



Independent Auditor's Report

To the Members of Intellect Payments Limited

Report on the Financial Statements:

We have audited the accompanying Ind AS financial statements of **Intellect Payments Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Cash Flow Statement and the statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (the Act), with respect to the preparation of these Ind AS financial statements that gives a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimate that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these 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 provision of the Act and the Rules made there under.

We conducted our audit of 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 stand alone financial statements. The procedures selected depend on the auditor's judgment, including



the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the 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 flow 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 A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books:
 - c) The Balance sheet, Statement of Profit and Loss including the statement of other comprehensive income, the Cash Flow Statement and statement of changes in equity dealt with by this report are in agreement with the books of account:
 - d) In our opinion, the aforesaid standalone Ind AS financial Statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 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 B"; and
- g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has no pending litigations which impacts its financial position in its financial statements.
 - (ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.

Place: Chennai

Date: 04/05/18



For Sivasubramanian & Rao
Chartered Accountants
FRN: 003904S

S. Viswanathan
S. Viswanathan
Partner
M. No: 20572

Annexure – A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2018, we report that:

- (i) (a) The Company has no fixed assets
- (b) The Company has no fixed assets hence physical verification of fixed does not arise.
- (c) The company do not have immovable properties during the year, thus, paragraph 3(i) (c) of the Order is not applicable to the Company.
- (ii) the Company do not have any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted loans to corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Thus, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, goods and service tax, cess and other material statutory dues applicable to it.
According to the information and explanations given to us no undisputed amount payable in respect provident fund, employee 'state insurance, income tax, sales tax, service tax, customs duty, goods and service tax, cess and other material statutory dues were outstanding at the yearend for a period of more than six months from the date they became payable.
- (b) According to the record of the company, there no material dues sales-tax, wealth tax, service tax, customs duty, goods and service tax, cess are outstanding on account of any disputes.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.



(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid / provided for managerial remuneration. Hence provisions of section 197 read with Schedule V to the Act, paragraph 3 (xi) of the Order is not applicable.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Sivasubramanian & Rao
Chartered Accountants
Firm Registration No: 003904S



S. Viswanathan

S. Viswanathan
Partner
M.No. 20572

Place: Chennai

Date: 04/05/18

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of **Intellect Payments Limited** ("the Company") as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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



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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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.

Place: Chennai

Date: 04/05/18



For Sivasubramanian & Rao
Chartered Accountants
Firm Registration No: 003904S

S. Viswanathan
S. Viswanathan
Partner
M.No.20572

Intellect Payments Limited
Balance Sheet as at March 31, 2018
(All amounts in INR , unless otherwise stated)

Particulars	Note	Mar 31, 2018	Mar 31, 2017
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment			
Income tax assets (net)	3	3,651,058	-
CURRENT ASSETS			
- Cash and Cash equivalents	4	1,571,207	838,744
- Other financial assets	5	26,265,838	52,145,720
Other current assets	6	-	5,225,898
TOTAL		31,488,103	58,210,362
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Equity Share Capital	7	25,500,000	25,500,000
Other Equity	8	(87,141)	-
		25,412,859	25,500,000
CURRENT LIABILITIES			
Financial Liabilities			
- Trade payables	9	4,968,540	61,592
- Other financial liabilities	10	1,106,704	32,648,770
TOTAL		31,488,103	58,210,362

Corporate Information 1
Summary of significant accounting policies 2
The accompanying notes are an integral part of the financial statements

As per our report of even date
For Sivasubramanian & Rao

Chartered Accountants
Firm Regn No.003904S

S VISWANATHAN
PARTNER
Membership no : 20572



Place : Chennai
Date : 04-05-2018

For and on behalf of the Board

Govind Singhal
Director

Rajesh Saxena
Director

V.V.Naresh
Company Secretary

Intellect Payments Limited
Standalone Statement of Profit and Loss for the year ended March 31, 2018
(All amounts in INR , unless otherwise stated)

Particulars	Note	Year Ended March 31, 2018
Revenue from operations		41,010,578
Total Income		41,010,578
Expenses		
Other Expenses	11	40,647,719
Total Expenses		40,647,719
Profit before exceptional and extraordinary items and tax		362,859
Exceptional Items		
Profit before extraordinary items and tax		362,859
Extraordinary Items		
Profit before tax		362,859
Tax Expenses		
Income taxes - Current tax		450,000
- Earlier year provisions written back		
- Current tax		
- Adjustment of tax relating to earlier periods		
- Deferred tax		
- Fringe Benefit Tax		
- MAT credit entitlement(Current Year)		
- MAT credit entitlement (Earlier years)		
Profit/(Loss) for the year		(87,141)
Other comprehensive income		
Other comprehensive income for the year, net of tax		-
Total comprehensive income for the year, net of tax		(87,141)
Earnings per share		
(Equity shares par value INR 5 each)		
Basic		(0.00)
Diluted		(0.00)
Number of shares used in computing earnings per share		
Basic		25,500,000
Diluted		25,500,000

Note: Since this is being first year of P&L, previous year's figures are not provided
As per our report of even date

As per our report of even date

For Sivasubramanian & Rao

Chartered Accountants

Firm Regn No.0039048

S VISWANATHAN

PARTNER

Membership no : 20572

Place: Chennai

Date : 04-05-2018



Govind Singhal
Govind Singhal
Director

V.V.Naresh
V.V.Naresh
Company Secretary

For and on behalf of the Board

Rajesh Saxena
Rajesh Saxena
Director

Intellect Payments Limited
Financial Statements for the year ended March 31, 2018
(All amounts are in Rs., unless otherwise stated)

Statement of Changes in Equity for the year ended 31 March 2018

a. Equity Share Capital:

	No. of shares	Amount (INR)
Equity shares of INR 5 each issued, subscribed and fully paid		
As at 1 April 2016	100,000	500,000
At 31 March 2017	5,000,000	25,000,000
Issue of share capital	-	-
At 31 March 2018	5,100,000	25,500,000

b. Other equity



For the year ended 31 March 2018

Particulars	Reserves & Surplus				Items of OCI		Total Equity
	Securities premium	Share based payment reserves	General reserve	Retained earnings	Cash flow hedge reserve	Other items of other comprehensive income	
As at 1st April 2017	-	-	-	-	-	-	-
Exercise of share options	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	-
Profit/(Loss) for the year	-	-	-	(87,141)	-	-	(87,141)
Re-measurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-
Total Comprehensive Income	-	-	-	-	-	-	-
Issue of share capital	-	-	-	-	-	-	-
Exercise of share options	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	-
Transaction costs	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	-
Dividend distribution tax on cash dividend	-	-	-	-	-	-	-
Movement in cash flow hedge	-	-	-	-	-	-	-
As at 31st March 2018	-	-	-	(87,141)	-	-	(87,141)

Note: Since this is being first year of P&L account, previous year's figures are not provided

As per our attached report of even date
For Sivasubramanian & Rao
Firm Registration No. 0039045
Chartered Accountants

For and on behalf of the Board


Govind Singhal
Director

W.V. Naresh
Company Secretary


Rajesh Saxena
Director


S Viswanathan
Partner
Membership No. 20572



Place: Chennai
Date : 04-05-2018

Intellect Payments Limited

Cash Flow Statement for the year Mar 31, 2018

(All amounts are in Rs., unless otherwise stated)

Particulars	Mar 31, 2018	Mar 31, 2017
Cash flows from operating activities		
Profit / (Loss) before taxation	362,859	
Other comprehensive income	-	
Changes in Assets and Liabilities		
Decrease / (Increase) in trade receivables		
Decrease/(Increase) in loans and advances and other assets	31,105,780	(56,094,259)
Increase/(Decrease) in liabilities and provisions	(26,635,118)	31,433,117
Taxes paid	(4,101,058)	
Net cash from operating activities	732,463	(24,661,142)
Cash flows from financing activities		
Proceeds from share capital issued on exercise of stock options		25,000,000
Proceeds from securities premium on exercise of stock options	-	
Share application money pending allotment	-	
Finance charges	-	
Net cash used in financing activities	-	25,000,000
Exchange differences on translation of foreign currency cash and cash equivalents		
Net increase / (decrease) in cash and cash equivalents during the year	732,463	338,858
Cash and cash equivalents at the beginning of the year	838,744	499,885
Cash and cash equivalents at the beginning of the year		
Cash and cash equivalents acquired on Demerger pursuant to Scheme of arrangement	-	
Cash and cash equivalents at the end of the year/period	1,571,207	838,744

As per our report of even date

For Sivasubramanian & Rao

Chartered Accountants

Firm Regn No.003904S

S VISWANATHAN
PARTNER

Membership no : 20572



Place : Chennai

Date : 04-05-2018

For and on behalf of the Board

Govind Singhal

Director

V.V.Naresh

Company Secretary

Rajesh Saxena

Director

Intellect Payments Limited
Notes to the financial statements As on March 31, 2018
(All amounts are in Rs., unless otherwise stated)

1 Corporate Information

Intellect Payments Limited is a company domiciled in India and incorporated under the provisions of the Companies Act on 17th October 2015. The company has not started its commercial operations. Intellect Payments Limited is a subsidiary of Intellect Design Arena Limited.

2 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (IndAS) under the historical cost convention on the accrual basis. 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 AS101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section133of the Act, read with Rule7of the Companies (Accounts) Rules,2014 (IGAAP),which was the previous GAAP.

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

3 Income Tax Assets

Particulars	31-Mar-18	31-Mar-17
Advance income tax (Net of provision for tax)	3,651,058	-
TOTAL	3,651,058	-

4 Current financial Assets: Cash and Cash Equivalents

Particulars	31-Mar-18	31-Mar-17
Balance with banks		
- On current account	1,571,207	838,744
TOTAL	1,571,207	838,744

5 Current Other Financial Assets

Particulars	31-Mar-18	31-Mar-17
Advances recoverable in cash or in kind or for value to be received	6,785,146	52,145,720
Loans and advances to related parties (Unsecured, considered good)	15,850,649	-
Input tax credit receivable	3,630,043	-
TOTAL	26,265,838	52,145,720

6 Other current assets

	31-Mar-18	31-Mar-17
Preliminary Expenses	(0)	5,225,898
TOTAL	(0)	5,225,898

7 Share Capital

Particulars	31-Mar-18	31-Mar-17
(a) Authorised		
3,00,00,000 equity shares of Rs 5 each	150,000,000	150,000,000
Total Authorised Share capital	150,000,000	150,000,000
(a) Issued, Subscribed and Paid up		
5100,000 equity shares of Rs 5 each	25,500,000	25,500,000
Total Issued, subscribed and fully paid-up share capital	25,500,000	25,500,000

Of the total authorized capital of the company referred above, the company has issued only one class of equity shares having a face value of Rs.5 per share. Each holder of such equity share is entitled to one vote per share.

a) Shares held by Holding Company

5,099,994 Shares held by Intellect Design Arena Limited

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

5,099,994 Shares held by Intellect Design Arena Limited - 99.99%

8 OTHER EQUITY

Particulars	31-Mar-18	31-Mar-17
RETAINED EARNINGS		
Net Profit/(Net Loss) For the current year/period	-87,141	-
Amount available for appropriation	-87,141	-
TOTAL	(87,141)	-

9 Current Financial liabilities-Trade payables

Particulars	31-Mar-18	31-Mar-17
Creditors	4,968,540	61,592
TOTAL	4,968,540	61,592

10 Other Financial liabilities

Particulars	31-Mar-18	31-Mar-17
Payable to Related parties	-	32,089,877
Statutory payable	1,106,704	558,893
TOTAL	1,106,704	32,648,770

11 Other Expenses

Particulars	31-Mar-18	31-Mar-17
Payment to the auditors		
- Audit	40,000	-
Software packages, consumable and maintenance	1,971,600	-
Preliminary Expenses Written off	1,462,057	-
Software License	16,143,713	-
Communication expenses	20,942,382	-
Professional and Legal charges	27,420	-
Rent	60,000	-
Rates and taxes excluding Taxes on Income	75	-
Bank charges & commission	472	-
TOTAL	40,647,719	-

12 Preliminary Expenses to the extent not written off

Particulars	31-Mar-18	31-Mar-17
Opening Balance	5,225,898	1,277,360
Professional Charges	-	28,089
Audit Fees	-	25,000
Bank Charges	-	503
Rent	-	63,225
Print & Stationary	-	54,370
Software License cost	-	464,466
S/W Dev Chgs	-	3,321,500
Interest On Fd From Banks	-	(8,615)
Moved to Cenvat	(3,763,841)	-
Written off to P&L	(1,462,057)	-
TOTAL	-	5,225,898

13 Related Party Transactions

List of related parties:

A) Name of the related parties where control exists irrespective of whether transactions have occurred or not:

Intellect Design Arena Limited

B) The closing balance of related party transactions in the ordinary course of business are stated below:

Particulars	31-Mar-18	31-Mar-17
Sales made during the year	41,010,578	-
Balance due to / from related parties		
Intellect Design Arena Ltd., India		
Payables	-	32,089,877
Receivable	15,850,649	
TOTAL	15,850,649	32,089,877

14 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

As at March 31, 2018, the Company had no outstanding dues to Micro and Small enterprises (for March 31, 2017: Rs Nil). The list of Micro and Small enterprises was determined by the Company on the basis of information available with the Company. The Company also had no outstanding dues that require to be furnished under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

15 Previous year's figures have been regrouped wherever necessary to confirm to this year's Classification.

As per our report even date

For Sivasubramanian & Rao
Chartered Accountants
Firm Regn No.003904S

S Viswanathan
S VISWANATHAN
PARTNER
Membership no : 20572



Place: Chennai
Date : 04-05-2018

For and on behalf of the Board

Govind Pringhal
Govind Pringhal
Director

Rajesh Saxena
Rajesh Saxena
Director

V.V. Naresh
V.V. Naresh
Company Secretary