.87
After one year but not more than five years	18.60	2.62
More than five years	21.50	2.18

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 26 : RELATED PARTY DISCLOSURES.

As per the Indian Accounting Standard on "Related Party Disclosures" (IND AS 24), the related parties of the Company are as follows :

Name of Related Parties and Nature of Relationship :

Sr.No	Relationship	Name of company / person
1	**Subsidiary Company (including step down subsidiary)**	Infibeam Digital Entertainment Private Limited
		Infinium India Limited
		NSI Infinium Global Private Limited
		Odigma Consultancy Solutions Private Limited
		Infibeam Logistics Private Limited
		Sine Qua Non Solutions Private Limited
		Infibeam Global EMEA FZ LLC
		DRC Systems India Private Limited
		Avenues Infinite Private Limited
2	**Associate Company**	Avenues Payments India Private Limited
3	**Key Management Personnel**	
	Executive Directors	Vishal Ajit Mehta
	Non-executive Directors	Malav Ajit Mehta
		Ajit Champaklal Mehta
		Roopkishan Sohanlal Dave
		Keyoor Madhusudan Bakshi
		Vijaylaxmi Tulsidas Sheth
		Piyushkumar Sinha (With effect from February 14, 2018)
		Vishwas Ambalal Patel (With effect from February 14, 2018)
	Chief Financial officer (CFO)	Hiren Bachubhai Padhya
	Company secretary (CS)	Shyamal Bhaskerbhai Trivedi
4	**Relatives of KMP**	Jayshree Ajit Mehta
		Nirali Vishal Mehta
		Anoli Malav Mehta
		Varini Vishwas Patel
5	**Company where Key Managerial personnel can exercise control / significant influence**	Infinium Automall Private Limited
		Infinium Communications Private Limited
		Infinity Drive Private Limited
		Infinium Motors (Gujarat) Private Limited
		Infinium Natural Resources Investments Private Limited
		Infinium Motors Private Limited

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Related party transactions

Particulars	Period ending	Key Management Personnel (KMP and Relatives of KMP	Company Where key Managerial Personnel can exercise control / significant influence	Associate Company	Subsidiary Companies	Total
Issue of equity shares on exercising of ESOP						
Chief Financial officer (CFO)	31-Mar-18	-	-	-	-	-
	31-Mar-17	0.05	-	-	-	0.05
Company secretary (CS)	31-Mar-18	**0.01**	**-**	**-**	**-**	**0.01**
	31-Mar-17					
Investment in equity shares						
Infibeam Global EMEA FZ - LLC	31-Mar-18	**-**	**-**	**-**	**320.36**	**320.36**
	31-Mar-17	-	-	-	0.95	0.95
Investment in preference shares						
Avenues Payments Private Limited	31-Mar-18	**-**	**-**	**30.00**	**-**	**30.00**
	31-Mar-17	-	-	-	-	-
Purchase of shares of Avenues India Private Limited				-	-	
NSI Infinium Global Private Limited	31-Mar-18	**-**	**-**	**-**	**-**	**-**
	31-Mar-17	-	-	-	600.00	600.00
Ind AS adjustment on investments (refer note 3 below)						
NSI Infinium Global Private Limited	31-Mar-18	**-**	**-**	**-**	**-**	**-**
	31-Mar-17	-	-	-	(743.59)	(743.59)
Loans given						
Infinium India Limited	31-Mar-18	-	-	-	**1,820.58**	**1,820.58**
	31-Mar-17	-	-	-	-	-
Infibeam Logistics Private Limited	31-Mar-18	-	-	-	**240.00**	**240.00**
	31-Mar-17	-	-	-	-	-
NSI Infinium Global Private Limited	31-Mar-18	**-**	**-**	**-**	**1,340.40**	**1,340.40**
	31-Mar-17	-	-	-	1,079.05	1,079.05
Repayment of loan given						
NSI Infinium Global Private Limited	31-Mar-18	**-**	**-**	**-**	**1,446.43**	**1,446.43**
	31-Mar-17	-	-	-	1,701.28	1,701.28
Infinium India Limited	31-Mar-18	**-**	**-**	**-**	**1,820.58**	**1,820.58**
	31-Mar-17	-	-	-	118.10	118.10
Infibeam Logistics Private Limited	31-Mar-18	**-**	**-**	**-**	**240.00**	**240.00**
	31-Mar-17	-	-	-	-	-
Advance given towards purchase of capital asset						
Infibeam Logistics Private Limited	31-Mar-18	**-**	**-**	**-**	**20.00**	**20.00**
	31-Mar-17	-	-	-	27.00	27.00
Infinium India Limited	31-Mar-18	**-**	**-**	**-**	**698.10**	**698.10**
	31-Mar-17	-	-	-	295.00	295.00
Advance given towards services				-	-	
Infinium India Limited	31-Mar-18	**-**	**-**	**-**	**120.00**	**120.00**
	31-Mar-17	-	-	-	-	-

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Particulars	Period ending	Key Management Personnel (KMP and Relatives of KMP	Company Where key Managerial Personnel can exercise control / significant influence	Associate Company	Subsidiary Companies	Total
Repayment of advance given towards purchase of capital asset				-	-	
DRC Systems India Private Limited	31-Mar-18	-	-	-	**261.90**	**261.90**
	31-Mar-17	-	-	-	-	-
Interest income on loan given - Ind AS adjustment (refer note 3 below)				-	-	
NSI Infinium Global Private Limited	31-Mar-18	-	-	-	-	-
	31-Mar-17	-	-	-	216.00	216.00
Reimbursement of expenses to (amount payable)				-	-	
NSI Infinium Global Private Limited	31-Mar-18	-	-	-	**0.07**	**0.07**
	31-Mar-17	-	-	-	0.51	0.51
Reimbursement of expenses from (amount receivable)						
NSI Infinium Global Private Limited	31-Mar-18	-	-	-	**27.53**	**27.53**
	31-Mar-17	-	-	-	32.57	32.57
Infibeam Global EMEA FZ - LLC	31-Mar-18	-	-	-	-	-
	31-Mar-17	-	-	-	2.42	2.42
Infinium India Limited	31-Mar-18	-	-	-	**0.05**	**0.05**
	31-Mar-17	-	-	-	-	-
Odigma consultancy solutions private limited	31-Mar-18	-	-	-	**0.16**	**0.16**
		-	-	-	-	-
Infibeam Digital Entertainment Private Limited	31-Mar-18	-	-	-	**0.08**	**0.08**
	31-Mar-17	-	-	-	-	-
Infibeam Logistics Private Limited	31-Mar-18	-	-	-	**0.13**	**0.13**
	31-Mar-17	-	-	-	-	
DRC Systems India Private Limited	31-Mar-18	-	-	-	**0.07**	**0.07**
	31-Mar-17	-	-	-	-	-
Sine Qua Non Solutions Private Limited	31-Mar-18	-	-	-	**0.01**	**0.01**
	31-Mar-17	-	-	-	-	-
Services taken						
NSI Infinium Global Private Limited	31-Mar-18	-	-	-	**97.50**	**97.50**
	31-Mar-17	-	-	-	110.15	110.15
Infibeam Digital Entertainment Private Limited	31-Mar-18	-	-	-	**1.35**	**1.35**
	31-Mar-17	-	-	-	3.14	3.14
Services given						
Odigma Consultancy Solutions Private Limited	31-Mar-18	-	-	-	**28.77**	**28.77**
	31-Mar-17	-	-	-	20.09	20.09
NSI Infinium Global Private Limited	31-Mar-18	-	-	-	**7.79**	**7.79**
	31-Mar-17	-	-	-	5.76	5.76

NOTES

TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Particulars	Period ending	Key Management Personnel (KMP and Relatives of KMP	Company Where key Managerial Personnel can exercise control / significant influence	Associate Company	Subsidiary Companies	Total
Infinium Motors Private Limited	31-Mar-18	-	**0.44**	-	-	**0.44**
	31-Mar-17	-	0.44	-	-	0.44
Infibeam Digital Entertainment Private Limited	31-Mar-18	-	-	-	**29.00**	**29.00**
	31-Mar-17	-	-	-	-	-
Miscellaneous income on high sea sale						
Infinium India Limited	31-Mar-18	-	-	-	-	-
	31-Mar-17	-	-	-	0.45	0.45
Rental Income			-	-	-	
NSI Infinium Global Private Limited	31-Mar-18	-	-	-	**2.12**	**2.12**
	31-Mar-17	-	-	-	-	
Infinium India Limited	31-Mar-18	-	-	-	**0.35**	**0.35**
Odigma consultancy solutions private limited	31-Mar-18	-	-	-	**0.70**	**0.70**
	31-Mar-17	-	-	-	-	-
Infibeam Digital Entertainment Private Limited	31-Mar-18	-	-	-	**0.35**	**0.35**
	31-Mar-17	-	-	-	-	
Infibeam Logistics Private Limited	31-Mar-18	-	-	-	**0.70**	**0.70**
	31-Mar-17	-	-	-	-	-
DRC Systems India Private Limited	31-Mar-18	-	-	-	**2.63**	**2.63**
	31-Mar-17	-	-	-	-	-
Sine Qua Non Solutions Private Limited	31-Mar-18	-	-	-	**0.07**	**0.07**
	31-Mar-17		-	-	-	
ESOP cost recovered						
NSI Infinium Global Private Limited	31-Mar-18	-	-	-	**46.90**	**46.90**
	31-Mar-17	-	-	-	17.85	17.85
Dividend paid						
Vishal Ajit Mehta	31-Mar-18	**6.00**	-	-	-	**6.00**
	31-Mar-17	-	-	-	-	-
Malav Ajit Mehta	31-Mar-18	**1.70**	-	-	-	**1.70**
	31-Mar-17	-	-	-	-	-
Ajit C. Mehta	31-Mar-18	**3.01**	-	-	-	**3.01**
	31-Mar-17	-	-	-	-	-
Relatives of KMP	31-Mar-18	4.61				4.61
	31-Mar-17	-				-
Chief Financial officer (CFO)	31-Mar-18	-*	-	-	-	-
	31-Mar-17	-	-	-	-	-
Company secretary (CS)	31-Mar-18	-*	-	-	-	-
	31-Mar-17	-	-	-	-	-
Infinium Motors Private Limited	31-Mar-18	-	5.30	-	-	5.30
	31-Mar-17	-	-	-	-	-

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Particulars	Period ending	Key Management Personnel (KMP and Relatives of KMP	Company Where key Managerial Personnel can exercise control / significant influence	Associate Company	Subsidiary Companies	Total
Infinium Automall Private Limited	31-Mar-18	-	1.46	-	-	1.46
	31-Mar-17	-	-	-	-	-
Infinium Communications Private Limited	31-Mar-18	**-**	**1.05**	**-**	**-**	**1.05**
	31-Mar-17	-	-	-	-	-
Infinity Drive Private Limited	31-Mar-18	**-**	**0.80**	**-**	**-**	**0.80**
	31-Mar-17	-	-	-	-	-
Infinium Motors (Gujarat) Private Limited	31-Mar-18	**-**	**0.45**	**-**	**-**	**0.45**
	31-Mar-17	-	-	-	-	-
Infinium Natural Resources Investments Private Limited	31-Mar-18	**-**	**0.16**	**-**	**-**	**0.16**
	31-Mar-17	-	-	-	-	-
Transaction with key Management personnel						
Salaries and ESOP to key managerial personnel						
Chief Financial Officer	31-Mar-18	**6.39**	**-**	**-**	**-**	**6.39**
	31-Mar-17	6.37	-	-	-	6.37
Company Secretary	31-Mar-18	**4.26**	**-**	**-**	**-**	**4.26**
	31-Mar-17	2.32	-	-	-	2.32
Vishwas Patel (Executive Director)	31-Mar-18	**0.30**	**-**	**-**	**-**	**0.30**
	31-Mar-17	-	-	-	-	-
Varini Vishwas Patel	31-Mar-18	0.19				0.19
	31-Mar-17	-				-
Loan given						
Chief Financial Officer	31-Mar-18	**0.50**	**-**	**-**	**-**	**0.50**
	31-Mar-17	-	-	-	-	-
Repayment of Loan given						
Chief Financial Officer	31-Mar-18	**0.41**	**-**	**-**	**-**	**0.41**
	31-Mar-17	-	-	-	-	-
Rent expense						
Vishwas Patel (Executive Director)	31-Mar-18	**3.00**	**-**	**-**	**-**	**3.00**
	31-Mar-17	-	-	-	-	-
Director sitting fees to non-executive and independent directors	31-Mar-18	**0.87**	**-**	**-**	**-**	**0.87**
	31-Mar-17	0.97	-	-	-	0.97
Closing balances						
Investment (In Equity Shares)						

NOTES

TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Particulars	Period ending	Key Management Personnel (KMP and Relatives of KMP	Company Where key Managerial Personnel can exercise control / significant influence	Associate Company	Subsidiary Companies	Total
Infibeam Digital Entertainment Private Limited	31-Mar-18	-	-	-	**31.45**	**31.45**
	31-Mar-17	-	-	-	31.45	31.45
Infinium India Limited	31-Mar-18	-	-	-	**120.80**	**120.80**
	31-Mar-17	-	-	-	120.80	120.80
Avenues Infinite Private Limited	31-Mar-18	-	-	-	**20.00**	**20.00**
	31-Mar-17	-	-	10.00	-	10.00
NSI Infinium Global Private Limited	31-Mar-18	-	-	-	**0.14**	**0.14**
	31-Mar-17	-	-	-	0.14	0.14
Infibeam Logistics Private Limited	31-Mar-18	-	-	-	**0.10**	**0.10**
	31-Mar-17	-	-	-	0.10	0.10
Odigma Consultancy Solutions Private Limited	31-Mar-18	-	-	-	**0.10**	**0.10**
	31-Mar-17	-	-	-	0.10	0.10
Infibeam Global EMEA FZ LLC	31-Mar-18	-	-	-	**321.31**	**321.31**
	31-Mar-17	-	-	-	0.96	0.96
Avenue Payment India Private Limited	31-Mar-18	-	-	**224.80**	-	**224.80**
	31-Mar-17	-	-	-	-	-
Investment (in Preference shares)						
Avenue Payment India Private Limited	31-Mar-18	-	-	**30.00**	-	**30.00**
	31-Mar-17	-	-	-	-	-
Trade receivable						
Odigma Consultancy Solutions Private Limited	31-Mar-18	-	-	-	**18.21**	**18.21**
	31-Mar-17	-	-	-	9.38	9.38
Infibeam Digital Entertainment Private Limited	31-Mar-18	-	-	-	**31.32**	**31.32**
	31-Mar-17	-	-	-	-	-
Infinium Motors Private Limited	31-Mar-18	-	**0.30**	-	-	**0.30**
	31-Mar-17	-	0.37	-	-	0.37
Loans and advances given						
NSI Infinium Global Private Limited	31-Mar-18	-	-	-	**1,350.25**	**1,350.25**
	31-Mar-17	-	-	-	1,456.28	1,456.28
Chief Financial Officer	31-Mar-18	**0.09**	-	-	-	**0.09**
	31-Mar-17			-	-	
Advance given towards purchase of capital assets						
Infibeam Logistics Private Limited	31-Mar-18	-	-	-	**47.00**	**47.00**

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Particulars	Period ending	Key Management Personnel (KMP and Relatives of KMP	Company Where key Managerial Personnel can exercise control / significant influence	Associate Company	Subsidiary Companies	Total
	31-Mar-17	-	-	-	27.00	27.00
Infinium India Limited	31-Mar-18	**-**	**-**	**-**	**993.10**	**993.10**
	31-Mar-17	-	-	-	295.00	295.00
Other receivables						
DRC Systems India private limited	31-Mar-18				**38.10**	**38.10**
	31-Mar-17	-	-	-	-	-
Advance given towards services					-	
Infinium India Limited	31-Mar-18	**-**	**-**	**-**	**120.00**	**120.00**
	31-Mar-17	-	-	-	-	-
Receivables for reimbursement						
NSI Infinium Global Private Limited ^	31-Mar-18	**-**	**-**	**-**	**0.24**	**0.24**
	31-Mar-17	-	-	-	0.63	0.63
Infibeam Global EMEA FZ - LLC	31-Mar-18	**-**	**-**	**-**	**-**	**-**
	31-Mar-17	-	-	-	2.42	2.42
Security deposit						
Vishwas Ambalal Patel	31-Mar-18	**0.75**	**-**	**-**	**-**	**0.75**
	31-Mar-17	-	-	-	-	-
Provision for expenses						
NSI Infinium Global Private Limited	31-Mar-18	**-**	**-**	**-**	**-**	**-**
	31-Mar-17	-	-	-	0.05	0.05

*Amount less than 1 million

Terms and conditions of transactions with related parties

(1) Transaction entered into with related party 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.

(2) For the year ended March 31, 2018, the Company has not recorded any impairment of receivables relating to amounts owed by related parties except otherwise mentioned in the financial statement (March 31, 2017: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(3) Adjustments in balance of investments, loan balance and interest income of NSI Infinium Global Private Limited represents Ind AS adjustment on interest free loan given to subsidiary company

^ All the transactions pertaining to purchase, sales, expenses etc. entered with NSI Infinium Global Private Limited are adjusted against reimbursement of expenses. Hence, the net amount of reimbursement has been derived considering the transactions entered into between the parties during the period.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 27 : EARNING PER SHARE

Indian Rupees in million

Particulars	2017-18	2016-17
Earning per share (Basic and Diluted)		
Profit attributable to ordinary equity holders	134.74	1.78
Total no. of equity shares at the end of the year	54,27,83,390	53,89,39,200
Weighted average number of equity shares		
For basic EPS	66,15,17,224	53,25,70,406
For diluted EPS	66,54,49,881	53,95,71,339
Nominal value of equity shares	1	1
Basic earning per share	0.205	0.003
Diluted earning per share	0.203	0.003
Weighted average number of equity shares		
Weighted average number of equity shares for basic EPS	66,15,17,224	53,25,70,406
Effect of dilution: Employee stock options	39,32,657	70,00,933
Weighted average number of equity shares adjusted for the effect of dilution	66,54,49,881	53,95,71,339

The Shareholders of the Company have approved the split/sub-division of each equity share of the Company from the existing Face Value of ₹ 10/ - (Rupees Ten Only) per equity share to face value of ₹ 1/- (Rupee One Only) per equity share in Extra Ordinary General Meeting dated August 11, 2017. The record date for subdivision was September 1, 2017. The Earning Per Share figures for the year ended March 31, 2017 has been restated to give effect of split/sub-division as required by IND AS 33.

NOTE 28: SHARE BASED PAYMENTS

Employee stock option (ESOP) scheme (2013-14):

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on February 17, 2013, read with Special Resolution passed by shareholder of the company at the extra ordinary general meeting held on March 30, 2013. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled by physical delivery of shares. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of ₹ 10 which is 97.65% below the market price at the date of grant, i.e., April 1, 2013 and April 1, 2014.

Employee stock option (ESOP) scheme (2014-15)

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on February 27, 2014, read with Special Resolution passed by shareholder of the company at the extra ordinary general meeting held on March 31, 2014. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled by physical delivery of shares. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of ₹ 10 which is 97.65% below the market price at the date of grant, i.e., April 1, 2014, April 1, 2015, April 1, 2016, October 1, 2014, October 1, 2015 and October 1, 2016.

Scheme	ESOP Scheme 2014-15	ESOP Scheme 2014-15	ESOP Scheme 2014-15
Date of grant	April 1, 2016	October 1, 2016	April 1, 2017
Number of options granted	35,20,230	62,000	7,03,450
Exercise price per option	1	1	1
Vesting requirements	Vesting period as defined by the board in the letters issuing the options to employees.	Vesting period as defined by the board in the letters issuing the options to employees.	Vesting period as defined by the board in the letters issuing the options to employees.
Exercise period	2 years	2 years	2 years
Method of settlement	Physical delivery of shares	Physical delivery of shares	Physical delivery of shares

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

The Shareholders of the Company have approved the split/sub-division of each equity share of the Company from the existing Face Value of ₹ 10/ - (Rupees Ten Only) per equity share to face value of ₹ 1/- (Rupee One Only) per equity share in Extra Ordinary General Meeting dated August 11, 2017. The record date for subdivision was September 1, 2017. The ESOP figured for the year ended March 31, 2017 and March 31, 2018 has been restated to give effect of split/sub-division.

The following table sets forth a summary of the activity of options:

	2017-18		2016-17	
Particulars	**ESOP Scheme 13-14**	**ESOP Scheme 14-15**	**ESOP Scheme 13-14**	**ESOP Scheme 14-15**
Options				
Outstanding at the beginning of the period	5,41,000	66,27,850	16,34,000	56,51,480
Granted during the period	-	7,03,450	-	35,82,230
Exercised during the period	(2,91,000)	(35,53,190)	(10,83,000)	(25,79,360)
Lapse during the period	-	(11,260)	(10,000)	(26,500)
Outstanding at the end of the period	2,50,000	37,66,850	5,41,000	66,27,850
Exercisable at the end of the period	2,50,000	37,66,850	5,41,000	66,27,850

Expense arising from share- based payment transactions

Total expenses arising from share- based payment transactions recognised in profit or loss as part of employee benefit expense were as follows :

Indian Rupees in million

Particulars	**2017-18**	**2016-17**
Employee option plan	12.43	36.89
Total employee share based payment expense	**12.43**	**36.89**

The fair value of the share based payment options granted on is determined using the black scholes model using the following inputs at the grant date which takes in to account the exercise price, the term of the option, the share price at the grant date, and the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Particulars	**March 31, 2018**	**March 31, 2017**
Weighted average share price	956.00	990.00
Exercise price	10.00	10.00
Expected volatility	44%	310%
Expected life (years)	1 year	1 year
Dividend yield	0	0
Risk-free interest rate (%)	6.69%	6.96%
Fair market value share	946.65	984.38
Weighted average remaining contractual life (Years)		

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 29: CONSOLIDATION OF TRUST

The company has formed 'Infibeam Employee Welfare Trust' (IEW trust) for implementation of the schemes that are notified or may be notified from time to time by the Company under the plan, providing share based payment to its employees. IEW trust purchases Company's shares out of funds provided by the Company. The Company treats IEW as its extension and accordingly shares held by IEW are treated as treasury shares.

The Consolidation of the IEW trust financials statements with that of the Company does not in any manner affect the independence of the trustees where the rights and obligations are regulated by the trust deed.

Own equity instruments (treasury shares) are deducted from equity.

(i) The sources and application of funds of the IEW Trust consolidated as at March 31, 2018 were as follows:

Indian Rupees in million

Particulars	2017-18
Corpus Fund	-
Borrowing	280.00
Current liabilities and provision	7.83
Cash & Bank equivalents	0.83
Non current investments	278.71
Net asset / (liability)	**(8.29)**

(ii) Impact on the Company's profit and loss post IEW Trust consolidation for the year March 31, 2018

Indian Rupees in million

Particulars	2017-18
Income	
Dividend on equity	0.17
Expenses	-
Administrative expense	0.22
Interest expense	8.25
Impact on profit before tax	**(8.30)**

(iii) Summarised statement of cash flows of the Trust consolidated for the year ended March 31, 2018

Indian Rupees in million

Particulars	2017-18
Cash and cash equivalents 1st April, 2017	-
Cash flow from operating activities	7.61
Cash flow from investing activities	(278.54)
Cash flow from financing activities	271.76
Cash and cash equivalents 31 March 2018	**0.83**

Other items adjusted owing to the Trust consolidation include :

(a) Treasury shares

Upon consolidation, the investment in the Company's equity shares made by IEW Trust is debited to the Company's equity as treasury shares amounting to ₹ 278.71 million as at March 31, 2018.

(b) Dividend Income

The dividend income of the Trust is debited to the Company's retained earning amounting to ₹ 0.17 million as at March 31, 2018 (shown as deduction from dividend paid).

(c) Other Non Current Financial Assets and other income

Loan advanced to the Trust is eliminated on consolidation amounting to ₹ 280 million as at March 31, 2018 forming a part of current loans. Accordingly, interest on above loan is also eliminated amounting to ₹ 8.25 million

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 30: SEGMENT REPORTING

Geographical segments for the Company are secondary segments. Segment revenue is analysed based on the location of customers regardless of where the services are provided from. The following provides an analysis of the Company's sales by Geographical Markets. For management purposes, the Company operates in three principal geographical areas of the world, in India, UAE and the other countries.

A. Information about geographical areas

The Company operates in three principal geographical areas of the world, in India, middle east, and the other countries. As the Company does not operate in more than one business segment, disclosures for primary segment as required under Ind AS 108 have not been given.

B. Unallocated items:

Domestic geographical segment includes certain assets which are common to both the geographical segment (i.e. India, Middle East and Others).

Non-current assets exclude financial instruments, deferred tax assets and tax assets.

C. Segment policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

D. Major customer

Revenue from one customer of the Company's India segment is ₹ 357.3 million and one customer of the Company's Middle East segment is ₹ 344.6 million which is more than 10 percent of the Company's total revenue for the year ended March 31, 2018. Revenue from one customer of the Company's India segment is ₹ 200 million and two customer of the Company's Middle East segment is ₹ 192.72 million which is more than 10 percent of the Company's total revenue for the year ended March 31, 2017.

Indian Rupees in million

Particulars	Period ending	India	UAE	Others	Total
Revenue from operations and other operating revenue	31-03-2018	**2,466.15**	**543.24**	**49.17**	**3,058.56**
	31-03-2017	281.67	232.74	17.04	531.45
Carrying amount of segment non current assets	31-03-2018	**22,868.90**	**-**	**-**	**22,868.90**
	31-03-2017	2,297.79	-	-	2,297.79

* The carrying amount of Non Current Assets, which do not include Deferred Tax Assets, Income Tax Assets and Financial Assets analysed by the Geographical area in which the Assets are located.

NOTE 31: OPERATING LEASE

The Company has taken commercial premises under operating leases. The leases have an average life of between one and five years with renewal options included in contracts. Renewals are at the mutual consent of lessor and lessee. Lease payments recognised in the statement of Profit and Loss for the year amounts to ₹ 9.96 million (previous year: ₹ 1.56 million)

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

Indian Rupees in million

Particulars	2017-18	2016-17
Within one year	4.21	-
After one year but not more than five years	3.00	-
More than five years	-	-
Total	**7.21**	**-**

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 32 : CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:

a. The Company is required to spend ₹ 1.38 million (Previous Year ₹ Nil) on CSR activities.

b. Amount spent during the year on:

Indian Rupees in million

	Year ended					
	March 31, 2018			March 31, 2017		
	In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
(i) Construction / Acquisition of an Assets	-	-	-	-	-	-
(ii) On Purposes other than (i) above	1.38	-	1.38	-	-	-

NOTE 33 : FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the Financial Statements.

Quantitative disclosures for fair value measurement hierarchy for assets and liabilities:

As at March 31, 2018

Indian Rupees in million

	Carrying amount				Fair value			
		Fair value through						
Particulars	Amortised Cost	Other comprehensive income	Profit and loss	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Non current investment	-	15.79	-	15.79	-	15.79	-	15.79
Current investment	-	-	2.10	2.10	2.10	-	-	2.10
Other Non-current financial asset*	220.58	-	-	220.58		220.58	-	220.58
	220.58	**15.79**	**2.10**	**238.47**	**2.10**	**236.37**	**-**	**238.47**
Financial liabilities								
Long term borrowing	351.60	-	-	351.60	-	351.60	-	351.60
	351.60	**-**	**-**	**351.60**	**-**	**351.60**	**-**	**351.60**

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

As at March 31, 2017

Indian Rupees in million

	Carrying amount				Fair value			
		Fair value through						
Particulars	Amortised Cost	Other comprehensive income	Profit and loss	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets	-	-	-	-	-	-	-	-
Other Non-current financial asset*	3.12	-	-	3.12	-	-	-	-
	3.12	**-**	**-**	**3.12**	**-**	**-**	**-**	**-**
Financial liabilities	-	-	-	-	-	-	-	-
	-	**-**	**-**	**-**	**-**	**-**	**-**	**-**

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

* The management assessed that carrying value approximates to the fair value

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Level 1 - Valuation technique and significant observable inputs for assets and liabilities

Current Investment represents investment in mututal funds. The fair value of investment is derived based on the fund statement provided by the fund manager.

Reconciliation of Level 1 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 1 fair values.

Indian Rupees in million

Particulars	2017-18
Opening Balance on April 1, 2017	**-**
Net change in fair value (unrealised)	-
Purchases	525.81
Sales	(523.71)
Closing Balance on March 31, 2018	**2.10**

Level 2 - Valuation technique and significant observable inputs for assets and liabilities

Long term borrowings represents loan taken from bank. The fair value of borrowing is derived based on market observable interest rate.

The fair values of the unquoted non current investment have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows and discount rate. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted preference investments.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company manages market risk through a treasury operations, which evaluates and exercises independent control over the entire process of market risk management. The finance team recommends risk management objectives and policies. The activities of this operations include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities. The carrying amount of following financial assets represents the maximum credit exposure.

Financial Instruments and Cash Deposits

The credit risk from balances/deposits with Banks, current investments and other financial assets are managed in accordance with company's policy. Investment of surplus funds are primarily made in Liquid/Short Term Plan of Mutual Funds and in Bank Deposits which carry a high external rating.

Trade receivables

Trade receivables of the company are typically unsecured. Credit risk is managed through periodic monitoring of the creditworthiness of customers to which company grants credit terms in the normal course of business. The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

The maximum exposure to credit risk for trade receivables by geographic region was as follows:

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Domestic	131.80	13.39
Other regions	247.75	101.41
	379.55	**114.80**

Impairment

The ageing of trade and other receivables that were not impaired was as follows.

Indian Rupees in million

Particulars	As at March 31, 2018		As at March 31, 2017	
	Upto 0-180 days	More than 180 days	Upto 0-180 days	More than 180 days
Gross				
Less: Provision	375.06	33.25	115.24	7.34
Net	-	(28.76)	(0.82)	(6.97)
	375.06	**4.49**	**114.43**	**0.37**

The above receivables which are past due but not impaired are assessed on individual case to case basis and relate to a number of independent third party customers from whom there is no recent history of default. These financial assets were not impaired as there had not been a significant change in credit quality and the amounts were still considered recoverable based on the nature of the activity of the customer portfolio to which they belong and the type of customers. There are no other classes of financial assets that are past due but not impaired except for Trade receivables as at March 31, 2018 and March 31, 2017.

iii. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Indian Rupees in million

Particulars	Less than 1 year	more than 1 year
Year ended March 31, 2018		
Interest bearing borrowings	87.90	351.60
Short term borrowing - Under LC arrangement	130.00	
Trade payables	34.70	-
Other financial liabilities	97.65	-
	350.25	**351.60**
Year ended March 31, 2017		
Interest bearing borrowings	850.00	-
Trade payables	5.82	-
Other financial liabilities	51.40	-
	907.22	**-**

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include loans and borrowings, deposits.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts business in local currency and in foreign currency, primarily in USD, AED and SAR. The Company has foreign currency trade payables and receivables and is, therefore, exposed to foreign exchange risk. The Company does not use any derivative instruments to hedge its risks associated with foreign currency fluctuations.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, AED and SAR rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Particulars	Change in USD rate	Effect on profit before tax
March 31, 2018	+5%	18.35
	-5%	(18.35)
March 31, 2017	+5%	3.88
	-5%	(3.88)

Particulars	Change in AED rate	Effect on profit before tax
March 31, 2018	+5%	0.20
	-5%	(0.20)
March 31, 2017	+5%	0.45
	-5%	(0.45)

Particulars	Change in SAR rate	Effect on profit before tax
March 31, 2018	+5%	0.48
	-5%	(0.48)
March 31, 2017	+5%	1.03
	-5%	(1.03)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed plus variable rate borrowings.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 34 : CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Interest-bearing loans and borrowings (Note 12)	569.50	850.00
Less: cash and cash equivalent (Note 7)	(879.48)	(2,427.07)
Net debt	**(309.98)**	**(1,577.07)**
Equity share capital (Note 10)	542.78	538.94
Other equity (Note 11)	25,186.70	7,510.64
Total capital	**25,729.48**	**8,049.58**
Capital and net debt	**25,419.50**	**6,472.51**
Gearing ratio	**-**	**-**

NOTE 35 : DUES TO MICRO, SMALL AND MEDIUM SUPPLIERS

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the MSMED Act') accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2018 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance-sheet date.

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year;	-	-
The amount of interest paid by the buyer under the MSMED Act along with the amounts of the payment made to the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the year (where the principal has been paid but interest under the MSMED Act not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest due and payable even in the succeeding period, 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.	-	-

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

On basis of information and records available with the Company, the above disclosures are made in respect of amount due to the micro, small and medium enterprises, which have been registered with the relevant competent authorities. This has been relied upon by the auditors.

NOTE 36 : AMALGAMATON WITH AVENUES (INDIA) PRIVATE LIMITED

Based on the definitive Memorandum of Understanding (MoU), the Company obtained operational and financial control in Avenues (India) Private Limited (Avenues) as well as board control with effect from April 1, 2017. Further, in the Board meeting held on July 13, 2017, the Board of directors approved the scheme of amalgamation of Avenues with the Company. Subsequent to the year end, on May 9, 2018, the Company has received approval to aforesaid scheme of amalgamation from National Company Law Tribunal ("NCLT") with appointed date of April 1, 2017, which the Company filed with Registrar of Companies (RoC) on May 10,2018. In accordance with Ind AS 103 "Business Combinations", the Company has given effect of amalgamation with Avenues with the appointed date i.e. April 1, 2017.

In accordance with the provisions of the aforesaid scheme -

The approved share swap ratio for 100 equity share of Avenues (India) Private Limited (AIPL) of the face value of ₹ 10 each fully paid up held by the shareholders on the Record date shall be allotted 2600 equity shares of Infibeam Incorporation Limited of the face value of ₹ 1 each fully paid up.

The shares have been allotted subsequent to the March 31, 2018, the same has been disclosed as Shares required to be issued as per Scheme of Amalgamation till the date of allotment i.e. May 30, 2018 under other equity.

In accordance with the scheme, the amalgamation has been accounted under the acquisition method as prescribed by Ind AS 103 "Business Combinations".

Accordingly, the accounting treatment has been given as under: -

(i) The assets and liabilities of Avenues as at April 1, 2017 have been incorporated at their fair values in the financial statements of the Company.

(ii) The existing investments in Avenues as at April 1, 2017 have been fair valued on account of acquisition as prescribed by Ind AS 103 (step up acquisition).

(iii) All inter-corporate balances (including investments held by the Company in Avenues, deposits, loans and advances, outstanding balances) between the Company and Avenues stands cancelled.

The excess of value of equity shares over the fair value of assets and liabilities transferred and cancellation of Investments in Avenues held by the Company amounting to ₹ 18,645.18 million has been recorded as follows after considering the impact of identified and unrecorded intangible assets (net of deferred tax) as prescribed by Ind AS 103:

Particulars	Indian Rupees in million
Identified and unrecorded intangible asset	
Trademark	597.80
Software	360.10
Customer relationship	1,563.10
Goodwill	**16,124.18**
Total	**18,645.18**

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Avenues India Private Limited as at the date of acquisition were as follows.

Particulars	Indian Rupees in million
Assets	
Property, plant and equipment	111.95
Intangible assets	19.63

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Particulars	Indian Rupees in million
Investments*	240.59
Other non current financial assets	5.52
Income tax assets (net)	1.52
Trade receivables	74.89
Cash and cash equivalents	358.27
Bank balance other than (iii) above	777.18
Loans	19.28
Others financial assets	156.45
Other current assets	43.22
Receivable for settlement of transaction - Nodal bank	691.85
Liabilities	
Long term Provisions - Gratuity	(14.50)
Deferred tax liabilities (net)	(3.34)
Deferred tax liabilities (net) - fair valuation impact	(25.92)
Payable for settlement of transaction - Nodal bank	(1,071.44)
Other financial liabilities	(18.94)
Other current liabilities	(8.55)
To Short Term Provisions- Gratuity	(3.46)
To Provision for Tax (Net)	(14.84)
Total identifiable net assets at fair value	**1,339.36**
Unidentified inatangible asset	
Trademark	597.80
Software	360.10
Customer relationship	1,563.10
Goodwill**	16,124.18
Total Purchase consideration	**19,984.54**

Breakup of purchase consideration

Particulars	Indian Rupees in million
Cancellation of exisitng investment at fair value	2,269.23
Shares required to be issued as per Scheme of Amalgamation @ ₹ 147.80 / equity share	17,715.31
Total purchase consideration	**19,984.54**

*The Company has acquired following investment on amalgamation with Avenues

(1) Avenues Infinite Private Limited - 10,00,200 equity shares at fair value of ₹ Nil

(2) Avenues Payments Private Limited - 36,541 equity shares at fair value of ₹ 224.80 million

(3) JRI Technologies Private Limited - 2,20,625 equity shares at fair value of ₹ 15.79 million

**The goodwill comprises the value of expected synergies arising from the amalgamation. Due to the contractual terms and nature of industry, the customer contract is not separately valued. Goodwill recognised on amalgamation is not expected to be deductible for Income tax purposes.

Pursuant to the above mentioned, the financials stament of the current year are not strictly comparable to those of the previous year.

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 37 : NODAL ACCOUNT BALANCE

The Company maintains nodal account with ICICI bank. The nodal accounts are operated as per RBI guidelines pertaining to settlement of payment for electronic payment transactions for payment gateway business. The balance in the nodal accounts represents money collected from customers on transaction undertaken and is used for settling of dues to various merchants as per RBI guidelines.

Receivable for settlement of transactions:

The balance in receivable for settlement of transaction represents the amount pending to be received from pooling bank account and payment gateway for successful online transaction completed by the customer of the merchant into the nodal accounts. These amounts once collected in Nodal account will be utilised for payment to the merchants.

Payable for settlement of transactions:

The balance in payable for settlement of transaction represents the amount pending to be paid to merchant for successful online transaction completed by the customer of the merchant. The amount for the nodal accounts are transferred to the merchant designated bank account as per RBI guidelines, after deducting applicable charges.

38 During the year ended March 31, 2016, the Company raised funds through an Initial Public Offering (IPO) for the purpose of setting up of cloud data centre, purchase of property for shifting and setting up of its registered and corporate office, setting up of 75 logistic centres, purchase of software and general corporate purposes. Pursuant to this, the Company issued 10,416,666 equity shares of ₹ 10 each at an issue price of ₹ 432 per equity share. The proceeds from IPO is ₹ 4499.99 million. The net proceeds from IPO after incurring expenses (such as merchant bankers fees, underwriting fees, selling commission, legal counsel fees, registrar to the issue, brokerage and selling commission, printing and stationary expenses, advertising and marketing expenses and other incidental expenses amounted to ₹ 338.3 million) was ₹ 4,161.7 million. Of the total IPO expenses, expenses aggregating to ₹ 312.78 million have been adjusted towards the securities premium account. Further IPO expenses aggregating to ₹ 25.51 million have been charged to the Statement of Profit and Loss. Summary of utilised amount and unutilised amount is stated below :

Indian Rupees in million

Objects of the issue as per the prospectus	Net Proceeds from IPO	Amount utilised up to March 31, 2018	Unutilised amount as on March 31, 2018
Setting up of cloud data centre and purchase of property for shifting of the registered and corporate offices of Company	2,352.00	1,954.60	397.40
Setting up of 75 logistics centres	375.00	47.00	328.00
Purchase of software	670.00	500.00	170.00
General corporate purposes	764.70	757.60	7.10
Total	**4,161.70**	**3,259.20**	**902.50**

NOTES
TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

The unutilised amount is temporarily lying in following:

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
- In fixed deposits	386.90	1,630.00
- In current account with bank	515.60	0.90
Total	**902.50**	**1,630.90**

39 The Company's transactions with associated enterprises are at arm's length. Management believes that company's domestic transactions with associated enterprises post March 31, 2017 continue to be at arm's length and that the transfer pricing legislation will not have any impact on the financial statements particularly on the amount of the tax expense for the year and the amount of the provision for the taxation at the period end.

39 Previous year figures have been regrouped or recast wherever necessary to make them comparable with those of current year.

As per our report of even date

For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Sukrut Mehta
Partner
Membership No.: 101974
Gandhinagar
Date: May 30, 2018

For and on behalf of the board of directors of
Infibeam Incorporation Limited
CIN: L64203GJ2010PLC061366

Vishal Mehta
Managing Director
DIn : 03093563
Place : Gandhinagar
Date: May 30, 2018

Ajit Mehta
Director
DIn : 01234707
Place : Gandhinagar
Date: May 30, 2018

Hiren Padhya
Chief Financial Officer
Place : Gandhinagar
Date : May 30, 2018

Shyamal Trivedi
Company Secretary
Place : Gandhinagar
Date : May 30, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of Infibeam Incorporation Limited

REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

We have audited the accompanying consolidated Ind AS financial statements of Infibeam Incorporation Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, comprising of the consolidated Balance Sheet as at March 31, 2018, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

AUDITOR'S RESPONSIBILITY

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

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Ind AS financial statements and on the other financial information of the subsidiaries and associate, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so

INDEPENDENT AUDITOR'S REPORT (Contd.)

required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group and its associate, as at March 31, 2018, their consolidated profit including other comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

OTHER MATTER

We did not audit the financial statements and other financial information, in respect of eight subsidiaries, whose Ind AS financial statements include total assets of ₹ 3,118.5 million and net assets of ₹ 1,280.5 million as at March 31, 2018, and total revenues of ₹ 2,856.9 million and net cash outflows/(inflows) of ₹ 283.7 million for the year ended on that date. These financial statements and other financial information have been audited by other auditors, whose financial statements, other financial information and auditor reports have been furnished to us by the management. The consolidated Ind AS financial statements also include the Group's share of net loss of ₹ 6.9 million for the year ended March 31, 2018, as considered in the consolidated Ind AS financial statements, in respect of an associate, whose financial statements, other financial information have been audited by other auditor and whose reports have been furnished to us by the Management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and an associate, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and an associate, is based solely on the reports of such other auditors.

One of the subsidiary of the Group is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective country and which have been audited by other auditor under generally accepted auditing standards applicable in their respective country. The Holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in their respective country to accounting principles generally accepted in India (IND AS). We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

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

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

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

(d) In our opinion, the aforesaid consolidated 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;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and an associate company incorporated in India, none of the directors

INDEPENDENT AUDITOR'S REPORT (Contd.)

of the Group's companies and its associate company incorporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies and associate company incorporated in India, refer to our separate report in "Annexure" to this report; and

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

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate – Refer Note 25 to the consolidated Ind AS financial statements;

ii. The Group and its associate did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2018; and

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associate incorporated in India during the year ended March 31, 2018.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Sukrut Mehta**
Partner
Membership Number: 101974

Place of Signature: Ahmedabad
Date: May 30, 2018

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF INFIBEAM INCORPORATION LIMITED

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated Ind AS financial statements of Infibeam Incorporation Limited as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting with reference to the consolidated financial statements of Infibeam Incorporation Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies and its associate, which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the of the Holding Company, its subsidiary companies and its associate company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Holding company's internal financial controls over financial reporting with reference to the consolidated 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 Act, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Act. 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 the consolidated Ind AS 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 the consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to the consolidated Ind AS financial statements included obtaining an understanding of internal financial controls over financial reporting with reference to the consolidated Ind AS 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to the consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

A company's internal financial control over financial reporting with reference to the consolidated Ind AS 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 the consolidated Ind AS 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

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF INFIBEAM INCORPORATION LIMITED (Contd.)

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 THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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

OPINION

In our opinion, the Holding Company, its subsidiary companies and its associate company which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls over financial reporting with reference to the consolidated Ind AS financial statements and such internal financial controls over financial reporting with reference to the consolidated Ind AS financial statements were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER MATTERS

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to the consolidated Ind AS financial statements of the Holding Company, insofar as it relates to eight subsidiary companies and associate company which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary companies and its associate company incorporated in India.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Sukrut Mehta**
Partner
Membership Number: 101974

Place of Signature: Ahmedabad
Date: May 30, 2018

CONSOLIDATED BALANCE SHEET
AS AT MARCH 31, 2018

Indian Rupees in million

Particulars	Notes	As at March 31, 2018	As at March 31, 2017
ASSETS			
I. Non-current assets			
Property, plant and equipment	5	1,687.50	35.94
Capital work-in-progress	5	237.30	994.67
Goodwill	6	16,190.66	58.38
Intangible assets	6	3,267.24	809.12
Intangible assets under development	6	357.76	211.15
Financial assets			
Investments	7	263.70	600.00
Loans	7	-	2.41
Other financial assets	7	234.52	21.70
Deferred tax assets (net)	24	5.33	113.43
Income tax assets (net)	9	122.17	86.81
Other non-current assets	8	1,452.90	1,130.53
Total non-current assets		**23,819.08**	**4,064.14**
II. Current assets			
Inventories	10	116.07	94.20
Financial assets			
Investments	7	2.10	-
Trade receivables	7	1,106.96	554.98
Cash and cash equivalents	7	1,583.06	1,387.66
Other bank balances	7	246.56	1,679.38
Loans	7	6.10	-
Others financial assets	7	686.60	1,717.31
Other current assets	8	2,121.60	937.67
Total current assets		**5,869.05**	**6,371.20**
Total Assets		**29,688.13**	**10,435.34**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	542.78	538.94
Other equity	12	25,715.90	7,288.31
Equity attributable to equity holders of the parent		**26,258.68**	**7,827.25**
Non-controlling interests		3.55	(9.10)
Total equity		**26,262.23**	**7,818.15**
LIABILITIES			
I. Non-current liabilities			
Financial liabilities			
Borrowings	13	353.10	-
Provisions	14	41.87	12.41
Deferred tax liabilities (net)	24	96.89	1.24
Total non-current liabilities		**491.86**	**13.65**
II. Current liabilities			
Financial liabilities			
Borrowings	13	317.05	1,362.27
Trade payables	13	251.82	170.17
Other financial liabilities	13	179.46	164.49
Other current liabilities	15	2,128.03	837.38
Provisions	14	9.32	7.13
Income tax liabilities (net)	9	48.36	62.10
Total current liabilities		**2,934.04**	**2,603.54**
Total equity and liabilities		**29,688.13**	**10,435.34**
Summary of significant accounting policies			

The accompanying notes are an integral part of these Consolidated Financial Statements.

As per our report of even date

For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Sukrut Mehta
Partner
Membership No.: 101974
Gandhinagar
Date: May 30, 2018

For and on behalf of the board of directors of
Infibeam Incorporation Limited
CIN: L64203GJ2010PLC061366

Vishal Mehta
Managing Director
DIn : 03093563
Place : Gandhinagar
Date: May 30, 2018

Ajit Mehta
Director
DIn : 01234707
Place : Gandhinagar
Date: May 30, 2018

Hiren Padhya
Chief Financial Officer
Place : Gandhinagar
Date : May 30, 2018

Shyamal Trivedi
Company Secretary
Place : Gandhinagar
Date : May 30, 2018

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2018

Indian Rupees in million

Particulars	Notes	Year ended March 31, 2018	Year ended March 31, 2017
INCOME			
Revenue from operations	16	8,393.18	4,413.41
Other income	17	313.34	163.61
Total income (I)		**8,706.52**	**4,577.02**
EXPENSES			
Purchases of stock-in-trade		2,900.68	2,585.47
Payment gateway processing charges		1,785.43	-
Changes in inventories of traded goods	18	(21.87)	143.57
Employee benefits expense	19	558.88	290.75
Finance costs	20	57.26	42.64
Depreciation and Amortisation expense	21	664.34	224.78
Other expenses	22	1,602.94	726.96
Total expenses (II)		**7,547.66**	**4,014.17**
Profit before share of profit / (loss) of an associate and tax (III) - (I-II)		**1,158.86**	**562.85**
Share of profit / (loss) of an associate (IV)		**(6.89)**	**-**
Profit before tax (V) = (III-IV)		**1,151.97**	**562.85**
Tax expense			
Current tax			
- for current year	24	91.43	96.50
- for previous year		1.43	39.86
Deferred tax (net)	24	177.67	(8.85)
Total tax expense (VI)		**270.53**	**127.51**
Profit for the year (VII) = (V-VI)		**881.44**	**435.34**
OTHER COMPREHENSIVE INCOME			
A. Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains / (losses) on defined benefit plans		2.81	10.02
Income tax effect		(1.15)	(3.20)
B. Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Exchange difference on translating the financial statements of a foreign operations		-	(3.46)
Total other comprehensive income for the year, net of tax (VIII)		**1.66**	**3.36**
Total comprehensive income for the year, net of tax (VII+VIII)		**883.10**	**438.70**
Profit for the year attributable to:			
Equity holders of the parent		882.24	441.08
Non-controlling interest		(0.80)	(5.74)
		881.44	**435.34**
Total comprehensive income attributable to:			
Equity holders of the parent		884.20	444.44
Non-controlling interest		(1.10)	(5.74)
		883.10	**438.70**
Earning per equity share [nominal value per share ₹ 1/- (March 31, 2017: ₹ 1/-)]			
Basic	30	1.33	0.83
Diluted	30	1.33	0.82
Summary of significant accounting policies	1-4		

The accompanying notes are an integral part of these consolidated Financial Statements.

As per our report of even date

For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Sukrut Mehta
Partner
Membership No.: 101974
Gandhinagar
Date: May 30, 2018

For and on behalf of the board of directors of
Infibeam Incorporation Limited
CIN: L64203GJ2010PLC061366

Vishal Mehta
Managing Director
DIn : 03093563
Place : Gandhinagar
Date: May 30, 2018

Ajit Mehta
Director
DIn : 01234707
Place : Gandhinagar
Date: May 30, 2018

Hiren Padhya
Chief Financial Officer
Place : Gandhinagar
Date : May 30, 2018

Shyamal Trivedi
Company Secretary
Place : Gandhinagar
Date : May 30, 2018

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2018

A. EQUITY SHARE CAPITAL

	Indian Rupees in million
Balance	**Note 11**
As at March 31, 2016	**530.91**
Issue of Equity Share capital	8.03
As at March 31, 2017	**538.94**
Issue of Equity Share capital	3.84
As at March 31, 2018	**542.78**

B. OTHER EQUITY

Indian Rupees in million

	Attributable to the equity holders of the parent													
Particulars	**Capital reserve**	**Employee stock option outstanding account**	**Debenture Redemption Reserve**	**Securities premium**	**General Reserve**	**Retained Earnings**	**Foreign currency monetary item translation reserve**	**Issue of Shares on Amalgamation**	**Treasury Shares**	**IEW Trust Reserve**	**Money Received against Share warrants**	**Share application money pending allotment**	**Non-Controlling Interest**	**Total other equity**
	Note 12	**Note 12**	**Note 12**	**Note 12**	**Note 12**	**Note 12**	**Note 12**	**Note 12**	**Note 12**	**Note 12**	**Note 12**	**Note 12**		
Balance as at April 1, 2016	**0.29**	**300.50**	**5.00**	**6,514.81**	**87.96**	**(809.07)**	**-**	**-**	**-**	**-**	**-**	**-**	**(3.36)**	**6,099.49**
Profit for the period	-	-	-	-	-	441.08	-	-	-	-	-	-	(5.74)	**441.08**
Other comprehensive income for the period	-	-	-		-	6.82	-	-	-	-	-	-	-	**6.82**
Employee compensation expense for the year	-	152.35	-	-	-	-	-	-	-	-	-	-	-	**152.35**
Transfer to securities premium on exercise of options	-	(151.99)	-	151.99	-	-	-	-	-	-	-	-	-	**-**
Amount transferred to General Reserve	-	-	(5.00)	-	5.00	-	-	-	-	-	-	-	-	**-**
On conversion of share warrant into equity share	-	-	-	595.65	-	-	-	-	-	-	-	-	-	**595.65**
On lapse of stock options	-	(0.68)	-	-	0.68	-	-	-	-	-	-	-	-	**-**
Other adjustment	-	-	-	-	-	(3.62)	-	-	-	-	-	-	-	**(3.62)**
Foreign currency translation	-	-	-	-	-	-	(3.46)	-	-	-	-	-	-	**(3.46)**
Balance as at March 31, 2017	**0.29**	**300.18**	**-**	**7,262.45**	**93.64**	**(364.79)**	**(3.46)**	**-**	**-**	**-**	**-**	**-**	**(9.10)**	**7,288.31**
Balance as at April 1, 2017	**0.29**	**300.18**	**-**	**7,262.45**	**93.64**	**(364.79)**	**(3.46)**	**-**	**-**	**-**	**-**	**-**	**(9.10)**	**7,288.31**
Profit for the period	**-**	**-**	**-**	**-**	**-**	**882.24**	**-**	**-**			**-**	**-**	**(0.80)**	**882.24**
Other comprehensive income for the year	-	-	-		-	1.96	-	-			-	-	(0.30)	1.96

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	Attributable to the equity holders of the parent													
	Capital reserve	Employee stock option outstanding account	Debenture Redemption Reserve	Securities premium	General Reserve	Retained Earnings	Foreign currency monetary item translation reserve	Issue of Shares on Amalgamation	Treasury Shares	IEW Trust Reserve	Money Received against Share warrants	Share application money pending allotment	Non-Controlling Interest	Total other equity
	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12		
Employee compensation expense for the year	-	**64.79**	-	-	-	-	-	-	-	-	-	-	-	64.79
Transfer to securities premium on exercise of options	-	**(159.53)**	-	159.53	-	-	-	-	-	-	-	-	-	-
Shares required to be issued as per Scheme of Amalgamation	-	-	-	-	-	-	-	119.86	-	-	-	-	-	119.86
Premium on shares to be issued as per Scheme of Amalgamation	-	-		-	-	-	-	17,595.45	-	-	-	-	-	17,595.45
Interim Dividend Paid including taxes	-	-	-	-	-	(65.47)	-	-	-	-	-	-	-	(65.47)
(Purchase)/sale of treasury shares by the trust during the year (net)	-	-		-	-	-	-	-	(278.71)	-	-	-	-	(278.71)
Money Received against Share warrants	-	-	-	-	-	-	-	-	-	-	100.00	-	-	100.00
Corpus received of SAR Trust	-	-		-	-	-	-	-	-	-*	-	-	-	-
Adjustment on account of change in tax rate on IPO expense adjusted to securities premium	-	-	-	4.84	-	-	-	-	-	-	-	-	-	4.84
On lapse of stock options	-	**(0.48)**	-	-	0.48	-	-	-	-	-	-	-	-	-

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	Attributable to the equity holders of the parent													
	Capital reserve	Employee stock option outstanding account	Debenture Redemption Reserve	Securities premium	General Reserve	Retained Earnings	Foreign currency monetary item translation reserve	Issue of Shares on Amalgamation	Treasury Shares	IEW Trust Reserve	Money Received against Share warrants	Share application money pending allotment	Non-Controlling Interest	Total other equity
	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12	Note 12		
Share application money received during the year	-	-	-	-	-	-	-	-	-	-	-	15.00	-	15.00
Adjustment on account of restatement of provision in subsidiary	-	-	-	-	-	(11.66)	-	-	-	-	-	-	-	(11.66)
Adjustment on account of acquisition of DRC and Foreign currency translation	-	-	-	-	-	-	(0.71)	-	-	-	-	-	13.75	(0.71)
Balance as at March 31, 2018	**0.29**	**204.96**	**-**	**7,426.82**	**94.12**	**442.28**	**(4.17)**	**17,715.31**	**(278.71)**	**-**	**100.00**	**15.00**	**3.55**	**25,715.90**

*Represents amount less than one million

Summary of significant accounting policies

The accompanying notes are an integral part of these consolidated Financial Statements.

As per our report of even date

For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Sukrut Mehta
Partner
Membership No.: 101974
Gandhinagar
Date: May 30, 2018

For and on behalf of the board of directors of
Infibeam Incorporation Limited
CIN: L64203GJ2010PLC061366

Vishal Mehta
Managing Director
DIn : 03093563
Place : Gandhinagar
Date: May 30, 2018

Ajit Mehta
Director
DIn : 01234707
Place : Gandhinagar
Date: May 30, 2018

Hiren Padhya
Chief Financial Officer
Place : Gandhinagar
Date : May 30, 2018

Shyamal Trivedi
Company Secretary
Place : Gandhinagar
Date : May 30, 2018

CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2018

Indian Rupees in million

	March 31, 2018	March 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	**1,158.86**	562.85
Adjustments for:		
Depreciation and amortisation expense	664.34	224.78
ESOP expenses	44.41	44.40
Initial Public Offering (IPO) expense	-	5.52
Provision for doubtful debts	28.77	7.79
Provision for doubtful loans and advances	2.80	0.71
Bad debts written off	55.60	36.22
Balances written off	63.12	0.48
Liabilities / Provision written back	(0.25)	(9.15)
Net unrealised foreign exchange (gain) / loss	(2.11)	(8.82)
Gain on fair value of Investment	(169.23)	-
Short term capital gain on sale of mutual fund	(2.54)	-
Finance costs	57.27	42.64
Interest income	(139.67)	(152.57)
	1,763.91	**754.84**
Working capital adjustments :		
Decrease / (increase) in inventories	(21.87)	143.57
(Increase) in trade receivables	(558.00)	(113.87)
(Increase) / decrease in other assets	(413.46)	(731.94)
(Decrease) / increase in trade payables	81.64	(87.45)
Increase in provisions and other liabilities	266.94	678.85
Cash generated from operating activities	**1,116.62**	**644.01**
Income tax paid (net)	(143.42)	(50.86)
Net cash generated from operating activities (A)	**973.20**	**593.15**
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for purchase of property, plant and equipment and intangible assets (including intangible assets under development)	(1,871.19)	(2,299.15)
Proceeds from sale of property, plant and equipment and intangible assets	0.12	-
Payments for purchase of non-current investments	-	(2,130.00)
Purchase of mutual fund	(525.81)	-
Proceeds from sale of mutual fund	526.25	-

CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

	March 31, 2018	March 31, 2017
Loans and advances given to related parties	(3.69)	(2.41)
Interest received	151.93	138.70
Payments for / (proceeds from) fixed deposits with bank (net)	1,562.98	(1,291.10)
Net cash used in investing activities (B)	**(159.41)**	**(5,583.97)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of equity share capital	-	600.00
Proceeds from exercise of ESOP	3.84	3.66
Share application money received	15.00	-
Interim Dividend Paid (Including DDT)	(65.46)	-
Payment of Initial Public Offering (IPO) expenses including charged to securities premium	-	(249.74)
Treasury Shares & corpus	(278.71)	-
Money Received against share warrants	100.00	-
Interest paid	(59.20)	(43.99)
Proceeds/Repayment of borrowings (Net)	(683.12)	1,305.39
Net cash (Used in) generated from financing activities (C)	**(967.65)**	**1,615.32**
Net increase in cash and cash equivalents (A+B+C)	**(153.86)**	**(3,375.49)**
Cash and cash equivalents at 1 April	1,378.65	4,754.14
Add : Cash & cash equivalents acquired on Amalgamation	358.27	
Cash and cash equivalents at 31 March	**1,583.06**	**1,378.65**

Notes:

1. The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) - 7 "Statement of Cash Flows".

Indian Rupees in million

Particulars	March 31, 2018	March 31, 2017
2. Cash and cash equivalents comprises of		
Balances with banks:		
- Current accounts	1,232.28	1,386.82
Cheques on hand	350.01	-
Cash on hand	0.77	0.84
Bank overdraft facility	-	(9.01)
Cash and cash equivalents in cash flow statement	**1,583.06**	**1,378.65**

As per our report of even date

For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Sukrut Mehta
Partner
Membership No.: 101974
Gandhinagar
Date: May 30, 2018

For and on behalf of the board of directors of
Infibeam Incorporation Limited
CIN: L64203GJ2010PLC061366

Vishal Mehta
Managing Director
DIn : 03093563
Place : Gandhinagar
Date: May 30, 2018

Ajit Mehta
Director
DIn : 01234707
Place : Gandhinagar
Date: May 30, 2018

Hiren Padhya
Chief Financial Officer
Place : Gandhinagar
Date : May 30, 2018

Shyamal Trivedi
Company Secretary
Place : Gandhinagar
Date : May 30, 2018

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

1. CORPORATE INFORMATION

Infibeam Incorporation Limited ("the Company") was incorporated on 30 June 2010 under the Companies Act, 1956. The Group [along with its subsidiaries and associate, collectively referred to as (the "Group")] is primarily engaged in business of software development services, maintenance, web development, payment gateway services, e-commerce and other ancillary services.

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on the BSE Limited and National Stock Exchange of India Limited in India. The registered office of the Company is located at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.

The consolidated financial statements were authorised for issue in accordance with a resolution of the directors on May 30, 2018.

2.1 Basis of preparation of consolidated financial statements

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Group has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 - First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Sec 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

The financial statements have been prepared on a historical cost basis, except for the following :

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

The financial statements are presented in Indian Rupee ('INR') which is also the Group's functional currency and all values are rounded to the nearest millions, except when otherwise indicated.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company, its subsidiaries and associate as at March 31, 2018.

Subsidiaries: Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Equity accounted investees: The Group's interests in equity accounted investees comprise interests in associate. An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Interests in associate are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which significant influence ceases.

Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of each of the subsidiaries and associate used for the purpose of consolidation are drawn up

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

to same reporting date as that of the Company, i.e., year ended on 31 March.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any interest retained in the form of subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in the statement of profit and loss.

The consolidated financial statements comprise the financial statements of the Company, and its subsidiaries and associate as disclosed below.

Name of the Company	Country of incorporation	% of shareholding	
		As at March 31, 2018	As at March 31, 2017
Subsidiaries:			
NSI Infinium Global Private Limited	India	100%	100%
Infinium India Limited	India	100%	100%
Infibeam Digital Entertainment Private Limited	India	74%	74%
Odigma Consultancy Private Limited	India	100%	100%
Infibeam Logistics Private Limited	India	100%	100%
Sine Qua Non Solutions Private Limited	India	100%	100%
Avenues Infinite Private Limited	India	100%	50%
DRC Systems Private Limited	India	51%	-
Infibeam Global EMEA FZ-LLC	U.A.E	100%	100%
Associate:			
Avenues Payments Private Limited	India	24.74%	-

Business combinations (other than common control business combinations) on or after April 1, 2015

As part of its transition to Ind AS, the Group has elected to apply the relevant Ind AS, viz. Ind AS 103, Business Combinations, to only those business combinations that occurred on or after the date of transition to Ind AS i.e. April 1, 2015. In accordance with Ind AS 103, the Group accounts for these business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment (see Note 4.7). Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in profit or loss.

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TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity.

Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Business combinations prior to April 1, 2015

In respect of such business combinations, goodwill represents the amount recognised under the Group's previous accounting framework under Previous GAAP adjusted for the reclassification of certain intangibles.

Common control business combinations

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established; for this purpose comparatives are revised. The assets and liabilities acquired are recognised at their carrying amounts. The identity of the reserves is preserved and they appear in the consolidated financial statements of the Group in the same form in which they appeared in the financial statements of the acquired entity. The difference, if any, between the consideration and the amount of share capital of the acquired entity is transferred to capital reserve.

3. CRITICAL ACCOUNTING ESTIMATES

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

3.1 Estimate and assumption

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

3.2 Defined benefit plans

The cost of the defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. Discount rate has been determined by reference to market yields on the government bonds as at the balance sheet date. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates for the country.

Further details about defined benefit obligations are provided in Note 28.

3.3 Share-based payments

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made in accordance with SEBI regulation and Ind AS 102: Share based payment. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 32.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

3.4 Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

3.5 Intangible asset including intangible asset under development

Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalized include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use. Research and maintenance costs are expensed as incurred. Intangible assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Refer Note 4.5 for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 6.

3.6 Property, plant and equipment

Refer Note 4.4 for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 5.

3.7 Revenue recognition

Revenue from the services rendered is recognized proportionally over the period in which the services are rendered as per the rates and terms agreed with the customer.

3.8 Investments

Investment in associate is carried at cost in the consolidated financial statements.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies applied by the Group in preparing Consolidated financial statement:

4.1 Current versus non-current classification

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the 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 the 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 Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

4.2 Business combinations and goodwill

Business combinations are accounted for using the acquisition method prescribed under Accounting Standard. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value.

Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

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

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

4.3 Foreign currencies

The Group's financial statements are presented in Indian rupees, The functional currency of Infibeam Incorporation Limited, NSI Infinium Global Private Limited, Odigma Consultancy Private Limited, Sine Qua Non Solution Private Limited, Infinium India Limited, Infibeam Logistic Private Limited and Avenues Infinite Private Limited is the Indian Rupee. The functional currency of Infibeam Global EMEA FZ LLC is UAE Dirham.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group at the functional currency spot rate at the date the transaction first qualifies for recognition.

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TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

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.

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 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 OCI or statement of profit or loss are also recognised in OCI or profit or loss, respectively).

The translations of financial statements of the foreign subsidiary to the presentation currency is performed for assets and liabilities using exchange rate in the effect at the balance sheet and for revenue, expense and cash-flow items using average exchange rate for respective periods. The gains or losses resulting from such translations are included in currency translation reserve under other component of equity. When a subsidiary is disposed of, in full, the relevant amount is transferred to net profit in the Statement of Profit and Loss. However, when a change in the parent's ownership does not result in loss of control of a subsidiary, such changes are recorded through equity.

4.3 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability

Or

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

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

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, as described below, 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 consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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

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TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

4.4 Property, plant and equipment

The Group has elected to continue with the carrying value for all of its property, plant and equipment's assets as recognised in its previous GAAP financial as deemed cost at the transition date, i.e., April 1, 2015.

Property, 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 Property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All repair and maintenance costs are recognised in statement of profit or loss as incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet installed and ready for their intended use at the balance sheet date.

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 de-recognition 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.

Depreciation

Depreciation is calculated on written down value based on useful lives as prescribed under Part C of Schedule II to the Companies Act 2013, which represents the estimated useful lives of the assets. Assets individually costing less than ₹ 5,000 are fully written off in the year of acquisition. Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as follows:

- Building – 60 years
- Leasehold Improvements - 10 years
- Plant and equipment - 5 to 10 years
- Furniture & Fixtures - 10 years
- Vehicles - 8 years
- Computer & Peripherals - 3 to 6 years

The Group, depreciates certain items of building, plant and equipment over useful lives as prescribed under Part C of Schedule II to the Companies Act 2013, which represents the estimated useful lives of the assets. 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.

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.

4.5 Intangible Assets

The Group has elected to continue with the carrying value for all of its intangible assets as recognised in its previous GAAP financial as deemed cost at the transition date, i.e., April 1, 2015.

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. Cost include acquisition and other incidental cost related to acquiring the intangible asset.

Research costs are expensed as incurred. Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can

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TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

be capitalised include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use.

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

Gains or losses arising from de-recognition 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 and Loss when the asset is derecognised.

Amortisation

Period of Amortisation of Intangibles is calculated as follows:

- Computer software acquired on Amalgamation – 6 years
- Trademark acquired on Amalgamation - 25 years
- IT Platform acquired on Amalgamation - 5 years
- Customer Relationship acquired on Amalgamation - 10 years
- Internally generated Computer Software - 5 years

Intangible assets under development

Expenditure incurred on acquisition /construction of intangible assets which are not ready for their intended use at balance sheet date are disclosed under Intangible assets under development. During the period of development, the asset is tested for impairment annually.

4.6 Leases

Group as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Initial direct costs incurred specifically for an operating leases are deferred and charged to the statement of profit and loss over the lease term.

4.7 Impairment of non-financial assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generated unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

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TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

4.8 Borrowing cost

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.

4.9 Revenue Recognition

Sale of products

Revenue from sale of products is recognised when the risks and rewards of ownership are transferred to customers, which generally coincides with delivery to the customers. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Rendering of services

Revenue for payment gateway services is recognised when the services are rendered as per the rates and terms agreed between parties to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Revenue from the services rendered is recognised proportionally over the period in which the services are rendered as per the rates and terms agreed between parties and when no significant uncertainty exists regarding the recoverability of amount of the consideration from rendering the service.

Registry Services revenues primarily arise from fixed fees charged to registrars for the initial registration or renewal of .ooo domain names. Revenues from the initial registration or renewal of domain names are deferred and recognised rateably over the registration term, generally one year and up to ten years. Fees for renewals and advance extensions to the existing term are deferred until the new incremental period commences. These fees are then recognised rateably over the renewal term.

Interest income

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

Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss due to its nature.

Export incentives

Export incentives are accounted on accrual basis based on shipment.

4.10 Financial instruments – initial recognition and subsequent measurement

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.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

a) **Financial assets**

(i) **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 assets.

(ii) **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 at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)
- Equity instruments measured at fair value through statement of profit and loss (FVTPL)

- **Debt instruments at amortised cost :**

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

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

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

- **Debt instruments at fair value through other comprehensive income (FVTOCI)**

A debt instrument is measured at fair value through other comprehensive income if both of the following criteria are met:

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

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

- **Debt instruments at fair value through profit or loss (FVTPL)**

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

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

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Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of profit and loss.

- **Equity instruments:**

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

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

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

- **Investment in associate:**

  Investment in associate is carried at cost in the consolidated financial statements.

(iii) De-recognition of financial assets

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

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

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

(iv) Impairment of financial assets

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

or loss in profit or loss.

b) Financial Liabilities

(i) 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 Group's financial liabilities include trade and other payables, loans and borrowings.

(ii) Subsequent measurement of financial liabilities

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.

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

  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 risks are recognised in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group 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 and loss. The Group has not designated any financial liability as at fair value through profit and loss.

- **Loans and Borrowings**

  After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in 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 and loss.

  This category generally applies to borrowings.

(iii) De-recognition of financial liabilities

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 de-recognition 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 and loss.

c) Offsetting of financial instruments

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

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

4.11 Inventories

Inventories comprise stock-in-trade, are valued at the lower of cost and net realisable value. Cost includes cost of purchase and other costs (net of refundable taxes and levies) incurred in bringing the inventories to their present location and condition. In determining the cost, specific identification method is used.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The comparison of cost and net realisable value is made on an item-by-item basis.

4.12 Cash and cash equivalent

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 Group's cash management.

4.13 Treasury shares

The Group has created an Employee Benefit Trust (EBT) for providing share-based payment to its employees. The Group uses EBT as a vehicle for distributing shares to employees under the employee remuneration schemes. The EBT buys shares of the Company from the market, for giving shares to employees. The Group treats EBT as its extension and shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

4.14 Taxes

Tax expense comprises of current income tax and deferred tax.

Current income tax

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

Current income tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income 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 and interests in joint arrangements, 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

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

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, associate and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

Deferred tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income 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.

The Group does not recognises tax credits in the nature of MAT credit as an asset since there is no convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the future year in which the Group recognises tax credits as an asset, the said asset will be created by way of tax credit to the Statement of profit and loss.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) is in the nature of unused tax credit which can be carried forward and utilised when the Group will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period.

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. All other acquired tax benefits realised are recognised in profit or loss.

4.15 Retirement and other employee benefits

a) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the year.

b) Post-Employment Benefits

(i) Defined benefit plan

Gratuity benefit scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet reduced by the fair value of any plan assets. The discount rate used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

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. Re-measurements are not reclassified to Statement of Profit and 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 Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the 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

The Group has not invested in any fund for meeting liability.

4.16 Share-based payments

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made in accordance with SEBI regulation and Ind As 102: Share based payment.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

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

4.17 Earnings per share

Basic EPS amounts are calculated by dividing the profit or loss for the year attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit or loss attributable to equity shareholders for the period 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 dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

4.18 Segment reporting

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments. Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

NOTES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Segment policies:

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

4.19 Dividend distribution

The Group recognises a liability to make cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the Companies Act, 2013, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

4.20 Provisions

Provisions are recognised when the Group 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 Group expects some or all of a provision to be reimbursed, 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 or 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.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties etc. are recognised when it is probable that a liability has been incurred, and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

4.21 Standards issued but not yet effective

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

The new revenue standard will supersede all current revenue recognition requirements under Ind AS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after April 1, 2018. The effect of this amendment on the Financial Statements of the Group is being evaluated.

NOTES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 5 : PROPERTY, PLANT AND EQUIPMENT

Indian Rupees in million

Particulars	Buildings	Office Equipment	Electronic Equipment	Leasehold Improvements	Plant and machinery	"Furniture and fixtures"	Computer equipment	Vehicles	Capital Work in Progress	Total
Cost										
As at April 1, 2016	**5.79**	**-**	**-**	**-**	**15.28**	**13.39**	**43.09**	**-**	**-**	**77.55**
Additions	-	-	-	-	1.47	0.04	0.64	-	994.67	996.82
As at March 31, 2017	**5.79**	**-**	**-**	**-**	**16.75**	**13.43**	**43.73**	**-**	**994.67**	**1,074.37**
Acquired on Amalgamation (refer note 37)	-	11.52	1.58	17.86	-	28.55	40.98	11.46	-	111.95
Acquired on acquisition of subsidiary (refer note 37)	-	-	-	-	4.10	1.03	2.69	-	-	7.82
Additions	1,552.30	0.35	27.16	14.92	2.13	40.25	24.37	-	871.83	2,533.31
Deductions	**-**	**-**	**-**	**-**	**(0.08)**	**(0.01)**	**(0.05)**	**-**	**-**	**(0.14)**
Exchange difference	-	-	-	-	-	-	0.21	-	-	0.21
Capitalised	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(1,629.20)**	**(1,629.20)**
As at March 31, 2018	**1,558.09**	**11.87**	**28.74**	**32.78**	**22.90**	**83.25**	**111.93**	**11.46**	**237.30**	**2,098.32**
Depreciation:										
As at April 1, 2016	**0.64**	**-**	**-**	**-**	**4.75**	**3.44**	**17.28**	**-**	**-**	**26.11**
Depreciation for the year	0.71	-	-	-	3.74	2.71	10.49	-	-	17.65
As at March 31, 2017	**1.35**	**-**	**-**	**-**	**8.49**	**6.15**	**27.77**	**-**	**-**	43.76
Depreciation for the year	37.39	6.41	4.81	14.25	4.73	22.57	34.75	4.86	-	129.77
Accumulated depreciation on deductions	-				-	-	(0.01)	-	-	(0.01)
As at March 31, 2018	**38.74**	**6.41**	**4.81**	**14.25**	**13.22**	**28.72**	**62.51**	**4.86**	**-**	**173.52**
Net Block										
As at March 31, 2018	**1,519.35**	**5.46**	**23.93**	**18.53**	**9.68**	**54.53**	**49.42**	**6.60**	**237.30**	**1,924.80**
As at March 31, 2017	**4.44**	**-**	**-**	**-**	**8.26**	**7.28**	**15.96**	**-**	**994.67**	**1,030.61**
As at April 1, 2016	**5.15**	**-**	**-**	**-**	**10.53**	**9.95**	**25.81**	**-**	**-**	**51.44**

Net book value

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Property, Plant and Equipment	**1,687.50**	**35.94**	**51.44**
Capital Work-in-progress	**237.30**	**994.67**	**-**

Capital work-in-progress for property, plant and equipment as at 31st March 2018 comprises expenditure for the building and data centre equipment in the course of construction.

NOTE 6 : INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

Indian Rupees in million

Particulars	Computer Software	Trademark	License for platform infrastructure	Customer Relationship	IT Platform	Customer contracts	Non-compete agreement	Total	Intangible assets under development	Goodwill
Cost										
As at April 1, 2016	**708.63**	**-**	**-**	**-**		**-**	**-**	**708.63**	**192.48**	**58.38**
Additions*	262.75	-	192.97	-		-	-	455.72	277.78	-
Capitalised during the year	-	-	-	-		-	-	-	259.11	-
As at March 31, 2017	**971.38**		**192.97**					**1,164.35**	**211.15**	**58.38**
Additions	260.71	-	178.45	-	-	-	-	439.16	146.61	-
Acquired on Amalgamation (refer note 37)	19.63	597.80	-	1,563.10	360.10	-	-	2,540.63	-	16,114.18
Foreign currency translation	2.59	-	7.34	-	-	-	-	9.93	-	-
Acquired on acquisition of subsidiary (refer note 37)	0.47	-	-	1.90	-	0.09	0.58	3.04	-	18.10
As at March 31, 2018	**1,254.78**	**597.80**	**378.76**	**1,565.00**	**360.10**	**0.09**	**0.58**	**4,157.11**	**357.76**	**16,190.66**
Amortisation:										
Accumulated amortisation as at April 1, 2016	**148.10**	**-**	**-**	**-**	**-**	**-**	**-**	**148.10**	**-**	**-**
Amortisation	**195.28**	**-**	**11.85**	**-**	**-**	**-**	**-**	**207.13**	**-**	**-**
Accumulated amortisation as at March 31, 2017	**343.38**		**11.85**					**355.23**	**-**	
Amortisation	**242.41**	**23.91**	**39.33**	**156.69**	**72.02**	**0.09**	**0.12**	**534.57**		-
Foreign currency translation	0.03	-	0.04	-	-	-	-	0.07		-
Accumulated amortisation as at March 31, 2018	**585.82**	**23.91**	**51.22**	**156.69**	**72.02**	**0.09**	**0.12**	**889.87**	**-**	-
Net Block								-		
As at March 31, 2018	**668.96**	**573.89**	**327.54**	**1,408.31**	**288.08**	**-**	**0.46**	**3,267.24**	**357.76**	**16,190.66**
As at March 31, 2017	**628.00**	**-**	**181.12**	**-**	**-**	**-**	**-**	**809.12**	**211.15**	**58.38**
As at April 1, 2016	**560.53**	**-**	**-**	**-**	**-**	**-**	**-**	**560.53**	**192.48**	**58.38**

Net book value

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Goodwill	16,190.66	58.38	58.38
Intangible assets	3,267.24	809.12	560.53
Intangible assets under development	357.76	211.15	192.48

Intangible assets under development as at March 31, 2018 comprises expenditure for the development of computer software, i.e IT framework

*Addition to the intangible assets under development includes ESOP cost and salary cost capitalised amounting to ₹ 20.38 million (March 31, 2017: ₹ 107.95 million) and ₹ 118.37 million (March 31, 2017: ₹ 169.83 million) respectively.

Goodwill arising on Amalgamation

"Goodwill includes goodwill arising on amalgamation of Avenues (India) Private Limited and acquisition of DRC Systems Private Limited fully described in note 37 of the financial statements. Goodwill is tested for impairment on annual basis and whenever there is an indication that the recoverable amount is less than its carrying amount based on a number of factors including business plan, operating results, future cash flows and economic conditions. The recoverable amount is determined based on higher of value in use and fair value less cost to sell. The Company generally uses discounted cash flows method to determine the recoverable amount. These discounted cash flow calculations use five-year projections that are based on financial forecasts. Cash flow projections take into account past experience and represent management's best estimate about future developments."

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

7 INVESTMENTS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
NON CURRENT INVESTMENT		
Investment stated at cost		
(A) Investment in Associates (Unquoted)		
Avenues Payments India Private Limited (Investment)		
36,541(March 31, 2017 : Nil) equity shares (refer note 37)	224.80	-
Less : Share of profit / (loss)	(6.89)	
Avenues Infinite Private Limited		
Nil(March 31, 2017 : 999,800) equity shares (refer note 37)	-	10.00
Less: Provision for diminution in value of investments in equity shares of Avenues Infinite Private Limited		(10.00)
	217.91	**-**
Investment stated at Fair Value through OCI		
(A) Investment in Equity Instrument		
a. Investment in others (Unquoted)		
JRI Technologies Private Limited (Investment)	15.79	-
220,625 (March 31, 2017 : Nil) equity shares (refer note 37)		
	15.79	**-**
(B) Investment in Preference Instrument in Associates (Unquoted)		
Avenues Payments India Private Limited	30.00	-
4,876(March 31, 2017 : Nil) preference shares (refer note 29)		
Avenues India Private Limited	-	600.00
Nil (March 31, 2017 : 200,000) preference shares (refer note 37)		
	30.00	**600.00**
Total Non - Current Investments	**263.70**	**600.00**
CURRENT		
Investment stated at Fair Value through Profit and Loss (FVTPL)		
a. Investment in fully paid up units of mutual funds (Quoted)	2.10	-
Total Current Investments	**2.10**	**-**
Total Investments	**265.80**	**600.00**
Total non-current investment	**263.70**	**600.00**
Aggregate amount of unquoted investments	263.70	600.00
Impairment of investment	-	-
Total current investment	**2.10**	**-**
Aggregate amount of quoted investments	2.10	-

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

7 LOANS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Non-current		
Unsecured considered good		
Loans to related parties*	-	2.41
	-	**2.41**
Current		
Unsecured considered good		
Loan to others #	6.10	-
	6.10	**-**
Total Loans	**6.10**	**2.41**

* Loans are long term and interest free. (refer note 29)

The above loans are unsecured, repayable on demand , carrying interest @ 11% and the same has been given for the purpose of business operations.

7 OTHER FINANCIAL ASSETS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Non Current		
Unsecured, considered good		
Security deposits*	1.43	5.06
Bank deposits with original maturity of more than 12 months (including accrued interest)#	233.09	16.64
Unsecured, considered doubtful		
Security deposits	0.21	0.21
Less: Provision for doubtful security deposits	(0.21)	(0.21)
	234.52	**21.70**
Current		
Unsecured, considered good		
Security deposits	11.89	11.11
Unbilled revenue	137.37	134.43
Advance to employees (refer note 29)	10.50	-
Other assets	68.59	1.86
Advance given for acquisition of shares of Avenues India Private Limited pending allotment	-	1,500.00
Bank deposits maturing within 12 months from reporting date (including accrued interest)#	456.01	39.91
Advance given for acquisition of share of DRC System India Private Limited, pending allotment	-	30.00
Interest accrued but not due on bank deposits	2.24	-
Unsecured, considered doubtful		
Security deposits	3.70	2.35
Less: Provision for doubtful security deposits	(3.70)	(2.35)
	686.60	**1,717.31**
Total other financial assets	**921.12**	**1,739.01**

* Pertains to deposit given to director of the Company (refer note 29)

Refer note 40 for details of IPO related funds.

Fixed deposit of ₹ 306.36 million (March 31, 2017: ₹ Nil) are under lien against bank guarantee issued by the Company.

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NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

7 TRADE RECEIVABLES

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Trade receivables		
Unsecured, considered good	1,106.96	554.98
Unsecured, considered doubtful	37.70	10.29
	1,144.66	**565.27**
Less : Provision for doubtful debts	(37.70)	(10.29)
Total Trade and other receivables	**1,106.96**	**554.98**

(i) Trade receivables are non-interest bearing and are generally on terms of 30 to 180 days

(ii) For amount dues and terms and conditions relating to Related Party Transactions, refer note 29

(iii) For explanation on Company's credit risk management process, refer note 35

7 CASH AND CASH EQUIVALENT

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Balance with Bank		
Current accounts*	1,232.28	1,386.82
Cheques on hand	350.01	-
Cash on hand	0.77	0.84
Total cash and cash equivalents	**1,583.06**	**1,387.66**

Refer note 40 for details of IPO related funds.

7 OTHER BANK BALANCE

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Deposits with original maturity of more than three months but less than 12 months (Refer notes below)	246.55	1,679.38
Earmarked balances for unclaimed dividend	0.01	-
Total other bank balances	**246.56**	**1,679.38**

(1) Fixed deposit of ₹ 0.20 million (March 31, 2017: ₹ 0.20 million) are under lien against bank guarantee issued by the Group.

(2) Refer note 40 for details of IPO related funds.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 8 : OTHER ASSETS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Non-current		
Unsecured, considered good		
Capital advances	1,451.63	1,130.53
Prepaid expense	0.61	-
Security deposit	**0.66**	**-**
Total Non-current asset	**1,452.90**	**1,130.53**
Current		
Advance to suppliers		
Considered good	644.00	885.40
Considered doubtful	8.12	7.84
Less : Provision for doubtful advances	-8.12	-7.84
Balance with government authorities	132.22	23.05
Export incentive receivable	30.57	17.11
Security deposit	-	2.00
Prepaid expenses	8.16	3.50
Receivable for settlement of payment gateway transaction (refer note 38)	1,282.28	-
Other assets	24.37	0.31
To related parties		
Advances to suppliers (refer note 29)	-	6.30
	2,121.60	**937.67**
Total assets	**3,574.50**	**2,068.20**

NOTE 9 : INCOME TAX ASSETS (NET)

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Tax paid in advance (net of provision) (refer note 24)	122.17	86.81
Total	**122.17**	**86.81**
Provision for tax (net of advance tax) (refer note 24)	48.36	62.10
Total	**48.36**	**62.10**

NOTE 10 : INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Stock-in-trade*	116.07	94.20
Total	**116.07**	**94.20**

* including goods-in-transit ₹ 10.15 million (31 March 2017: ₹ 21.57 million)

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 11 : EQUITY SHARE CAPITAL

Indian Rupees in million

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of shares	Indian Rupees in million	No. of shares	Indian Rupees in million
Authorised share capital*				
Equity shares of ₹ 1 each	68,00,00,000	680.00	63,00,00,000	630.00
0.01% Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each	2,50,000	2.50	-	-
Issued and subscribed share capital				
Equity shares of ₹ 1 each	54,27,83,390	542.78	53,89,39,200	538.94
Subscribed and fully paid up				
Equity shares of ₹ 1 each	54,27,83,390	542.78	53,89,39,200	538.94
Total	**54,27,83,390**	**542.78**	**53,89,39,200**	**538.94**

* represents authorised share capital as per scheme of arrangement approved by National Company Law Tribunal, Ahmedabad Bench dated May 7, 2018. Company has made requisite filing with Ministry of Corporate Affairs on May 10, 2018

11.1. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

Indian Rupees in million

Name of the Shareholder	As at March 31, 2018		As at March 31, 2017	
	No. of shares	% of shareholding	No. of shares	% of shareholding
At the beginning of the year	53,89,39,200	538.94	53,09,13,210	530.91
Add:				
Shares allotted pursuant to exercise of Employee stock option plan	38,44,190	3.84	36,62,360	3.66
Share issued on conversion of share warrant	-	-	43,63,630	4.36
Outstanding at the end of the year	**54,27,83,390**	**542.78**	**53,89,39,200**	**538.93**

11.2. Terms/Rights attached to the equity shares

The Company has equity shares having a par value of ₹ 1 per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets in proportion of amount paid up. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share. On winding up of Company, the holder of equity shares will be entitled to receive the residual assets of Company, remaining after distribution of all preferential amounts in proportion to number of equity shares held. Terms attached to stock options granted to employees are described in note 32 regarding employee share based payments.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

11.3. Terms/Rights attached to preference shares

Each convertible preference share has a par value of ₹ 10 and is convertible at the option of the shareholders into one Equity shares of the Company. The preference shares carry a dividend of 0.01% per annum, payable annually. The dividend rights are cumulative. The preference shares rank ahead of the equity shares in the event of a liquidation. These, however are not issued.

11.4. Number of Shares held by each shareholder holding more than 5% Shares in the Company

Indian Rupees in million

	As at March 31, 2018		As at March 31, 2017	
Name of the Shareholder	**No. of shares**	**% of shareholding**	**No. of shares**	**% of shareholding**
Ajit C Mehta	3,01,14,780	5.55	3,01,14,780	5.59
Vishal A Mehta	5,99,59,400	11.05	5,99,59,400	11.13
Jayshree Mehta	3,01,14,780	5.55	3,01,14,780	5.59
Infinium Motors Private Limited	5,30,47,220	9.77	5,30,47,220	9.84

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

11.5. Shares reserved for issue under options

For information relating to Infibeam Incorporation Limited Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period please refer to note 32. Also refer note 37, for shares to be issued under business combination.

11.6. Distribution made and proposed

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Cash dividends on Equity Shares declared and paid:		
Interim dividend for year ended 31 March, 2018: ₹. 0.10 Per share (March 31, 2017: ₹ Nil Per Share)	54.28	-
Less : Paid to IEW Trust (including payable to IEW trust) (refer note 39)	(0.17)	-
Net interim dividend paid	54.11	-
Proposed dividends on Equity Shares:		
Final cash dividend for March 31, 2018: ₹ 0.10 Per share (March 31, 2017: ₹ Nil Per Share)	54.28	-

Note:

(1) Proposed dividend on equity shared are subject to approval at annual general meeting are not recognised as a liability as at March 31, 2018.

(2) Refer note 29 for dividend paid to related party

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 12 : OTHER EQUITY

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Capital reserve		
Opening balance	0.29	0.29
Balance at the end of the year	**0.29**	**0.29**
General reserve		
Opening balance	93.64	87.96
Add: Transferred debenture redemption reserve	-	5.00
Add: Addition on account of lapse of options	0.48	0.68
Balance at the end of the year	**94.12**	**93.64**
Securities premium account		
Opening balance	7,262.45	6,514.81
Add: On conversion of share warrant into equity share	-	595.65
Add: On exercising of options	159.53	151.99
Add: Tax on IPO expenses adjusted to securities premium, Ind AS adjustment	4.84	-
Balance at the end of the year	**7,426.82**	**7,262.45**
Debenture redemption reserve		
Opening balance	-	5.00
Less: Amount transferred to General Reserve	-	(5.00)
Balance at the end of the year	**-**	**-**
Issue of Shares on Amalgamation		
Opening balance	-	-
Shares required to be issued as per Scheme of Amalgamation	119.86	-
Premium on shares to be issued as per Scheme of Amalgamation	17,595.45	-
Balance at the end of the year	**17,715.31**	**-**
Foreign currency monetary item translation reserve		
Opening balance	(3.46)	-
Add: Adjustment during the year	(0.71)	(3.46)
Balance at the end of the year	**(4.17)**	**(3.46)**
Employees Stock Options Outstanding (Net)- (Refer Note 32)		
Opening balance	300.18	300.50
Add : Employee compensation expense for the year	64.79	152.35
Less: Transfer to securities premium on exercise of options	(159.53)	(151.99)
Less: Reversal due to lapse of options	(0.48)	(0.68)
Balance at the end of the year	**204.96**	**300.18**
Money received against share warrants	**100.00**	**-**
Treasury Shares (refer note 39)		
Opening balance	-	-
Add : (Purchase)/sale of treasury shares by the trust during the year	(278.71)	-
Balance at the end of the year	**(278.71)**	**-**
IEW Trust Reserve (refer note 39)		
Opening balance	-	-
Add : Received during the year	-*	-
Balance at the end of the year	**-***	**-**

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Share application money pending allotment		
Opening balance	-	-
Add: Received during the year	15.00	-
Balance at the end of the year	**15.00**	**-**
Surplus in statement of profit and loss		
Opening balance	(364.79)	(809.07)
Less : Adjustment on account of depreciation	-	(3.62)
Add: Profit for the year	882.24	435.34
Add : OCI for the year	1.96	6.82
Add: Loss pertaining to non controlling interest	-	5.74
Less : Adjustment on account of restatement of provision in subsidiary	(11.66)	-
	507.75	**(364.79)**
Less: Appropriation		
Interim dividend paid (refer note 29)	(54.11)	
Dividend distribution tax	(11.36)	-
Balance at the end of the year	**442.28**	**(364.79)**
Total Other equity	**25,715.90**	**7,288.31**

*Represents amount less than one million

Securities Premium Reserve

Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium Reserve". The Company may issue fully paid-up bonus shares to its members out of the Securities Premium Reserve and the Company can use this reserve for buy-back of shares

General reserve

General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the Statement of Profit and Loss. The Company can use this reserve for payment of dividend and issue of fully paid-up bonus shares.

Employees Stock Options Outstanding

The share based option outstanding account is used to recognise the grant date fair value of options issued to employees under group's employee stock option schemes.

Employees Stock Options Outstanding

The share based option outstanding account is used to recognise the grant date fair value of options issued to employees under group's employee stock option schemes.

Money received against share warrants

The Board of Directors of Infibeam Incorporation Limited in its meeting held on February 14, 2018 issued 21,45,002 warrants to TV18 Broadcast Limited (a company not forming part of promoter and promoter group) on preferential basis with a right to apply and get allotment of equity shares of the Company of face value of ₹ 1 each within a period of 18 months from the date of allotment of warrant at a price of ₹ 186.48 (including premium of ₹ 185.48 each) aggregating to consideration not exceeding ₹ 400 million. The Company has recieved ₹ 100 million on March 28, 2018 and alloted warrants for the same on March 29, 2018.

Share application money pending allotment

Share application money represents amount of ₹ 15 million received in one of the subsidiary Infibeam Digital Entertainment Private Limited which is pending allotment as on March 31, 2018.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 13 : FINANCIAL LIABILITIES

13 BORROWINGS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Long-term Borrowings		
Secured		
Term loan from bank (refer note below)	351.60	-
Unsecured		
From related parties (refer note 29)	1.50	-
	353.10	**-**
Total long-term borrowings	**353.10**	**-**
Short-term Borrowings		
Secured		
Term loans from banks (refer note below)	106.54	-
Under LC arrangement (refer note below)	177.81	-
Cash credit facility (refer note below)	-	20.56
Bank overdraft facility (refer note below)	-	9.01
Unsecured		
Demand Loan (refer note below)	-	1,300.00
Intercorporate Deposits		
From Related Parties (refer note 29)	32.70	32.70
Total short-term borrowings	**317.05**	**1,362.27**
Total borrowings	**670.15**	**1,362.27**

Terms of borrowings:

Term Loan:

The Rupee Term Loan facility of ₹ 2,250 million from IndusInd Bank Limited. The facility carries interest of 9.75% for loan disbursed upto ₹ 1,350 million and 9.90% for loan disbursed upto ₹ 900 million. The facility is secured against the mortgage of Gift Two building, Gift City , Gandhinagar. The term loan is repayable in 20 quarterly installments of ₹ 22.50 million each starting from 30 June 2018.

LC arrangement

Letter of credit is towards purchase of capital assets and goods expiring at 175 Days from acceptance date. The same is secured against hypothecation of stock, book debts and fixed deposit..

Demand loan:

Demand loan from Barclays Investments and Loans India Limited is unsecured, repayable on demand and carrying interest @ 8% p.a. The loan does not carry any financial covenants.

Loan Covenant

Bank loans availed are subject to certain covenants relating to Debt Service Coverage Ratio (DSCR), Interest Coverage Ratio etc. which Company has to maintain from Financial Year 2019.

Cash credit and bank overdraft facilities from banks carry interest ranging between BPLR + 2.5% to 4.75% p.a., computed on a monthly basis on the actual amount utilised, and are repayable on demand. These are secured by hypothecation of inventories of, both present and future.

Bank overdraft facility is secured against fixed deposit with bank.

It has collateral security of:
i. Commercial property and satellite hub station,
ii Land and Building in the name of Infinium Motors Private Limited,
iii Personal guarantee of two directors of the Company, namely Mr. Ajit Mehta and Mr. Malav Mehta.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Loan from related party

Loan from directors is unsecured, repayable on demand and is interest free.

13 TRADE PAYABLE

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Current		
Outstanding dues of Micro, Small, Medium enterprise	-	-
Outstanding dues to others	251.82	170.17
	251.82	**170.17**
Total	**251.82**	**170.17**

(i) Trade payables are non-interest bearing and are normally settled on 30-90 days terms.

(ii) For disclosure required under Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006, refer note 31

(iii) For explanation on Company's liability risk management process, refer note 35.

(iv) Refer note 29 for trade payable to related parties.

13 OTHER FINANCIAL LIABILITIES

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Current		
Interest accrued but not due	-	1.29
Provision for salary	2.63	17.36
Payable to employees	42.12	10.24
Creditor for capital goods	6.66	48.24
Interest accrued and due on term loan	0.12	-
Creditor for expenses	11.53	2.63
Other payables	27.74	29.43
Bonus payable	3.85	3.85
Deposits	10.72	3.27
Provision for expenses	73.65	48.01
Payable to Company for reimbursement of expenses (net)	-	0.17
Book overdraft	0.44	-
Total current financial liabilities	**179.46**	**164.49**
Total	**179.46**	**164.49**

13 FINANCIAL LIABILITIES BY CATEGORY

Particulars	FVTPL	FVOCI	Amortised cost
March 31, 2018			
Borrowings	-	-	670.15
Trade payable	-	-	251.82
Other financial liabilities	-	-	179.46
Total Financial liabilities	**-**	**-**	**1,101.43**

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Particulars	FVTPL	FVOCI	Amortised cost
March 31, 2017			
Borrowings	-	-	1,362.27
Trade payable	-	-	170.17
Other financial liabilities	-	-	164.49
Total Financial liabilities	**-**	**-**	**1,696.93**

For Financial instruments risk management objectives and policies, refer Note 35.

Fair value disclosures for financial assets and liabilities and fair value hierarchy disclosures for investment are in Note 35.

NOTE 14 : PROVISIONS

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Long-term		
Provision for employee benefits (refer Note 28)		
Provision for gratuity	41.87	12.41
	41.87	**12.41**
Short-term		
Provision for employee benefits (refer Note 28)		
Provision for gratuity	9.32	7.13
	9.32	**7.13**
Total	**51.19**	**19.54**

NOTE 15 : OTHER CURRENT LIABILITIES

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Advances received from customers	156.08	724.28
Excess billing over revenue	6.69	10.60
COD Payable	-	1.02
Advance to Employees	-	0.02
Other liabilities	0.30	-
Payable for settlement of payment gateway transaction (refer note 38)	1,732.25	-
Payable to statutory authorities		
Service tax payable	26.06	37.56
Others	206.65	63.91
Total	**2,128.03**	**837.39**

NOTE 16 : REVENUE FROM OPERATIONS

Indian Rupees in million

Particulars	2017-18	2016-17
Sale of products	2,979.56	2,814.77
Sale of services	5,387.61	1,589.60
Operating income		
Export incentives	26.01	9.04
	26.01	**9.04**
Total	**8,393.18**	**4,413.41**

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 17 : OTHER INCOME

Indian Rupees in million

Particulars	2017-18	2016-17
Interest income on:		
- Bank deposits	92.70	152.12
- Others	46.97	0.44
Income on expiry of gift certificate	-	0.35
Short Term Capital Gain on sale of mutual funds	2.54	-
Liabilities / Provision no longer required written back	0.25	9.15
Gain on fair value of Investment#	169.23	-
Miscellaneous income	1.65	1.55
Total	**313.34**	**163.61**

#Fair valuation of investment in CCPS on account of step up acquisition of equity shares of Avenues India Private Limited (refer note 37)

NOTE 18 : CHANGES IN INVENTORIES OF STOCK-IN -TRADE

Indian Rupees in million

Particulars	2017-18	2016-17
Opening stock of traded goods	94.20	237.77
Closing stock of traded goods	(116.07)	(94.20)
Total	**(21.87)**	**143.57**

NOTE 19 : EMPLOYEE BENEFITS EXPENSE

Indian Rupees in million

Particulars	2017-18	2016-17
Salaries and wages^	493.82	236.62
Contribution to provident fund and other Funds (refer note 28)	14.18	5.98
Employee stock option (ESOP) outstanding expenses*	44.41	44.40
Staff welfare expenses	6.47	3.75
Total	**558.88**	**290.75**
^Salaries,wages and bonus (net of capitalisation)		
Salaries,wages and bonus	612.19	406.45
Less : Cost capitalised	(118.37)	(169.83)
Salaries,wages and bonus cost for the year	**493.82**	**236.62**
*** Employee stock option outstanding expenses**		
Share based payment expense	64.79	152.35
Less : Cost capitalised	(20.38)	(107.95)
ESOP cost for the period	**44.41**	**44.40**

NOTE 20 : FINANCE COSTS

Indian Rupees in million

Particulars	2017-18	2016-17
Interest expense on:		
- Bank Loans	50.04	5.28
- Statutory dues	6.06	2.34
- Others	0.12	-

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	2017-18	2016-17
- Debentures	-	1.08
Interest on income tax for previous year	0.29	23.54
Other borrowing cost	0.75	10.40
Total	**57.26**	**42.64**

NOTE 21 : DEPRECIATION AND AMORTISATION EXPENSE

Indian Rupees in million

Particulars	2017-18	2016-17
Depreciation on Tangible assets (Refer Note 5)	129.77	17.65
Amortisation on Intangible assets (Refer Note 6)	534.57	207.13
Total	**664.34**	**224.78**

NOTE 22 : OTHER EXPENSES

Indian Rupees in million

Particulars	2017-18	2016-17
Telephone and other communication expenses	11.35	5.94
CSR Expenses (refer note 44)	1.38	-
Power and fuel	16.78	10.30
Gateway service charges	0.79	16.85
House keeping	1.45	1.42
Legal and professional fees	61.96	31.13
Office expenses	14.81	5.96
Printing and Stationary	0.98	1.54
Rent (refer note 34)	49.07	44.91
Rates and taxes	13.46	29.95
Insurance	0.87	0.15
Packing material	4.29	6.28
Repairs and maintenance		-
Other	3.97	5.14
Security service charges	5.45	5.21
Software development expenses	0.48	0.40
Travelling and conveyance	20.86	11.12
Payment to auditors (refer note 23)	6.88	6.33
Vehicle hire charges	0.92	0.55
Web hosting and server support expenses	41.01	38.06
Web service expenses	26.48	-
Net loss on account of foreign exchange fluctuations	13.48	3.03
Event management expenses	60.41	-
Service charges	6.46	7.71
Director sitting fees	0.87	0.97

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	2017-18	2016-17
Provision for doubtful trade receivables	28.77	7.79
Provision for doubtful loans and advances	2.80	0.71
Postage and courier	36.59	59.21
Commission expenses	1.15	3.93
Sales promotion	6.74	4.91
Advertising expenses	1,018.29	371.05
Bad debts written off	55.60	36.22
Balances written off	63.12	0.48
Miscellaneous expenses	25.42	4.19
Total	**1,602.94**	**726.96**

NOTE 23 : PAYMENT TO AUDITORS

Indian Rupees in million

Particulars	2017-18	2016-17
As auditor		
Statutory audit	2.70	3.28
Limited review	3.90	2.85
Reimbursement of expenses	0.28	0.20
Total	**6.88**	**6.33**

NOTE 24 : INCOME TAX

The major component of income tax expense for the years ended March 31, 2018 and March 31, 2017 are :

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Statement of Profit and Loss		
Current tax		
- for the current year	91.43	96.50
- for the previous year	1.43	39.86
Deferred tax		
Deferred tax expense/ (credit) relating to origination and reversal of temporary difference	177.67	(8.85)
Income tax expense reported in the statement of profit and loss	**270.53**	**127.51**

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2018 and March 31, 2017.

A) Current tax

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Accounting profit before tax from continuing operations	1,158.86	562.85
Enacted tax rate	34.61%	34.61%
Computed expected tax expense	401.06	194.79
Adjustments		
Deferred tax not recognised not considered reasonably uncertain of realisation	8.92	70.85
Effect of non-deductible expenses	3.40	11.73
Effect of tax paid under differential tax rate - MAT	122.94	8.86
Tax expenses for earlier year	1.43	(39.86)
Tax benefit on brought forward losses	(54.78)	(14.33)
Tax exempt income of foreign subsidiary	(218.50)	(105.64)
Other adjustments	6.06	1.11
Income tax expenses:	**270.53**	**127.51**

B) Deferred tax

Indian Rupees in million

Particulars	Balance Sheet		Statement of Profit and Loss*	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Deferred income tax assets				
Excess of depreciation/ amortisation on fixed assets provided in accounts over depreciation/ amortisation under Income tax Act, 1961	70.65	22.13	48.52	3.34
Provision for employee benefits	15.49	5.65	9.84	0.97
Provision for doubtful trade receivables	3.10	0.83	2.27	-
Provision for doubtful loans and advances	3.35	4.17	(0.82)	(2.24)
Provision for doubtful advances to suppliers	6.18	5.43	0.75	2.84
Brought forward losses	56.14	110.47	(54.33)	2.98
Unabsorbed depreciation	68.12	31.84	36.28	-
IPO Expenses	119.00	114.16	4.84	10.75
Provision for diminution in value of investment and doubtful debts	10.46	4.75	5.71	4.75
Total deferred income tax assets	**352.49**	**299.43**		

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	Balance Sheet		Statement of Profit and Loss*	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Deferred income tax liabilities				
Excess of amortisation on fixed assets under income-tax law over amortisation provided in accounts.	**(208.31)**	**(9.89)**	**(198.42)**	**(9.18)**
Provision for employee benefits	(25.92)	(1.14)	(24.78)	**(0.69)**
Total deferred income tax liabilities	**(234.23)**	**(11.03)**		
Deferred tax (expense) / income*			**(177.67)**	**8.85**
Net deferred tax assets/(liabilities)*	**118.26**	**288.40**		

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Reflected in the balance sheet as follows		
Deferred tax assets	5.33	113.43
Deferred tax liabilities	(96.89)	(1.24)
Deferred tax assets (net)	**(91.56)**	112.19

Indian Rupees in million

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Reconciliation of deferred tax assets / (liabilities), net		
Opening balance as of April 1	112.19	106.52
Ind AS adjustment through opening reserve	-	0.02
Tax income/(expense) during the period recognised in profit or loss	(177.67)	8.85
Deferred tax liability acquired on merger with Avenues (India) Private Limited	(3.34)	-
Impact on fair valuation of asset on merger adjusted against goodwill	(26.43)	-
Tax expense on IPO expense adjusted to securities premium	4.84	-
Tax income/(expense) during the period recognised in OCI	(1.15)	(3.20)
Closing balance as at March 31	**(91.56)**	**112.19**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

In assessing the realisability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realised. The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 25 : CONTINGENT LIABILITIES

Indian Rupees in million

Particulars		As at March 31, 2018	As at March 31, 2017
Contingent liabilities not provided for			
a.	Claims against Company not acknowledged as debts (refer note 1 below)	20.00	20.00
b.	Guarantees given by bank on behalf of the Company	95.91	62.79

C. The office of the controller of communication Accounts, Gujarat circle has raised provisional demand in the 2013-14 and 2014-15 of ₹ 158.68 million as on March 31, 2016. The payment is subject to final outcome in AGR matter from Apex court. This amount is being disputed by Group's subsidiary in TDSAT through a separate petition. In similar AGR matters filed in various CMAs from Vodafone and others, the Supreme court in its interim order dated 29/02/2016 has put on record the statement of ASG acting on behalf of Union of India that no demands shall be enforced till the decision of the controversy by this court. Based on this order from Apex court, and the TDSAT order dated April 23, 2015 the company has been legally advised that the demand will be set aside or substantially reduced. In the opinion of the management, on the basis of Apex court order, amount is not ascertainable and not included as contingent liability.

D. One customer of the wholly owned subsidiary has deducted late delivery charges of ₹ 7.28 million, while as per management's calculation, amount of late delivery charges comes to ₹ 2.82 million. Management has contested the amount and method of calculation. Receivable is inclusive of differential amount of late delivery charges of ₹ 4.46 million levied by said customer.

Note 1 - Civil suit : A customer has filed civil suit against Company and its wholly owned subsidiary Company for violating trademark at civil court of Ahmedabad claiming damages of ₹ 20 million. The matter is pending before the commercial court of Ahmedabad. The Company's management in consultation with their legal council does not reasonably expect that these legal action, when ultimately concluded and determined, will have a material and adverse effect on the Company's financial position.

NOTE 26 : CAPITAL COMMITMENT AND OTHER COMMITMENTS

Indian Rupees in million

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	2,399.07	2,955.70

The Company has given a letter of support to its wholly owned subsidiary company NSI Infinium Global Private Limited for continuing financial and operational support in foreseeable future.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 27 : FOREIGN EXCHANGE DERIVATIVES AND EXPOSURES NOT HEDGED

A. Foreign Exchange Derivatives: The Company does not have any foreign exchange derivatives

B. Exposure Not Hedged

Indian Rupees in million

		Year ended March 31, 2018		Year ended March 31, 2017	
Nature of exposure	**Currency**	**Foreign currency**	**Local currency**	**Foreign currency**	**Local currency**
Trade payables	USD	47,736	3.10	2,19,516	14.23
Trade payables	EURO	3,42,302	28.11		
Trade payables	GBP	1,598	0.15	2,366	0.19
Creditors for expenses	USD	16,533	1.08	1,17,876	7.64
Provision for expenses	USD	20,259	1.32	40,618	2.63
			33.76		**24.69**
Trade receivables	USD	74,48,810	484.50	25,84,748	167.59
Trade receivables	AED	2,22,950	3.95	4,72,536	8.34
Trade receivables	SAR	1,56,000	2.71	7,53,163	13.02
Trade receivables	EURO	-	-	1,96,468	13.61
Bank balance	USD	50,51,724	328.58	-	-
Bank balance	AED	8,35,146	14.81	-	-
Loans and advances	USD	3,933	0.26	14,723	0.95
Accrued revenue	USD	11,37,449	73.98	5,92,368	38.39
Accrued revenue	AED	4,907	0.09	32,371	0.57
Accrued revenue	SAR	3,96,000	6.88	4,36,350	7.54
			915.76		**250.01**

NOTE 28 : DISCLOSURE PURSUANT TO EMPLOYEE BENEFITS

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and employee state insurance.

Indian Rupees in million

Particulars	**As at March 31, 2018**	**As at March 31, 2017**
Provident Fund	11.99	4.27
ESIC	2.19	1.71
	14.18	**5.98**

The Company has following post employment benefits which are in the nature of defined benefit plans:

(a) Gratuity

The Company operates gratuity plan wherein every employee is entitled to the benefit as per scheme of the Company, for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service.

NOTES

TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

March 31, 2018 : Changes in defined benefit obligation and plan assets

Indian Rupees in million

	Gratuity cost charged to statement of profit and loss						Remeasurement gains/(losses) in other comprehensive income						
	April 1, 2017	Transfer in/(out) obligation	Service cost	Net interest expense	Sub-total included in statement of profit and loss	Benefit paid	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI	Contributions by employer	March 31, 2018
Gratuity													
Defined benefit obligation	20.70	20.31	15.47	2.76	18.23	(2.63)	-	(2.09)	4.25	(6.99)	(4.83)	-	51.78
Fair value of plan assets	1.16	-	-	0.15	0.15	(1.76)	(0.46)	-	-	-	(0.46)	1.50	0.59
Benefit liability	19.54	20.31	15.47	2.61	18.08	(0.87)	0.46	(2.09)	4.25	(6.99)	(4.37)	(1.50)	51.19
Total benefit liability	**19.54**	**20.31**	**15.47**	**2.61**	**18.08**	**(0.87)**	**0.46**	**(2.09)**	**4.25**	**(6.99)**	**(4.37)**	**(1.50)**	**51.19**

March 31, 2017 : Changes in defined benefit obligation and plan assets

Indian Rupees in million

	Gratuity cost charged to statement of profit and loss						Remeasurement gains/(losses) in other comprehensive income						
	April 1, 2016	Transfer in/(out) obligation	Service cost	Net interest expense	Sub-total included in statement of profit and loss	Benefit paid	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI	Contributions by employer	March 31, 2017
Gratuity													
Defined benefit obligation	24.23	-	7.09	1.69	2.53	15.06	-	-	0.85	(11.39)	(10.54)	-	20.70
Fair value of plan assets	1.39	-	-	0.23	(1.23)	0.40	(0.52)	-	-	-	(0.52)	1.28	1.16
Benefit liability	**22.84**	**-**	**7.09**	**1.46**	**3.76**	**14.66**	**0.52**	**-**	**0.85**	**(11.39)**	**(10.02)**	**(1.28)**	**19.54**
Total benefit liability	**22.84**	**-**	**7.09**	**1.46**	**3.76**	**14.66**	**0.52**	**-**	**0.85**	**(11.39)**	**(10.02)**	**(1.28)**	**19.54**
Total benefit liability	**22.84**		**7.09**	**1.46**	**3.76**	**14.66**	**0.52**	**-**	**0.85**	**(11.39)**	**(10.02)**	**(1.28)**	**19.54**

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

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

Indian Rupees in million

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Discount rate	7.3% - 7.5%	6.80% to 7.05%
Future salary increase	4% - 12%	4% to 10%
Attrition rate	20% - 40% at younger ages reducing to 5% at older ages	25% at younger ages reducing to 5% at older ages
Morality rate	IALM(2006-08) published table of mortality rates	IALM(2006-08) published table of mortality rates
Retirement age	58 to 60 years	58 years to 60 years

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity

Indian Rupees in million

		(increase) / decrease in defined benefit obligation (Impact)	
Particulars	**Sensitivity level**	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Gratuity			
Discount rate	0.5% increase	18.93	19.10
	0.5% decrease	21.85	20.51
Future Salary increase	0.5% increase	21.55	20.48
	0.5% decrease	19.12	19.16
Withdrawal rates (W.R.)	10% increase	14.66	14.64
	10% decrease	15.76	14.69

The followings are the expected future benefit payments for the defined benefit plan :

Indian Rupees in million

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Gratuity		
Within the next 12 months (next annual reporting period)	8.85	2.03
Between 2 and 5 years	26.76	7.98
Beyond 5 years	25.29	6.98
	60.90	**16.99**
Total expected payments	**60.90**	**16.99**

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 29 : RELATED PARTY DISCLOSURES.

As per the Indian Accounting Standard on "Related Party Disclosures" (IND AS 24), the related parties of the Company are as follows :

Name of Related Parties and Nature of Relationship :

Description of relationship	Name of the parties
Parties with whom transactions have been entered into	
Company where Key Managerial Personnel can exercise control / significant influence	Infinium Automall Private Limited
	Infinium Motors Private Limited
	Infinium Motors (Gujarat) Private Limited
	Infinity Drive Private Limited
	Infinium Communications Private Limited
	Infinium Natural Resources Investments Private Limited
	ING Satcom Limited
Key Management Personnel ('KMP')	Ajitbhai C. Mehta- Non-executive Director
	Malav A. Mehta- Non-executive Director
	Vishal A. Mehta- Executive Director
	Roopkishan Sohanlal Dave - Non-executive Director
	Keyoor Madhusudan Bakshi - Non-executive Director
	Vijaylaxmi Tulsidas Sheth - Non-executive Director
	Vishwas Ambalal Patel- Non-executive Director (With effect from February 14, 2018)
	Piyushkumar Sinha - Non-executive Director (With effect from February 14, 2018)
	Hiren Padhya- Chief Financial Officer
	Shyamal Trivedi- Company Seceratary
Relatives of KMP	Jayshree Ajit Mehta
	Nirali Vishal Mehta
	Anoli Malav Mehta
	Varini Vishwas Patel
Associate Company	Avenues Payments Private Limited
	Avenues Infinite Private Limited (Upto April 1, 2017)

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Related party transactions

Particulars	Period ending	KMP and relative of KMP	Company where Key Managerial Personnel can exercise control / significant influence	Associate Company	Total
Issue of equity shares on exercising of ESOP					
Chief Financial Officer (CFO)	31-Mar-18	-	-	-	-
	31-Mar-17	0.05	-	-	0.05
Company Secretary (CS)	31-Mar-18	**0.01**	**-**	**-**	**0.01**
	31-Mar-17	-	-	-	-
Salaries and ESOP to executive officers - CFO and CS	31-Mar-18	**10.65**			**10.65**
	31-Mar-17	8.69			8.69
Vishwas Patel (Executive Director)	31-Mar-18	**0.30**	**-**	**-**	**0.30**
	31-Mar-17	**-**			**-**
Varini Vishwas Patel	31-Mar-18	0.19	-	-	0.19
	31-Mar-17	**-**	**-**	**-**	**-**
Rent Expense					
Vishwas Patel (Executive Director)	31-Mar-18	**3.00**	**-**	**-**	**3.00**
	31-Mar-17	-	-	-	-
Infinium Natural Resources Investments Private Limited	31-Mar-18	**-**	**0.64**	**-**	**0.64**
	31-Mar-17	-	-	-	**-**
Director sitting fees to non-executive and independent directors	31-Mar-18	**0.87**	**-**	**-**	**0.87**
	31-Mar-17	0.97	-	-	**0.97**
Sale of services / goods					
Infinium Motors Private Limited	31-Mar-18	**-**	**12.38**	**-**	**12.38**
	31-Mar-17	**-**	**3.52**	**-**	**3.52**
ING Satcom Limited	31-Mar-18	**-**	**36.28**	**-**	**36.28**
	31-Mar-17	-	6.00	-	**6.00**
Vishal Mehta	31-Mar-18	0.96	-	-	0.96
	31-Mar-17	0.33	-	-	0.33
Malav Mehta	31-Mar-18	-	-	-	-
	31-Mar-17	0.51	-	-	0.51
Receipt of services / goods					
ING Satcom Limited	31-Mar-18	-	154.56	-	**154.56**
	31-Mar-17	-	-	-	**-**
Infinium Motors Private Limited	31-Mar-18	-	0.03	-	**0.03**
	31-Mar-17	-	0.22	-	**0.22**
Loan and advances taken					
Infinium Motors Private Limited	31-Mar-18	-	0.20	-	0.20
	31-Mar-17	-	12.48	-	12.48
Loan taken					
Malav A. Mehta	31-Mar-18	**-**	**-**	**-**	**-**
	31-Mar-17	22.50	-	-	**22.50**
Vishwas Ambalal Patel	31-Mar-18	-*	-	-	-*
	31-Mar-17	**-**	**-**	**-**	**-**
Repayment of loan and advances taken					
Infinium Motors Private Limited	31-Mar-18	-	-	-	**-**
	31-Mar-17	-	12.27	-	**12.27**

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Particulars	Period ending	KMP and relative of KMP	Company where Key Managerial Personnel can exercise control / significant influence	Associate Company	Total
Loan given					
Chief Financial Officer (CFO)	31-Mar-18	**0.50**	-	-	**0.50**
	31-Mar-17	-	-	-	-
Repayment of Loan given					
Chief Financial Officer	31-Mar-18	**0.41**	-	-	-
	31-Mar-17	-	-	-	-
Advance to supplier given					
ING Satcom	31-Mar-18	-	-	-	-
	31-Mar-17	-	2.41	-	**2.41**
Investment in preference shares					
Avenues Payments Private Limited	31-Mar-18	-	-	30.00	**30.00**
	31-Mar-17	-	-	-	-
Dividend paid					
Vishal Ajit Mehta	31-Mar-18	**6.00**	-	-	**6.00**
	31-Mar-17	-	-	-	-
Malav Ajit Mehta	31-Mar-18	**1.70**	-	-	**1.70**
	31-Mar-17	-	-	-	-
Ajit C. Mehta	31-Mar-18	**3.01**	-	-	**3.01**
	31-Mar-17	-	-	-	-
Relatives of KMP	31-Mar-18	**4.61**	-	-	**4.61**
	31-Mar-17	-	-	-	-
Chief Financial officer (CFO)	31-Mar-18	-*	-	-	-
	31-Mar-17	-	-	-	-
Company secretary (CS)	31-Mar-18	-*	-	-	-
	31-Mar-17	-	-	-	-
Infinium Motors Private Limited	31-Mar-18	-	**5.30**	-	**5.30**
	31-Mar-17	-	-	-	-
Infinium Automall Private Limited	31-Mar-18	-	**1.46**	-	**1.46**
	31-Mar-17	-	-	-	-
Infinium Communications Private Limited	31-Mar-18	-	**1.05**	-	**1.05**
	31-Mar-17	-	-	-	-
Infinity Drive Private Limited	31-Mar-18	-	**0.80**	-	**0.80**
	31-Mar-17	-	-	-	-
Infinium Motors (Gujarat) Private Limited	31-Mar-18	-	**0.45**	-	**0.45**
	31-Mar-17	-	-	-	-
Infinium Natural Resources Investments Private Limited	31-Mar-18	-	**0.16**	-	**0.16**
	31-Mar-17	-	-	-	-
Interest on Loan					
Malav Mehta	31-Mar-18	**0.06**	-	-	**0.06**
	31-Mar-17	-	-	-	-
Vishwas Ambalal Patel	31-Mar-18	**0.06**	-	-	**0.06**
	31-Mar-17	-	-	-	-
Balance outstanding					

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Particulars	Period ending	KMP and relative of KMP	Company where Key Managerial Personnel can exercise control / significant influence	Associate Company	Total
Trade receivable					
Infinium Motors Private Limited	31-Mar-18	-	3.25	-	**3.25**
	31-Mar-17	-	3.32	-	**3.32**
ING Satcom	31-Mar-18	-	-	-	**-**
	31-Mar-17	-	6.90	-	**6.90**
Trade Payable					
ING Satcom	31-Mar-18	-	41.43	-	**41.43**
	31-Mar-17	-	-	-	**-**
Other financial liabilities					
Infinium Motors private limited	31-Mar-18	-	0.78	-	**0.78**
	31-Mar-17	-	-	-	**-**
Loans and advances payable					
Infinium Motors private limited	31-Mar-18	-	0.80	-	**0.80**
	31-Mar-17	-	0.80	-	**0.80**
Malav Mehta	31-Mar-18	32.65	-	-	**32.65**
	31-Mar-17	31.90	-	-	**31.90**
Vishwas Ambalal Patel	31-Mar-18	**0.75**	**-**	**-**	**0.75**
	31-Mar-17	**-**	**-**	**-**	**-**
Loans and advances given					
ING Satcom	31-Mar-18	-	-	-	**-**
	31-Mar-17	-	2.41	-	**2.41**
Chief Financial Officer	31-Mar-18	0.09	-	-	**0.09**
	31-Mar-17	-	-	-	**-**
Other payables					
Infinium Natural Resources Investments Private Limited	31-Mar-18	-	0.58	-	**0.58**
	31-Mar-17	-	-	-	**-**
Security deposit					
Vishwas Ambalal Patel	31-Mar-18	**0.75**	**-**	**-**	**0.75**
	31-Mar-17	-	-	-	**-**
Investment (in Equity shares)					
Avenues Infinite Private Limited	31-Mar-18	-	-	-	**-**
	31-Mar-17	-	-	10.00	**10.00**
Avenue Payment India Private Limited	31-Mar-18	**-**	**-**	**224.80**	**224.80**
	31-Mar-17	-	-	-	**-**
Investment (in Preference shares)					
Avenue Payment India Private Limited	31-Mar-18	-	-	**30.00**	**30.00**
	31-Mar-17	-	-	-	**-**

*Amount less than 1 million

Terms and conditions of transactions with related parties

Transaction entered into with related party 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.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 30 : EARNING PER SHARE

Indian Rupees in million

Particulars	2017-18	2016-17
Earning per share (Basic and Diluted)		
Profit attributable to ordinary equity holders	882.24	441.08
Total no. of equity shares at the end of the year	**54,27,83,390**	**53,89,39,200**
Weighted average number of equity shares		
For basic EPS	66,15,17,224	53,25,70,406
For diluted EPS	66,54,49,881	53,95,71,339
Nominal value of equity shares	1.00	1.00
Basic and diluted earning per share	1.33	0.83
Diluted earning per share	1.33	0.82
Weighted average number of equity shares		
Weighted average number of equity shares for basic EPS	66,15,17,224	53,25,70,406
Effect of dilution: Employee stock options	39,32,657	70,00,933
Weighted average number of equity shares adjusted for the effect of dilution	66,54,49,881	53,95,71,339

The Shareholders of the holding company have approved the split/sub-division of each equity share of the holding company from the existing Face Value of ₹ 10/ - (Rupees Ten Only) per equity share to face value of ₹ 1/- (Rupee One Only) per equity share in Extra Ordinary General Meeting dated August 11, 2017. The record date for subdivision was September 1, 2017. The Earning Per Share figures for the year ended March 31, 2017 has been restated to give effect of split/sub-division as required by IND AS 33.

NOTE 31 : DUES TO MICRO AND SMALL SUPPLIERS

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the MSMED Act') accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2018 has been made in the financial statements based on information received and available with the Companies in the Group.

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year;	-	-
The amount of interest paid by the buyer under the MSMED Act along with the amounts of the payment made to the amounts of the payment made to the supplier beyond the appointed day during each accounting period;	-	-
The amount of interest due and payable for the year (where the principal has been paid but interest under the MSMED Act not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest due and payable even in the succeeding period, 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.	-	-

On basis of information and records available with the Group, the above disclosures are made in respect of amount due to the micro and small enterprises, which have been registered with the relevant competent authorities. This has been relied upon by the auditors.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 32: SHARE BASED PAYMENTS

Employee stock option (ESOP) scheme (2013-14):

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on February 17, 2013, read with Special Resolution passed by shareholder of the Company at the extra ordinary general meeting held on March 30, 2013. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled by physical delivery of shares. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of ₹ 10 which is 97.65% below the market price at the date of grant, i.e., April 1, 2013 and April 1, 2014.

Employee stock option (ESOP) scheme (2014-15)

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on February 27, 2014, read with Special Resolution passed by shareholder of the Company at the extra ordinary general meeting held on March 31, 2014. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled by physical delivery of shares. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of ₹ 10 which is 97.65% below the market price at the date of grant, i.e., April 1, 2014, April 1, 2015, April 1, 2016, October 1, 2014, October 1, 2015 and October 1, 2016.

Scheme	ESOP Scheme 2014-15	ESOP Scheme 2014-15	ESOP Scheme 2014-15
Date of grant	April 1, 2016	October 1, 2016	April 1, 2017
Number of options granted	35,20,230	62,000	7,03,450
Exercise price per option	1	1	1
Vesting requirements	Vesting period as defined by the board in the letters issuing the options to employees.	Vesting period as defined by the board in the letters issuing the options to employees.	Vesting period as defined by the board in the letters issuing the options to employees.
Exercise period	2 years	2 years	2 years
Method of settlement	Physical delivery of shares	Physical delivery of shares	Physical delivery of shares

The Shareholders of the holding company have approved the split/sub-division of each equity share of the holding company from the existing Face Value of ₹10/ - (Rupees Ten Only) per equity share to face value of ₹ 1/- (Rupee One Only) per equity share in Extra Ordinary General Meeting dated August 11, 2017. The record date for subdivision was September 1, 2017. The ESOP figured for the year ended March 31, 2017 and March 31, 2018 has been restated to give effect of split/sub-division.

The following table sets forth a summary of the activity of options:

	2017-18		2016-17	
Particulars	**ESOP Scheme 13-14**	**ESOP Scheme 14-15**	**ESOP Scheme 13-14**	**ESOP Scheme 14-15**
Options				
Outstanding at the beginning of the period	5,41,000	66,27,850	16,34,000	56,51,480
Granted during the period	-	7,03,450	-	35,82,230
Exercised during the period	(2,91,000)	(35,53,190)	(10,83,000)	(25,79,360)
lapse during the period	-	(11,260)	(10,000)	(26,500)
Outstanding at the end of the period	2,50,000	37,66,850	5,41,000	66,27,850
Exercisable at the end of the period	2,50,000	37,66,850	5,41,000	66,27,850

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Expense arising from share- based payment transactions

Total expenses arising from share- based payment transactions recognised in profit or loss as part of employee benefit expense were as follows :

Indian Rupees in million

Particulars	2017-18	2016-17
Employee option plan	44.41	44.40
Total employee share based payment expense	**44.41**	**44.40**

The fair value of the share based payment options granted on is determined using the black scholes model using the following inputs at the grant date which takes in to account the exercise price, the term of the option, the share price at the grant date, and the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Indian Rupees in million

Particulars	2017-18	2016-17
Weighted average share price.	956	990
Exercise price	10	10
Expected volatility	44%	310%
Expected life (years)	1 year	1 year
Dividend yield	-	-
Risk-free interest rate (%)	6.69%	6.96%
Fair market value share	946.65	984.38

NOTE 33: SEGMENT REPORTING

Based on the "management approach" as defined in Ind AS 108 - Operating Segments and evaluation by the Chief Operating Decision Marker, primary reportable segments of the Group consists of: Ecommerce - sale of products and Ecommerce- Sale of software and ecommerce related ancillary services. Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the consolidated financial statements of the Group as a whole.

Segment assets include all operating assets used by a segment and principally consists of operating cash, trade receivables, inventories and fixed assets, net of allowances and provisions which are reported as direct offsets in the balance sheet. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two segments is allocated to the segments on a reasonable basis.

Segment liabilities include all operating liabilities and consist principally of trade payables and accrued liabilities.

Segment assets and liabilities do not include those relating to income taxes. There are certain assets which are used interchangeably between the segments by the Group's businesses, the same have not been fully identified to any of the reportable segments, and accordingly such assets are disclosed as 'unallocated'.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Segment expense comprises the expense resulting from the operating activities of a segment that is directly attributable to the segment or that can be allocated on a reasonable basis to the segment and expense relating to transactions with other segments. Certain expenses interchangeably for both segments where there is no basis maintained by the group for allocation are included under unallocable corporate expenses as looked by CODM. The Group therefore believes that it is not practicable to provide segment disclosures relating to such expenses, and accordingly such expenses are separately disclosed as 'unallocated' and directly charged against total income.

Primary Segment:

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Revenue		
Total Revenue		
Ecommerce - sale of products	2,979.56	2,814.76
Ecommerce- Sale of software and related ancillary services	5,413.62	1,598.65
External revenue		
Ecommerce - sale of products	2,979.56	2,814.76
Ecommerce- Sale of software and related ancillary services	5,413.62	1,598.65
Total revenue	**8,393.18**	**4,413.41**
Segment result		
Ecommerce - sale of products	(106.38)	(101.45)
Ecommerce- Sale of software and related ancillary services	1,584.31	867.87
Unallocated corporate expenses (net unallocated income)	407.49	313.49
Operating profit	1,070.44	452.93
Interest expense	58.14	42.64
Interest income	139.67	152.56
Profit / (loss) before tax	**1,151.97**	**562.85**
Income taxes	270.53	127.51
Profit / (loss) after tax	**881.44**	**435.34**
Other Information:		
Segment assets		
Ecommerce - sale of products	862.63	488.85
Ecommerce- Sale of software and related ancillary services	22,245.13	1,006.27
Unallocated corporate assets	6,580.37	8,940.22
Total assets	**29,688.13**	**10,435.34**
Segment liabilities		
Ecommerce - sale of products	368.09	259.61
Ecommerce- Sale of software and related ancillary services	2,078.76	207.58
Unallocated corporate liabilities	979.05	2,150.00
Total liabilities	**3,425.90**	**2,617.19**
Capital expenditure		
Ecommerce - sale of products	0.61	0.28
Ecommerce- Sale of software and related ancillary services	557.04	358.02
Unallocated	1,566.76	1,112.92

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
Depreciation		
Ecommerce - sale of products	42.18	34.67
Ecommerce- Sale of software and related ancillary services	452.26	96.33
Unallocated	169.90	93.78
Non cash expenses other than depreciation		
Ecommerce - sale of products	32.76	2.05
Ecommerce- Sale of software and related ancillary services	152.55	81.85
Unallocated	9.39	5.70

C. Geographical information:

Geographical segments for the Group are secondary segments. Segment revenue is analysed based on the location of customers regardless of where the services are provided from. The following provides an analysis of the Company's sales by Geographical Markets. For management purposes, the Group operates in three principal geographical areas of the world, in India, UAE and the other countries.

Indian Rupees in million

Particulars	Period ending	India	UAE	Others	Total
Revenue from operations and other operating revenue	31-03-2018	**5,816.61**	**2,124.50**	**452.07**	**8,393.18**
	31-03-2017	3,392.81	896.29	124.31	4,413.41
Carrying amount of segment non current assets*	31-03-2018	**22,392.45**	**800.91**	**-**	**23,193.36**
	31-03-2017	3,054.60	185.19	-	3,239.79

* The carrying amount of Non Current Assets, which do not include Deferred Tax assets, Income Tax Assets and Financial Assets analysed by the Geographical area in which the Assets are located.

Revenue and segment result from Ecommerce-sale of products includes corporate sale and results amounting to ₹ 727.90 million and ₹ 19.26 million respectively other than through e-commerce portal..

NOTE 34: OPERATING LEASE

The Group has taken number of warehouses and offices under operating leases. The warehouse and office leases typically run for a period of 1 to 6 years. These leasing arrangements are cancellable, and are renewable on a periodic basis by mutual consent on mutually accepted terms including escalation of lease rent. Total expense incurred under the cancellable operating lease agreement recognised as an expense in the Statement of Profit and Loss during the period is ₹ 49.07 million (March 31, 2017: ₹ 44.91 million)

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 35 : FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

A. Accounting classification and fair values

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the Financial Statements.

Quantitative disclosures for fair value measurement hierarchy for assets and liabilities:

As at March 31, 2018

Indian Rupees in million

	Carrying amount				Fair value			
		Fair value through						
Particulars	Amortised Cost	Other comprehensive income	Profit and loss	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Non current investment	-	15.79	-	15.79	-	15.79	-	15.79
Current investment	-	-	2.10	2.10	2.10	-	-	2.10
Other Non-current financial asset*	234.52	-	-	234.52	-	234.52	-	234.52
	234.52	**15.79**	**2.10**	**252.41**	**2.10**	**250.31**	**-**	**252.41**
Financial liabilities								
Long term borrowing	353.10	-	-	353.10	-	353.10	-	353.10
	353.10	**-**	**-**	**353.10**	**-**	**353.10**	**-**	**353.10**

As at March 31, 2017

Indian Rupees in million

	Carrying amount				Fair value			
		Fair value through						
Particulars	Amortised Cost	Other comprehensive income	Profit and loss	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Investment	600.00	-	-	600.00	-	600.00	-	600.00
Loans	**2.41**	**-**	**-**	**2.41**	**-**	**2.41**	**-**	**2.41**
Other Non-current financial asset*	21.70	-	-	21.70	-	21.70	-	21.70
	624.11	**-**	**-**	**624.11**	**-**	**624.11**	**-**	**624.11**

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

* The management assessed that carrying value approximates to the fair value

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Level 1 - Valuation technique and significant observable inputs for assets and liabilities

Current Investment represents investment in mutual funds. The fair value of investment is derived based on the fund statement provided by the fund manager.

Reconciliation of Level 1 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 1 fair values.

Indian Rupees in million

Particulars	2017-18
Opening Balance on April 1, 2017	-
Net change in fair value (unrealised)	-
Purchases	525.81
Sales	(523.71)
Closing Balance on March 31, 2018	**2.10**

Level 2 - Valuation technique and significant observable inputs for assets and liabilities

Long term borrowings represents loan taken from bank. The fair value of borrowing is derived based on market observable interest rate.

The fair values of the unquoted non current investment have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows and discount rate. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted preference investments.

B. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- **Credit risk ;**
- **Liquidity risk ; and**
- **Market risk**

i. Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group manages market risk through a treasury operations, which evaluates and exercises independent control over the entire process of market risk management. The treasury team recommends risk management objectives and policies. The activities of this operations include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities. The carrying amount of following financial assets represents the maximum credit exposure.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Financial Instruments and Cash Deposits

The Group maintains its Cash and cash equivalents and Bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

Trade receivables

Trade receivables of the Group are typically unsecured. Credit risk is managed through periodic monitoring of the creditworthiness of customers to which Group grants credit terms in the normal course of business. The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables.

At March 31, 2018, the maximum exposure to credit risk for trade receivables by geographic region was as follows:

Indian Rupees in million

	Carrying amount as at	
Particulars	As at March 31, 2018	As at March 31, 2017
Domestic	458.39	253.26
Other regions	648.57	301.72
	1,106.96	**554.98**

Impairment

At March 31, 2018, the ageing of trade and other receivables that were not impaired was as follows.

Indian Rupees in million

	Carrying amount			
	As at March 31, 2018		As at March 31, 2017	
Particulars	Upto 0-180 days	More than 180 days	Upto 0-180 days	More than 180 days
Gross	1,008.86	135.80	484.92	80.34
Less: Provision	-	(37.70)	(0.82)	(9.47)
Net	**1,008.86**	**98.10**	**484.10**	**70.87**

The above receivables which are past due but not impaired are assessed on individual case to case basis and relate to a number of independent third party customers from whom there is no recent history of default. These financial assets were not impaired as there had not been a significant change in credit quality and the amounts were still considered recoverable based on the nature of the activity of the customer portfolio to which they belong and the type of customers. There are no other classes of financial assets that are past due but not impaired except for Trade receivables as at March 31, 2018 and March 31, 2017.

iii. Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

Indian Rupees in million

Particulars	On demand	Less than 1 year	More than 1 year
Year ended March 31, 2018			
Interest bearing borrowings*		635.95	351.60
Trade payables		251.82	
Other financial liabilities		179.46	
	-	**1,067.23**	**351.60**

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

Year ended March 31, 2017			
Interest bearing borrowings*	1,300.00	29.57	-
Trade payables	-	170.17	-
Other financial liabilities	-	164.48	-
	1,300.00	**364.22**	**-**

* Includes contractual interest payment based on interest rate prevailing at the end of the reporting period over the tenor of the borrowings.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include loans and borrowings, deposits.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group transacts business in local currency and in foreign currency, USD, AED, Euro and SAR. The Group has foreign currency trade payables and receivables and is, therefore, exposed to foreign exchange risk. The Group does not use any derivative instruments to hedge its risks associated with foreign currency fluctuations.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, SAR and Euro rates to the functional currency of respective entity, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Indian Rupees in million

Particulars	Change in USD rate	Effect on profit before tax
March 31, 2018	+5%	44.09
	-5%	(44.09)
March 31, 2017	+5%	8.65
	(5%)	(8.65)

Particulars	Change in AED rate	Effect on profit before tax
March 31, 2018	+5%	0.94
	-5%	(0.94)
March 31, 2017	+5%	0.45
	(5%)	(0.45)

Particulars	Change in Euro rate	Effect on profit before tax
March 31, 2018	+5%	(1.41)
	-5%	1.41
March 31, 2017	+5%	0.68
	(5%)	(0.68)

Particulars	Change in SAR rate	Effect on profit before tax
March 31, 2018	+5%	0.48
	(5%)	(0.48)
March 31, 2017	+5%	1.03
	(5%)	(1.03)

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed plus variable rate borrowings.

NOTE 36 : CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group'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 Group manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

Indian Rupees in million

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest-bearing loans and borrowings (Note 13)	635.95	1,329.57
Less: cash and cash equivalent and other bank balance (Note 7)	(1,829.62)	(3,067.04)
Net debt	**(1,193.67)**	**(1,737.47)**
Equity share capital (Note 11)	542.78	538.94
Other equity (Note 12)	25,715.90	7,288.31
Total capital	**26,258.68**	**7,827.25**
Capital and net debt	**25,065.01**	**6,089.78**
Gearing ratio	-	-

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018, March 31, 2017.

Note 37 (a) : Amalgamation with Avenues (India) Private Limited

Based on the definitive Memorandum of Understanding (MoU), the holding company obtained operational and financial control in Avenues (India) Private Limited (Avenues) as well as board control with effect from April 1, 2017. Further, in the Board meeting held on July 13, 2017, the Board of directors approved the scheme of amalgamation of Avenues with the holding company. Subsequent to the year end, on May 9, 2018, the holding Company has received approval to aforesaid scheme of amalgamation from National Company Law Tribunal ("NCLT") with appointed date of April 1, 2017, which the holding company filed with Registrar of Companies (RoC) on May 10,2018. In accordance with Ind AS 103 "Business Combinations", the holding Company has given effect of amalgamation with Avenues with the appointed date i.e. April 1, 2017.

In accordance with the provisions of the aforesaid scheme -

The approved share swap ratio is that for 100 equity share of Avenues (India) Private Limited (AIPL) of the face value of ₹ 10 each fully paid up held by the shareholders on the Record date shall be allotted 2600 equity shares of Infibeam Incorporation Limited of the face value of ₹ 1 each fully paid up..

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

The shares have been allotted subsequent to the March 31, 2018, the same has been disclosed as Shares required to be issued as per Scheme of Amalgamation till the date of allotment i.e. May 30, 2018 under other equity.

In accordance with the scheme, the amalgamation has been accounted under the acquisition method as prescribed by Ind AS 103 "Business Combinations".

Accordingly, the accounting treatment has been given as under: -

(i) The assets and liabilities of Avenues as at 1 April 2017 have been incorporated at their fair values in the financial statements of the Company.

(ii) The existing investments in Avenues as at 1 April 2017 have been fair valued on account of acquisition as prescribed by Ind AS 103 (step up acquisition).

(iii) All inter-corporate balances (including investments held by the Company in Avenues, deposits, loans and advances, outstanding balances) between the Company and Avenues stands cancelled.

The excess of value of equity shares over the fair value of assets and liabilities transferred and cancellation of Investments in Avenues held by the Company amounting to ₹ 18,645.18 million has been recorded as follows after considering the impact of identified and unrecorded intangible assets (net of deferred tax) as prescribed by Ind AS 103:

Particulars	Indian Rupees in million
Identified and unrecorded intangible asset	
Trademark	597.80
Software	360.10
Customer relationship	1,563.10
Goodwill	**16,124.18**
Total	**18,645.18**

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Avenues India Private Limited as at the date of acquisition were as follows.

Particulars	Indian Rupees in million
Assets	
Property, plant and equipment	111.95
Intangible assets	19.63
Investments*	240.59
Other non current financial assets	5.52
Income tax assets (net)	1.52
Trade receivables	74.89
Cash and cash equivalents	358.27
Bank balance other than (iii) above	777.18
Loans	19.28
Others financial assets	156.45
Other current assets	43.22
Receivable for settlement of transaction - Nodal bank	691.85
Liabilities	
Long term Provisions - Gratuity	(14.50)
Deferred tax liabilities (net)	(3.34)
Deferred tax liabilities (net) - fair valuation impact	(25.92)
Payable for settlement of transaction - Nodal bank	(1,071.44)
Other financial liabilities	(18.94)
Other current liabilities	(8.55)

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

Particulars	Indian Rupees in million
To Short Term Provisions- Gratuity	(3.46)
To Provision for Tax (Net)	(14.84)
Total identifiable net assets at fair value	**1,339.36**
Unidentified intangible asset	
Trademark	597.80
Software	360.10
Customer relationship	1,563.10
Goodwill**	16,124.18
Total Purchase consideration	**19,984.54**

Breakup of purchase consideration

Particulars	Indian Rupees in million
Cancellation of existing investment at fair value	2,269.23
Shares required to be issued as per Scheme of Amalgamation @ ₹ 147.80 / equity share	17,715.31
Total purchase consideration	**19,984.54**

*The Company has acquired following investment on amalgamation with Avenues

(1) Avenues Infinite Private Limited - 10,00,200 equity shares at fair value of ₹ Nil

(2) Avenues Payments Private Limited - 36,541 equity shares at fair value of ₹ 224.80 million

(3) JRI Technologies Private Limited - 220,625 equity shares at fair value of ₹ 15.79 million

**The goodwill comprises the value of expected synergies arising from the amalgamation. Due to the contractual terms and nature of industry, the customer contract is not separately valued. Goodwill recognised on amalgamation is not expected to be deductible for income tax purposes.

Note 37 (b) : Acquisition of subsidiary DRC Systems Private Limited

On 1st April, 2017, Group has acquired operational & financial control of DRC Systems Private Limited through it's wholly owned subsidiary NSI Infinium Global Private Limited. Accordingly, the assets and liabilities of DRC Systems as at 1 April 2017 have been incorporated at their fair values in the financial statements of the Company.

The excess of value of equity shares over the fair value of assets and liabilities amounting to ₹ 19.78 million has been recorded as follows after considering the impact of identified and unrecorded intangible assets (net of deferred tax) as prescribed by Ind AS 103:

Particulars	Indian Rupees in million
Identified and unrecorded intangible asset	
Non Compete Agreement	1.15
Customer Contracts	0.17
Customer relationship	3.72
Total	**5.04**

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

"Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of DRC Systems Private Limited as at the date of acquisition were as follows.

Particulars	Indian Rupees in million
Assets :	
Property, plant and equipment	7.82
Intangible assets	0.47
Non-current investments	0.00
Other financial assets	2.48
Deferred tax assets	0.43
Trade receivables	17.58
Cash and cash equivalents	1.03
Other current assets	304.68
Liabilities:	
Other non current financial liabilities	(300.00)
Trade payables	(2.94)
Other current liabilities	(0.02)
Other financial liabilities	(7.78)
Short-term provisions	(3.72)
Total identifiable net assets at fair value	**20.04**
Unidentified intangible asset	
Customer relationships	1.90
Customer contracts	0.09
Non-compete agreement	0.58
Goodwill	17.21
Share of non controlling interests	(9.82)
Total Purchase consideration	**30.00**

NOTE 38 : NODAL ACCOUNT BALANCE

The holding company maintains nodal account with ICICI bank. The nodal accounts are operated as per RBI guidelines pertaining to settlement of payment for electronic payment transactions for payment gateway business. The balance in the nodal accounts represents money collected from customers on transaction undertaken and is used for settling of dues to various merchants as per RBI guidelines.

Receivable for settlement of transactions:

The balance in receivable for settlement of transaction represents the amount pending to be received from pooling bank account and payment gateway for successful online transaction completed by the customer of the merchant into the nodal accounts. These amounts once collected in Nodal account will be utilised for payment to the merchants.

Payable for settlement of transactions:

The balance in payable for settlement of transaction represents the amount pending to be paid to merchant for successful online transaction completed by the customer of the merchant. The amount for the nodal accounts are transferred to the merchant designated bank account as per RBI guidelines, after deducting applicable charges.

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TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE 39: CONSOLIDATION OF TRUST

The holding company has formed 'Infibeam Employee Welfare Trust' (IEW trust) for implementation of the schemes that are notified or may be notified from time to time by the holding company under the plan, providing share based payment to its employees. IEW trust purchases holding company's shares out of funds provided by the holding Company. The holding company treats IEW as its extension and accordingly shares held by IEW are treated as treasury shares.

The Consolidation of the IEW trust financials statements with that of the holding company does not in any manner affect the independence of the trustees where the rights and obligations are regulated by the trust deed.

Own equity instruments (treasury shares) are deducted from equity.

(i) The sources and application of funds of the IEW Trust consolidated as at March 31, 2018 were as follows:

	Indian Rupees in million
Particulars	**2017-18**
Corpus Fund	-
Borrowing	280.00
Current liabilities and provision	7.83
Cash & Bank equivalents	0.83
Non current investments	278.71
Net asset / (liability)	**(8.29)**

(ii) Impact on the Company's profit and loss post IEW Trust consolidation for the year March 31, 2018

	Indian Rupees in million
Particulars	**2017-18**
Income	
Dividend on equity	0.17
Expenses	-
Administrative expense	0.22
Interest expense	8.25
Impact on profit before tax	**(8.30)**

(iii) Summarised statement of cash flows of the Trust consolidated for the year ended March 31, 2018

	Indian Rupees in million
Particulars	**2017-18**
Cash and cash equivalents 1st April, 2017	-
Cash flow from operating activities	7.61
Cash flow from investing activities	(278.54)
Cash flow from financing activities	271.76
Cash and cash equivalents March 31, 2018	**0.83**

Other items adjusted owing to the Trust consolidation include :

(a) Treasury shares

Upon consolidation, the investment in the holding company's equity shares made by IEW Trust is debited to the holding company's equity as treasury shares amounting to ₹ 278.71 million as at March 31, 2018.

(b) Dividend Income

The dividend income of the Trust is debited to the holding company's retained earning amounting to ₹ 0.17 million as at March 31, 2018 (shown as deduction from dividend paid).

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(c) Other Non Current Financial Assets and other income

Loan advanced to the Trust is eliminated on consolidation amounting to ₹ 280 million as at March 31, 2018 forming a part of current loans. Accordingly, interest on above loan is also eliminated amounting to ₹ 8.25 million

40 During the year ended March 31, 2016, the holding company raised funds through an Initial Public Offering (IPO) for the purpose of setting up of cloud data centre, purchase of property for shifting and setting up of its registered and corporate office, setting up of 75 logistic centres, purchase of software and general corporate purposes. Pursuant to this, the holding company issued 10,416,666 equity shares of ₹ 10 each at an issue price of ₹ 432 per equity share. The proceeds from IPO is ₹ 4,499.99 million. The net proceeds from IPO after incurring expenses (such as merchant bankers fees, underwriting fees, selling commission, legal counsel fees, registrar to the issue, brokerage and selling commission, printing and stationary expenses, advertising and marketing expenses and other incidental expenses amounted to ₹ 338.3 million) was ₹ 4,161.7 million. Of the total IPO expenses, expenses aggregating to ₹ 312.78 million have been adjusted towards the securities premium account. Further IPO expenses aggregating to ₹ 25.51 million have been charged to the Statement of Profit and Loss. Summary of utilised amount and unutilised amount is stated below:

Indian Rupees in million

Objects of the issue as per the prospectus	Net Proceeds from IPO	Amount utilised up to March 31, 2018 in the books of holding company	Unutilised amount as on March 31, 2018 in the books of holding company
Setting up of cloud data centre and purchase of property for shifting of the registered and corporate offices of Company	2,352.00	1,954.60	397.40
Setting up of 75 logistics centres	375.00	47.00	328.00
Purchase of software	670.00	500.00	170.00
General corporate purposes	764.70	757.60	7.10
Total	**4,161.70**	**3,259.20**	**902.50**

The unutilised amount is temporarily lying in following:

Indian Rupees in million

Particulars	As at March 31, 2018	As at March 31, 2017
- In fixed deposits	386.90	1,630.00
- In current account with bank	515.60	0.90
Total	**902.50**	**1,630.90**

41 TRANSFER PRICING

The Group transactions with associated enterprise is at arm's length. Management believes that the group domestic transactions with associated enterprises post March 31, 2017 continue to be at arm's length and that the transfer pricing legislation will not have any impact on the financial statements particularly on the amount of the tax. expense for the year and the amount of the provision for taxation at the period end.

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE : 42 ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013

Indian Rupees in million

Name of the entity in the group	Net assets i.e. total assets minus total liabilities		Share of profit or loss		Share of Other Comprehensive Income (OCI)		Share of Total Comprehensive Income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
Parent								
1. Infibeam Incorporation Limited	97.97%	25,729.48	15.29%	134.74	33.73%	0.56	15.32%	135.30
Subsidiary								
Indian								
1. NSI Infinium Global Private Limited	(1.12%)	(294.09)	18.80%	165.69	116.27%	1.93	18.98%	167.62
2. Infibeam Digital Entertainment Private Limited	(0.12%)	(31.77)	(0.98%)	(8.65)	4.82%	0.08	(0.97%)	(8.57)
3. Infinium India Limited	0.31%	81.02	1.20%	10.54	(19.28%)	(0.32)	1.16%	10.22
4. Odigma Consultancy Solution Private Limited	(0.02%)	(4.03)	(0.24%)	(2.14)	6.63%	0.11	(0.23%)	(2.03)
5. Infibeam Logistics Private Limited	(0.07%)	(19.45)	(1.78%)	(15.69)	5.42%	0.09	(1.77%)	(15.60)
6. Sine Qua Non Solutions Private Limited	(0.08%)	(19.90)	(0.18%)	(1.58)	0.00%	-	(0.18%)	(1.58)
7. DRC Systems India Private Limited	0.09%	22.42	0.36%	3.15	(47.59%)	(0.79)	0.27%	2.36
8. Avenues Infinite Private Limited	(0.01%)	(1.71)	(0.03%)	(0.28)	0.00%	-	(0.03%)	(0.28)
Foreign								
1. Infibeam Global EMEA FZ LLC	4.78%	1,255.70	71.84%	633.21	0.00%	-	71.70%	633.21
Associates								
1. Avenues Payments India Private Limited	0.00%	-	(0.78%)	(6.89)	0.00%	-	(0.78%)	(6.89)
Non-Controlling interest in subsidiary	0.01%	3.55	(0.09%)	(0.80)	0.00%	-	(0.09%)	(0.80)
Consolidation adjustment / eliminations	(1.75%)	(458.99)	(3.39%)	(29.86)	0.00%	-	(3.38%)	(29.86)
Total	**100%**	**26,262.23**	**100%**	**881.44**	**100%**	**1.66**	**100%**	**883.10**

NOTE : 43 INVESTMENT IN ASSOCIATE

The Group has a 24.74% interest in Avenues Payments India Private Limited, which is involved in the business of ecommerce related ancillary services. Avenues Payments India Private Limited is a private entity that is not listed on any public exchange. The Group's interest in Avenues Payments India Private Limited is accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of the Group's investment in Avenues Payments India Private Limited

Indian Rupees in million

Summarised Balance Sheet	**March 31, 2018**
Current assets	144.94
Non current assets	27.79
Current liabilities	3.43
Non current liabilities	1.43
Equity	**167.86**
Proportion of the Group's ownership	24.74%
Carrying amount of investment	**41.53**

NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

NOTE : 43 INVESTMENT IN ASSOCIATE (CONTD.)

Indian Rupees in million

Summarised statement of profit and loss	March 31, 2018
Revenue	16.73
Employee benefits expense	25.67
Finance cost	0.15
Depreciation	1.78
Other expenses	16.93
Loss before tax	**(27.80)**
Tax Adjustment of earlier years (credit)	-
Profit for the year	**(27.80)**
Other comprehensive Income	0.07
Total comprehensive loss for the year	**(27.87)**
Proportion of the Group's ownership	24.74%
Group's share of profit for the year	**(6.89)**

The associate had no contingent liabilities or capital commitment as at March 31, 2018.

NOTE : 44 CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:

a. The Company is required to spend ₹ 1.38 million (Previous Year ₹ Nil) on CSR activities.

b. Amount spent during the year on:

Indian Rupees in million

		Year ended					
		As at March 31, 2018			As at March 31, 2017		
Particulars		In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
(i)	Construction / Acquisition of an Assets	-	-	-	-	-	-
(ii)	On Purposes other than (i) above	1.38	-	1.38	-	-	-

45 Previous year figures have been regrouped or recast wherever necessary to make them comparable with those of current year.

As per our report of even date

For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Sukrut Mehta
Partner
Membership No.: 101974
Gandhinagar
Date: May 30, 2018

For and on behalf of the board of directors of
Infibeam Incorporation Limited
CIN: L64203GJ2010PLC061366

Vishal Mehta
Managing Director
DIn : 03093563
Place : Gandhinagar
Date: May 30, 2018

Ajit Mehta
Director
DIn : 01234707
Place : Gandhinagar
Date: May 30, 2018

Hiren Padhya
Chief Financial Officer
Place : Gandhinagar
Date : May 30, 2018

Shyamal Trivedi
Company Secretary
Place : Gandhinagar
Date : May 30, 2018

PLEASE SIGN AND SEND THIS TO LINK INTIME INDIA PRIVATE LIMITED
FORM FOR UPDATION OF RECORDS

INFIBEAM AVENUES LIMITED

(Formerly known as Infibeam Incorporation Limited)

28th Floor, GIFT Two Building,
Block No. 56, Road – 5C, Zone - 5,
GIFT CITY, Gandhinagar,
Taluka & District - Gandhinagar – 382 355

Dear Sir(s),

Sub: Updation of Permanent Account Number (PAN) and bank account details

This has reference to circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 issued by the Securities and Exchange Board of India **(SEBI)**, regarding mandatory updation of Permanent Account Number (PAN) and bank account details.

I/ we furnish the following information for your reference and record:

Folio Number | | | | | | | | | | | |

A. Bank account details

Mobile no. of the sole/ first holder	
Email ID	
Name of Bank	
Branch Name	
Branch address with PIN code	
Account Number (as appearing in the cheque leaf)	
Account Type (Saving / Current)	
9 Digit Code No. of Bank/ Branch as appearing on MICR cheque issued by the bank **(9 Digit Code Number appearing on the MICR Bank of the Cheque supplied by the bank)**	
11 Digit Indian Financial System Code (IFSC)	

Please attach original cancelled cheque leaf with names of shareholder's/ bank passbook showing names of shareholders, duly attested by an authorised bank official.

B. Permanent Account Number (PAN) details

(Sole/ First Holder)	**(Second Holder)**	**(Third Holder)**

I/ We confirm that whatever stated hereinabove is true and correct and that the documents being furnished by me/ us are valid and in force and may be used by Link Intime India Private Limited to update records of all companies as mentioned in this letter and for all communication and disbursement of any dividend in future

(Sole/ First Holder)	**(Second Holder)**	**(Third Holder)**

Encl.: As above

Date:

Place:

INFIBEAM AVENUES

INFIBEAM AVENUES LIMITED

(Formerly known as Infibeam Incorporation Limited)

[CIN: L64203GJ2010PLC061366]

Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.

Email: ir@ia.ooo **Website:** www.ia.ooo

FORM MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)]

Name of the member (s)	:
Registered Address	:
Email Id	:
Folio No./ DPID-Client ID	:

I/We, being the member (s) of _____ Shares of the above named Company, hereby appoint:

1. Name: _____ Address: _____

Email Id: _____ Signature: _____ or failing him

2. Name: _____ Address: _____

Email Id: _____Signature: _____ or failing him

3. Name: _____ Address: _____

Email Id: _____Signature: _____

as my/ our proxy to attend and vote (on a poll) for me as me/us and on my/ our behalf at the 8th Annual General Meeting of the Company, to be held on Saturday, September 29, 2018, at 10.30 am. at 23rd Floor, GIFT TWO Building, Block No. 56, Road - 5C, Zone - 5, GIFT CITY, Gandhinagar - 382 355 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business:	
1	Adoption of audited Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2	Declaration of Dividend on equity shares for the financial year ended on March 31, 2018
3	Re-Appointment of Mr. Malav Mehta (DIN: 01234736), liable to retire by rotation and being eligible, offers himself for re-appointment
4	Ratification of Appointment of Statutory Auditors of the Company
5	Appointment of Joint Statutory Auditors of the Company
Special Business:	
6	Increase the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company
7	Re-appointment of Mr. Vishal Mehta (DIN: 03093563), as a Managing Director
8	Appointment of Mr. Piyushkumar Sinha (DIN: 00484132), as an Independent Director
9	Appointment of Mr. Vishwas Patel (DIN: 00934823), as a Director
10	Appointment of Mr. Vishwas Patel (DIN: 00934823), as an Executive Director

Signed this _____ day of _____ 2018.

Affix Revenue Stamp of ₹ 1 here

Signature of Shareholder

Signature of Shareholder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

INFIBEAM AVENUES LIMITED
(Formerly known as Infibeam Incorporation Limited)
[CIN: L64203GJ2010PLC061366]
Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.
Email: ir@ia.ooo **Website:** www.ia.ooo

ATTENDANCE SLIP

[PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND IT OVER AT THE ENTRANCE DULY FILLED IN]

Folio No./ DPID-Client ID	:
Name of the member (s)	:
Registered Address	:

I hereby record my presence at the **8th Annual General Meeting** of the Company held on Saturday, September 29, 2018 at 10.30 a.m. at 23rd Floor, GIFT TWO Building, Block No. 56, Road - 5C, Zone - 5, GIFT CITY, Gandhinagar - 382 355

Full name of Shareholder/Proxy (in Block Letters)

Signature of Shareholder/Proxy

FORM FOR UPDATION OF EMAIL ADDRESS

Date:

To,

INFIBEAM AVENUES LIMITED

28th Floor, GIFT Two Building, Block No. 56,

Road-5C, Zone-5, GIFT CITY, Gandhinagar,

Taluka & District - Gandhinagar – 382 355

Dear Sir,

Sub: Updation of email address

Please register my email address for the purpose of sending Annual Report and other Notices/documents in electronic mode:

Name	:
Email Id	:
Folio No. / DP ID - Client ID	:

Signature of the First Named Shareholder

Name:

Address:

INFIBEAM AVENUES

INFIBEAM AVENUES LIMITED
(Formerly known as Infibeam Incorporation Limited)
[CIN: L64203GJ2010PLC061366]
Registered Office: 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.
Email: ir@ia.ooo **Website:** www.ia.ooo

FORM MGT-12
BALLOT FORM
(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)

1	Name and Address of the Sole/First named Shareholder	:
2	Name(s) of the Joint Holder(s) (if any)	:
3	Registered Folio No./ DPID-Client ID	:
4	Number of Shares(s) held	:
5	I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of 8th Annual General Meeting (AGM) of the Company to be held on Saturday, September 29, 2018, by sending my/our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
Ordinary Business:				
1	Adoption of audited Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.			
2	Declaration of Dividend on equity shares for the financial year ended on March 31, 2018			
3	Re-Appointment of Mr. Malav Mehta (DIN: 01234736), liable to retire by rotation and being eligible, offers himself for re-appointment			
4	Ratification of Appointment of Statutory Auditors of the Company			
5	Appointment of Joint Statutory Auditors of the Company			
Special Business:				
6	Increase the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company			
7	Re-appointment of Mr. Vishal Mehta (DIN: 03093563), as a Managing Director			
8	Appointment of Mr. Piyushkumar Sinha (DIN: 00484132), as an Independent Director			
9	Appointment of Mr. Vishwas Patel (DIN: 00934823), as a Director			
10	Appointment of Mr. Vishwas Patel (DIN: 00934823), as an Executive Director			

Place: Gandhinagar
Date:

(Signature of the Shareholder/Proxy)

Note: This Ballot is to be used for exercising voting at the time of 8th Annual General Meeting to be held on Saturday, September 29, 2018 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.

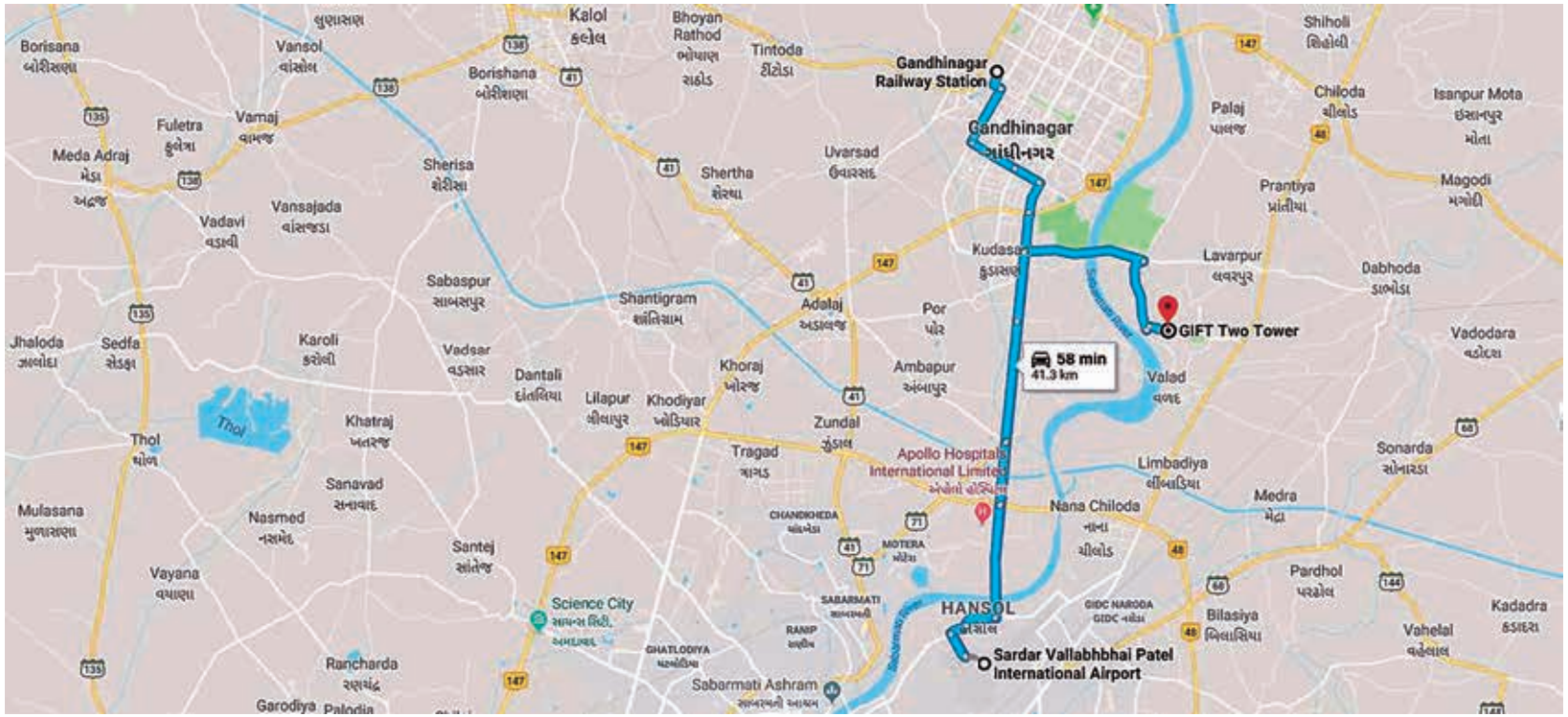
NOTES

NOTES

Route map to the venue of the AGM of

INFIBEAM AVENUES LIMITED

(Formerly known as Infibeam Incorporation Limited)



Venue: 23rd Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar,
Taluka & District - Gandhinagar 382 355

Landmark: GIFT CITY.

Venue Distance from

Gandhinagar Railway Station: 14 kms. approx.

Airport: 18 kms. approx.

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INFIBEAM AVENUES

Infibeam Avenues Limited

Registered Office:

28th Floor, GIFT Two Building, Block No. 56,
Road-5C, Zone-5, GIFT CITY, Gandhinagar,
Taluka & District - Gandhinagar 382 355, Gujarat, India
E-mail: **ir@ia.ooo** | Website: **www.ia.ooo**