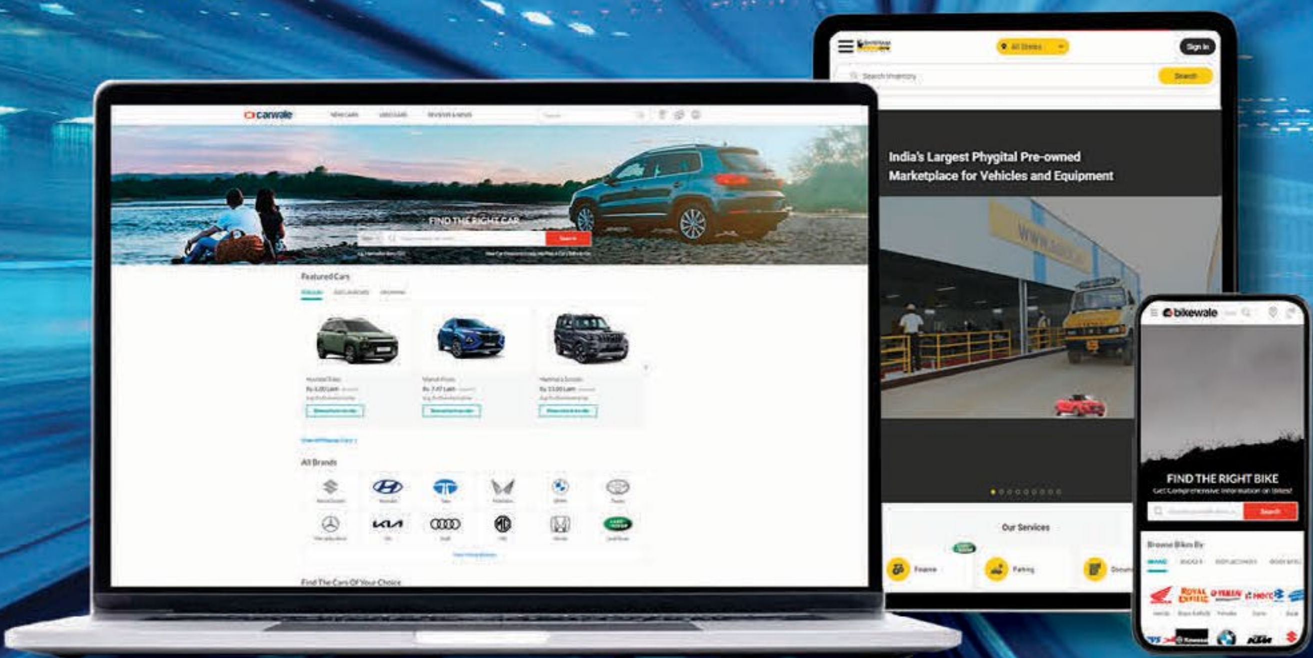
CarTradeTech

Transforming Automotive Buying and Selling through Digitalisation

Annual Report 2022-23



carwale bikewale CarTrade.com SHRIRAM Automall THE POWER OF CHOICE OLX ADROIT AUTO

ACROSS THE PAGES

Please view the investor-related information online at:
https://www.cartradetech.com/annual-report.html

Scan this QR code to navigate investor-related information:

Investor Information	
Market Capitalisation (as on March 31, 2023)	: ₹ 1,819.64 crores
CIN	: L74900MH2000PLC126237
BSE Code	: 543333
NSE Symbol	: CARTRADE
ISIN	: INE290S01011
AGM Date	: September 27, 2023
AGM Venue	: Video Conferencing or Other Audio - Visual Means
Website	: https://cartradetech.com/
Email ID	: investor@cartrade.com

TRANSFORMING AUTOMOTIVE BUYING AND SELLING THROUGH DIGITALISATION

With digitalisation permeating every sphere, we relentlessly focus on addressing the prevailing challenges associated with automotive buying and selling through technology-driven solutions.

The intricate and fragmented nature of the automotive ecosystem has given rise to numerous complexities in the process of purchasing and selling vehicles. Having identified the necessity for a unified platform capable of seamlessly interconnecting the various facets of the automotive world, we embarked on a mission to simplify the automotive buying and selling experience.

Today, we take immense pride in serving over 3.4 crores of monthly visitors across our platforms, helping them discover, and enabling them to buy and sell vehicles. Through strategic collaborations with OEMs, financiers, and automotive dealers, we provide a truly integrated experience for our customers. Inspired by the boundless potential of technology, we strive to continue **Transforming Automotive Buying and Selling through Digitalisation.**

Key Numbers that Define Us

Delivering at Scale

3.4 crores
Average Monthly Unique Visitors[1]

86%
Organic Unique Visitors[1]

11+ lakhs
Auction Listings

200+ locations
Physical Presence

Profitable Growth

₹ 427 crores
Revenue

20%
Y-o-Y Revenue Growth

₹ 125 crores
Adjusted EBITDA[2]

₹ 40 crores
PAT

Robust Balance Sheet

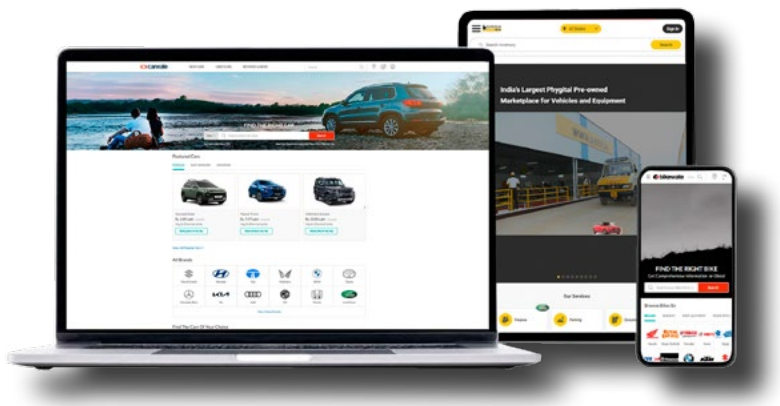
ASSET LIGHT
Business

ZERO
Debt

₹ 1,100+ crores
Liquid Funds

[1] We define a monthly unique visitor as an individual who has visited our websites or apps (CarWale, CarTrade, and BikeWale) within a calendar month, based on data as measured by Google Analytics and Firebase. If an individual accesses more than one of our websites and apps within a given month, the first access to each website or app by each such individual is counted as a unique visitor. Percentage of Organic Unique Visitors = Average monthly unique organic visitors as a percentage of the sum of average monthly unique organic visitors and average monthly unique visitors from paid sources. If a visitor has visited through both organic and paid sources, then such visitor will get counted as unique under both categories. We define organic monthly unique visitors as an individual who has visited our websites (CarWale, CarTrade and BikeWale) within a calendar month from sources other than paid sources.

[2] Adjusted EBITDA is calculated as profit before tax, plus depreciation, amortisation expenses and finance costs and share based payments to employees.



Letter from the Chairman and Managing Director

Digitalising Automotive Buying and Selling

We have acquired OLX's Classifieds and Auto Transactions business in India aiming to build the country's largest automotive platform. This transaction solidifies our presence in the classifieds space, allowing us to garner approximately 6.8 crores average monthly unique visitors and 3.2 crores listings annually.

Dear Stakeholders,

As we progress in our journey of connecting the automotive world, we are delighted to bring to you our 2nd Annual Report post listing. In a world increasingly defined by digital connectivity, we stand proud as architects of transformative change within the automotive value chain. Our foundation is built upon the synergistic ecosystem we have created fostering meaningful engagements across stakeholder groups. At the heart of our efforts lies technology, empowering us to scale to new heights and reshaping the automotive landscape at every juncture.

Navigating Success

Recognising the key challenges associated with the fragmented nature inherent in the automotive market, we began our journey of transforming automotive buying and selling. Prospective vehicle buyers lacked access to a unified platform that could serve as a one-stop destination for discovering potential dealers or sellers. This, combined with the wave of digitalisation in India, prompted us to seize the opportunity and develop a platform devoted to streamlining the automotive buying and selling experience.

Moreover, a marketplace was absent for consumers and institutions seeking to sell their vehicles at prices aligned with prevailing market rates. Identifying the need for a central platform, facilitating seamless and transparent transactions between consumers and dealers, we took the initiative to construct our proprietary auction platform.

Ever since our inception, we have expanded our business both organically and through strategic acquisition of leading brands. We are firmly committed to extending our value proposition, providing an integrated experience to all our customers. By fostering partnerships with leading financiers, we aim to empower automotive buyers with the ability to fulfil all their needs through our digital ecosystem. Our data-driven solutions ensure the cultivation of meaningful engagements, enabling consumers to seamlessly discover their desired solutions with ease. As we rise to meet the growing need for convenience, we fortify our digital marketplace by embracing AI-driven vehicle recommendations and virtual showrooms, thereby transforming the car-buying experience.

The Year at a Glance

FY 23 proved to be a significant year of accomplishment, with both revenue and adjusted EBITDA reaching all-time highs for the second consecutive year. Our revenue stood at ₹ 427 crores, showcasing a solid 20% year-on-year growth. Furthermore, our performance was exemplified by the remarkable growth in adjusted EBITDA, which witnessed a 28% year-on-year increase, rising from ₹ 97 crores in FY 22 to ₹ 125 crores in FY 23. Talking about profitability, our reported Profit After Tax (PAT) for FY 23 was ₹ 40 crores.

One of the notable achievements this year was the expansion of our consumer business, driven by the remarkable 136% growth in revenues in our used car business, as well as the 26% revenue growth in the new car segment. Throughout FY 23, revenue from used cars accounted for 16% of our total consumer group revenues, compared to 9% in FY 22.

With regard to our remarketing business, our auction listings stood at over 1.1 million, spanning across 134 Automalls and online auction platforms. Our in-house technology is built to accommodate the substantial volumes of hybrid auctions, encompassing diverse vehicle categories, supply sources, and geographical regions.

Our brand's strong affinity reflects in our standing as the number one car and two-wheeler auto portal in India, having surpassed our competitors in terms of relative online search popularity on Google Trends. Furthermore, our brands continue to gain traction, with an average monthly unique visitors count of 3.4 crores during Q4 FY 23, of which 86.30% were organic unique visitors.

Currently, we have a presence across 200+ physical locations, including Automalls and absure outlets, and we are driving industry innovation through our unique phygital auction format. Inorganic growth remains a key part of our strategy, and we strive to ensure adequate liquidity for acquisitions. Our cash balance for the year stood at ₹ 1,100+ crores, complementing our debt-free and profitable status and further contributing to the overall financial health of our business.

3.4 crores

Average Monthly Unique Visitors

20%

Y-o-Y Revenue Growth

Unlocking Our Potential

An array of diverse opportunities has inspired us to capitalise on emerging trends, strengthening our market position. At a time when technology shapes consumer behaviour, we are committed to evolving with the changing business landscape. In line with this commitment, we acquired OLX's Classifieds and Auto Transactions business in India, aiming to build the country's largest automotive platform. This transaction solidifies our presence in the classifieds space, allowing us to garner approximately 68 million average monthly unique visitors and 32 million listings annually across all our platforms. Furthermore, this strengthens our ability to drive powerful network effects across various stakeholders in the automotive value chain. We are dedicated towards innovating our offerings, while enhancing efficiencies across the automotive value chain.

As customer convenience continues to take centre stage, our seamless one-click experience elevates the automotive buying and selling experience. In view of these trends, we are keen on strengthening our value proposition, leveraging the robust foundation we have built. Encouraged by the exciting prospects that await, we are well-prepared to adapt and thrive, ensuring our offerings remain at the forefront of the evolving automotive industry.

Closing Note

Looking forward, we are inspired by the immense potential of our addressable market. Our technological expertise continues to set us apart, allowing us to consistently enhance user experiences through our digital solutions. We pride ourselves on having ignited a positive shift, transforming the conventional approach of visiting multiple dealers before making a vehicle purchase. Our foundation of trust and commitment to customer centricity has propelled us forward, enabling us to embrace any challenges that emerge.

To conclude, I would like to thank our stakeholders, whose steadfast support has fuelled our success. The passion and belief within our CarTrade ecosystem stay robust, driving us to maintain our course and deliver on our commitments. With the conclusion of another promising year, we are excited to continue this transformative journey and eagerly embrace the road that lies ahead.

Warm Regards,

Vinay Vinod Sanghi
Chairman and Managing Director

Our Journey

Our vision is to create a global digital automotive ecosystem that provides a unique and superior customer experience.

2010
- Introduced B2B and C2B Auctions

2012
- Launched CarTrade.com and CarTradeExchange.com
- Created a marketplace for new and used cars

2014
- Secured investment from Warburg Pincus, a leading global private equity firm

2015
- Secured investment from March Capital, a top-tier venture capital and growth equity firm

2016
- Acquired CarWale and BikeWale
- Secured investment from Temasek Holdings, a global investment company
- Secured investment from JP Morgan, a global leader in financial services

2017
- Expanded our services by acquiring Adroit Auto
- Introduced inspection and valuation services for used vehicles

2018
- Acquired stake in Shriram Automall
- Started Phygital (online and offline) auctions

2021
- Pioneered as the first auto portal to be listed in August 2021
- Launched CarWale abSure

2023
- CarTrade Tech acquired OLX India's Classifieds and Auto Business in India

About Us

Digitally Empowering the Automotive Value Chain

Our multichannel auto platforms serve as facilitators, connecting new and used automobile customers, vehicle dealerships, OEMs, and other businesses, streamlining the process of buying and selling vehicles with utmost ease and efficiency. Our vision revolves around the creation of a dynamic automotive digital ecosystem, seamlessly linking the various stakeholders forming the automotive value chain.

CREATING A VIRTUOUS CYCLE

Building Synergies through Meaningful Engagement

Our technology led platforms aim to add value to each stakeholder in the automotive ecosystem. By leveraging data-driven insights, we aspire to deliver personalised experiences to our customers, thereby benefitting the numerous stakeholder groups forming the automotive buying and selling value chain.

Through our platforms and a wide range of solutions, we have successfully expanded our reach and presence, ensuring comprehensive coverage across diverse vehicle types and value-added services.

#1
Car and Two-wheeler Auto Portal in India

11+ lakhs
Auction Listings

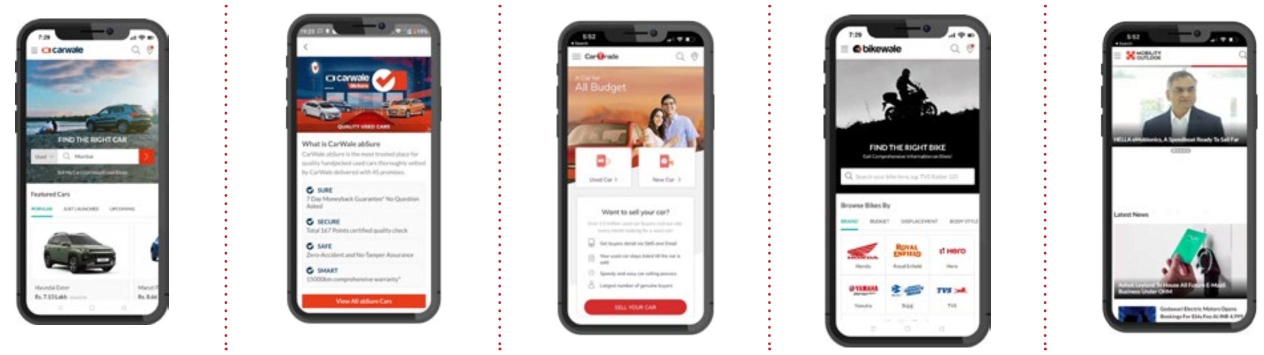
200+
Physical Locations

House of Brands

CarTradeTech

Consumer Group I New and Used Vehicles

carwale | carwale abSure | CarTrade.com | bikewale | MOBILITY OUTLOOK

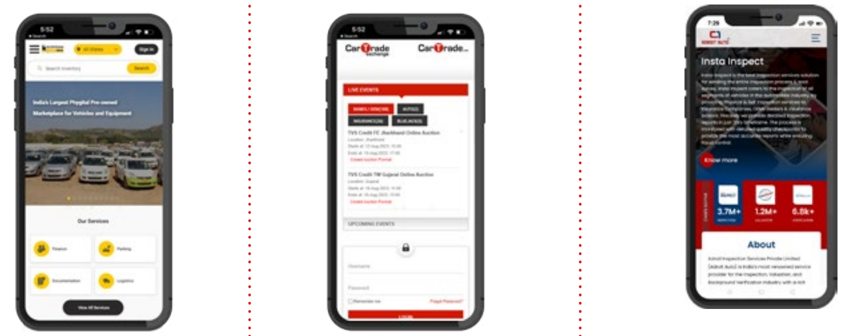


Seamless online platforms for customers, dealers, and OEMs, facilitating the effortless buying and selling of new and used vehicles. These platforms are supported by state-of-the-art tech-enabled ERP and CRM solutions.

Mobility-focussed industry intelligence

Remarketing I Auction Platforms

SHRIRAM Automall | CarTrade exchange | ADROIT AUTO



Online-offline auction platform catering to consumers, business sellers, dealers, and fleet owners.

Inspection and valuation services for insurance companies, banks, and other financial institutions.

Harnessing Our Potential

Inspired by the immense potential that the digital automotive market offers, we aspire to harness our capabilities to maximise the most promising opportunities in which we see synergies. With technology at the forefront of our operations, we are committed to reaching unprecedented heights, building brands that are synonymous with convenience, quality, and excellence.

1 Promising Operating Landscape

The digital automotive market is a thriving one, driven by the advantageous demographics of our nation. Our country's strengthening technological infrastructure has paved the way for endless possibilities, and we are eager to seize the most promising opportunities. With rising income levels and an increasingly robust manufacturing sector, we stand on the verge of becoming the third-largest automobile industry in the world in terms of volume by FY 25.

US$ 14 billion

Total Addressable Market

2 Technology-Driven Business Model

Leveraging our technological capabilities, we seamlessly function through multiple platforms, catering to a wide array of stakeholders. The asset light nature of our business has enabled us to operate at a greater scale and parallelly generate sufficient cash to fund strategic acquisitions. Moreover, leveraging data-driven insights enables us to elevate customer experience through curated solutions while providing valuable information to key players in the automotive value chain.

ASSET LIGHT MODEL

₹ 125 crores

Adjusted EBITDA

₹ 427 crores

Revenue during FY 23

3 Strong Brand Identity

Our brand enjoys exceptional visibility and a strong affinity among consumers. We take great pride in aligning our brand with values of trust and quality, as we relentlessly work towards revolutionising the process of buying and selling new and used vehicles. Our approach has enabled us to instill confidence within our consumers, driving increased consumption across all our platforms.

HIGHEST

Index Score Amongst Peers on Google Trends

carwale

bikewale

4 Synergistic Network Effects

As our digital marketplaces gain increasing traction, we leverage the valuable insights gathered to enhance the utility of our data and analytics platforms. This strategic approach enables us to deliver superior experiences, attracting and retaining a larger base of automobile customers throughout the vehicle buying and selling journey. These actions lead to network effects, fostering stronger engagement and loyalty among stakeholders, thereby creating formidable entry barriers for potential new market entrants.

3.4 crores

Average Monthly Unique Visitors

11+ lakhs

Auction Listings

86%

Organic Unique Visitors

5 Entrepreneurial Management Team

Our Chairman and Managing Director, Vinay Vinod Sanghi, spearheads our Company with an impressive track record of over 32 years in the automobile industry. The capable support of our experienced leadership team has allowed us to establish a strong foundation based on teamwork, agility, and entrepreneurship. Emphasising our commitment to an entrepreneurial culture, we manage each entity as an independent profit centre, exemplifying our dedication to fostering innovation and self-reliance.

32+ years

Automobile Industry Experience

6 Robust Balance Sheet

Our robust balance sheet is characterised by our asset-light structure for efficient scaling without substantial cost implications. Furthermore, our debt-free status adds to the financial strength of our business. We dedicatedly ensure ample reserves of liquid cash to facilitate inorganic growth initiatives, reflecting our commitment to maintaining a stable financial position.

ZERO

Debt

₹ 1,100+ crores

Liquid Funds

Innovating with Purpose

Our technology platforms enable us to leverage consumer insights to foster meaningful engagements across a variety of stakeholder groups. By capitalising on emerging technologies such as machine learning and artificial intelligence, we continuously advance our proprietary pricing, marketing, and inventory technology to enhance the experience we offer.

Better insights resulting in improvements in product and user experience

- Dealers
- Consumers
- OEMs and Other Partners

Data Mining

- On site user behaviour
- Auction buying and bidding patterns
- Consumer/Dealer buying and selling patterns
- Insights from digital marketing
- Auto transactions
- Vehicle registration records
- Demographic information
- Macroeconomic data
- Qualitative dealer, OEM, and consumer feedback

via Multiple Platforms

- carwale
- bikewale
- CarTrade.com
- SHRIRAM automall – THE POWER OF CHOICE
- CarTrade exchange
- ADROIT AUTO

is used to create Proprietary Solutions

Consumer Solutions

- Search technology advanced filters
- Sale conversion
- Personalised ads
- Recommendation tool
- Vehicle pricing
- Real time and personalised financing

Dealer/OEM/Institutional Solutions

- CRM solutions
- Optimal online ads
- Dealer management systems (DMS)
- Auction technology
- Call centre solutions
- Dynamic inspection/ Valuation

Better experience and product leads to a higher number of participants

Board of Directors

Introducing the Board

Guided by our visionary leadership, we are dedicated to unlocking the vast potential of the market, propelling us towards a strong growth trajectory.

M C M M M

Vinay Vinod Sanghi

Chairman and Managing Director

Over 32 years of experience in the automobile industry

M M C

Aneesha Bhandary

Executive Director and CFO

16 years of experience in the field of finance

M

Victor Anthony Perry III

Non-Executive and Non-Independent Director

Former president and chief executive officer of TrueCar, Inc.

M C

Lakshminarayanan Subramanian

Non-Executive and Independent Director

An ex-IAS, he has served as a Secretary in Ministry of Home Affairs

C M

Kishori Jayendra Udeshi

Non-Executive and Independent Director

Former deputy governor of the Reserve Bank of India from June 2003 to October 2005

C M M

Vivek Gul Asrani

Non-Executive and Independent Director

Over 27 years of experience in setting up distribution networks, manufacturing systems and overall people and process management

50%
Independent Directors

37+ years
Average experience of Board Directors

33%
Women Directors

Audit Committee
Risk Management Committee
Stakeholders Relationship Committee
Nomination and Remuneration Committee
Corporate Social Responsibility Committee
Ⓒ Chairman Ⓜ Member

Leadership Team

Entrepreneurial Management Team

Our management team features individuals with extensive industry expertise. With a desire to scale CarTrade to unprecedented heights, the team fosters an innovative and entrepreneurial culture within the organisation.

23+ Years

Average Experience of Leadership Team

13+ Years

Average years of Association with CarTrade Tech

Vinay Vinod Sanghi

Chairman and Managing Director

Qualification

Bachelor's degree in commerce from the University of Bombay

Experience

Vinay Sanghi is the founder and the driving force of CarTrade Tech since its inception in 2009. He has been instrumental in building the vision of our Company and taking it from a start-up to a leading automotive marketplace. With more than three decades in the ecosystem, Vinay has established a standard of excellence in the auto industry. Previously, he was the CEO of Mahindra First Choice Wheels. Currently, he is also serving as an Independent Director of HDFC Ergo General Insurance Company Ltd.

Association with CarTrade:

14 years

Aneesha Bhandary

Executive Director and CFO

Qualification

Chartered Accountant, CFO Certification Programme from IIM Kolkata

Experience

Aneesha joined CarWale in 2015. She has been instrumental in taking our Company public. Aneesha had a 9-year stint with S. R. Batliboi & Co. LLP (Ernst & Young) as a statutory auditor and has over 16 years of experience in the field of finance.

Association with CarTrade:

8[1] years

Banwari Lal Sharma

CEO, Consumer Business

Qualification

Bachelor's degree in engineering (Computer Science and Engineering) from Rajiv Gandhi Technical University, Bhopal, MP

Experience

Banwari is a founding member of CarWale since 2004. Under his leadership, he has steered CarWale to become a leading automotive marketplace. He has over 19 years of experience in building product, tech, and business solutions for the auto ecosystem.

Association with CarWale:

19[2] years

Sameer Malhotra

CEO, Shriram Automall India Limited

Qualification

Bachelor's degree in commerce from University of Delhi, Post Graduate diploma in financial management from Sardar Patel College of Communication and Management.

Experience

Sameer is a founding member of Shriram Automall with over 33 years of experience. In the last decade, he has led Shriram Automall to become India's largest and most preferred used vehicle auction platform. Previously, he was employed with Ritchie Bros.

Association with SAMIL:

13[3] years

Vikram Alva

Chief Strategy Officer

Qualification

Bachelor's degree in engineering from the University of Pune, post graduate diploma in management from the Institute of Management Development and Research, Pune, India

Experience

Vikram was previously employed with Tata International Limited, Webneuron Services Limited (JobsAhead.com) and Solutions Integrated Marketing Services Private Limited (Solutions DIGITAS). He has 26+ years of experience in building businesses, product management, and marketing.

Association with CarTrade:

11 years

Akshay Shankar

Chief Product Officer

Qualification

Master's degree in science (with honours) from University of Twente, Netherlands

Experience

Akshay has 16+ years of experience in product management across consumer and enterprise software. He started his career at ABN AMRO Central Enterprise Services Private Limited. He was also one of the founders of the CarTradeIndia.com portal in 2007.

Association with CarTrade:

14 years

[1] Aneesha Bhandary joined Automotive Exchange Private Limited (an erstwhile subsidiary which was subsequently amalgamated with our Company)
[2] Banwari Lal Sharma joined Automotive Exchange Private Limited (an erstwhile subsidiary which was subsequently amalgamated with our Company)
[3] Sameer Malhotra is the Chief Executive Officer and Whole Time Director of Shriram Automall India Limited, our material subsidiary company

Key Performance Indicators

Nurturing Growth

Aneesha Bhandary
Executive Director and CFO

During FY 23, we recorded our highest-ever revenues with a Profit After Tax (PAT) of ₹ 40 crores, sustaining our robust growth trajectory. Our businesses continue to grow, benefitting from the recovering consumer sentiments in the economy and innovations which we do.

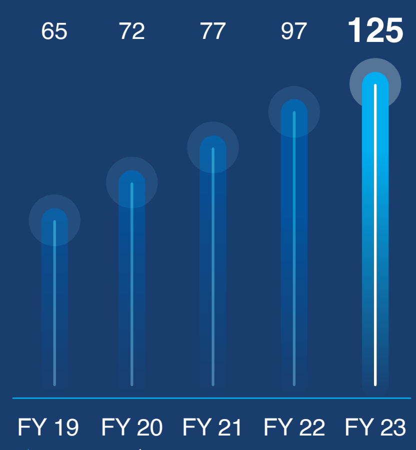
Technology has been a key enabler, allowing us to deliver at a greater scale, resulting in consistent profit growth. Additionally, our strong brand affinity is reflected in the robust operational performance we have maintained throughout the year. This, coupled with our healthy balance sheet supported by our debt-free status, has ensured the stable financial health of our organisation.

Financial Parameters

Revenue (₹ in crores)

19% ↑ 10%

Adjusted EBITDA (₹ in crores)



28% ↑ 14%

Liquid Funds (₹ in crores)

5% ↑ 27%

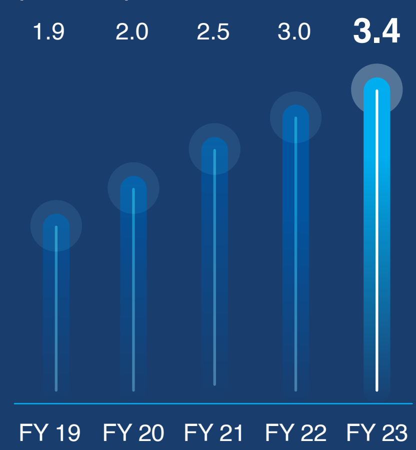
Y-O-Y growth ↑ 5-year CAGR

₹ in crores

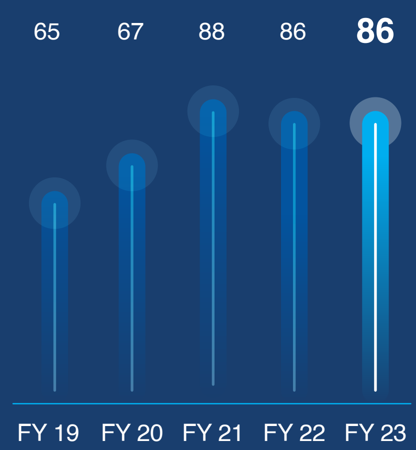
	FY 19	FY 20	FY 21	FY 22	FY 23
Adjusted PAT	**37**	**40**	**46**	**56**	**80**
Less: ESOP Adjustments	12	13	7	185*	28
Less: Deferred Tax Adjustments	(1)	(4)	(64)#	(7)	12
PAT	**26**	**31**	**104**	**(121)**	**40**

Operational Parameters

Average Monthly Unique Visitors (in crores)



Organic Unique Visitors (%)



Auction Listing (in lakhs)

*ESOP adjustments of ₹185 crores is a non-cash share based payment expenses as per the provisions of Ind-AS 102 'Share-Based Payments'. This included ₹ 145 crores in relation to 1,500,000 options that were granted on March 31, 2021 having a vesting period of 1 year and were fully vested as at March 30, 2022.

#Till March 31, 2020, the Company did not recognise deferred tax asset ('DTA') on the timing differences mainly arising from brought forward losses and unabsorbed depreciation due to the absence of reasonable certainty in accordance with Ind-AS 12. Pursuant to the changes in the Finance Bill 2021, goodwill of a business or profession is not to be considered as depreciable asset and no depreciation to be allowed in any situation for assessment years beginning on April 1, 2020. Depreciation on goodwill was one of the larger components contributing to accumulation of losses till foreseeable future for the Company. Given this proposed change in law, the Company has revised its estimate with respect to utilisation of certain portion of its brought forward losses and unabsorbed depreciation relating to earlier years, to the extent it can be offset against future taxable profits and has accordingly recorded a Deferred Tax Asset during year ended March 31, 2021 in view of reasonable certainty based on revised estimates due to change in law.

Consumer Group

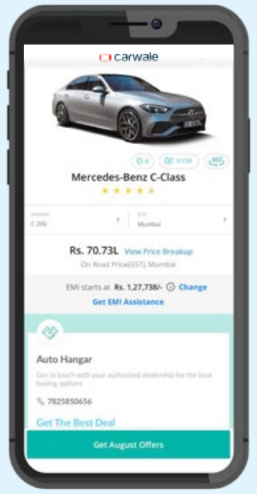
Automotive Buying and Selling made Effortless

Our platforms offer a seamless and user-friendly experience, empowering our customers to navigate the automotive buying and selling experience effortlessly. Through our technology-driven solutions, we add value not only to potential buyers and sellers but also the numerous stakeholders forming the automotive value chain.

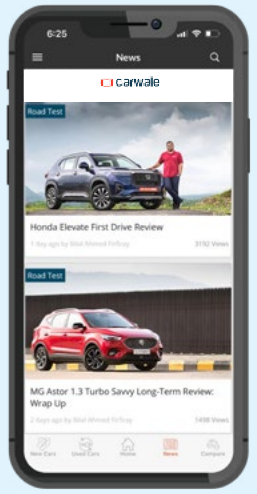
By equipping users with the right tools, we empower them to embark on their automotive journey with ease. Our customer experience revolves around essential elements such as research, enquiry, auto finance, and trade-in services. By enabling customers to make well-informed decisions, we garner significant amounts of traction across our platforms.

Vehicle Finder

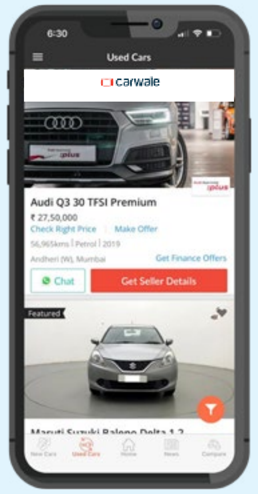
Details



Reviews

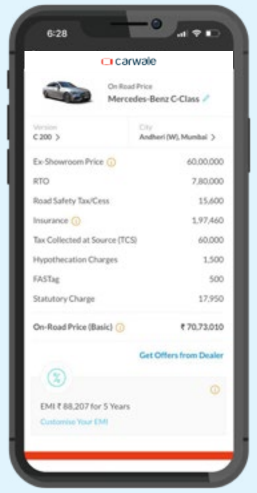


Listings

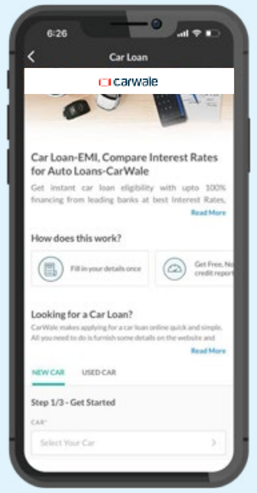


Connect and Buy

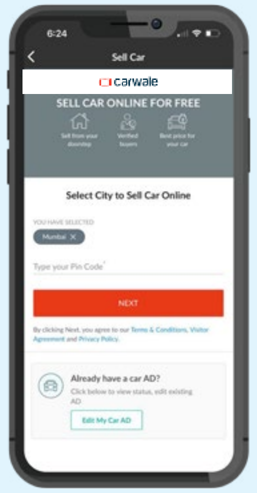
Price Quote

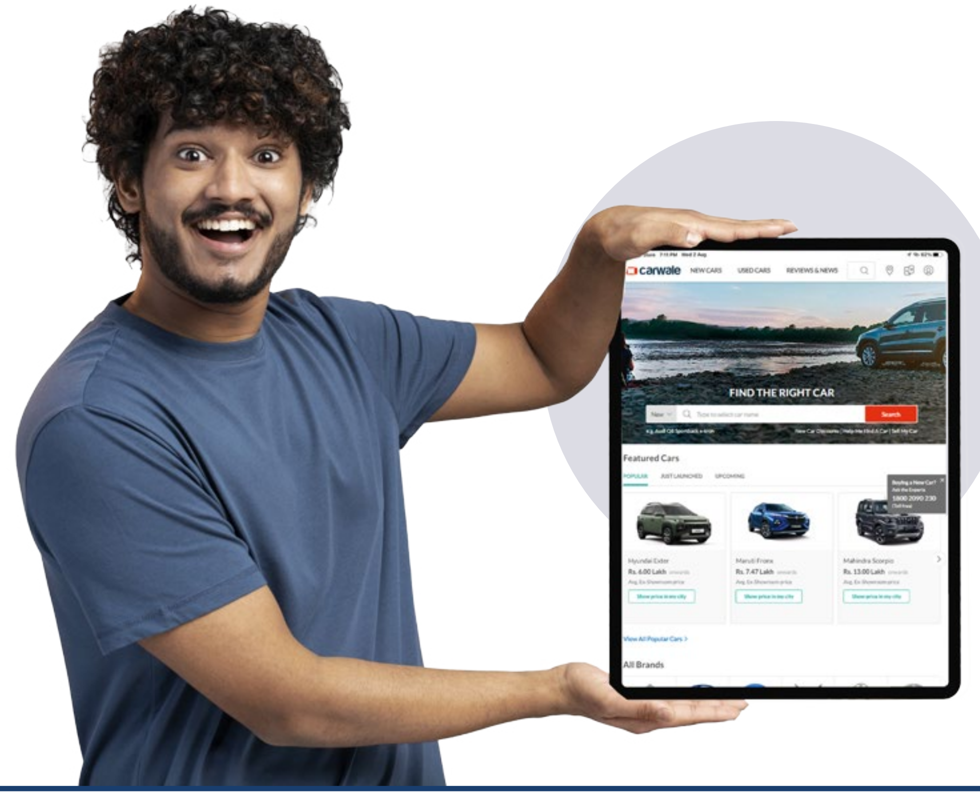


Financing



Trade-in Solutions





Our distinctive value proposition resides in our ability to provide solutions that cater to the needs of the 3.4 crore average monthly unique visitors that engage with us across our various platforms. Our consumer group specialises in providing media services to various automotive stakeholders, including manufacturers, dealers, financiers, and auto ancillaries. Due to the substantial traffic our platforms attract, our partners can effectively shape their brand perception through a variety of promotional campaigns utilising our robust technological infrastructure.

Our Consumer Group Offerings

Lead Generation

Help OEMs ands dealers get enquiries for their cars and bikes

Branding and Content

Innovative media and branding solutions for OEMs, dealers, auto ancillary companies, and financiers to target consumers looking to buy a car/two-wheeler

Generate Sales

Work with OEMs and dealers to generate sales of cars and bikes

Consumer Insights

Gain insights on consumer buying sentiments and preferences to help build strategies for the future

Value-Added Services

Assisting OEMs, dealers, and financiers with value-added services such as price guides, auto finance, and last mile delivery

Technology Solutions

End-to-end tech solutions for OEMs, banks, and dealers

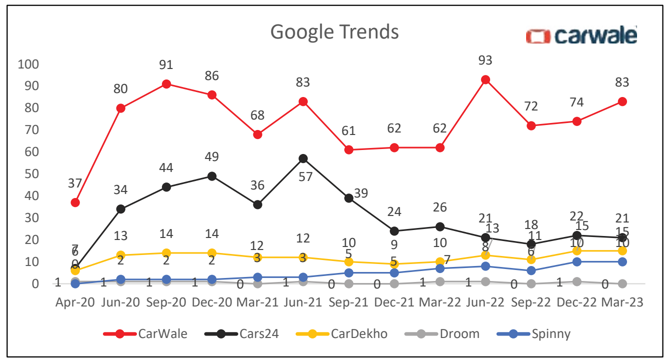
Consumer Group

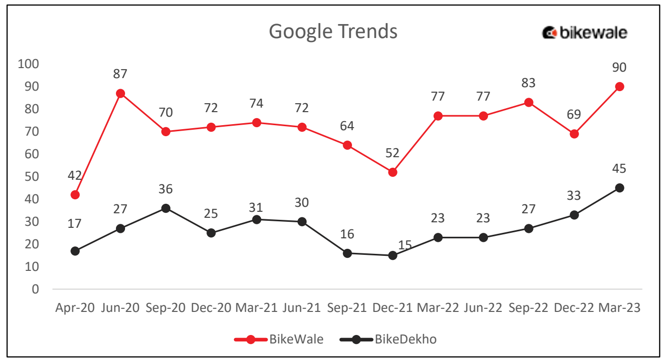
Personalising Customer Experience

With our technology-enabled services, finding new and used vehicles to buy and sell becomes simple as we connect the automotive world with ease. We have leveraged data-driven insights and fostered partnerships with stakeholders across the automotive value chain, driving personalised and integrated experiences for our customers.

Building an Organic Consumer Base

Leadership on Relative Online Search Popularity





Google Trends - Relative Search Interest (April 2020 - March 2023)

86%

Organic Traffic

HIGHEST INDEX

Score among Competitors

BRANDS

Synonymous with Trust, Quality and Reliability

3.4 crores

Average Monthly Unique Visitors

Our Approach to Unlocking Value

Our consumer group platforms provide tailored solutions that make it easy for customers to find their desired vehicles. As our platforms gain more popularity, we gather valuable insights for OEMs, dealers, banks, and other financial institutions. Our consumer group generates revenue by:

- Catering to the unique advertising needs of the digital automotive market by running paid advertisements and marketing campaigns for OEMs, dealers, banks, insurance companies, and other financial institutions
- Generating and sharing customer leads with business partners

₹ 213 crores

Revenue

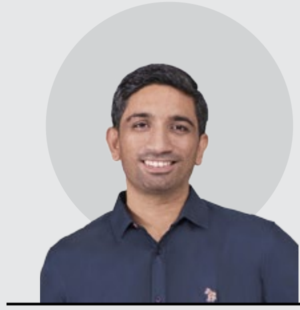
48%

Of Total Revenue

36%

Revenue Y-o-Y Growth

Shaping Our Future



Banwari Lal Sharma
CEO, Consumer Business

As India embraces the digital era, we are driven by the boundless potential of technology. In the last year we have made significant progress towards digitalising the automotive industry. A very high percentage of new and used car dealers today use our technology tools to manage at least a part of their customer journeys. While it's a multi-year journey, our efforts on online vehicle finance and online retail have started to show early results. Our own platforms and industry-best tools continue to get better at helping auto consumers make better decisions on buying and selling vehicles.

The strong growth in revenue and profit that the consumer group saw in the last year came on the back of our ability to leverage our core strength of attracting consumers organically and improve monetisation across our business lines. We believe there is ample headroom for growth in both these aspects for many years to come.

As we execute watertight operations, the automotive industry is now staring at the end of the huge demand-supply gap it saw in the last two-three years. We believe this will give us tailwinds and help grow faster.

Key Initiatives

Simplifying Buying and Selling

Through sustained investments in technology, we are constantly seeking innovative ways to enhance the customer experience and streamlining their journey even further.

CarWale abSure

Create a world-class online-offline buying experience for used cars with the perfect blend of technology and retail presence.

Integrated Offerings

By nurturing partnerships with leading financiers, we aspire to empower our customers by enabling them to facilitate a larger part of their automotive journey through our digital platforms.

Consumer Group: Auto Finance

One-click Auto Finance

We have established strategic partnerships with leading financial institutions to provide our customers with effortless access to a wide array of auto finance options. By offering integrated solutions, we aim to strengthen our bond with our valued customers and support them through the entire lifecycle of their automotive purchasing journey.

The prevalent information asymmetry in the Indian markets concerning financing options presents significant growth potential as finance becomes more accessible to all. To address the complexities involved in securing finance, we integrate a diverse range of financing options into our platforms. With a strong commitment to simplifying the challenges faced by our customers, we dedicate ourselves to leveraging our expertise and providing seamless solutions.

Additionally, our advanced technological prowess enables us to extend our auto-finance technology to OEMs and dealers as a software as a Service (SaaS) solution. This way, we ensure that our innovative solutions benefit a wider network of automotive stakeholders.

Our Vision for Auto Finance

Striving to create India's #1 digital auto loan marketplace with a seamless customer experience

CONVENIENCE

Instant Auto Loan Approvals

CHOICE

Multiple Banks and NBFCs

CUSTOMISED OFFERS

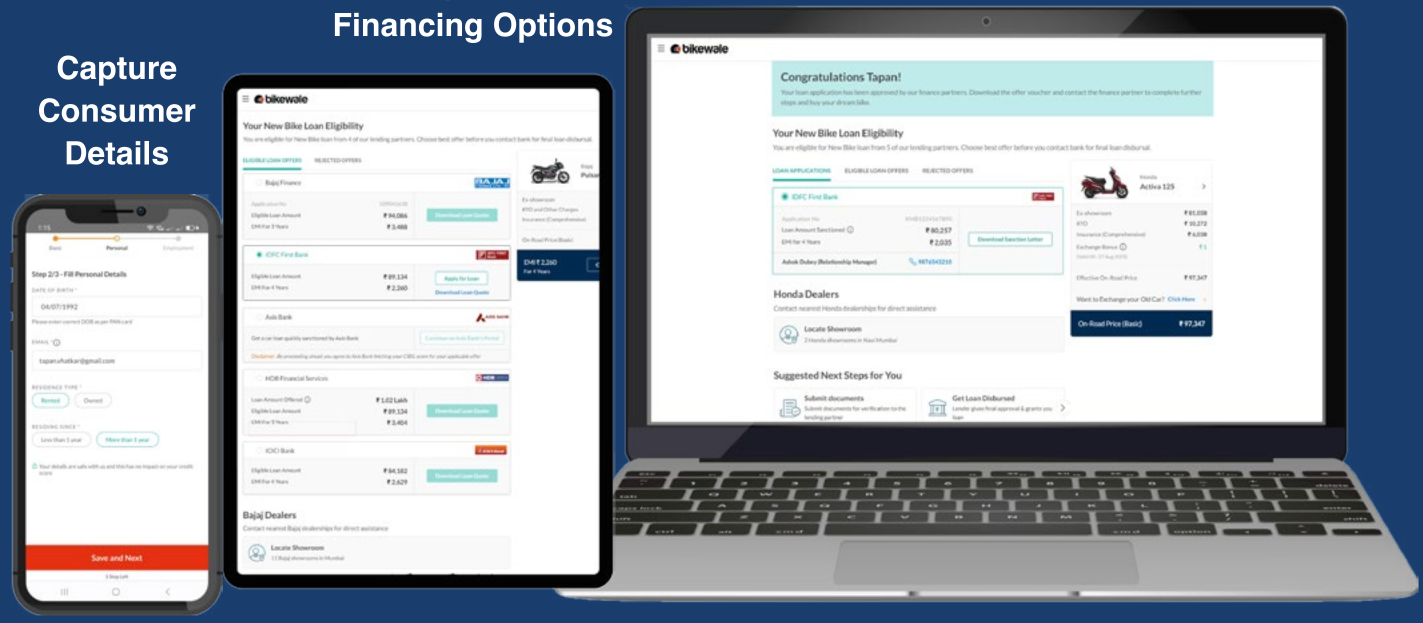
Innovative Products

Our Auto Finance Process

Capture Consumer Details

Multiple Bank Financing Options

Sanction Letter



Bank Partnerships

By fostering partnerships with prominent financial institutions, we aspire to offer our consumers seamless solutions across the entire spectrum of auto finance. We have nurtured relationships with several of our bank partners that include:

Consumer Group: CarWale abSure

Buying Quality Cars Made Simple and Accessible

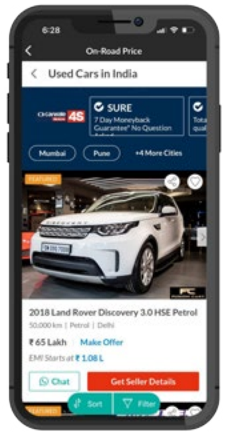
The expansive and intricate nature of the used-car market in India presents numerous challenges. CarWale's abSure solution adeptly addresses these issues, enhancing the overall vehicle purchasing journey.

"CarWale abSure represents a transformative approach to the used-car buying experience, placing 'Peace of mind' at its heart. This distinctive proposition aims to deliver a seamless 'one-click experience' with a quality assurance akin to a new car purchase. Additionally, it introduces an extended return window, revolutionising how customers buy used cars. With CarWale abSure, we bring the superior convenience of digital car searching, allowing you to find your ideal car with ease. Furthermore, we complement this digital journey with the option to complete the buying experience at one of our branded showrooms.

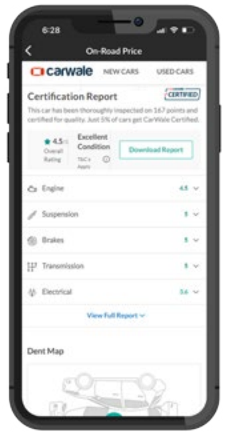
Abhishek Patodia
President - CarWale Used Cars

Online Used-Car Shopping Experience

CarWale abSure delivers an exceptional online experience, allowing customers to enjoy an effortless shopping journey.

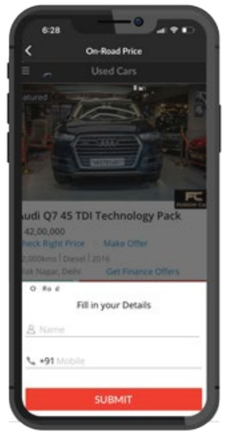


Find the Car



Certification Report

Peace of Mind



Book It

Serving Our Customers

Through our robust infrastructure, meticulous processes, and commitment to the 4S promise, we establish a trustworthy environment that ensures the quality of used vehicles sold on our platforms.

CarWale abSure 4S Promises

SURE	SECURE	SAFE	SMART
7-Day money-back guarantee, no-questions asked	167 Point certified total quality check	Zero accident and no-tamper assurance	15,000 Km comprehensive warranty

Adding Value to Our Dealer Partners Through

- Brand association, experience, and increased customers
- Procurement and selling expertise and access to our ecosystem
- Providing cutting-edge technology
- Best-in-class processes and reviews

Our Dealers Share their Experiences

We have had a fantastic experience with CarWale AbSure. What truly sets CarWale apart is the AbSure Certification, coupled with the comprehensive warranty. This combination instills a high level of trust in our customers, making it easier for us to sell more cars confidently.

PRASAD KOLA
Business Head - Shaman Used Cars

CarWale abSure has a professional and knowledgeable team. With the abSure certification, customers become more confident about the genuineness of the product, which increases our chances of closing leads. Additionally, our Key Account Manager provides great support to our dealership by following up on and closing leads, as well as imparting knowledge to customers regarding warranties.

YATIN SHETH
Trident Cars, Mumbai

It has been a very pleasant experience collaborating with the CarWale team. They have been actively engaged in daily support, assisting us in our routine operations. Their team takes a keen interest in aiding our executives with day-to-day tasks and is consistently available to address any issues that arise. Moreover, they excel in effectively communicating our concerns to higher levels. The commendable and appreciable support we receive from their front-line team is truly remarkable.

S. K. JINDAL
Cars4u, Noida

Hear from Our Valued Customers

I would like to share my car purchase experience, which was quite pleasant. I recently bought a used vehicle through Talbros Motors, a dealer associated with CarWale AbSure. The process was stress-free, and they helped me find a vehicle that perfectly met my needs.

KRITEEKA
Jamshedpur

I received my XUV700 from Classic Automotives, a dealer I connected with through CarWale AbSure, and I must say, the experience was truly exceptional. The staff was not only good, but also incredibly helpful throughout the process. I was impressed by the swift delivery which arrived in just three days, and it was in impeccable condition.

ADNAN KHAN
Bengaluru

Thanks to the CarWale platform, I had the opportunity to connect with the Kinship Automobiles Team, from whom I purchased a new Wagon-R CNG. The exceptional mileage, comfort, and smooth ride that I am enjoying are certainly worth expressing gratitude for. I appreciate everyone involved in making this car-buying experience such a pleasant one.

AMLENDU S. RANJAN
Delhi

Remarketing

Redefining the Auction Experience -‘Phygital Auction’

As a key player in the auto auction industry, we take pride in offering comprehensive, efficient, and well-structured auctions and related services for all vehicle types. We lead the way with our groundbreaking ‘Phygital Auction’ format, which seamlessly integrates online and offline elements, accompanied by real-time video streaming and bidding of vehicles. Our innovations have significantly transformed the landscape of auction events in the industry.

11+ lakhs
Auction Listings During FY 23

134
Automalls

Facilitating sales of all types of used vehicles

- Cars
- Commercial Vehicles
- Three-Wheelers
- Farm Equipment
- Two-Wheelers
- Construction Equipment

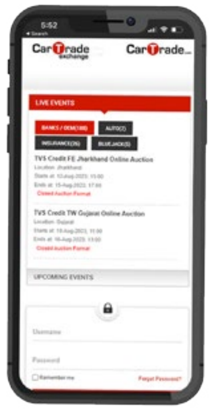
and used by stakeholders in the auto value chain

- Consumers
- Insurance Companies
- Dealers
- Financial Institutions
- OEMs
- Fleet Operators

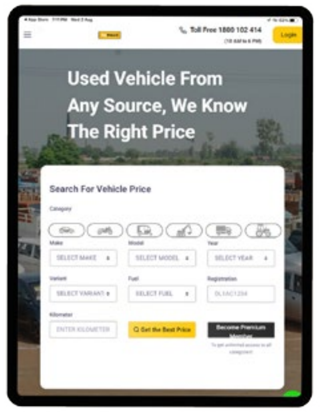
Auction services for buyers to procure vehicles

AutoMall

Online auction



Price guide

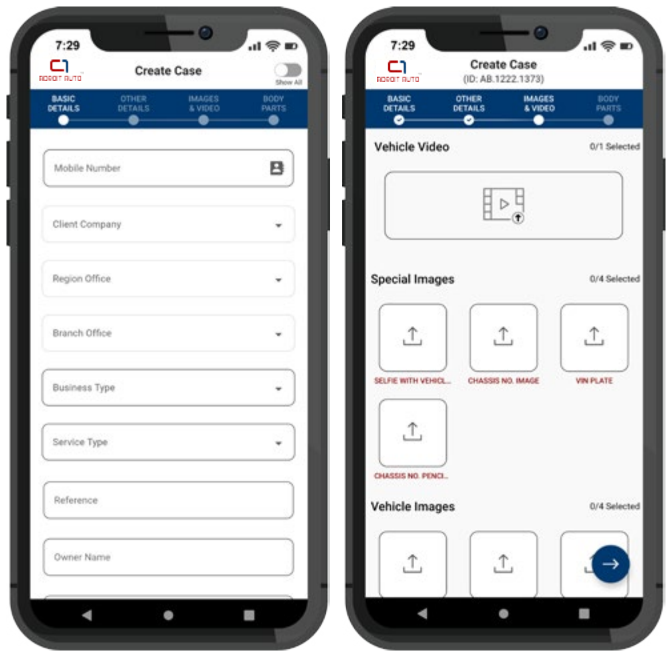


Our online platforms and phygital automalls are present throughout India, offering auction services. Additionally, we provide value-added services, like our price guide tool, to assist both buyers and sellers.

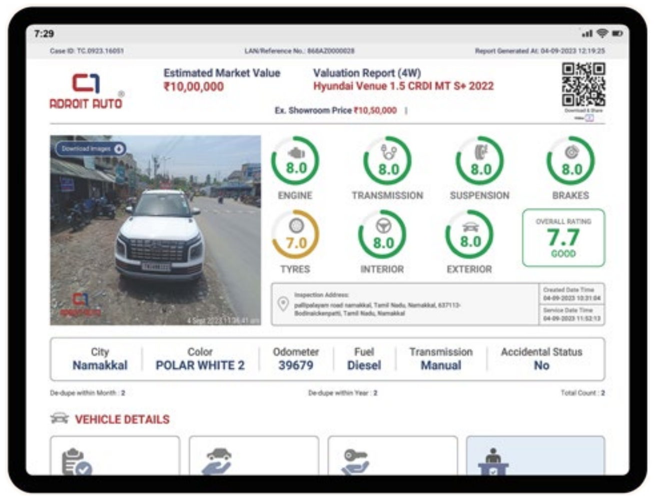
ADROIT AUTO™

Inspection and Valuation Services

Our dynamic mobile app for on-site inspections and valuations serves insurance companies and banks, among others.



Inspection



Valuation Report

Remarketing

One Platform. Countless Opportunities.

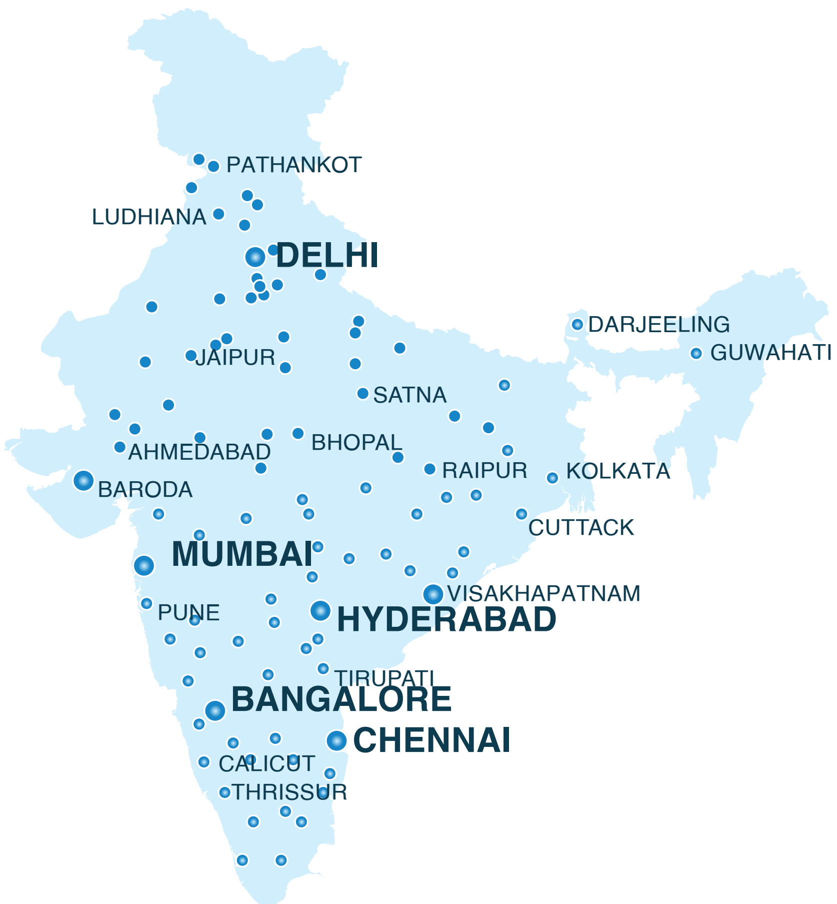
Our remarketing business, comprising our renowned brands Shriram Automall India Ltd. (SAMIL), CarTrade Exchange and Adroit Auto provides a unified online and offline platform. This platform facilitates auctions for a wide range of vehicles, including cars, two-wheelers, three-wheelers, commercial vehicles (CVs), personal vehicles, farm equipment and construction equipment, catering to the needs of consumers, banks, financial institutions and insurance companies.

Value Proposition

- Large and wide range of inventory
- Quick and efficient buying and selling
- Transparent process
- Pan-India phygital presence
- Good price realisation

134

Automalls



Our Approach to Unlocking Value

Our dedicated auction platform SAMIL offers transparent bidding solutions, including physical and online formats, one-stop auto finance and negotiated deals. These options cater to the acquisition and disposal of a wide range of pre-owned assets, spanning passenger vehicles, commercial vehicles, construction and industrial equipment, tractors, agricultural machinery, three-wheelers and two-wheelers. Our revenue generation model relies on the monetisation of the integrated solutions we provide. Our remarketing business generates revenues from:

- Commissions and fees from auctioning and remarketing used vehicles for a diverse clientele, including retail customers, banks, financial institutions, insurance companies, OEMs, leasing companies, and fleet operators.
- Technology-based services to OEMs, dealers, banks, financial institutions, and insurance companies, generating additional revenue streams.
- Commissions and fees for allied services such as inspections and valuations.

₹ 223 crores	52%	9%
Revenue	Of Total Revenue	Revenue Y-o-Y Growth

Shaping Our Future

Sameer Malhotra
CEO, Shriram Automall India Limited

"For over a decade, Shriram Automall India Limited (SAMIL) has been a pioneering force in phygital auctions for pre-owned vehicles and equipment in India. With a wide presence across 120+ cities and towns, our network enriches experiences for buyers and sellers. Through offline and online platforms, we offer transparency, fair pricing, and a range of services, all geared toward customer satisfaction. Our legacy thrives as we create a unified phygital marketplace, blurring geographical lines under 'One India, one-click market'. Our phygital auctions blend the physical and digital, enhancing vehicle ownership delight. Furthermore, ThePriceX, our innovative price prediction engine of used vehicles and equipment, ensures informed decisions based on accurate market insights.

Key Initiatives

Strategic Partnerships

We aim to ensure a steady supply of vehicles by reinforcing our strategic tie-ups with OEMs and dealers. Additionally, we are keen on enhancing our customer offerings to increase our retail supply.

Foster Buyer Engagement

Our goal is to foster deeper relationships with our buyers by elevating the quality of service we offer. We aim to achieve this through the implementation of loyalty programmes and other promising initiatives.

Technology-Led Services

Our commitment to investing in technology and services, such as pricing tools (PriceX), logistics, and documentation, remains steadfast. This dedication ensures that individuals and dealers from all corners of the country can conveniently purchase vehicles from another state or territory.

Pioneering Ahead with Our Competitive Edge

The automotive ecosystem is ever-evolving, and we are committed to leveraging our competitive edge to spearhead its advancement in the future. At the core of our operations lies innovation and technology, empowering us to seek collaborations with businesses that can contribute value, nurturing the growth of the digital automotive industry. We are dedicated to driving progress and embracing opportunities that lie ahead on this exciting journey.

Our Competitive Edge

1. Leading Marketplace for Automotive Sales with a Synergistic Ecosystem
2. Brands and Customer Experience Driving Powerful Network Effects
3. Proprietary End-to-End Technology Platforms
4. Focus on Data Science to Provide Superior Solutions
5. Profitable and Scalable Business Model
6. Entrepreneurial Management Team

Track Record of Successful Acquisitions

carwale | bikewale | SHRIRAM Automall | ADROIT AUTO | OLX

Our Focus Areas

Looking ahead, we aspire to operate at a greater scale, strategically prioritising our consumer group and remarketing business. Our focus extends to exploring potential in franchising, auto finance, and electric vehicles, all while leveraging technology to enhance our capabilities and drive success in these domains.

1 Consumer Group
- New Cars
- Used Cars
- Two-Wheelers

2 Auto Finance and Insurance
- Auto Finance
- Auto Insurance
- Leasing
- Subscription

3 Retail and Franchising
- CarWale abSure
- Retail Offerings

4 Remarketing
- Retail Auctions
- Business Auctions
- Trade In
- Inspections

5 Software Services (SaaS)
- Domestic Market
- International Market

6 Others
- Electric Vehicles
- Ownership/Rideshare
- Connected Vehicles
- Emerging Trends

₹ 1,100+* crores
Liquid Funds

3.4 crores
Average Monthly Unique Visitors

11+ lakhs
Auction Listings

200
Physical Locations

*Subsequent to year-end, on August 11, 2023, CarTrade Tech acquired OLX India business for ₹ 536 crores (refer page 34)

Acquisition of OLX India's Classifieds and Auto Business in India.

At CarTrade, we dedicatedly pursue opportunities to strengthen our presence by maintaining ample liquidity for strategic acquisitions. Through the acquisition of OLX's Classifieds (Auto and Non-Auto) and Auto Transactions business in India, our aim is to build the country's largest automotive platform and used classifieds platform. We aspire to harness the technological synergies and consumer strength across all our brands, simplifying and enhancing the used vehicle buying and selling experience for our automotive customers.

#1

Used Classifieds Portal (100 million+ App downloads)

35+ million

Average Monthly Unique Visitors

32+ million

Used Listings across Categories

olx

"OLX is one of the strongest brands in the online classifieds space and we are really excited to acquire such a strong brand and work with such a talented team. With this synergistic acquisition of OLX Classifieds and OLX Auto in India, built with cutting-edge technology, we can offer our customers a diversified classifieds portfolio and simplify the way used vehicle buying and selling is done. This transaction makes us a leading player in the classifieds space, with approximately 68 million average monthly unique visitors and 32 million listings annually. This acquisition will help us generate lasting value for all our stakeholders.

Vinod Sanghi
Chairman and Managing Director – CarTrade Tech

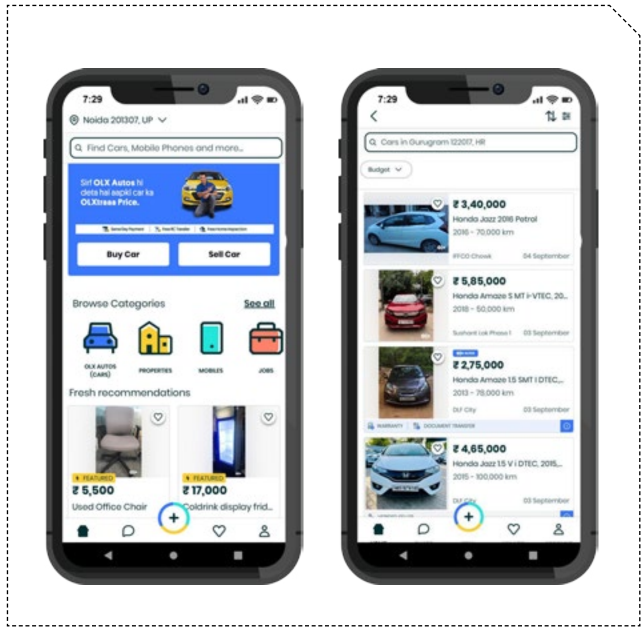
OLX India operates in 12 broad categories. Some of the major categories include:

Cars | Two-Wheelers | Real Estate | Mobiles | Electronics and Appliances | Jobs and Services | Furniture | Others

Simplified Solutions for Buyers and Sellers

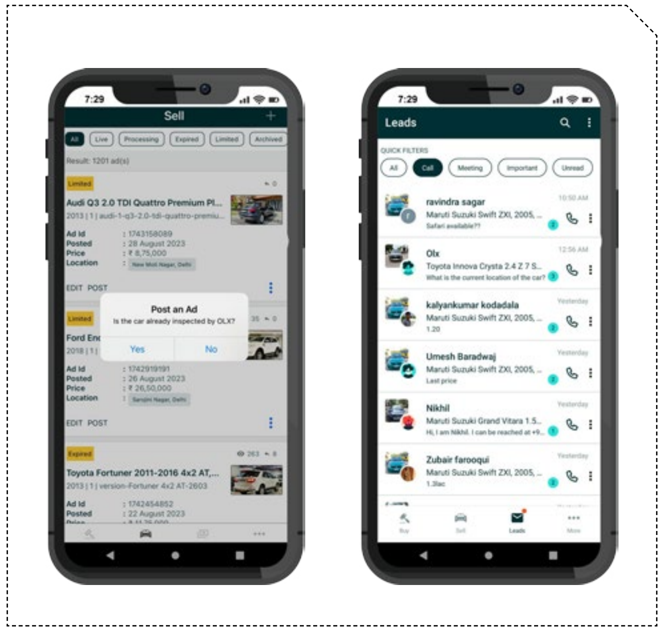
Through OLX we provide technology-driven solutions that empower us to deliver a seamless customer experience to both buyers and sellers as they engage with our classifieds platform. The following table captures some of the key value additions we offer to both buyers and sellers:

Buyers



Categories | Huge Choice

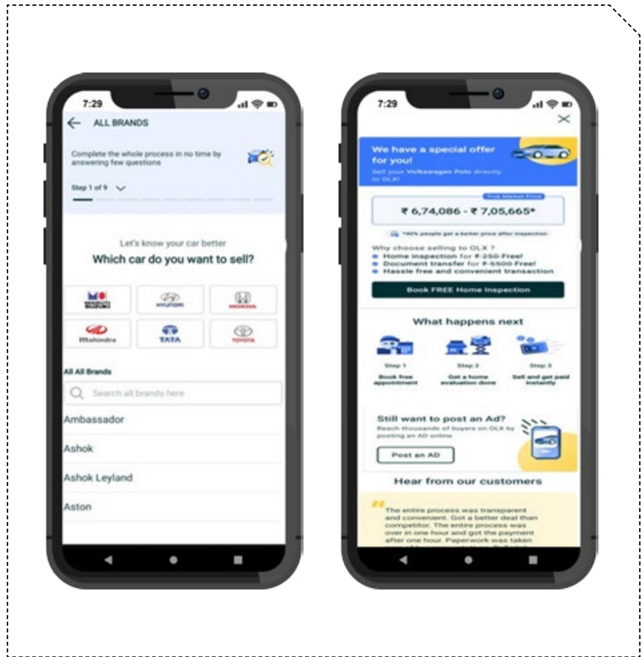
Sellers



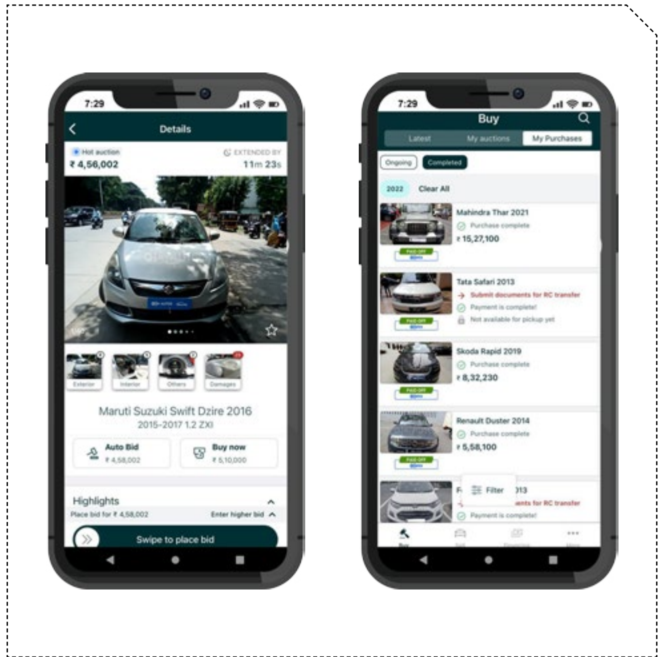
Ad Posting | Enquiries

OLX Auto: Navigating the C2B Transaction Process

Our tech-enabled platform streamlines the sale of used cars, offering simplicity and efficiency. Our C2B approach centres on auctioning customer cars to dealers, creating seamless interactions that address key pain points in the automotive buying and selling process.



Consumer Seller



Auction Buyer

Management Discussion and Analysis

1. Company Review

CarTrade Tech Limited is a multi-channel auto platform with coverage and presence across vehicle types and value-added services. We offer a variety of solutions across the automotive transaction value chain such as the buying, selling, marketing, valuation and financing of new and pre-owned cars, two-wheelers, commercial vehicles and farm and construction equipment. We operate through several platforms: CarWale, CarTrade, Shriram Automall, BikeWale, CarTrade Exchange and Adroit Auto. Our platforms enable new and used automobile customers, vehicle dealerships, vehicle OEMs and other businesses to buy and sell their vehicles in a simple and efficient manner.

Our Platforms

CarWale and CarTrade

CarWale and CarTrade provide research services to customers looking for new and used cars and connect them with dealers, OEMs and other partners to sell and buy cars.

In addition, we engage with financing and automotive ancillary companies to offer their products and services.

BikeWale

BikeWale provides research services to customers looking for new and used two-wheelers and connects them with dealers, OEMs, and other partners to sell and buy two-wheelers.

In addition, we engage with financing and automotive ancillary companies to offer their products and services.

Mobility Outlook

Mobility-focused industry intelligence - offering insightful perspectives on the entire mobility ecosystem all in one place.

CarTrade Exchange

CarTrade Exchange is an online auction platform and a used vehicle enterprise resource planning ('ERP') tool. It is used by consumers, business sellers, dealers, and fleet owners to sell vehicles to automotive dealers and fleet owners. Automotive dealers also use CarTrade Exchange to manage their processes for procurement, inventory management, and customer relationship management ('CRM').

Shriram Automall

Shriram Automall is an auto auction platform which facilitates sales of pre-owned cars, two-wheelers, commercial vehicles, three-wheelers, and farm and construction equipment.

Adroit Auto

Adroit Auto offers vehicle inspection and valuation services used by insurance companies, banks, and other financial institutions.

The 4S Promise of CarWale abSure

CarWale abSure addresses challenges faced by buyers in the used car market. Under this platform we provide quality cars with great service standards.

Sure
We offer a 7-day moneyback guarantee on all vehicles sold

Secure
We run 167-point certified quality checks on all vehicles sold

Safe
We offer a zero-accident and no-tamper assurance on all vehicles sold

Smart
We offer a 15,000 km comprehensive warranty on all vehicles sold

We operate under two key segments:

Consumer Group

Our consumer business comprises CarWale, BikeWale and CarTrade where we provide platforms for consumers to research and connect with dealers, OEMs, and other partners to buy and sell new and used vehicles. In addition, we engage with financing and automotive ancillary companies to offer their products and services on these platforms.

Remarketing

Our remarketing business comprises Shriram Automall, CarTrade Exchange and Adroit Auto. At Shriram Automall and CarTrade Exchange, we provide retail sellers, automotive dealers, financial institutions, insurance companies, fleet and individual operators, leasing companies, OEMs and other institutional sellers with fast and convenient solutions to sell their used vehicles at scale. It facilitates sales of pre-owned cars, two-wheelers, commercial vehicles, three-wheelers, and farm and construction equipment. Adroit Auto provides vehicle inspection and valuation services utilised by insurance companies, banks, and other financial institutions.

1.1 Strengths

Leading Marketplace for Automotive Sales with a Synergistic Ecosystem

Our custom-built platforms provide an intuitive vehicle buying and selling experience. We offer a variety of solutions across the automotive transaction value chain from discovery and research tools, pricing and auto financing information to connecting consumers with dealers and OEMs for both used and new vehicle purchases. We believe that our end-to-end model allows us to offer a superior solution and experience to all stakeholders, while reducing our cost of operations and enhancing our ability to offer complementary products and services and derive multiple revenue streams from a single customer. We have a large digital and physical presence through our platforms. Our physical and digital reach allows us to utilise insights by combining data from our various platforms and derive synergistic benefits for our business. For example, we use data collected from offline and online transactions on CarWale, CarTrade, CarTrade Exchange, and Shriram Automall, to get insights into vehicle pricing and leverage price and supply differences across India.

Brands and Customer Experience Driving Powerful Network Effects

Our brands are trusted by automotive buyers and sellers. Our consumer business platforms, CarWale and BikeWale ranked number one in relative online search popularity compared to our competitors. In the remarketing business, our platform, Shriram Automall is one of the leading used vehicle auction platforms based on the number of vehicles listed for auction. This is a testament to the strength of our brand and the association of trust, quality, and reliability with our products and services.

Proprietary End-to-End Technology Platforms

Our end-to-end technology platform has been developed by our in-house team and allows our business model to be scalable and flexible. We leverage our technological capabilities by guiding our customers on their vehicle search, enabling better price discovery, and providing efficient inventory management solutions for used car dealers and institutional sellers.

Focus on Data Science to Provide Superior Solutions

Our platforms give us the ability to analyse vehicle sales using data science and proprietary algorithms based on a number of factors, including vehicle-specific information on automotive transactions, vehicle registration records, consumer buying patterns and behaviour, demographic information, and macroeconomic data. The popularity of our platforms allows us to have a large dataset on vehicles in India and help mine accurate insights about vehicle purchasing and selling behaviour in India.
We leverage the data collected on our platforms to provide pricing tools, product reviews and market insights and reports to consumers, dealers, financial institutions and OEMs through our web and mobile user interfaces. We also rely on insights from our quantitative data analysis to maximise operational metrics. For example, our data allows used car dealers to make educated buying decisions and guides new car dealers in executing trade-ins. We also use data science to maximise relevance of our digital advertisements to visitors on our platforms.

We believe that our data analytics-driven decision-making provides us with a key competitive advantage in designing offerings which can be deployed to third parties such as dealers, OEMs, fleet owners, financial institutions, and other stakeholders. We believe that our optimal usage of data also results in superior products and services for our customers, increased business efficiencies for us and our customers, and thus increased profitability for our Company.

Profitable and Scalable Business Model

Our business model, enabled by our proprietary technology, has made us the first and only automotive digital platform to become profitable in 2019.

We operate on an asset-light business model, operating across 134 automalls, a large majority of which we lease or rent from third parties. Our growing scale has resulted in a decrease in the share of fixed costs. We undertake significant investment in building our digital platforms that can manage considerably increased offerings in a highly capital-efficient manner. Further, we use cash on our balance sheet for strategic acquisitions.

Entrepreneurial Management Team

We have a capable management team with significant industry experience. Our key managerial personnel have an average tenure of thirteen years with us. We are led by our Chairman and Managing Director, Vinay Vinod Sanghi, who has over 32 years of experience in the automobile industry. Under his leadership, our Company has made several strategic acquisitions and successfully integrated these businesses. Our efforts have created a distinct entrepreneurial structure within our organisation, with each of our business lines being managed as an independent profit centre. We strive to motivate our management team by providing them with employee stock options, thereby enabling a strong alignment of their interests with our performance. As a result, we have developed a skilled and experienced pool of talent across our engineering, customer experience, and design, technology, and other departments.

2. Economic Review

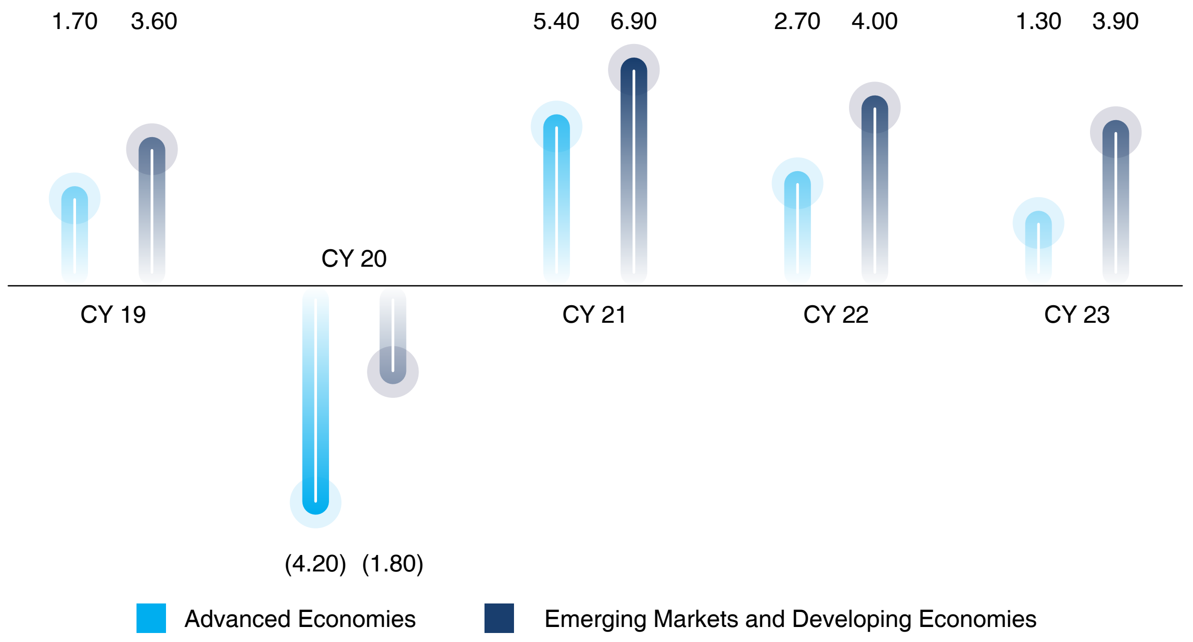
2.1 Global Economy

The global economy is on a positive trajectory towards recovery after enduring the pandemic and conflict between Russia and Ukraine. China, particularly, is experiencing a robust rebound following the reopening of its economy. Between CY 22 and CY 23, advanced economies experienced a slowdown in real GDP growth, with rates dropping from 2.70% to 1.30%. In contrast, emerging markets and developing economies exhibited more steadfast growth, maintaining a growth rate of 4.00% in CY 22 and a projected 3.90% in CY 23. While the slowdown of advanced economies raises concerns about potential challenges, the consistent and resilient performance of emerging markets and developing economies signifies their relative strength during this period.

Outlook

The outlook for the global economy remains uncertain as it navigates through a combination of challenges and opportunities. Heightened global financial conditions pose a potential risk of debt distress in emerging markets. Therefore, restoring price stability and mitigating the burden of living costs have become focal points for economies. Embracing a multi-lateral approach is expected to expedite progress and propel economic growth.

Real GDP Growth (Annual % Change)



(Source: World Economic Outlook (April 2023))

2.2 Indian Economy

India's economy has experienced impressive growth over the past decade, solidifying its position as a global leader in information technology services, pharmaceutical manufacturing, and agricultural production. The Economic Survey of FY 23 anticipated a growth rate of 7%, which was surpassed as the Indian economy expanded by 7.2% during the year. This growth was primarily driven by strong performances in the manufacturing, services, and agriculture sectors. Manufacturing grew by 1.3%, services by 8.4%, and agriculture by 4% in FY 23.

To sustain and enhance this growth, the Government prioritised infrastructure development and social welfare programmes, resulting in a noteworthy capital expenditure of ₹ 7.28 lakh crores, marking a substantial increase of 35.4% in FY 23 over the previous year. Despite challenges like inflation resulting from the Russia-Ukraine conflict and rising commodity prices, the implementation of fiscal policies and timely hikes in the policy repo rate by the Reserve Bank of India (RBI) played a vital role in stabilising the economy.

(Source: Ministry of Statistics and Programme Implementation, Reserve Bank of India, Ministry of Agriculture and Farmers Welfare)

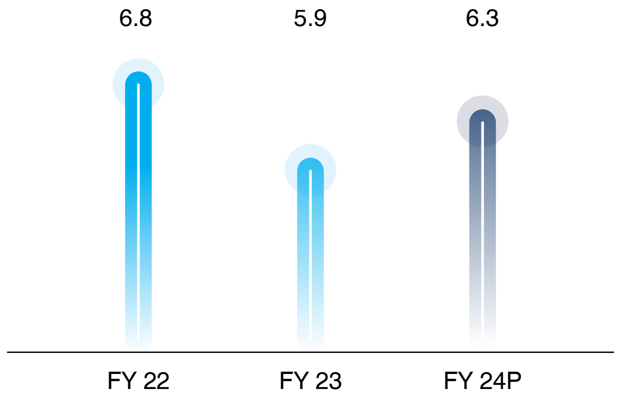
Outlook

The Indian economy is expected to continue its robust trajectory in FY 24, with the RBI projecting a GDP growth rate of 6.5%. India's economy is poised for sustained progress and advancement, leveraging its strengths and effectively addressing challenges. With a rapidly growing population, a diverse and skilled workforce, a thriving technology sector, and a rich cultural heritage, India has the potential to emerge as a formidable presence in the global economy. This positive outlook is supported by key growth drivers such as increased infrastructure spending, large Government schemes like the National Infrastructure Pipeline (NIP) and Gati Shakti, and India's demographic dividend with a young population. Ongoing policy measures and initiatives aimed at furthering digitalisation, manufacturing, modern agriculture, and self-reliance are fostering sustained economic development. This outlook reflects confidence in the ongoing measures and initiatives aimed at fostering sustained economic development.

(Source: Reserve Bank of India)

India's Growth Projections

Real GDP growth (Annual % Change)



3. Industry Review

As a digital automotive platform, we are closely intertwined with the broader digital and e-commerce megatrends, the Indian automotive industry, and the auto-tech sector.

3.1 India's Digital and E-commerce Trends

India's digital landscape has witnessed remarkable growth, driven by increased internet and smartphone penetration. The 'Digital India' programme has played a pivotal role in this expansion. The number of active internet connections, having reached to 759 million in CY 22, are projected to reach 900 million by CY 25. The smartphone user base is predicted to reach 1 billion by FY 26. The increase in internet connections and smartphone users will make it easier for people to access digital services and products. This will lead to an increase in demand for e-commerce platforms, online shopping, and other digital services.

Currently, online retailers cater to 15,000-20,000 out of nearly 100,000 pin codes in the country. Active participation of the 25- to 34-year age group has been prominent on e-commerce platforms, but older individuals have also begun embracing online shopping. However, it is the age group of 15-34 years that comprises the major consumer base of e-commerce.

In terms of geographical distribution, metro cities like Bengaluru, Mumbai, and Delhi account for the highest number of online shopping activities. Nevertheless, less densely populated regions contribute significantly to online sales, indicating a widespread adoption of e-commerce across the country.

India's online shopper base ranks third globally, with around 180-190 million users in CY 21, set to reach around 400-450 million by CY 27. These advancements have revolutionised India's e-commerce sector, enabling various commerce segments such as B2B, D2C and C2C. Notably, the D2C and B2B segments have experienced significant growth. As a result, India's digital sector is expected to achieve a value of US$ 1 trillion by FY 30.

(Source: Economic Times, Bain)

Growth Drivers for Indian E-commerce

Investment in technology

Indian e-commerce companies are leveraging the latest technologies like AI, ML, and blockchain to enhance user experience

Convenience of e-commerce

Offers convenient shopping at one's fingertips

Internet content in local languages

Available in languages other than English

E-commerce draft policy

Policy to encourage FDI in the marketplace model of e-commerce

Digital payments growth

Uptick in digital payments like UPI and mobile wallets due to RBI measures is providing a boost to online shopping

Government support

Government initiatives like Digital India are expanding digital infrastructure and encouraging e-commerce

Government Initiatives

The Government of India has set the objective of making India into a digital hub.

High Affordability

India has one of the lowest data prices globally. The cheap affordability enables any digitalisation initiative (from the Government or services by private players) to reach rural India.

Push for FTTH Roll-out

There is a push within the Indian digital ecosystem to adopt and build infrastructure which supports a 5G network. The swiftness of data transfers over a 5G network is expected to increase services such as the swift data transfer speeds enabled by 5G networks, which are expected to support advanced new technologies and services across sectors like healthcare, transportation, manufacturing, and entertainment offered in the Indian digital ecosystem.

US$ 0.17 per GB

Average cost of data prices in India in CY 22

100 million

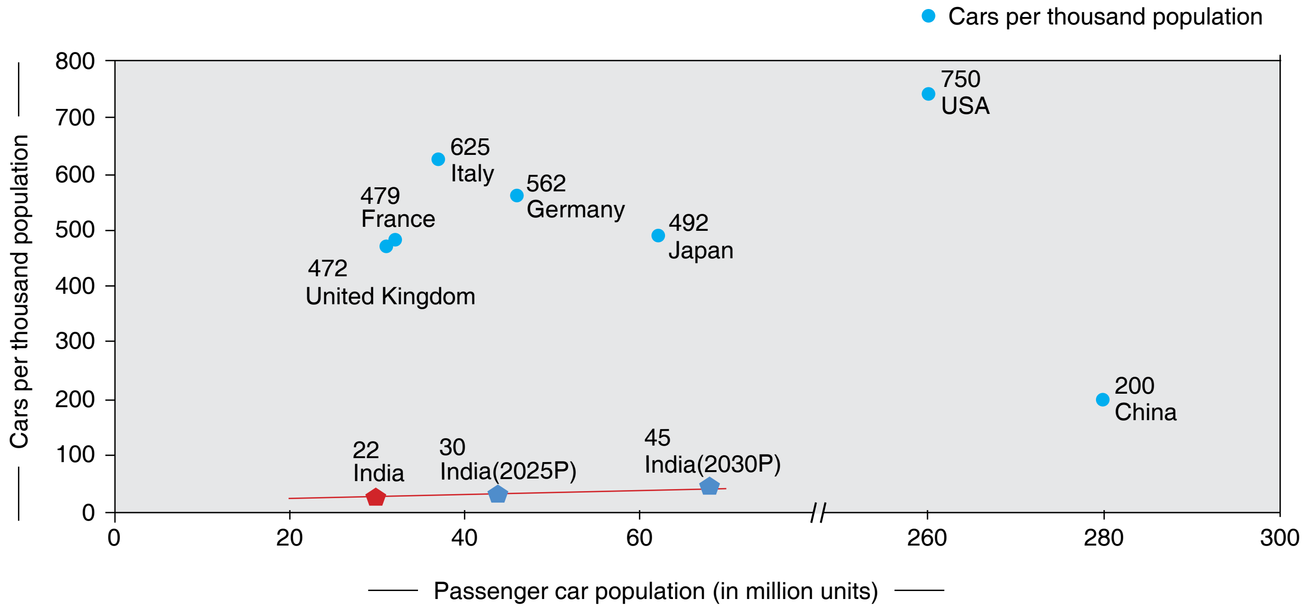
5G connections

(Source: Statista)

3.2 Indian Automotive Industry

The Indian automotive industry accounted for domestic sales of 21.20 million vehicles in FY 23, according to the Society of Indian Automobile Manufacturers (SIAM). However, the industry has faced challenges in recent years from the pandemic, semiconductor shortages, and inflationary pressures, which exacerbated underlying issues. Yet India's rapid economic expansion breeds optimism. As one of the world's fastest-growing economies, India could witness exponential increases in automotive production and sales going forward. With a low motorisation rate of just 22 cars per 1,000 people in CY 19, India has significant room for growth compared to 750 cars per 1,000 people in the US. Favourable demographics, a rising middle class, young and aspirational millennials, and increasing access to car financing can drive India's motorisation rate higher. While near-term headwinds persist, the outlook is positive for the Indian automotive industry to experience considerable long-term growth, capitalising on the country's economic rise and large unmet demand.

Motorisation Rate Global Comparison, 2019[1]



[1] *The motorisation rate is defined as the number of passenger cars per 1,000 inhabitants.*

Growth Drivers for the Automotive Industry

Policy Endorsement

- Initiatives like Make in India, Automotive Mission Plan 2026 will boost the sector
- Battery swapping policy enables swapping drained batteries with charged ones at designated stations
- Public sector collaboration for electric vehicle supply equipment (EVSE) infrastructure installation

Increasing Need

- Infrastructure sector drives demand for commercial vehicles
- Rising incomes and a young population are supporting passenger vehicle demand
- Increased availability of credit and financing options are stimulating automotive sales

Infrastructure Backing and Substantial Investment

- The inauguration of NATRAX, Asia's longest high-speed vehicle test track, shows Government support for infrastructure crucial for automotive development
- The automobile sector attracted over US$ 33 billion in FDI equity inflows between April 2000 and June 2022, underscoring its appeal for investments
- Installation of 532 EV charging stations under the FAME scheme demonstrates infrastructure push for enabling widespread EV adoption

(Source: IBEF)

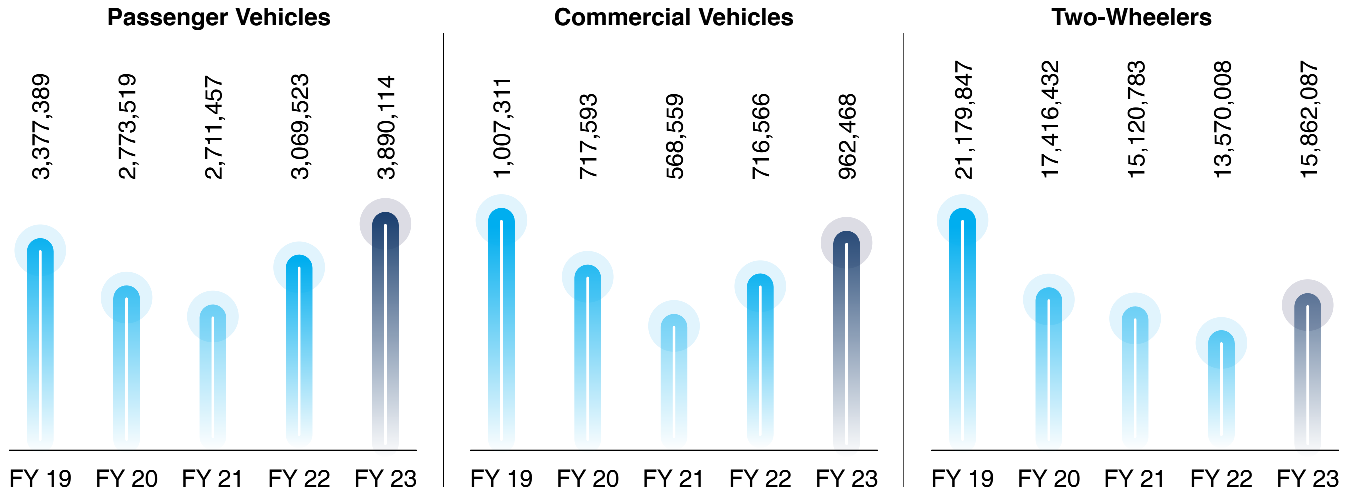
Indian Automotive Domestic Sales Trends

The Indian automotive industry saw strong growth in 2023, with domestic sales increasing by 20% year-on-year. All the major categories witnessed double-digit growth, with commercial vehicles leading the way at 34%, followed by passenger vehicles at 27% and two-wheelers at 17%. This growth was supported by several factors such as rising income levels, Government policies, technological advancements, the easing of semiconductor chip supply, and pent-up demand.

The Indian automotive industry is expected to continue its growth in the coming years but at a more moderate pace. In FY 24, domestic sales are expected to grow by 7-9%. This growth will be supported by factors such as rising incomes, increasing urbanisation, and the Government's focus on infrastructure development.

(Source: CareEdge Report, Auto Sector Update April 2023)

Automobile Domestic Sales Trends



[Source: Society of Indian Automobile Manufacturers (SIAM)]

Government Initiatives Supporting the Automotive Industry

Battery-Swapping Policy to Promote Electric Vehicles

In the Union Budget FY 23, the Indian Government introduced a battery-swapping policy, allowing drained EV batteries to be exchanged with charged ones at designated charging stations. This initiative aims to enhance the viability of electric vehicles for potential customers.

Expansion of National Highways under the Gati Shakti Plan

The PM Gati Shakti Master Plan has prioritised 100 critical infrastructure gap projects to be developed in FY 24. The Union Budget has allocated ₹ 75,000 crores for bringing these projects to fruition, with the aim of enhancing connectivity and efficiency in transportation networks.

(Source: Press Information Bureau)

Production-Linked Incentives (PLI) to Boost Local Vehicle Manufacturing

In September 2021, the Indian Government issued a notification regarding a PLI scheme for automobile and auto components worth ₹ 25,938 crore (US$ 3.49 billion). This scheme is expected to bring investments of over ₹ 42,500 (US$ 5.74 billion) by 2026.

Establishment of EV Charging Stations through FAME India Scheme

As of July 15, 2022, oil companies under the Ministry of Petroleum and Natural Gas (MoPNG) have installed a total of 532 EV charging stations under the Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles (FAME) India Scheme I & II. This initiative aims to promote the adoption of electric vehicles and bolster the charging infrastructure across the country.

Automotive Mission Plan 2016-26 (AMP 2026) for Sector Growth

The Automotive Mission Plan 2016-26 (AMP 2026) sets an ambitious goal of achieving a four-fold growth in India's automobile sector, including manufacturers of automobiles, auto components, and tractors. This comprehensive plan aims to drive growth and development in the automotive industry in India.

(Source: IBEF)

New Vehicle Market

New car sales have grown by about 28% in FY 23, over FY 22. Frost & Sullivan, in its report India Automotive Outlook 2023-2028, has predicted the new car and new CV market to register a CAGR of 3.8% and 6.7%, respectively.

New Car Sales (in million units)

[Source: RedSeer analysis]

Passenger Vehicle Market

Domestic sales of passenger vehicles rose 29.6% from 3 million units to reach 3.9 million units in FY 23. This growth can be attributed to improved road infrastructure, low-interest rates on car loans, the launch of new feature-rich models, and increasing demand from smaller cities and rural areas. SUVs and MPVs have experienced sustained growth, driven by pent-up demand and new model launches. Sedans exceeded expectations and increased their market share, particularly at the expense of subcompact cars.

Commercial Vehicle Market

Domestic sales of commercial vehicles rose 35.2% from 7.1 lakh units to reach 9.6 lakh units in FY 23. This was driven by robust demand for heavy trucks, supported by the Government's infrastructure push and increased activity in sectors like e-commerce, construction, and mining. Freight rates kept pace with fuel price hikes, ensuring healthy demand. In FY 24, the overall commercial vehicle demand is expected to grow further, influenced by infrastructure development, while factors like interest rates, fuel prices, and inflation remain crucial.

Two-Wheeler Market

The two-wheeler segment dominates the Indian automobile industry with a 79% market share at 15.9 million units in FY 23. The segment is expected to rebound with 8-12% year on year growth in FY 24, reaching around 18 million units, driven by pent-up demand and increasing first-time buyers, especially in rural areas.

New Two-Wheeler Sales (in million units)

CAGR: 8%

(Source: RedSeer analysis)

Used Vehicle Market

The used car market in India remains at a nascent stage, with substantial room for growth given the current low parc turn rate (total number of used cars sold divided by total volume of cars) of 16%. As such, India's used car market is forecast to expand rapidly over the next five years at an estimated 11% CAGR, reaching 8.3 million units by FY 26. Driving this high growth will be declining replacement cycles as well as a rising preference among first-time buyers for pre-owned vehicles. With replacement cycles shortening and used cars appealing to many new customers, the nascent Indian used car market is poised for robust growth in the coming years, potentially expanding at double-digit rates to achieve significant scale.

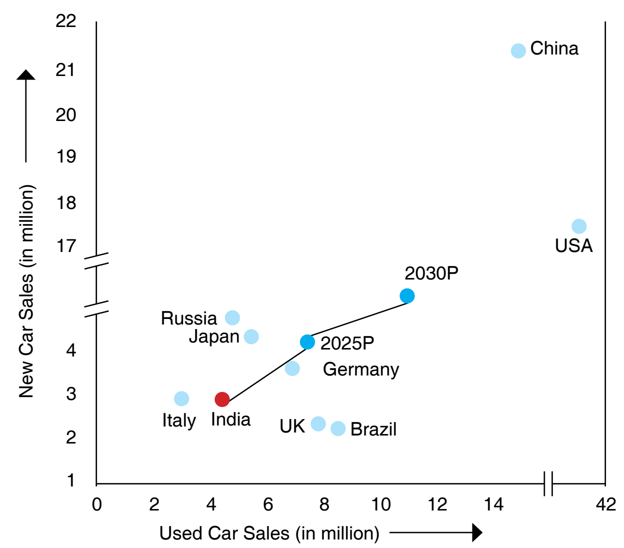
Entry-level models make up around 50% of India's used car market in terms of volume, given many buyers are first-time owners prioritising low ownership costs. This focus on value shapes a used car market where the typical sale is a 4-year-old, US$ 5,000 entry-level vehicle. The majority are new car owners who opt for inexpensive models to minimise overall costs.

Used Car Market (in million units)

(Source: RedSeer analysis)

The ratio of used to new cars sold in India is ~1.5 while in the major economies, it is between 2-3. This signals ample room for further development and growth of the Indian used car market.

Used vs New Car Sales Ratio Global Comparison, FY 19



Used Commercial Vehicle Market

The used commercial vehicle market in India is forecasted to register a 7% CAGR over the next five years of FY 21 to FY 25 in terms of sales volume. This growth trajectory is expected to take the market from an estimated 1-1.2 million used commercial vehicle sales in FY 20 to 1.5-1.7 million sales by FY 25.

Used Commercial Vehicle Sales (in mn units)

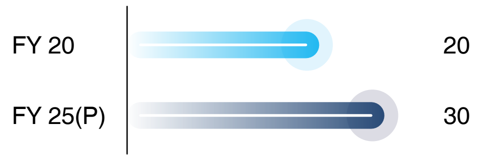
CAGR: 7%

Used Two-Wheeler Market

The used two-wheeler market in India is poised for rapid growth in sales volumes over the next five years. From an estimated 20 million used two-wheeler sales in FY 20, volumes are forecast to register a 8% CAGR to reach 30 million sales by FY 25.

(Source: RedSeer analysis)

Used Two-Wheeler Sales (in million units)



CAGR: 8%

Auction and Remarketing Services in the Automotive Industry

There is a growing trend in the reliance on the automotive platforms by consumers, fleet operators, banks, financial institutions and others to sell pre-owned vehicle inventory.

Used Cars (Transaction Breakdown)	FY 20 (in million units)
C2C	1.4
B2C	3
Auction and Remarketing*	4.1
Total	**8.5**

(Includes Consumer auctions, Bank Repo Auctions, Insurance Salvage, Corporate, Dealer Exchanges, Fleet and Individual Operators, Trade-Ins, and Other Auctions)

In FY 20, an estimated 870,000 cars and commercial vehicles repossessed by banks were auctioned. Additionally, around 170,000 salvaged cars and commercial vehicles were auctioned by insurers in FY 20. As repossessions and salvage volumes rise, more industry players are leveraging automotive marketplaces to clear inventories of pre-owned vehicles. The increase in supply on these platforms highlights their growing importance as efficient sales channels.

CarTrade's Auction And Remarketing Opportunity Landscape

Growing used vehicle sales combined with consumers and businesses wanting to sell via organised auction players with online-offline presence makes us well positioned to take advantage.

US$ 1.15 billion

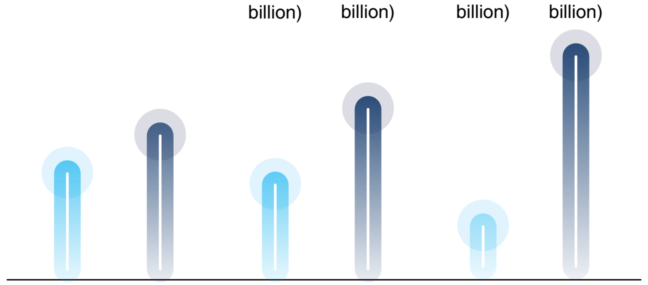
Total addressable market for auctions and remarketing[2]

([2] Source: RedSeer Analysis, as of FY 20)

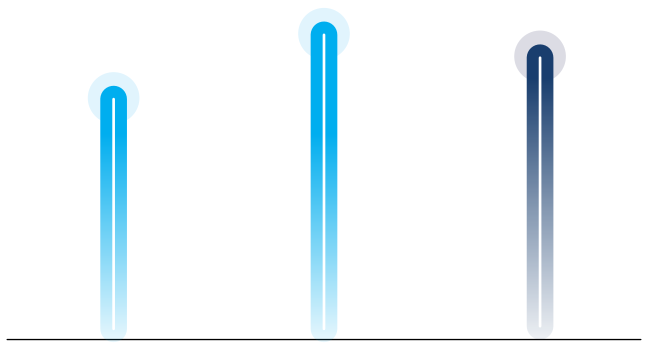
The Digital Advertising Market in the Indian Automotive Industry

Globally, both OEMs and dealers spend a significant part of their advertising budgets on digital channels, a trend that is likely to be followed in India. Compared to other countries, Indian car and two-wheeler OEMs spend comparatively less of their advertising budget on digital platforms, indicating significant headroom for growth. Digital marketing spending by OEMs is expected to increase in line with the growth of the digital advertising market in India. Historically, the digital adverting market has achieved strong growth and registered a CAGR of 20% from FY 18 to FY 20. In other words, digital marketing spends by OEMs is expected to achieve its potential and reach a similar level (as a % of advertising budget) as mature markets, such as the US soon. A promising sign of this anticipated growth is the number of used car dealers in India subscribing to paid services on online automotive portals which is expected to increase to 11,000 dealers from 4,000 dealers through FY 25 at a CAGR of 22%. Further, according to a report by RedSeer, there are 7,000 to 8,000 new car dealers that are connected online via the OEM network and receive online direct leads through OEMs. Within these, 20% of new car dealers, 1,500 to 2,000 dealers, also use online automotive portals independently for lead generation services and pay for such services. In other words, digital spending by OEMs is expected to be on a high growth trajectory and as a result, automotive platforms are expected to benefit.

Auto OEMs Advertising Spend is Split by Channel, Global and USA (CY 19), India (FY 20)



Indian Auto OEMs (Cars and Two-Wheelers) Ad Spend on Digital, US$ million, FY 18-FY 20



Used Car Dealer Spending on Marketing - International Benchmarks

	USA	Germany	France	UK	India
Year	2017	2019	2018	2019	2020
Online spend (% of total marketing)	25%	50%	60%	90%	6-8%
Total online spend	US$ 2.2 billion	US$ 350 million	US$ 140 million	US$ 407 million	US$ 10 million

CarTrade's Advertising Opportunity Landscape

The comparative potential of digital marketing expenditure by OEMs compared to other countries, coupled with the increasing digitalisation of the Indian economy, implies that OEMs and dealers are expected to spend more and more on digital automotive platforms such as, CarWale, BikeWale and CarTrade.com among others. The monetisation mechanisms of our consumer group platforms are expected to benefit from this shift and our Company is well-positioned to take advantage of shifting mega-trends.

US$ 1.75 billion

Total addressable market for ad spends[3]

([3] Source: RedSeer Analysis, as of FY 20)

3.3 Auto-Tech Industry

The auto-tech industry which helps simplify the journey for the stakeholders, in both new car and used car market has seen continued growth. The automotive ecosystem, which is highly fragmented, complex, and inefficient with multiple intermediaries and exchanges, has been ready for change. Online platforms are helping to streamline this ecosystem, by reducing the multiplicity of transactions and bringing stakeholders from across the country on single platforms.

Provide **sellers** with an enhanced price discovery mechanism and bring trust and transparency to the overall process

Help **dealers** source quality used cars and financing of inventory

Bring trust and transparency to the buying process, while making it a seamless experience for the **buyer**

Digitally Transforming Journey across Stakeholders

Customer: The vehicle purchasing process is undergoing a major digital transformation. Everything from researching and browsing before purchase to comparing prices, finding dealers, reviewing financing options, and discovering value-added services is happening online. Similarly, the process of customers selling their vehicles is increasingly becoming digitised. This includes online price discovery, identifying potential buyers and dealers, auctioning the vehicle, receiving payments, and managing the post-sale process.

The digital transformation provides significant value to customers. The benefits include an improved customer experience through more options, transparency, inventory aggregation for easier discovery, intuitive search, faster purchasing, comparison tools, greater convenience, easy access to financing, ease of use, and time savings. Customers can now research, compare, finance, and purchase vehicles completely online, as well as sell their current vehicles through digital channels. Digitalisation is revolutionising how customers buy and sell vehicles.

Dealers and OEMs: Dealers and OEMs have realised the immense value of online platforms for automotive services. They are now utilising these platforms for listings, vehicle sourcing, lead generation, pricing comparisons, transactions, auctions, and value-added offerings like inspections.

By leveraging online platforms, dealers and OEMs can acquire customers cheaply, target purchasers accurately, source inventory efficiently, execute trades seamlessly, use floor space effectively, make financing available, and determine optimal pricing. The multitude of benefits has led to greater adoption and investment in automotive online platforms.

Auto financiers: Auto finance, especially in the pre-owned vehicles market, is a highly under-penetrated market, and thus has potential for growth. There is significant headroom for financing penetration in both new and used cars in India. The digital user base provides the right target audience and a means to reach a large and engaged audience, leading to more inquiries with high probability of conversion.

Key Trends to Drive Growth

Digitalisation in dealerships: It is estimated that most new car dealerships are now connected to OEM online networks and benefit from receiving targeted leads through OEMs and auto portals. Additionally, around 4,000 of the approximately 30,000 used car dealerships are already advertising on online auto portals.

Growth in the used car market: Millennial consumer behaviour has led to reduced car ownership periods, with the average ownership duration decreasing from 8-10 years in 2009 to just 3-5 years in 2019. Other factors fuelling used car growth include the transition from BS-IV to BS-VI standards and differential GST rates favouring used car purchases over new ones.

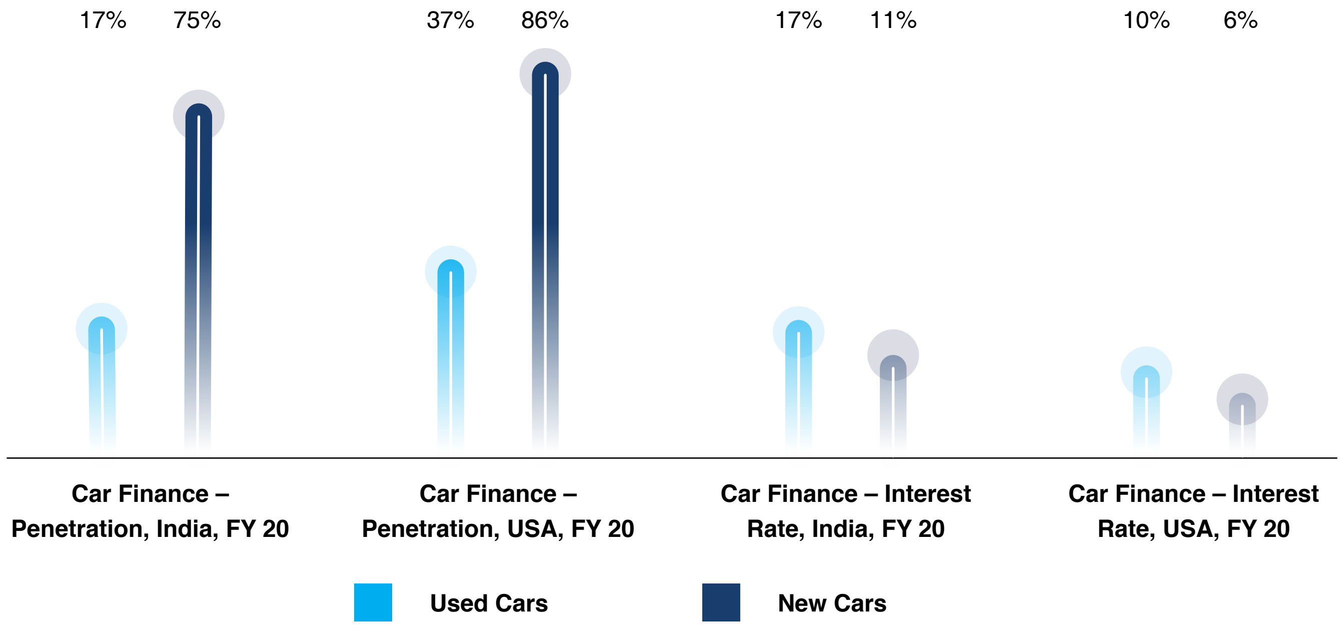
Shifting profit centres: Data monetisation, in-vehicle connectivity, subscriptions, rentals, charging services, and long-term maintenance packages are expected to make up a larger share of profits going forward.

Auto Value-Added Services

The growth in the underlying automobile market, demographic changes, and Government policies have led to steady growth in value-added services like accessories, insurance, financing, inspection, and valuation. They provide huge opportunities in terms of expansion for the online automobile platforms.

Auto Finance

According to a recent report by the RBI, ₹ 3,29,522 crores of vehicle loans were outstanding in FY 22. According to the same report, compared to FY 21, outstanding vehicle loans rose by 13.9%, indicating increased financial penetration of the banking sector. However, auto finance, especially in the used vehicle market, remains a highly under-penetrated market. As a stylised fact that indicates this, in FY 20, 17% of used cars were purchased with auto finance compared to 75% for new cars. Moreover, the penetration of auto finance in India is low, as compared to international peers, such as the US.



CarTrade's Auto - Finance landscape

The huge headroom for growth in auto finance penetration and the digitalisation initiatives taken by financiers present a large opportunity to our platforms such as, CarWale, CarTrade and BikeWale, given our large customer base, dealer penetration, tech and valuation capabilities. Adroit Auto aims at increasing financial penetration by providing analytics and quality-based inspections to certify cars. CarWale, CarTrade and BikeWale focus on the consumer side by offering auto finance services on their platform. The focus on both the consumer and supplier of credit, through our platforms, makes us well-positioned to take advantage of increased auto finance penetration.

US$ 1.43 billion

Total addressable market for auto finance[4]

([4]Source: RedSeer Analysis, as of FY 20)

Accessories (Automotive Aftermarket)

The automotive aftermarket in India has experienced steady growth, primarily driven by stable year-on-year automotive demand and an increase in the vehicle parc turn rate. It is projected that the automotive aftermarket in India will expand from US$ 15.4 billion in FY 20 to US$ 19 billion by FY 26.

Automotive Insurance

Automotive insurance premiums make up around 40% of the total non-life insurance premiums. These premiums exhibited a compound annual growth rate (CAGR) of 12.6% from FY 16 to FY 20, reaching a substantial value of US$ 8.6 billion.

Inspections and Valuations

Inspection and valuation services play a vital role in serving both the used vehicle loan financing industry and the secondary market for insurance renewals. In FY 20, these services were responsible for conducting approximately 6.5 million inspections and valuations.

Total Revenue Pool For Online Automotive Portals

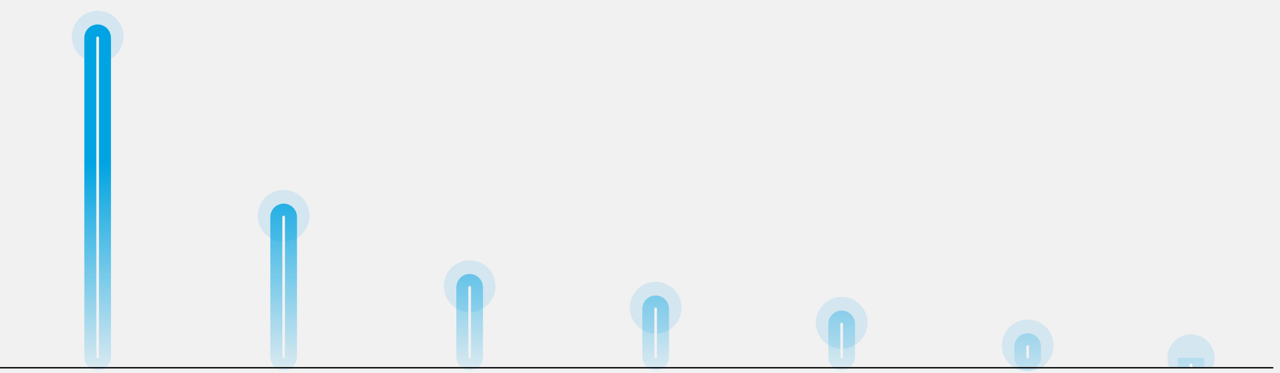
In FY 20, the total addressable market ('TAM'), or the revenue pool for online automotive portals in India was approximately US$ 14.3 billion as shown below.

The revenue lines for automotive portals are as follows:

- **Transactions:** Take rate/commissions on transactions and auctions/trade-ins
- **Media:** Listing subscriptions and ad revenues from OEMs, dealerships and other advertisers
- **Software services:** Marketplace and software solutions for OEMs, dealerships and banks
- **Others/value-added services:** Auto finance, automotive insurance, accessories, servicing and inspections

The growth drivers for the business are our digital ecosystem, product and technology DNA, large consumer base, phygital infrastructure, asset-light and profitable business model.

Total Revenue Pool - US$ 14.3 billion as of FY 20



	Vehicle transactions	After sales	Ad spends	Auto finance	Auction + remarketing	Auto insurance	Inspections/ valuations
	US$ 6.5 billion	US$ 3.1 billion	US$ 1.8 billion	US$ 1.4 billion	US$ 1.1 billion	US$ 0.4 billion	US$ 0.03 billion
GMV (US$ billion)	115	15.4	1.75	32	46.8	9	0.03

US$ 14.3 billion

Total revenue pool

4. Operational Review

Our areas of operation are bifurcated into two segments:

- Consumer group
- Remarketing

4.1 Consumer Group

During FY 23, our consumer group achieved a revenue of ₹ 213 crores, which was 48% of total revenue, while the adjusted EBITDA margin was 38%. Our platforms CarWale and BikeWale both ranked number one on relative online search popularity compared to our competitors. In addition, the platforms received an average monthly unique visitors of 3.4 crores in FY 23, of which 86% were organic. Our healthy revenue and EBITDA figures for the year, are a testament to the resilience and strengths of our business model. We continue to focus on consumer experience and build technology to ensure that all our stakeholders get a world-class experience. This makes our consumer group well-positioned to be on a high growth trajectory going forward.

₹ 213 crores
Revenue

48%
of total revenue

36%
Revenue year-on-year growth

4.2 Remarketing

During FY 23, our remarketing business achieved a revenue of ₹ 223 crores which was 52% of the total revenue, with an adjusted EBITDA margin of 23%. We registered an impressive 11+ lakh listings on our auction platforms in FY 23. The synergistic strengths of our remarketing platforms, with Adroit Auto and Shriram Automall working in tandem, make us confident that our remarketing business is well-positioned to scale new heights in the future.

₹ 223 crores
Revenue

52%
of total revenue

9%
Revenue year-on-year growth

4.3 Outlook

The Indian automotive industry is expected to undergo a sharp recovery in the next few years. The growth driver of this recovery is because of an increase in the size of the middle class, which is projected to lead to a higher demand for both new and used vehicles. This trend translates into healthy growth in vehicle transactions on our platforms. Our business model enables us to take advantage of these opportunities. Our business is asset-light and technology driven. Our balance sheet enables us to make strategic investments and acquisitions. We have plans to increase the products and services on our platforms and create a world-class digital ecosystem in India.

5. Financial Review

Profit and Loss Statement

(₹ in lakhs)

Particulars	As on March 31, 2023	As on March 31, 2022	Y-o-Y Growth
Income			
Revenue from operations	36,373.92	31,272.35	16%
Other income	6,398.25	4,622.67	38%
Total Revenue	**42,772.17**	**35.895.02**	**19%**
Purchase of stock-in-trade (including inventory change)	645.90	875.02	(26%)
Total Net Revenue (A)	**42,126.27**	**35,020.00**	**20%**
Employees' benefit expense (excluding ESOP)	17,739.04	14,758.58	20%
Marketing	2,572.31	2,130.03	21%
Other expenses	9,323.36	8,406.00	11%
Total Expenses (B)	**29,634.71**	**25,294.61**	**17%**
Adjusted EBITDA# (C=A-B)	**12,491.56**	**9,725.39**	**28%**
Adjusted EBITDA % (D=C/A)	**30%**	**28%**	
ESOP (refer to the note below)[5]	2,793.88	18,518.29	(85%)
Finance cost	767.19	645.21	19%
Depreciation and amortisation expense	2,873.89	2,473.61	16%
Profit Before Tax	**6,056.60**	**(11,911.72)**	150%
Tax expenses	850.95	954.57	(11%)
Deferred tax adjustment	1,162.28	(731.09)	259%
PAT	**4,043.37**	**(12,135.20)**	**133%**
Adjusted PAT*	**7,999.53**	**5,652.00**	**42%**

Total Revenue
In FY 23 the total revenue stood at ₹ 42,126.27 lakhs which is a 20% year-on-year growth from ₹ 35,020 lakhs in FY 22. The overall growth is contributed by a remarkable 36% growth in the consumer group segment and 9% growth in the remarketing segment despite some headwinds in the latter.

Employees' Benefit Expense (Excl. ESOP)
The employees' benefit (excl. ESOP) expense saw an increase of 20% in FY 23 to ₹ 17,739.04 lakhs as compared to ₹ 14,758.58 lakhs in FY 22. This increase in cost is a result of increase in employee head count by 11% and annual salary increments to our existing employees.

Marketing
Although the marketing expenditure increased by 21% to ₹ 2,572.31 lakhs in FY 23 from ₹ 2,130.03 lakhs in FY 22, it accounted for a consistent 6% of our revenue in FY 23 and FY 22.

Total Expenses
Total expenses increased by 17% to ₹ 29,634.71 lakhs compared to ₹ 25,294.61 lakhs in the previous year.

Adjusted EBITDA
Adjusted EBITDA stood at ₹ 12,491.56 lakhs in FY 23 from ₹ 9,725.39 lakhs in FY 22. This accounts for a remarkable 28% year-on-year growth due to higher revenue growth in comparison to expenditure, thereby resulting in improved contribution margins.

Adjusted EBITDA Margin
We achieved an adjusted EBITDA Margin of 30% compared to 28% last year. This shows our consistency in maintaining our margins and steady growth trajectory.

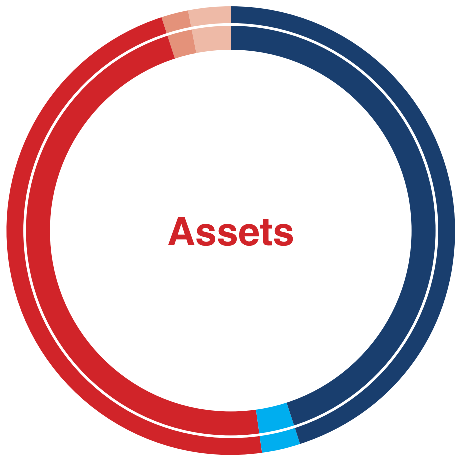
Adjusted PAT
In FY 23 we recorded our highest ever Adjusted PAT of ₹ 7,999.53 lakhs as compared to ₹ 5,652.00 lakhs in FY 22. This accounts for a 42% year-on-year growth. This growth is due to higher revenue growth compared to the increase in expenditure in FY 23.

PAT
In FY 23, we recorded a PAT of ₹ 4,043.37 lakhs as compared to a loss of ₹ 12,135.20 lakhs in FY 22. In addition to the improved EBIDTA margins and growth in the business, our ESOP expenditure has also significantly decreased compared to FY 22, contributing to the profitable results.

#Adjusted EBITDA is calculated as profit before tax, plus depreciation, amortisation expenses and finance costs and share based payments to employees.

[5]ESOP includes non-cash share-based payment expenses as per the provisions of Ind-AS 102 'Share-Based Payments' of ₹ 2,793.88 lakhs & ₹ 18,518.29 lakhs for the year ended on March 31, 2023 and March 31, 2022 respectively. In the previous year, of the ₹ 18,518 lakhs ESOP charge, ₹ 14,469.15 lakhs was in relation to 1,500,000 options that were granted on March 31, 2021 having a vesting period of 1 year and were fully vested as of March 30, 2022.

*Adjusted PAT is calculated as profit after tax (PAT) plus deferred tax adjustment and ESOP cost



- Tangible & Intangible Assets 45%
- Taxes 3%
- Liquid Funds 47%
- Trade Receivables 2%
- Other Assets 3%

- Equity and Reserves 87%
- Non-Controlling Interest 4%
- Other Financial Liabilities & Lease Liabilities 7%
- Trade Payables 1%
- Other Liabilities & Provisions 1%

Liquidity Position

Our liquidity position stands at ₹ 1,110 crores. This amount is a total of cash and cash equivalents, bank balance, and short-term investments. A strong liquidity position helps in better working capital management that supports the smooth operation of the business.

Key Financial Ratios

Ratios	Units	March 31, 2023	March 31, 2022	Variance %
Debtors' turnover ratio	Times	7.82	7.05	10.93
Inventory turnover ratio	Times	10.57	6.25	69.01
Interest coverage ratio		NA	NA	NA
Current ratio	Times	8.14	7.98	1.97
Debt equity ratio		NA	NA	NA
Net profit margin %	%	11.12	(38.80)	128.65
Operating profit margin %	%	15.67	(38.99)	140.20
Return on Net Worth	%	1.93	(6.33)	130.46
Return on capital employed	%	5.28	(11.95)	144.16

Debtors' Turnover Ratio

The Debtors' turnover ratio is a measure that quantifies a company's effectiveness in collecting its trade receivables. The ratio is arrived at by dividing the net sales by average debtors. Improvement in the collection period has resulted in an improvement in the ratio.

Inventory Turnover Ratio

The inventory turnover ratio is calculated by dividing the cost of goods sold by the average inventory. An increase in the sale of used cars during the year has resulted in an improvement in the ratio.

Net Profit Margin[7]

The formula for net profit margin is net profit/(loss) after taxes divided by revenue from operations.

Operating Profit Margin[7]

Operating profit margin % is arrived at by dividing earnings before interest and tax by revenue from operations.

Return on Net Worth[7]

The ratio is calculated by dividing profit after tax by average shareholder's equity.

Return on Capital Employed[7]

The formula for return on capital employed is EBIT divided by capital employed. Capital employed includes tangible net worth, total debt, and deferred tax liability.

[7] Increase/ improvement in the ratios is primarily driven by decrease in share-based payment expenses as explained in footnote 5.

6. Risk Management

Amidst an uncertain business environment, we follow a robust framework that identifies internal and external threats, along with development of effective mitigation strategies. We follow an ongoing process, where risk identification, analysis, mitigation, and monitoring are undertaken periodically by the management team and overseen by the Risk Management Committee. Post-assessment mitigation plans are developed, and a report is submitted periodically to the Risk Management Committee of the Board. We have identified the following risks to our business:

Risks		Mitigation
Operational Risks	**Data Security** Our reliance on digital platforms makes us vulnerable to disruptions or failures of our technology platforms due to software or hardware malfunctions, system implementations or upgrades, computer viruses, third-party security breaches, employee error, misuse, power disruptions or other causes that could lead to extended interruptions of our operations, a corresponding loss of revenue and profits, breaches of data security, loss of intellectual property or critical data, the release and misappropriation of sensitive information, or otherwise impair our operations.	We are constantly in the process of strengthening our digital infrastructure in terms of technical safeguards and ongoing monitoring of new and existing threats. We are focused on ensuring that data security risks are minimised and that it has a minimal impact on our operations.
	Obsolescence The 21st century is characterised by rapid technological change, changes in user and customer requirements and preferences, frequent introduction of new services and products embodying new technologies, including apps, and the emergence of new industry standards and practices that could render our existing websites, apps and technology obsolete.	We have invested heavily in our technological capabilities across our platforms. Our balance sheet allows us the space to pursue strategic investments and acquisations, which we can utilise to be on the cutting-edge of technology.
Strategic Risk	**Competition Risk** The digital automotive ecosystem is competitive, with more and more players expected to enter our industry. Maintaining a leadership position is a critical priority for our business in terms of our brand position. The recognition and reputation of our brands is critical for the growth and continued success of our business.	We have put mechanisms and metrics in place to track our position vis-à-vis our competition. Our strategic priorities in terms of our investments and acquisitions are geared to ensuring our investment case is stronger than our competition.
Regulatory Risk	**Regulatory Risks** Under regulatory risk, we face threats from our business environment in terms of content liability fraud. Fraudulent postings, profiles or auction lisitings on our websites by some users may cause damage to our reputation and make us vulnerable to claims. In addition, we face regulatory risk in terms of frequent changes in laws that are applicable to us.	We have put in mechanisms and measures to minimise regulatory risk for our Company. We have put in data filters on our platforms to maintain the quality of listings. In addition, we ensure that our organisation is aware and dynamic enough to anticipate and respond to changes in laws and regulation.

7. Technology and Infrastructure

We have an advanced and sophisticated technology platform. Our technology platforms are both scalable and vertically integrated across the entire value chain, which allows us to address each step of the vehicle life cycle. The end-to-end technology platforms largely developed by our in-house team allow us to offer a seamless solution to our customers.

Our business, financial and support applications and databases are primarily deployed using cloud hosting services across multiple providers. These services give us flexibility to quickly provide additional infrastructure resources, either by increasing capacity in the event of increased traffic or deploying infrastructure with different specifications as required for specific applications and allow for business continuity when we face sudden increased demand. Further, our infrastructure is configured such that we can recreate critical infrastructure on another environment when needed to recover from a disaster. Our engineers are responsible for ensuring availability, stability and integrity of our infrastructure.

In addition, we use various automatic disaster mitigation and recovery measures, such as regular and automated backups, monitoring tools and infrastructure components with built-in redundancy.

Further, to ensure redundancy and continuity in the event of an outage at a particular data centre, we deploy our critical applications and databases in at least two locations. In case of a failure at one location, another location will be available to allow continued availability of our applications. Backups of our critical data and application code are automatically maintained at data centres that are geographically isolated from the original data source, allowing us to restore data when needed.

8. Data Security and Privacy

Our data-driven digital platforms operate on an integrated technology infrastructure which is powered by our self-collected data and analytics. Our websites and apps handle millions of user sessions per day and directly deliver the relevant data into our systems. Our team of statisticians and data scientists has developed complex and proprietary algorithms to transform this data into useable information that powers our platforms and scales as traffic increases. We leverage data to increase the effectiveness of our brands, enhance the customer experience, analyse market dynamics at scale, calibrate the search results on our platforms and optimise the inventory management by dealers and OEMs. We present such information through our web and mobile user interface that is immersive, simple and intuitive.

When expanding and operating our technology platforms, we constantly focus on security and reliability. We maintain stringent policies and practices relating to data security, with many of our privacy policies posted on our websites for users. We design our platforms, offerings, and policies to facilitate compliance with evolving privacy and data security laws and regulations. To achieve such resilient technology platforms, we have implemented various state-of-the-art security measures, in particular:

- Cloud storage
- Firewalls
- Automated backups
- Encryption of sensitive data
- Internal audits
- Penetration and security testing
- A virtual private network
- Information sharing based on a strict need-to know principle
- Code reviews by peer programmer or team lead
- Multi-factor authentication

9. Human Resources

We are committed to providing an energetic, enabling, and open work environment for our employees. Our subsidiary, Shriram Automall, has been certified as a great workplace for the period from February 2023 to February 2024 by the 'Great Place to Work Institute, India'. This is a testament to the value we place on guaranteeing employee satisfaction.

As an organisation, we are committed to creating a culture of talent to deliver high quality products in the market place. We recruit talent from various sources, including leading engineering institutions and business schools.

Employee Stock Option Plan (ESOP)

Our ESOP scheme is formulated with the objective of sharing wealth with our employees and is an important part of our employee retention, and compensation programme. They help us meet the dual objective of motivating key employees and retention while aligning their long-term career goals with that of the Company.

At our Company, we place high value on ownership and having an entrepreneurial spirit. Our ESOP is aimed towards fulfiling this objective by ensuring our employees' incentives are aligned with our companies.

10. Sustainability Focus

Sustainability forms an integral part of our business model. We empower Indian, smaller businesses such as vehicle dealers, most of whom are local in terms of size and reach, to access a pan-India ecosystem. By bringing transparency, liquidity, and simplicity to the Indian vehicle market, we make this market accessible for everyone.

Customers use our portals to research their used or new vehicle purchase online, reducing the need to visit dealerships and thus carbon footprint created during the vehicle buying process. We also educate customers on the fuel efficiency and provide information on fuel efficient options for the vehicles that they are interested in purchasing.

11. Internal Control Systems

We have a strong and well-ingrained internal control framework. The Audit function reassures the Board about the adequacy and efficacy of internal controls, advises management on the dynamic risk landscape, and helps anticipate and mitigate emerging and evolving risks. The internal audit plan is developed in consultation with statutory auditors and focuses on critical risks that matter and that are aligned with the business objectives of the Company. The progress and planning of key internal audit findings are reviewed by the Audit Committee each quarter. The Audit Committee also monitors the status of management actions emanating from internal audit reviews. Our focus continues to be on the automation of internal audit procedures and the use of technologies such as data analytics, artificial intelligence, and machine learning through the implementation of a continuous monitoring tool.

12. Investor Relations

We constantly endeavour to improve our investor services and benchmark our performance against industry best practices. We have a dedicated investor relations desk, which caters to the interest of the investing community through regular contact and by providing timely communication, engaging global investors and shareholders in ongoing management meetings.

The Chairman & Managing Director, the Executive Director and Chief Financial Officer, and investor relations team manage and represent our Company in interactions with investors, the media, and various governments. We ensure that all critical information about our Company is available to all investors by uploading such information on our website (www.cartradetech.com). The site contains a dedicated 'For Investors' section where relevant information meant for shareholders is available, including information on the Directors, shareholding pattern, quarterly reports, financial results, annual reports, announcements and various policies. Material developments during the quarter that might impact revenue or earnings are intimated to the stock exchanges and through the website.

13. Cautionary Statement

Some information in this report may contain forward-looking statements, which include statements regarding the Company's expected financial position and results of operations, business plans and prospects, among others, and are generally identified by forward-looking words, such as 'believe', 'plan', 'anticipate', 'continue', estimate', 'expect', 'may', 'will' or other similar words. Forward-looking statements are dependent on assumptions made in good faith, and through our understanding of the external landscape as well as abilities, and believe them to be reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Directors' Report

To,

The Members,

CarTrade Tech Limited

Your Directors take pleasure in presenting the twenty third Annual Report covering the highlights of the business and operations of CarTrade Tech Limited (the "Company") along with the Audited Financial Statements of the Company (standalone and consolidated) for the financial year ended March 31, 2023.

The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

HIGHLIGHTS OF FINANCIAL PERFORMANCE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Standalone			Consolidated		
	March 31, 2023	March 31, 2022	Y-o-Y Change (%)	March 31, 2023	March 31, 2022	Y-o-Y Change (%)
Income						
Revenue from operations	15,667.50	12,484.60	25%	36,373.92	31,272.35	16%
Other income	5,624.21	3,211.95	75%	6,398.25	4,622.67	38%
Total revenue	**21,291.71**	**15,696.55**	**36%**	**42,772.17**	**35,895.02**	**19%**
Purchase of Stock-in-trade (Including Inventory Change)	132.32	875.02	(85)%	645.90	875.02	(26)%
Total Net Revenue (A)	**21,159.39**	**14,821.53**	**43%**	**42,126.27**	**35,020.00**	**20%**
Employees benefit expense (Excluding ESOP)	8,479.49	6,753.26	26%	17,739.04	14,758.58	20%
Marketing	2,267.89	1,993.16	14%	2,572.31	2,130.03	21%
Other expenses	2,406.05	2,300.57	5%	9,323.36	8,406.00	11%
Total expenses (B)	**13,153.43**	**11,047.00**	**19%**	**29,634.71**	**25,294.61**	**17%**
Adjusted EBITDA (C=A-B)	**8,005.96**	**3,774.53**	**112%**	**12,491.56**	**9,725.39**	**28%**
Adjusted EBITDA % (D=C/A)	**38%**	**25%**		**30%**	**28%**	
Finance cost	60.15	67.19	(10)%	767.19	645.21	19%
Depreciation and amortisation expense	611.24	488.02	25%	2,873.89	2,473.61	16%
Adjusted Profit Before Tax	**7,334.57**	**3,219.32**	**128%**	**8,850.48**	**6,606.57**	**34%**
Tax expenses	-	-	-	850.95	954.57	-
Adjusted PAT	**7,334.57**	**3,219.32**	**128%**	**7,999.53**	**5,652.00**	**42%**
Deferred tax adjustment	1,380.24	(586.47)	335%	1,162.28	(731.09)	259%
ESOP	2,694.56	18,412.43	(85)%	2,793.88	18,518.29	(85)%
PAT	**3,259.77**	**(14,606.64)**	**122%**	**4,043.37**	**(12,135.20)**	**133%**
Total Other comprehensive Income / (loss)	(9.51)	(22.58)	(58)%	(68.61)	(28.05)	145%
Total comprehensive income / (loss) for the year	**3,250.26**	**(14,629.22)**	**122%**	**3 ,974.76**	**(12,163.25)**	**133%**

OPERATIONS AND COMPANY'S PERFORMANCE

During the year under review, the Company's total income from operations on a standalone basis was ₹ 15,667.50/- lakhs as against ₹ 12,484.60/- lakhs in the previous FY22. The Company has earned a net profit of ₹ 3,259.77/- lakhs during FY23 as against a net loss of ₹ 14,606.64/- lakhs in the previous FY22.

During the year under review, the Company's total income from operations on a consolidated basis was ₹ 36,373.92/- lakhs as against ₹ 31,272.35/- lakhs in the previous FY22 The Company has earned a net profit of ₹ 4,043.37/- lakhs during FY23 against a net loss of ₹ 12,135.20/- lakhs in the previous FY22.

TRANSFER TO RESERVES

During the year under review, there was no amount transferred to any of the reserves by the Company.

DIVIDEND

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Board of Directors of the Company (the "Board") has formulated, approved and adopted a Dividend Distribution Policy. The policy details various considerations based on which the Board may recommend or declare Dividend to shareholders. The Dividend Distribution Policy of the Company is also available on the Company's website at https://static.cartradetech.com/pdf/corporate-governance/CT-Dividend-Policypdf.

Considering the necessity of conserving the resources of the Company for further growth and expansion and keeping in view the Company's dividend policy the Board of Directors of the Company has decided that it would be prudent, not to recommend any dividend for the

financial year ended March 31, 2023.

TECHNOLOGY DRIVEN ORGANIZATION

Going hand in hand with the latest technological developments, the Company offers multi-channel auto platform with coverage and presence across vehicle types and value-added services. The platforms operate under several brands namely: CarWale, CarTrade, Shriram Automall, BikeWale, CarTradeExchange, Adroit Auto and AutoBiz. Through these platforms, the Company enables new and used automobile customers, vehicle dealerships, vehicle OEMs and other businesses to buy and sell their vehicles in a simple efficient and hassle-free manner.

With focus on technology initiatives we endeavour to provide quality services to our customers with effective monitoring and reporting mechanism

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company and its subsidiaries for FY23 are prepared in compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and as stipulated under Regulation 33 of SEBI Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS"). The audited consolidated financial statements together with the Independent Auditor's Report thereon forms a part of the Annual Report.

Pursuant to the provisions of Section 136 of the Act, the Company will make available the said financial statements of the subsidiary companies upon a request by any member of the Company. The members can place a request by sending an an e-mail at investor@cartrade.com upto the date of the 23rd annual general meeting. The financial statements (Standalone and Consolidated) of the Company, along with other relevant documents and the financial statements of the subsidiary companies would also be available on the Company's website at https://www.cartradetech.com/.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company had three direct subsidiaries and three step down subsidiaries as on March 31, 2023. There are no joint venture or associate company within the meaning of Section 2(6) of the Act. There has been no material change in the nature of the business of the subsidiary/step down subsidiary Companies.

Sr. No.	Name of the Company	Subsidiary/ JV/ Associate
1.	Shriram Automall India Limited	Subsidiary
2.	CarTradeExchange Solutions Private Limited	Step down Subsidiary
3.	Adroit Inspection Services Private Limited	Step down Subsidiary
4.	Augeo Asset Management Private Limited	Step down Subsidiary
5.	CarTrade Finance Private Limited	Subsidiary
6.	CarTrade Foundation	Subsidiary

1. Shriram Automall India Limited ("SAMIL");

SAMIL, material unlisted subsidiary of the Company provides fee-based facilitation services for the sale of pre-owned commercial and passenger vehicles, agricultural and construction equipment, dealer's stock of pre-owned two wheelers, etc. repossessed by banks and financing companies. SAMIL has Automalls located across the country. As per the audited financial statements for the year ended March 31, 2023, its total income from operations and Net Profit was ₹ 16,409.89 lakhs (previous year: ₹ 15,654.87 lakhs) and ₹ 1,158.52 lakhs (previous year: ₹ 2,864.80 lakhs) respectively.

2. CarTradeExchange Solutions Private Limited ("CTE");

CTE is engaged in the business of facilitation services for sale and disposal of new/used and/or repossessed/refurbished vehicles through online bidding platform.

During the year under review, its total income from operation was ₹ 2,530.09 lakhs (previous year: ₹ 1,917.08 lakhs) and the net profit was ₹ 711.29 lakhs (previous year: ₹ 166.88 lakhs).

3. Adroit Inspection Services Private Limited ("Adroit");

Adroit is a prominent Company strategically engaged in automobile inspection, valuation, certification and other allied service in the automobile segment. The Adroit renders most effective services to diverse ensemble of clients which includes general insurance Companies, financial institutions, NBFCs and Banks.

During the year under review, its total income from operations was ₹ 2,075.67 lakhs (previous year:

Directors' Report

₹ 1,660.32 lakhs) and the net profit was ₹ 12.63 lakhs (previous year: ₹ 30.20 lakhs).

4. **Augeo Asset Management Private Limited ("AUGEO");**

   AUGEO is engaged in the business of providing "E-listing and Auction" platform to facilitate trade of Plant and Machinery, Properties, Salvage/scrap, Commodities and others (excluding automobiles), primarily in the Insolvency and Bankruptcy Code (IBC) business space and related auction services.

   During the year under review, the total income from operation was ₹ 113.50 lakhs (previous year: ₹ 83.32 lakhs) and the net profit was ₹ 38.93 lakh (previous year loss of: ₹ 119.07 lakhs).

5. **CarTrade Finance Private Limited ("CTF");**

   CTF is yet to commence its business activities.

6. **CarTrade Foundation;**

   CarTrade Foundation is yet to commence its activities.

   Pursuant to Section 129 of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statements containing salient features of the financial statements of Subsidiary Companies of the Company, in Form AOC-1 forms part of this Director's Report and is marked as **Annexure I**. The statement also provides details of the performance and financial position of each of the subsidiaries, along with the changes that occurred, during the financial year ended March 31, 2023.

   The financial statements forming part of the Annual Report are prepared in compliance with the applicable Ind AS and SEBI Listing Regulations. Pursuant to the provisions of Section 136 of the Act, the Annual Report is available on the website of the Company at https://cartradetech.com/annual-report.html.

   The Company's policy on material subsidiary is also available on the website at https://static.cartradetech.com/pdf/corporate-governance/CT-Policy-for determination-of-Material-Subsidiary.pdf

7. **Acquisition of 100% stake in Sobek Auto India Private Limited ("OLX Auto")**

   The Company had entered into a share purchase agreement dated July 10, 2023 with OLX Auto, and its holding company OLX India B.V. for acquisition of 100% stake of OLX Auto from OLX India B.V.

   OLX Auto is a Company incorporated under the Companies Act, 2013. It consists of the OLX Autos transaction businesses and the OLX classifieds platform (auto and non-auto). OLX is one of India's leading classifieds players with more than 100+ million app downloads. It operates in 12 broad categories including cars, bikes, real estate, electronics, etc. The platform attracts approximately 35 million average monthly unique visitors and approximately 30+ million listings a year. Through the transactions business, OLX Autos, assisted in transacting the sale and purchase of 50,000 cars last year.

   On June 30, 2023, OLX Auto had acquired the classifieds internet business from OLX India Private Limited on the terms and conditions agreed under a business transfer agreement. As part of the acquisition of OLX Auto , OLX Auto has entered into an Intellectual Property License Agreement and a Transitional Support Agreement for the use of certain brands and technology.

   The Company had completed the acquisition of 100% stake of OLX Auto from its holding Company OLX India B.V on August 11, 2023.

CERTIFICATIONS, AWARDS AND RECOGNITIONS

Shriram Automall India Limited, Material Subsidiary of the Company ("SAMIL"), is a Great Place to Work - Certified™ company third year in a row

SAMIL has received certificate for Great Place to Work on February 2023 for the period February 2023 to February 2024 for the Third year in a row. SAMIL's continuous focus on achieving business goals while managing work-life balance and building a High-Trust & High-Performance Culture has once again been recognised by the Great Place to Work® Institute.

Best Use of Data Analytics in Business Intelligence

SAMIL was awarded "Best Use of Data Analytics in Business Intelligence" for The PriceX at CX Excellence Awards 2022 by Quantic.

CX Technology Implementation of the Year 2022 Award

SAMIL bagged CX Technology Implementation of the Year 2022 Award at 11th CX Strategy Summit & Awards 2022.

Leading Organisation for Promoting Green Practices

SAMIL was conferred as Leading Organisation for Promoting Green Practices by Ambassador of Green Planet Awards 2023 during EY4EV India Summit 2023.

Best Financial Customer Strategy of the Year 2023 in the Pre-owned Automobile Industry

SAMIL was conferred with Best Financial Customer Strategy of the Year 2023 in the Pre-owned Automobile Industry at 8th CFO Vision & Innovation Summit & Awards 2023.

Disruptive Technology Innovation Award - Pre-owned Automobile

SAMIL is the front-runner in the race for digitisation in the used vehicles industry and the Disruptive Technology Innovation Award in Pre-owned Automobile Industry is proof of the same. It was awarded at Technology Excellence Awards 2023 organised by Quantic India.

Directors' Report

CSR Leadership Award

SAMIL was accredited with CSR Leadership Award at the 7th Corporate Social Responsibility Summit & Awards 2023.

INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any amounts due or outstanding as on March 31, 2023, to be credited to the Investor Education and Protection Fund, as contemplated under Section 125(2) of the Act.

HUMAN RESOURCES

The Company's focus remains towards attracting capable talent, retaining and training talent with an objective of creating a strong talent pipeline. The Company is committed towards creating a healthy and a safe environment for all its employees, promote internal talent and develop cross functional expertise. It also recognises that employees have a key role to play in achieving the Company's growth objectives. The Company believes in creating an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences, and other factors, and contribute to the best of their abilities. The Company's Whistle Blower Policy encourages Directors and employees to bring to the Company's attention, any instances of unethical behaviour, actual or suspected incidents of fraud or violation of the code of conduct. The policy framework ensures that no employee is victimised or harassed for bringing such incidents to the attention of the Company. The practice of the Whistle Blower Policy is overseen by the Board of Directors and is available on the Company's website https://static.cartradetech.com/pdf/corporate-governance/CT-VIGIL-MECHANISM-and-Whistle-Blower-Policy.pdf. The Company had a total employee base of 945 full-time employees as of March 31, 2023.The Company has not seen any cases of worker strikes or lockouts in FY23.

SHARE CAPITAL

Authorised Share Capital

The Authorised Share Capital of the Company is ₹ 6,073.00 lakhs, comprising of 6,07,30,000 equity shares of ₹ 10 (Rupees ten only) each.

Issued Share Capital

During the year under review, the Company allotted (i) 38,000 equity shares of ₹ 10/- each of the Company upon exercise of vested ESOP Options under Employee Stock Option Plan 2011 and Employee Stock Option Plan 2015, vide Board Resolution dated May 04, 2022; (II) 9,174 equity shares of ₹ 10/- each of the Company upon exercise of vested option under Employee Stock Option Plan 2015 vide Circular Resolution dated June 28, 2022; (iii) 18,000 equity shares of ₹ 10/- each of the Company upon exercise of vested option under Employee Stock Option Plan 2015 vide Circular Resolution dated October 05, 2022; (iv) 83,750 equity shares of ₹ 10/- each of the Company upon exercise of vested option under Employee Stock Option Plan 2015 vide Circular Resolution dated November 23, 2022; and (v) 72,826 equity shares of ₹ 10/- each of the Company upon exercise of vested option under Employee Stock Option Plan 2011 and Employee Stock Option Plan 2015 vide Circular Resolution dated March 30, 2023.

With the above said allotments, the paid-up equity share capital was increased from ₹ 4,662.26 lakhs consisting of 46,622,567 equity shares of ₹ 10/- each to ₹ 4,684.43 lakhs consisting of 46,844,317 equity shares of ₹ 10/- each as on March 31, 2023.

Further post completion of financial year ended on March 31, 2023, the Company allotted (i) 5,000 equity shares of ₹ 10/- each of the Company upon exercise of vested option under Employee Stock Option Plan 2011 vide Board Resolution dated April 28, 2023; and (ii) 1,500 equity shares of ₹ 10/- each of the Company upon exercise of vested option under Employee Stock Option Plan 2015 vide Board Resolution dated August 10, 2023.

EMPLOYEES STOCK OPTION SCHEME (ESOP)

The Company has six ESOP schemes viz., ESOP 2010, ESOP 2011, ESOP 2014, ESOP 2015, ESOP 2021 (I) and ESOP 2021 (II) ("ESOP Schemes"). Pursuant to the shareholders' approval dated April 29, 2021 the Board has transferred all ungranted, cancelled and lapsed ESOP options of ESOP 2010, ESOP 2011, ESOP 2014 and ESOP 2015 to ESOP 2021 (I). Post Initial public offering (IPO), the ESOP 2021 (I) and ESOP 2021 (II), which are in compliance with the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, are available for further grants.

In view of the new scheme i.e. ESOP 2021 (I) and ESOP 2021 (II), no further grant of employee stock options will be made under the of ESOP 2010, ESOP 2011, ESOP 2014 and ESOP 2015.

Post IPO of equity shares of the Company, ESOP 2021 (I) was ratified, as per the requirements of 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations 2021"), by the members of the Company through Postal Ballot on May 03, 2022.

The Company has amended/modify the provision of ESOP 2021 (I) to align them with the SEBI SBEBSE Regulations 2021 on recommendation of nomination and remuneration committee and approval of the Board of Directors at their respective meetings held on July 14, 2022. Further the Company has also amended/modify the provision of ESOP 2010, ESOP 2011, ESOP 2014, ESOP 2015 and ESOP 2021(II) to align them with the SEBI SBEBSE Regulations

Directors' Report

2021 on recommendation of nomination and remuneration committee and approval of the Board of Directors at their respective meetings held on August 27, 2022.

The Company has obtained certificate from M/s S. P. Imartey & Associates, Practicing Company Secretary, (Certificate of Practice No.4545) (Membership No. FCS 5933), Secretarial Auditors confirming that ESOP Schemes are implemented in accordance with the SEBI SBEBSE Regulations 2021 and resolution(s) passed by the members of the Company.

The said certificates will be made available for inspection by the members electronically at the Annual General Meeting of the Company.

The disclosures regarding Employee Stock Options (ESOP) pursuant to Rule 12 of Chapter IV of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

Sr. No.	Particulars	During FY23		
		Old ESOPs	**ESOP 2021 (I)**	**ESOP 2021 (II)**
1	Options granted	-	439,000	-
2	Options vested until year end	1,455,518	57,500	1,750,000
3	Options exercised	221,750	-	-
4	The total number of shares arising as a result of exercise of option	221,750	-	-
5	Options lapsed	1,250	17,000	-
6	The exercise price	1. For 12,000 at ₹ 21 each; 2. For 189,000 at ₹ 140 each and 3. For 20,750 at ₹ 472 each.	NA	NA
7	Variation of terms of options	None	None	None
8	Money realised by exercise of options	₹ 365.06 lakhs	NA	NA
9	Total number of options in force	1,461,768	652,000	2,000,000
10	Employee wise details of options granted to:			
10.1	Key managerial personnel	NA	1. Mrs. Aneesha Bhandary – 50,000 ESOP options 2. Mr. Lalbahadur Pal – 5,000 ESOP options	NA
10.2	Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year:	NA	1. Mr. Banwari Lal Sharma- 50,000 ESOP options 2. Mr. Rajeev Kumar – 50,000 ESOP options 3. Mr. Abhishek Patodia – 30,000 ESOP options 4. Mr. Avijit Bhattacharya – 30,000 ESOP options 5. Mr. Anand Mohan Kumar – 30,000 ESOP options 6. Mr. Tamaghna Bhattacharya – 30,000 ESOP options	NA
10.3	Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	NA	None	NA

Note: 1. Old ESOPs include ESOP 2010, ESOP 2011, ESOP 2014 and ESOP 2015.

2. 439,000 ESOP options granted during the year are at an exercise price of Rs. 644.03/- which is at 0% discount to the market price as on the date of grant.

BOARD OF DIRECTORS

The Board of Directors of the Company comprises of six (6) Directors with optimum combination of Executive and Non-Executive Directors i.e., two Executive Directors, one Non-Executive Non-Independent Director and Three Non-Executive Independent Directors including two-woman Directors and each of them are professionals in their respective areas of specialisation and have held eminent positions as on March 31, 2023.

During the year under review there was no change (appointment/resignation) in the Board of directors.

However, post completion of financial year under review, on the recommendation of nomination and remuneration Committee, the board of directors of the Company at their meeting held on April 21, 2023, re-appointed Mr. Lakshminarayanan Subramanian, Mrs. Kishori Jayendra Udeshi and Mr. Vivek Gul Asrani for the second term of 5 (five) years subject to the approval of shareholders. The

Directors' Report

Shareholders of the Company duly approved their re-appointment vide special resolution passed on May 27, 2023 through postal ballot.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 6 (six) times during the year under review. The details of the meetings of the Board of Directors of the Company held and attended by the Directors during FY23 are given in the Corporate Governance Report which forms part of the Annual Report.

The maximum interval between two consecutive meetings did not exceed 120 days, as prescribed by the Act and SEBI Listing Regulations.

COMMITTEES OF THE BOARD OF DIRECTORS

The Committees of the board focus on certain specific areas and make informed decisions in line with the delegated authority.

The following are the Statutory Committees under the Act and SEBI Listing Regulations constituted by the board which functions according to their respective roles and defined scope:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;
- Risk Management Committee; and
- Corporate Social Responsibility Committee.

Details of composition, terms of reference and number of meetings held for respective committees are given in the Report on Corporate Governance, which forms a part of the Annual Report. During the year under review, all recommendations made by the various committees have been accepted by the board.

RETIREMENT OF DIRECTOR BY ROTATION

Mr. Victor Anthony Perry III (DIN 06992828), Non-executive Non-Independent Director of the Company shall retire by rotation at the ensuing 23rd Annual General Meeting (AGM) of the Company and being eligible, has offered himself for re-appointment. His profile is given in the Notice of the 23rd Annual General Meeting, forming part of this Annual Report. The nomination and remuneration committee and the board of directors recommend to the Members, passing of the ordinary resolution for re-appointment of Mr. Victor Anthony Perry III as Non-executive Non-Independent Director retiring by rotation

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and have complied with the code for independent directors specified under Schedule IV of the Act. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfil the conditions specified in Act as well as the Rules made thereunder and are independent of the management.

None of the Directors of the Company are disqualified for being appointed as a Director as specified under Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has in place a familiarization programme for its Independent Directors. The objective of the programme is to familiarise Independent Directors on the Board with the business of the Company, industry in which the Company operates, business model, challenges etc. through various programmes which largely revolves around interaction with subject matter experts within the Company and meetings with our business leads and functional heads on a regular basis.

The familiarization programme and other disclosures as specified under SEBI Listing Regulations is available on the Company's website at https://static.cartradetech.com/pdf/corporate-governance/CT-Familiarization-Programme-for-Independent-Directors.pdf

PERFORMANCE EVALUATION OF BOARD OF DIRECTORS, INDIVIDUAL DIRECTORS AND COMMITTEES

The annual evaluation process of the Board of Directors, Individual Directors and Committees was conducted in accordance with the provisions of the Act and SEBI Listing Regulations.

The Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees for FY23. The evaluation was conducted on the basis of a structured questionnaire which comprises performance criteria such as performance of duties and obligations, independence of judgement, level of engagement and participation, attendance of directors, their contribution

Directors' Report

in enhancing the Board's overall effectiveness, etc. The Board has expressed their satisfaction with the evaluation process. The observations made during the evaluation process were noted and based on the outcome of the evaluation and feedback of the Directors, the Board and the management agreed on various action points to be implemented in subsequent meetings.

The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, frequency of meetings of committee, participation of members in committee meetings, implementation of terms of reference etc. The above criteria is broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The evaluation process endorsed cohesiveness amongst directors, smooth communication between the board and the management and the openness of the management in sharing the information with the board and placing various proposals for the board's consideration and approval.

In a separate meeting of Independent Directors, the performance of Non–Independent Directors, the Board as a whole and Chairman was evaluated. They assessed the quality, quantity and timeliness of flow of information between the Company's management and the board.

The Independent Directors played active role in the committee meetings including Audit Committee.

REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The management of the Company is immensely benefitted from the guidance, support and mature advice from members of the board of directors who are also members of various committees. The Board consists of directors possessing diverse skill and rich experience to enhance quality of its performance. The Company has adopted a Policy on Board Diversity formulated by the Board of Directors. The Company's Nomination and Remuneration Policy has laid down a framework for remuneration of Directors (Executive and Non-Executive), Key Managerial Personnel and Senior Management Personnel. These Policies are available on the Company's website at the web link: https://www.cartradetech.com/pdf/corporate-governance/CT-Nomination-and-Remuneration-Policy.pdf

The remuneration paid to the Directors, Key Managerial Personnel and senior management is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 read with Schedule II of SEBI Listing Regulations. Further details on the same are given in the Corporate Governance Report forming part of the Annual Report.

Mr. Vinay Vinod Sanghi, Chairman & Managing Director and Mrs. Aneesha Bhandary, Executive Director and Chief Financial Officer ("CFO") of the Company have not received any remuneration or commission from any of the subsidiary companies. Further, the Company doesn't have any holding company, hence, there does not arise a circumstance of any remuneration or commission from holding company.

The statement of disclosure of remuneration under Section 197 of the Act and Rule 5(1) and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure II** to this report.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules forms part of this report.

KEY MANAGERIAL PERSONNEL

There was no change (appointment/resignation) in the Key Managerial Personnel's namely, Managing Director, Chief Financial Officer and the Company Secretary & Compliance Officer of the Company during the financial year under review.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel (KMPs) of the Company as on the date of this report:

- Mr. Vinay Vinod Sanghi - Chairman and Managing Director;
- Mrs. Aneesha Bhandary – Executive Director and Chief Financial Officer; and
- Mr. Lalbahadur Pal - Company Secretary and Compliance Officer.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) and Section 134(5) of the Act, the board, to the best of its knowledge and ability, confirm that:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;

b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period

c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

Directors' Report

d) They have prepared the annual accounts on a going concern basis;

e) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL FINANCIAL CONTROL SYSTEM

The Company's well-defined organisational structure, documented policy guidelines, defined authority matrix and internal financial controls ensure efficiency of operations, protection of resources and compliance with the applicable laws and regulations. Moreover, the Company continuously upgrades its systems and undertakes review of policies.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY23.

AUDITORS AND AUDITOR'S REPORTS

Statutory Auditors

M/s S.R. Batliboi & Associates LLP Chartered Accountants having FRN 101049W/E300004 were appointed as Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of 19th Annual General Meeting until the conclusion of 24th Annual General Meeting, to examine and audit the accounts of the Company for the FY20 to FY24, at the 19th Annual General Meeting of the members of the Company.

The Auditors have confirmed that they are not disqualified and continue to be eligible to act as the Auditors of the Company for the FY24.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Act to the Audit Committee.

Internal Auditors

The board of the Company, on the recommendation made by the Audit Committee, have ratified the appointment of M/s MGB & Co. LLP, Chartered Accountants having FRN 101169W/W-100035 as Internal auditors of the Company for the FY23 based on consent received from them.

Secretarial Auditor

The board of the Company, on the recommendation made by the Audit Committee, have appointed M/s S. P. Imartey & Associates, Practicing Company Secretaries, (Certificate of Practice No.4545) (Membership No. FCS 5933), as the Secretarial Auditors to conduct an audit of the secretarial records of the Company for the FY23, based on consent received from M/s S. P. Imartey & Associates.

The Secretarial Audit Report of the Company and its material unlisted subsidiary company i.e. M/s Shriram Automall India Limited for the FY23 pursuant to the provisions of the Act read with Rules made thereunder and Regulation 24A of SEBI Listing Regulations, is set out in **Annexure III** to this Report.

The Secretarial Compliance Report received from M/s S. P. Imartey & Associates, Practicing Company Secretaries, for FY23, in relation to compliance of all applicable provisions of the Securities and Exchange Board of India ("SEBI") Regulations/Circulars/ Guidelines issued thereunder, pursuant to requirement of Regulation 24A of SEBI Listing Regulations, is set out in **Annexure IV** to this Report.

As required by Schedule V of SEBI Listing Regulations, the Auditors Certificate on Corporate Governance received from M/s S. P. Imartey & Associates, Practicing Company Secretaries is annexed to the Corporate Governance Report forming part of this Annual Report.

The Secretarial Audit Report and Secretarial Compliance Report of the Company, for the FY23, do not contain any qualification, reservation, or adverse remark.

CORPORATE GOVERNANCE DISCLOSURE

Pursuant to Regulation 34 read with Schedule V of SEBI Listing Regulations the following Reports/Certificates form part of the Annual Report:

i. the Report on Corporate Governance;

ii. the Certificate duly signed by the Chairman & Managing Director and Chief Financial Officer on the Financial Statements of the Company for the year ended March 31, 2023 as submitted to the Board of Directors at their meeting held on April 28, 2023;

iii. the declaration by the Chairman & Managing Director regarding compliance by the Board members and senior management personnel with the Company's Code of Conduct;

iv. the Management Discussion & Analysis Report;

v. The Certificate from Practicing Company Secretary on Corporate Governance; and

vi. The certificate on non-disqualification of Directors in pursuance of Regulation 34(3) read with sub clause (i)

Directors' Report

Directors' Report

of clause 10 of Part C of Schedule V of SEBI Listing Regulations forms part of the Annual Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

Pursuant to Regulation 34(2)(f) of SEBI Listing Regulations, the Business Responsibility Sustainability Report is annexed and forms part of the Annual Report.

ANNUAL RETURN

In accordance with the provisions of Section 92(3) of the Act, Annual Return of the Company is available on the website of the Company at https://cartradetech.com/annual-report.html

CREDIT RATING

During the Financial Year under review the Company has not obtained any credit rating.

CODE FOR PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

This Code of Conduct also includes Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which has been made available at https://static.cartradetech.com/pdf/corporate-governance/CT-Fair-Disclosure-Code-and-Legitimate-Purpose-Policy.pdf

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

The Company is committed towards providing a safe and conducive work environment to all of its employees and associates. Further, the Policy also gives shelter to contract workers, probationers, temporary employees, trainees, apprentices of the Company and any person visiting the Company at its office.

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Prevention of Sexual Harassment Act"), the Company has formulated a Policy on Prevention of Sexual Harassment at Workplace for prevention, prohibition and redressal of sexual harassment at workplace and an Internal Complaints Committee has also been set up to redress any such complaints received.

Further pursuant to provision of the Prevention of Sexual Harassment Act and recommendation received by Ms. Revati Poojari, Member from Non-Government Organisation, the Company had amended and revised a Policy on Prevention of Sexual Harassment at Workplace for prevention, prohibition and redressal of sexual harassment at workplace as well as re- constituted internal complaint Committee pursuant to board resolution dated July 14, 2022.

The following is a summary of Sexual Harassment complaints received and closed during the FY23:

- Number of complaints of sexual harassment received in the year: 0
- Number of complaints disposed off during the year: Not Applicable
- Number of cases pending for more than ninety days: Not Applicable
- Number of workshops or awareness programmes of the POSH ACT 2013 carried out: 1 Session for all employees of the Company, on department wise on Awareness session on POSH at the workplace
- Nature of action taken by the Company to make the workplace a respectful and safe place for all employees: Posters- Awareness Sessions

DISCLOSURES AS PER THE SECTION 134 OF THE ACT READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014;

Conservation of energy, technical absorption and foreign exchange earnings and outgo

The information pursuant to Section 134(3)(m) of the Act read with Companies (Accounts) Rules, 2014 is as follows:

a. The Company has no major activity involving conservation of energy;

b. The Company has no major activity involving technology absorption;

c. The Foreign Exchange Earnings during the reporting period was ₹ 430.20 lakhs;

d. Foreign Exchange Outgo during the reporting period was ₹ 68.80 lakhs.

Loans, guarantee or investments in securities

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on March 31, 2023, are set out in Note 5 and 7 to the standalone financial statements of the Company which forms a part of this annual report.

Contracts or arrangements with related parties

The Related Party Transactions (RPTs) were entered in ordinary course of business and on arm's length basis and were in compliance with the provisions of the Act and SEBI LODR Regulations. There are no materially significant related party transactions made by the Company with Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act along with the justification for entering into such contract or arrangement in Form AOC-2 is annexed to this report as **Annexure V**.

Omnibus approval was obtained in the Audit Committee meeting for the RPTs of repetitive nature. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company. For details of the transactions with related party refer to the Note 29 to the standalone financial statements.

Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board and was uploaded on the Company's website and can be accessed at web-link: https://www.cartradetech.com/pdf/corporate-governance/CT-Materiality-policy-for-related-party-transactions.pdf

Corporate Social Responsibility (CSR)

The CSR Report for the FY23 is annexed to this report as Annexure VI. The composition of CSR Committee and the details of the ongoing CSR projects/programmes/activities are included in the CSR report/section. The CSR Policy is uploaded on the Company's website at the web link: https://static.cartradetech.com/pdf/corporate-governance/CT-CSR-Policy.pdf

Risk management

The Company's Risk Management Policy deals with identification, mitigation and management of risks across the organisation. The same has been dealt with the Management Discussion and Analysis as required under Schedule V of the SEBI Listing Regulations which is provided separately in the Annual Report. The Risk Management Policy is uploaded on the Company's website at the web link: https://static.cartradetech.com/pdf/corporate-governance/CT-Risk-Management-Policy.pdf

Whistle blower policy/ vigil mechanism

The Company's Whistle Blower policy provides a mechanism under which an employee/director of the Company may report unethical behaviour, suspected or actual fraud, violation of code of conduct and personnel policies of the Company. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behaviour. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website: https://static.cartradetech.com/pdf/corporate-governance/CT-VIGIL-MECHANISM-and-Whistle-Blower-Policy.pdf

Cybersecurity

With the World becoming more interconnected, cyber security is now increasingly important for the safeguarding of our digital assets. During the year, our focus on our cybersecurity, personnel training, building a culture of security an collective onus, and enabling our developers with dedicated courses and resource kits, went ahead as planned, together with our overall initiatives on improving cybersecurity processes, technologies and posture.

Green Initiative in Corporate Governance

The Ministry of Corporate Affairs (MCA) has undertaken green initiative in Corporate Governance by allowing paperless compliances by the Companies and permitted the service of Annual Reports and documents to the shareholders through electronic mode. subject to certain conditions. Further, in accordance with the Circular No. 2/2022 dated May 5, 2022 read with Circular No. 02/2021 dated January 13, 2021 and Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs, the Notice of the AGM including the Annual Report of the Company is being sent through electronic mode to all the Members whose e-mail addresses are registered with the Company.

OTHER DISCLOSURES

i. The Company has acquired 100% stake in Sobek Auto India Private Limited ("OLX Auto") on August 11, 2023 whereby OLX Auto has now become a wholly owned subsidiary of the Company.

ii. There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future. For other orders, please refer to Note 33 of the standalone financial statement containing details of the contingent liabilities.

iii. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

iv. The Company has not resorted to any buy back of its equity shares during the year under review.

v. There was no change in the nature of business of the Company.

vi. The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the financial statement.

Directors' Report

vii. During the year under review, the Company has duly complied with Secretarial Standard 1 dealing with Meetings of the Board of Directors & Secretarial Standard 2 dealing with General Meetings, as issued by the Institute of Company Secretaries of India.

viii. Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, maintenance of cost record is not applicable to the Company.

ix. There were no applications made by the Company or upon the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review. There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016 by/against the Company as on March 31, 2023;

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

xi. During the year under review, there were no settlements made by the Company for any loan/borrowing taken from the Banks or Financial Institutions and hence we have no comment with regard to the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

WAY FORWARD:

Going forward in FY24, the Company aims to achieve consistent growth in its businesses as a part of our growth plans. We have a strong platform for progress and we look forward to working with our customers and our stakeholders to seize the opportunities that lie ahead of us.

ACKNOWLEDGEMENT

The board would like to place on record their gratitude for the guidance and cooperation extended by regulatory authorities. The Board takes this opportunity to express their sincere appreciation for the excellent patronage received from the Customers, Banks and Financial Institutions, Group Companies and for the continued enthusiasm, total commitment, dedicated efforts of the executives and employees of the Company at all levels. We are also deeply grateful for the continued confidence and faith reposed on us by all the Stakeholders including Shareholders.

For and on behalf of the Board of Directors
CarTarde Tech Limited

Vinay Vinod Sanghi
Chairman and Managing Director
(DIN: 00309085)

Place: Mumbai
Date: September 05, 2023

Aneesha Bhandary
Executive Director and CFO
(DIN: 07779195)

ANNEXURE I

FORM NO. AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART "A": SUBSIDIARIES

(All amounts in ₹ lakhs, unless otherwise stated)

Sr. No.	Particulars	Details					
1	Sr. No.	1	2	3	4	5	6
2	Name of the subsidiary	CarTrade Finance Private Limited	CarTrade Exchange Solutions Private Limited	Adroit Inspection Service Private Limited	Shriram Automall India Limited	CarTrade Foundation	Augeo Asset Management Private Limited
3	The date since when subsidiary was acquired	July 01, 2019	May 01, 2018	February 06, 2018	February 06, 2018	July 12, 2021	July 01, 2022
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-	-	-	-
5	Country	India	India	India	India	India	India
6	Reporting currency	INR	INR	INR	INR	INR	INR
7	Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA	NA	NA	NA	NA
8	Share capital	250.00	4.50	21.70	3,000.00	1.00	110.73
9	Reserves & surplus	(52.52)	1,410.47	363.46	12,959.30	(0.48)	(226.06)
10	Total Assets	199.00	3,580.47	1,137.82	31,616.38	0.74	145.91
11	Total Liabilities	1.52	2,165.50	752.66	15,657.08	0.22	261.24
12	Investments	-	-	-	4,711.96	-	-
13	Turnover	-	2,530.09	2,075.67	16,409.89	-	113.50
14	Profit/(Loss) before taxation	6.84	930.40	28.80	1,706.84	(0.48)	44.23
15	Provision for taxation	1.85	219.11	16.17	548.32	-	5.30
16	Profit/(Loss) after taxation	4.99	711.29	12.63	1,158.52	(0.48)	38.93
17	Proposed Dividend	-	-	-	-	-	-
18	Extent of shareholding (in percentage)	100%	55.43%	55.43%	55.43%	100%	55.43%

Notes:

1. Names of subsidiaries which are yet to commence operations- CarTrade Foundation and CarTrade Finance Private Limited
2. Names of subsidiaries which have been liquidated or sold during the year- None

ANNEXURE I

PART "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(All amounts in ₹ lakhs, unless otherwise stated)

Name of associates/Joint Ventures	Particular
1. Latest audited Balance Sheet Date	Not Applicable
2. Date on which the Associate or Joint Venture was associated or acquired	
3. Shares of Associate or Joint Ventures held by the Company on the year end	
No. of share	
Amount of Investment in Associates/Joint Venture	
Extent of shareholding (in percentage)	
4. Description of how there is significant influence	
5. Reason why the associate/Joint venture Is not consolidated	
6. Net worth attributable to shareholding as per latest audited Balance Sheet	
7. Profit/Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

Notes:

1. Names of associates or joint ventures which are yet to commence operations- None
2. Names of associates or joint ventures which have been liquidated or sold during the year- None

For and on behalf of the Board of Directors
CarTarde Tech Limited

Vinay Vinod Sanghi
Chairman and Managing Director
(DIN: 00309085)

Aneesha Bhandary
Executive Director and CFO
(DIN: 07779195)

Place: Mumbai
Date: September 05, 2023

ANNEXURE II

Particulars of employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 and forming part of the Board's Report for the financial year ended March 31, 2023.

Pursuant to provisions of Section 136 of the Act, the Annual Report excluding the aforesaid information, is being sent to all the members of the Company and others entitled thereto. Any Member interested in obtaining such particulars may write to the Company Secretary and Compliance Officer of the Company. The same shall also be available for inspection by members at Registered Office of the Company.

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each Director and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year ended March 31, 2023 and percentage increase in remuneration compared to last financial year:

Name of the Director/KMP	Designation	% increase in remuneration compared to last FY	Ratio to median remuneration of employees
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	12.00	156.14
Mrs. Aneesha Bhandary	Executive Director and CFO	20.00	24.37
Mr. Lalbahadur Pal	Company Secretary and Compliance Officer	32.60	3.62

Notes:

1. Share based payment is not considered for calculation of increase in remuneration and Ratio to median remuneration; and
2. Non-Executive Directors had not received any remuneration except sitting fees from the Company during FY23.

2. Percentage increase in the median remuneration of employees in the financial year ended March 31, 2023: There was an increase in the median by 0%. This has been arrived by comparing the median remuneration of the cost-to-the Company as on March 31, 2023 as compared to previous year as on March 31, 2022, However, as mentioned at point 4 below there was an increase of 15.71% in remuneration of employees other than managerial personnel.
3. No. of permanent employees on the pay roll of Company as on March 31, 2023 was 945.
4. 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:

   There was an increase of 15.71% in remuneration of employees other than managerial personnel against 21.53% increase in remuneration of managerial personnel. The increase in remuneration of employees other than the managerial personnel is considerably in line with the increase in remuneration of managerial personnel.
5. Affirmation that the remuneration is as per the remuneration policy of the Company:

   It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Nomination and Remuneration Policy of the Company

For and on behalf of the Board of Directors
CarTarde Tech Limited

Vinay Vinod Sanghi
Chairman and Managing Director
(DIN: 00309085)

Aneesha Bhandary
Executive Director and CFO
(DIN: 07779195)

Place: Mumbai
Date: September 05, 2023

ANNEXURE III

Form No. MR-3

Secretarial Audit Report for the financial year ended March 31, 2023

[Pursuant to sub-section (1) of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CarTrade Tech Limited,
CIN: L74900MH2000PLC126237
12th Floor Vishwaroop IT Park Sector 30A,
Vashi Navi Mumbai - 400705.

We, S P Imartey & Associates have conducted Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CarTrade Tech Limited** having CIN L74900MH2000PLC126237 and having registered office at 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705 (hereinafter called as the **"Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliance and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes 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, 2023 complied with the statutory provisions listed hereunder and also that Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made thereunder:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2023 and made available to me, according to the provisions of:

(i) The Companies Act, 2013 (the "Act") and rules made thereunder;

(ii) The Securities Contract (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 thereunder to the extent of Foreign Direct Investment. The Company does not have any Overseas Direct Investment and External Commercial Borrowings during the financial year;

(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, 2018;

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 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#;

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018#;

  (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and

  (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

 # The Regulations or Guidelines, as the case may be were not applicable for the period under review.

The list of Acts, Laws and Regulations specifically applicable to the Company as identified by the Management of the Company are given below:

(i) The Information Technology Act, 2000 and the rules made thereunder

(ii) New Telecom Policy, 1999 modified by the Department of Telecommunication, Government of India on August 05, 2016

(iii) The Telecom Regulatory Authority Act of India, 1997

(iv) Data Privacy Bill, 2019

(v) Consumer Protection Act , 2019

(vi) The Trademarks Act, 1999

(vii) Legal Metrology Act, 2009

(viii) Environment Regulations i.e. Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981

We have also examined compliance with the applicable clauses of the following:

ANNEXURE III

(i) Secretarial Standards on Meetings of the Board of Directors (SS-1) issued by The Institute of Company Secretaries of India; and

(ii) Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, the Secretarial Standards etc. mentioned above to the extent applicable.

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive and Independent Directors. No changes were carried out in the composition of the Board of Directors during the year under review.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the review of the compliance reports/certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has undertaken the following events/actions which had bearing on the Company's affairs in pursuance of the above referred laws rules, regulations, guidelines standards etc.:

1. CarTrade Tech Limited Employee Stock Option Plan 2021 (I) was ratified by the Members of the Company by passing a special resolution on May 03, 2022 through Postal Ballot;
2. Shareholders' approval by passing a special resolution, was obtained at the Annual General Meeting held on September 27, 2022 for approving remuneration of Chairman and Managing Director;
3. Shareholders' approval by passing a special resolution, was obtained at the Annual General Meeting held on September 27, 2022 for approving remuneration of Executive Director and CFO; and
4. Shareholders' approval by passing a ordinary resolution, was obtained at the Annual General Meeting held on September 27, 2022 for approving related party transaction between Shriram Automall India Limited and Shriram Finance Limited (formerly Known as Shriram Transport Finance Company Limited).

For **S P Imartey & Associates,**
Company Secretaries

Shriram P. Imartey
Practising Company Secretary
Mem. No.: F 5933
C. P. No.: 4545
UDIN: F005933E000191943

Date: April 25, 2023
Place: Mumbai

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

ANNEXURE A

To,

The Members,

CarTrade Tech Limited

CIN: L74900MH2000PLC126237

Our Secretarial Audit Report for the financial year ended on March 31, 2023 of even date if 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 their 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 the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of laws, rules, 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 the management. Our examination was limited to verification of procedure on random test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S P Imartey & Associates,**
Company Secretaries

Shriram P. Imartey
Practising Company Secretary
Mem. No.: F 5933
C. P. No.: 4545
UDIN: F005933E000191943

Date: April 25, 2023
Place: Mumbai

Form No. MR-3

Secretarial Audit Report

For the financial year ended on March 31, 2023

[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,

SHRIRAM AUTOMALL INDIA LIMITED

CIN: U50100TN2010PLC074572

Regd. Off.: Sri Towers, Plot No: 14A, South Phase,

Industrial Estate, Guindy, Chennai Tamil Nadu-600032

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHRIRAM AUTOMALL INDIA LIMITED** (hereinafter called the "Company") (CIN: U50100TN2010PLC074572). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification on test check basis, 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 and as per the explanations given to us and the representations made by the management, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2023 **("the Financial Year"),** generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained and made available to us by the Company for the financial year ended on March 31, 2023 according to the provisions of:

i) The Companies Act, 2013 **("the Act")** and the rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder- **Not Applicable to the Company during the Audit Period;**

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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company during the Audit Period;**

v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not Applicable to the Company during the Audit Period;**

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - **Not Applicable to the Company during the Audit Period;**

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable to the Company during the Audit Period;**

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- **Not Applicable to the Company during the Audit Period;**

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not Applicable to the Company during the Audit Period;**

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable to the Company during the Audit Period;**

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable to the Company during the Audit Period;** and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable to the Company during the Audit Period.**

*The Company being a material subsidiary of **CarTrade Tech Limited,** directors and certain employees of the Company have been categorised as Designated Persons and are covered by the Code of Conduct under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, of **CarTrade Tech Limited.**

I 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 Agreements entered into by the Company with Stock Exchange(s) – **Not Applicable to the Company during the Audit Period;**

iii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable – **Not Applicable to the Company during the Audit Period;**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above (hereinafter referred to as "Applicable Laws") except the following:

Observation:

1. With regard to Buy Back of ESOP Option:
    a. The Company did not mention in its Letter of Offer that a separate bank account has been opened for the purpose of paying the consideration to the eligible employees as required under Rule 17(10)(c) of Companies (Share Capital and Debentures) Rules, 2014.
    b. The Company have inadvertently mentioned the Number of Shareholder as 2 instead of 7 in the form SH-8 filed with the Registrar of Companies.
    c. The Company mentioned in Form SH-8 that the total amount of unsecured debt as on March 31, 2022 is ` 672,202,149 (Rupees Sixty Seven Crores Twenty Two Lakhs Two Thousand One Hundred Forty Nine only), whereas in the affidavit of solvency as required under Rule 17(3) of Companies (Share Capital and Debentures) Rules, 2014, it was inadvertently mentioned in Annexure I of the affidavit under the head of Secured Loan (Including Lease Liability) instead of Unsecured Loan/Debt (including lease liability).

I further report that-

Composition

(i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors There were no changes in the composition of the Board of Directors that took place during the period under review;

Business in compliance with Memorandum of Association

(ii) All the business activities undertaken by the Company were authorised under the Object Clause of the Memorandum of Association of the Company;

Board Function

(iii) 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 except for two Board Meetings where consent for shorter notice was obtained 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;

(iv) All the decisions at Board Meeting and Board Committee meetings were unanimously consented and that there were no instances of dissent in any of the business at the Board or Board Committee meetings;

(v) Extra Ordinary General Meeting of the Company dated July 12, 2022 was convened at shorter notice and requisite consent has been taken from requisite members before the meeting;

Compliance of Applicable Laws

(vi) The Company has filed all applicable forms, returns, disclosure etc. pursuant to the provision of the Applicable Laws;

(vii) The Company has maintained all registrars and records as are required to be maintained under the Applicable Laws;

(viii) The Company has not accepted any public deposits under the Applicable Laws;

(ix) The Company did not enter into any material transaction with any related party that required approval of the shareholders under the provisions of the Applicable Laws. All transactions with related parties were approved/reported to the Audit Committee.

I further report that having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by me the Company has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As per the representations made by the management and relied upon by us, the Company has generally complied with applicable laws including applicable state / municipal / local laws and rules / regulations made thereunder and order issued thereto, wherever its factories / establishments / units are situated in addition to the laws stated above.

Further declare that for the compliances of the applicable provisions of Financial / Taxation laws and rules made thereunder, I have relied upon the management representation letter and the reports given by the Statutory Auditors / Internal Auditors or other designated professionals.

I have also examined compliance with the applicable clauses of the Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

Further on the basis of disclosure of interest in form MBP-1 under section 184 and declaration in form DIR-8 under section 164 (2) of the Act, given by all the directors to the Company, I hereby report that the directors have not incurred any disqualification during the period under review.

During the period under review, the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that during the audit period no specific events / actions occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

As represented by the management, I further report that the Company has responded appropriately to the notices received from the various statutory / regulatory authorities and initiated actions for corrective measures, wherever found necessary.

For Joshi Prakash & Co
Company Secretaries in Practice

(Prakash Joshi)
Proprietor
Membership No.: ACS 58723
Certificate of Practice No.: 24260
Place: New Delhi UDIN: A058723E000137331
Date: April 25, 2023 Peer Review Certificate No.: 2993/2023

This report is to be read along with our letter of even date as stated in **Annexure-A** and forms an integral part of this report.

Annexure A

To,

The Members,

SHRIRAM AUTOMALL INDIA LIMITED

CIN: U50100TN2010PLC074572

Regd. Off.: Sri Towers, Plot No: 14A, South Phase,

Industrial Estate, Guindy, Chennai Tamil Nadu-600032

The Secretarial Audit Report of even date is to be read along with this letter.

Auditor's Responsibility

1. My objective is to obtain reasonable assurance about the compliance under applicable laws, maintenance of records and issue a report that includes my opinion. While reasonable assurance in high level assurance, due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the standards
2. I have followed the audit practices and processes in accordance with CSAS-1 to CSAS-4 i.e., the Auditing Standards issued by ICSI, which were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct

Management Responsibility

3. The compliance of provisions of all laws, rules, regulations, standards applicable to Shriram Automall India Limited (the 'Company') is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures maintained by the Company and required for the purpose of issue of the Secretarial Audit Report.
4. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished by the Company, along with explanations where so required.

Others

5. The verification of compliance and records was done on test check basis to ensure that correct facts are reflected in secretarial and other records produced. I believe that the processes and practices I follow, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
6. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company and relied on the report presented by the Statutory Auditors of the Company
7. This Report has been issued with a disclaimer opinion and I have highlighted my observation for in italics.
8. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
9. 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.

For Joshi Prakash & Co
Company Secretaries in Practice

(Prakash Joshi)
Proprietor
Membership No.: ACS 58723
Certificate of Practice No.: 24260
UDIN: A058723E000137331
Peer Review Certificate No.: 2993/2023

Place: New Delhi
Date: April 25, 2023

ANNEXURE IV

SECRETARIAL COMPLIANCE REPORT OF CARTRADE TECH LIMITED FOR THE YEAR ENDED MARCH 31, 2023

To,

The Members,

CarTrade Tech Limited,

12th Floor Vishwaroop IT Park Sector 30A,

Vashi Navi, Mumbai – 400705.

I, Shriram P. Imartey have examined;

(a) all the documents and records made available to us and explanation provided by CarTrade Tech Limited having CIN L74900MH2000PLC126237 and having registered office at 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705, ("listed entity");

(b) the filings/ submissions made by the listed entity to the stock exchanges;

(c) website of the listed entity; and

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the Review Period);

(e) the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the listed entity during the Review Period);

(g) the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(h) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the Review Period); and

(i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars guidelines issued thereunder in so far as it appears from our examination of those record;

(c) There were no actions taken against the listed entity its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder.

(d) No action was required to be taken by the listed entity for the previous report issued for the financial year ended March 31, 2022.

(e) The reporting of clause 6(A) and 6(B) of the circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

(f) Additional affirmations as per NSE Circular Ref No.: NSE/CML/2023/21

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	**Secretarial Standard** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily. Applicable	Yes	-

ANNEXURE IV

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	-
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	-
4.	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	**To examine details related to Subsidiaries of listed entities:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	-
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	-
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	-
12.	**Additional Non-compliances, if any:** No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	Yes	-

ANNEXURE IV

(g) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Rem arks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

(h) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Rem arks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

For **S P Imartey & Associates,**
Company Secretaries

Shriram P. Imartey
Practising Company Secretary
Mem. No.: F 5933
C. P. No.: 4545
UDIN: F005933E000191681

Date: April 25, 2023
Place: Mumbai

ANNEXURE V

FORM NO. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2023, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of Relationship	Details of Related Party Transaction between Shriram Automall India Limited ("SAMIL") and Shriram Finance Limited ("SFL") (formerly known as Shriram Transport Finance Company Limited). SAMIL is a material unlisted subsidiary of the Company
2.	Nature of contracts/arrangements/ transactions	Payment of license fees, sharing of rent & maintenance expenses of yards, providing access to SAMIL at branch office of SFL, sharing of rent and maintenance expenses of yards, business sourcing fees, interest on intercorporate loans/deposits, interest on Sub-Ordinate Debt/FD/NCD and reimbursement of admin expenses. Monetary value is ₹ 15,670.00/- lakhs per annum, put together.
3.	Duration of the contracts / arrangements / Transactions	
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	
5.	Date of approval by the Board	August 27, 2022
6.	Amount paid as advances, if any	Not application

For and on behalf of the Board of Directors
CarTarde Tech Limited

Place: Mumbai
Date: September 05, 2023

Vinay Vinod Sanghi
Chairman and Managing Director
(DIN: 00309085)

Aneesha Bhandary
Executive Director and CFO
(DIN: 07779195)

ANNEXURE VI

REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR FY23

1. Brief outline on CSR Policy of the Company:

   A brief outline of the Company's Corporate Social Responsibility **("CSR")** policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes at https://static.cartradetech.com/pdf/corporate-governance/CT-CSR-Policy.pdf

   In terms of Section 135 of the Companies Act, 2013 ('the Act') read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has adopted a CSR Policy which helps contribute towards betterment of the society focusing on providing education, vocational training, providing health care facilities to economically weaker and underprivileged section of the society, promoting gender equality and environment sustainability and to do such other activities as may be permissible under the Act. The Company's CSR policy is available on website of the Company.

2. Composition of CSR Committee;

Name	Category
Mrs. Aneesha Bhandary	Chairperson, Executive Director
Mr. Vivek Gul Asrani	Member, Independent Director
Mr. Vinay Vinod Sanghi	Member, Managing Director

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

   a) CSR Committee: https://www.cartradetech.com/board-of-company-and-committees.html

   b) CSR Policy: https://static.cartradetech.com/pdf/corporate-governance/CT-CSR-Policy.pdf

   c) CSR projects approved by the Board: **Not Applicable**

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable**

5. Details of the amount available for set off in pursuance of rule 7 (3) of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
1	NA	NIL	NIL

6. Average net profit of the Company as per section 135(5): **negative**

7. Prescribed CSR Expenditure (two per cent of the amount as in item 6 above):

   (a) Two percent of Average net profit of the Company for last three financial year as per section 135(5): **Nil**

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **None**

   (c) Amount required to be set off for the financial year, if any: **None**

   (d) Total CSR obligation for the financial year (7a+7b+7c): ₹ **NIL**

8. Details of CSR spent during the financial year:

   (a) Details of CSR amount spent or unspent for FY23:

(All amounts in ₹ lakhs, unless otherwise stated)

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NIL	Not Applicable				

   (b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

   (c) Details of CSR amount spent against other than ongoing projects for the financial year: **Not Applicable**

   (d) Amount spent in Administrative Overheads: **NIL**

   (e) Amount spent on Impact Assessment, if applicable: **Not Applicable**

   (f) Total amount spent for the Financial Year (8b+8c+8d+8e): NIL

   (g) Excess amount for set off, if any: **Not Applicable**

(All amounts in ₹ lakhs, unless otherwise stated)

Sr. No.	Particular	Amount
i.	Two percent of average net profit of the Company as per section 135(5)	NIL
ii.	Total amount spent for the Financial Year	NIL
iii.	Excess amount spent for the financial year [(ii)-(i)]	-
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

ANNEXURE VI

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**
   (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year **(asset-wise details)**
    (a) Date of creation or acquisition of the capital asset(s): **NIL**
    (b) Amount of CSR spent for creation or acquisition of capital asset: **NIL**
    (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: **NIL**
    (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital: **NIL**
11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5). **Not Applicable**

For and on behalf of the Board of Directors
CarTarde Tech Limited

Vinay Vinod Sanghi
Chairman and Managing Director
(DIN: 00309085)

Aneesha Bhandary
Executive Director and CFO
(DIN: 07779195)

Place: Mumbai
Date: September 05, 2023

Corporate Governance Report

The Corporate Governance Report for the financial year ended March 31, 2023 on compliance by CarTrade Tech Limited ("the Company") with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is given below.

BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is based on the basic principles of integrity, transparency, accountability, ethical corporate behaviour and responsible corporate conduct with an intention to enhance investor's confidence and create enduring value for all its stakeholders. The Company's philosophy on Corporate Governance plays a pivotal role in protecting the interest of all its stakeholders as well as value creation for them.

The Company believes that an eminent, well informed and independent Board is necessary to ensure highest standards of Corporate Governance and further ensure that the business activities are conducted in line with the applicable laws of the land. The Board and its committees play a crucial role in overseeing how the management is focusing on achieving business objectives, while serving the short-term and long-term interests of its stakeholders and society at large.

Robust Corporate Governance along with world class products and unparalleled service has enabled us to earn the trust of our employees, customers, business partners and all other stakeholders. The Company places great emphasis on empowerment, integrity and safety of our employees, maintaining a diverse and vibrant work environment and upholding transparency in all its dealings thereby raising the standard of corporate governance while dealing with outside stakeholders.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46 of the SEBI Listing Regulations, wherever applicable, with respect to corporate governance.

In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors which includes a Code of Conduct for Independent Directors, as specified under Schedule IV of the Companies Act, 2013 ('the Act') and Regulation 26(3) of the SEBI Listing Regulations. Pursuant to Regulation 26(5) of the SEBI Listing Regulations, all members of senior management have confirmed that there are no material, financial and commercial transactions wherein they have a personal interest that may have a potential conflict with the interest of the Company at large. Pursuant to Regulation 26(3) of the SEBI Listing Regulations, all the Board members and senior management of the Company as on March 31, 2023 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the Managing Director ('MD') is reproduced at the end of this Report.

The details of the board structure and the various committees that constitute the governance structure of the Company are covered in detail in this report.

BOARD OF DIRECTORS

The Board of Directors of the Company is the apex body responsible for the administration and overall operations and performance of the Company. The Company maintains high standards of Corporate Governance and it has been an essential part for running the business of our Company since inception.

The Board of Directors of the Company as on March 31, 2023, comprised of six (6) Directors with optimum combination of Executive and Non-Executive Directors i.e., two Executive Directors, one Non-Executive Non-Independent Director and Three Non-Executive Independent Directors including two-woman Directors and each of them are professionals in their respective areas of specialisation and have held eminent positions. The Board Members are not related to each other, and the number of Directorships/Committee memberships held by Executive and Non-Executive Independent Directors are within the permissible limits under the SEBI Listing Regulations and the Act.

The Company has put in place an internal governance structure. The Board of Directors of the Company consists of professionals from varied disciplines. The day to day management of the affairs of the Company is entrusted with the senior management personnel, headed by the Chairman and Managing Director of the Company, who functions under the overall supervision, direction and control of the Board of Directors (the "Board") of the Company. The Board meets regularly to discuss, review and decide upon the matters such as policy formulation, setting up of goals, appraisal of performances with the goals and control functions, etc. In order to facilitate the day-to-day operations in a smooth manner and to provide operational convenience, the Board constitutes from time to time various committees and delegates necessary powers to the Committees. The Board has also delegated certain powers of day-to-day management of affairs of the Company to the Chairman & Managing Director and Executive Director & CFO relating to operational matters. The Board thus has provided leverage as well as exercises close control over the overall functioning of the Company with a view to enhance the stakeholder's value.

The Independent Directors have made disclosures confirming that there are no material, financial and/or commercial transactions between Independent Directors and the Company which could have potential conflict of interest with the Company at large.

The detailed profile of the Directors is available on the website of the Company at https://www.cartradetech.com/board-of-company-and-committees.html

BOARD MEETING AND PROCEDURES

The notes on Agenda setting out the business to be transacted at the respective Board Meetings held during

Corporate Governance Report

the year were sent to each Director. The financial results were generally tabled at the Board meeting held as and when necessary. All the Board and Committee meetings of the Company were held during the FY23 through video conferencing ("VC") or other audio-visual means ("OAVM") in compliance with the notifications and guidelines issued by the Ministry of Corporate Affairs and other applicable provisions of the Act and SEBI Listing Regulations. During FY23, the Board of Directors also passed twelve resolutions by circulation on following dates which were noted by the Board in the subsequent Board meeting held after passing the resolutions

i. one (1) resolution was approved on June 28, 2022;

ii. one (1) resolution was approved on October 05, 2022;

iii. five (5) resolutions were approved on November 23, 2022;

iv. two (2) resolutions were approved on November 25, 2022;

v. two (2) resolutions were approved on December 21, 2022; and

vi. one (1) resolution was approved March 30, 2023.

During the year under review, 6 (Six) meetings of the Board of Directors were held on May 04, 2022, July 14, 2022, July 29, 2022, August 27, 2022, October 21, 2022, January 24, 2023. The necessary quorum was present for all the meetings and maximum gap between two consecutive meetings was not more than one hundred and twenty days in compliance with the provisions of the Act and SEBI Listing Regulations.

Pursuant to Section 165 of the Act and rules made thereunder, none of the Directors of the Company serves as a Director in more than ten public companies. Further, as mandated by proviso under Regulation 17A (1) of the Listing Regulations as of March 31, 2023, none of the Directors of the Company serves as a Director or as an Independent Director in more than seven listed entities and as per Regulation 26 of SEBI Listing Regulations none of the Directors is a member of more than ten Committees or acting as Chairperson of more than five Committees of the companies in which he/she is a Director. The necessary disclosures regarding Committee positions held has been made by the Directors. The names and categories of Directors, their attendance at Board Meetings held during the financial year and at the last Annual General Meeting (AGM), number of Memberships/Chairmanships of Directors in other Boards and Committees of Board, Category of directorship and names of listed entities where person is a director are as follows:

COMPOSITION OF THE BOARD AND THEIR ATTENDANCE

The Company's policy is to maintain an optimum combination of Executive and Non-Executive/Independent Directors. The composition of Board of Directors is given in the table below and is in conformity with Regulation 17(1) of the SEBI Listing Regulations and other applicable regulatory requirements.

Name of the Director and Category of Directorship	Number of Board Meetings entitled to attend	No. of Board Meetings attended during the FY23	Whether attended the last AGM held on September 27, 2022	Total no. of Directorships	Member-ships in Audit / Stakeholders Relationship Committee	Chairmanships in Audit / Stakeholders Relationship Committee	Category of directorship and Names of listed entities where person is a director.	Number and % of Equity Shares held in the Company
Mr. Subramanian Lakshminarayanan Non-Executive Independent Director DIN: 02808698	6	6	Yes	3	2	0	Non-executive Independent Director (i) Godfrey Phillips India Limited.	NIL
Mrs. Kishori Jayendra Udeshi Non-Executive Independent Director DIN: 01344073	6	6	No	6	5	1	Non-executive Independent Director (i) ION Exchange (India) Limited; (ii) HALDYN Glass Limited; (iii) Thomas Cook (India) Limited; and (iv) Kalyan Jewellers India Limited.	NIL

Corporate Governance Report

Name of the Director and Category of Directorship	Number of Board Meetings entitled to attend	No. of Board Meetings attended during the FY23	Whether attended the last AGM held on September 27, 2022	Total no. of Directorships	Member-ships in Audit / Stakeholders Relationship Committee	Chairmanships in Audit / Stakeholders Relationship Committee	Category of directorship and Names of listed entities where person is a director.	Number and % of Equity Shares held in the Company
Mr. Vivek Gul Asrani Non-Executive Independent Director DIN: 00114447	6	6	Yes	4	0	0	Non-Executive Independent Director (i) GRP Limited	NIL
Mr. Victor Anthony Perry III Non-Executive Non-Independent Director DIN: 06992828	6	3	Yes	0	0	0	None	50,546 Equity Shares, 0.11%
Mr. Vinay Vinod Sanghi Executive Non-Independent Director DIN: 00309085	6	6	Yes	2	0	0	None	9,80,763 Equity Shares, 2.09%
Mrs. Aneesha Bhandary Executive Non-Independent Director DIN: 07779195	6	6	Yes	1	0	0	None	1,000 Equity Shares, 0.00%

Notes:

1. In the above table, the total number of Directorships of a Director excludes his/her Directorships in the Company, Section 8 Company, Private Limited Companies and Foreign Companies.
2. The Memberships and Chairmanships of Directors in Committees do not include their Memberships and Chairmanships in the Company.
3. There are no inter-se relationships between the Board members.
4. Independent Directors of the Company do not hold any shares and convertible instruments in the Company.
5. In terms of Regulation 25(8) of the SEBI Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors is of the opinion that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended by Ministry of Corporate Affairs ("MCA") Notification dated October 22, 2019 regarding the requirement relating to the enrolment in the Data Bank created by MCA for Independent Directors, has been received from all the Independent Directors.

The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, expertise, experience and knowledge for its continued effectiveness and serving the Company's governance and strategic needs. The Directors possess necessary experience, skills and ability relevant to the Company's business and affairs.

The following Table give details of the skills/expertise/competence identified by the Board of Directors pursuant to Regulation 34(3) read with Schedule V Part (C) (2)(h)(ii) of the SEBI Listing Regulations and currently available with the Board.

Corporate Governance Report

Name of Director	Skills / Expertise / Competence of Directors						
	Leadership experience in managing companies including general management	Strategic & Business Planning	Governance, Ethics & Regulatory Oversight	Audit & Risk Management	Sustainability	Human Resource	Information Technology knowledge
Mr. Subramanian Lakshminarayanan Non-Executive and Independent Director	✓	✓	✓	✓	✓	✓	✓
Mrs. Kishori Jayendra Udeshi Non-Executive and Independent Director	✓	✓	✓	✓	✓	✓	
Mr. Vivek Gul Asrani Non-Executive and Independent Director	✓	✓	✓	✓	✓	✓	✓
Mr. Victor Anthony Perry III Non-Executive and Non-Independent Director	✓	✓		✓	✓		✓
Mr. Vinay Vinod Sanghi Chairman and Managing Director	✓	✓	✓	✓	✓	✓	✓
Mrs. Aneesha Bhandary Executive Director and CFO	✓	✓	✓	✓	✓	✓	✓

Pursuant to Clause C(2)(i) of Schedule V read with Regulation 34(3) of Listing Regulations, in the opinion of the Board the independent directors fulfil the conditions as specified in SEBI Listing Regulations and are independent of the management.

INDEPENDENT DIRECTORS

During the year under review and as at the end of the financial year, the Board of Directors comprised of three Independent Directors namely (Mr. Subramanian Lakshminarayanan, Mrs. Kishori Jayendra Udeshi and Mr. Vivek Gul Asrani) and none of the Independent Directors has resigned before the expiry of his/her tenure.

MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met on March 27, 2023 without the presence of Executive Directors or members of management. The meeting was attended by all three Independent Directors. In the meeting, the Independent Directors reviewed performance of Non-Independent Directors, Board as a whole, Chairman and executive Director. The Independent Directors assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board and assessed the overall functioning of the Company.

FAMILIARIZATION PROGRAMME

Pursuant to Regulation 25(7) of SEBI Listing Regulations, the Company has put in place a system to familiarise its Independent Directors about the Company, its Services, the industry and business model of the Company. During FY23, the independent directors were updated from time to time on continuous basis on the significant changes in the regulations including those pertaining to duties and responsibilities of Independent Directors under the Act. The Company conducted various programmes/meetings during FY23 and the time spent by Independent Directors was in the range of 2 hours. Pursuant to Regulation 46 of SEBI Listing Regulations the details of Familiarization Programme is uploaded on the Company's website at the web link: https://static.cartradetech.com/pdf/corporate-governance/CT-Familiarization-Programme-for-Independent-Directors.pdf

POLICY FOR PROHIBITION OF INSIDER TRADING

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the revised Prohibition of Insider Trading Code and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the Code). All the Directors, Employees of the Company and its material subsidiaries, who are Designated Persons, and their Immediate Relatives and other Connected Persons such as auditors, consultants etc., who could have access to the unpublished price sensitive information of the Company, are governed under this Code.

The Code also provides for pre- clearance of transactions by designated persons. The said code is uploaded on the Company's website at the web link: https://www.cartradetech.com/corporate-governance.html

COMMITTEES OF THE BOARD OF DIRECTORS;

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval, as required. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose. Committee composition conforms to applicable laws and regulations. Minutes of all the Committee meetings are placed before the Board for information/noting in the subsequent Board Meeting. Brief terms of reference and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below.

There are five Board Committees as on March 31, 2023. Details are as follows:

Statutory Committees:

The Statutory Committees under the Act and SEBI Listing Regulations are:

1. Audit Committee;
2. Nominations and Remuneration Committee;
3. Stakeholders Relationship Committee;
4. Risk Management Committee; and
5. Corporate Social Responsibility Committee.

1. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Section 177 and Section 149 of the Act and Regulation 18 read with Part C of the Schedule II of SEBI Listing Regulations. All the members of the Committee have wide experience in fields of Finance and Accounts. Majority of the members of the Audit Committee are Independent Directors. The Company Secretary of the Company acts as a Secretary to the Committee. The independent auditors are responsible for performing an independent audit of the Company's financial statements in accordance with the Generally Accepted Auditing Principles and for issuing a report based on the audit.

Terms of reference

The terms of reference of the Audit Committee, inter alia includes:

1. Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of our Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. 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 the Companies Act, 2013;
   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) Qualifications and modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Examination of the financial statement and auditor's report thereon;
7. Monitoring the end use of funds raised through public offers and related matters;
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;
9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
10. Approval or any subsequent modification of transactions of the Company with related parties. With effect from January 01, 2022, all transactions with related parties shall be approved by only those members of the audit committee who are independent directors of the Company;

Corporate Governance Report

11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the Company, wherever it is necessary;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, 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. Discussion with internal auditors of any significant findings and follow up thereon;
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. Discussion with statutory auditors, internal auditors, secretarial auditors and cost 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. To look 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. To review the functioning of the whistle blower mechanism;
21. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
22. Carrying out any other function as may be required / mandated by the Board from time to time and/ or mandated as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws;
23. Reviewing the utilisation of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹ 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
24. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee shall mandatorily review the following information:

1) Management discussion and analysis of financial condition and results of operations;
2) Statements of significant related party transactions (as defined by the Audit Committee), submitted by 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 internal auditor shall be subject to review by the Audit Committee; and
6) Statement of deviations as and when becomes applicable:
   a) Quarterly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
   b) Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has appointed M/s MGB & Co. LLP, Chartered Accountants having FRN 101169W/W-100035 as internal auditor for FY22 and FY23 subject to ratification after the completion of one financial year. Further the Board had ratified the appointment of M/s MGB & Co. LLP, Chartered Accountants as Internal auditor for FY23 in a meeting held on July 29, 2022.

The Company has appointed M/s S. P. Imartey & Associates, Practicing Company Secretary, (Certificate of Practice No.4545) (Membership No. FCS 5933), as Secretarial Auditor of the Company for FY23 in a Board meeting held on July 29, 2022.

During the year under review, six meetings of the Audit Committee were held on May 04, 2022, July 14, 2022, July 29, 2022, August 27, 2022, October 21, 2022 and January 24, 2023 The maximum gap between any two meetings was not more than one hundred and twenty days. The necessary quorum was present for all the meetings. The previous AGM of the Company was held on September 27, 2022 and all the members of the Audit Committee were present in the said AGM except for Mrs. Kishori Jayendra Udeshi, who was unable to attend the meeting due to health reasons.

Corporate Governance Report

Composition

Name of the Member	Category	Position	No. of Meetings Attended/ date of meeting					
			May 04, 2022	July 14, 2022	July 29, 2022	August 27,2022	October 21, 2022	January 24, 2023
Mrs. Kishori Jayendra Udeshi	Non-executive and Independent Director	Chairperson	✓	✓	✓	✓	✓	✓
Mr. Subramanian Lakshminarayanan	Non-executive and Independent Director	Member	✓	✓	✓	✓	✓	✓
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	Member	✓	x	✓	✓	✓	✓

The Statutory Auditors, Internal Auditor and Chief Financial Officer were also invited to attend the meeting during the financial year.

2. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee ("NRC") of the Company is constituted in line with the provisions of Section 178 of the Act and Regulation 19 read with Part D of the Schedule II of SEBI Listing Regulations.

Terms of reference

The terms of reference of the NRC, inter alia includes:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees.

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that —

   (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

   (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
2. Formulating criteria for evaluation of performance of independent directors and the Board of Directors;
3. Devising a policy on diversity of Board;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its board report;
5. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Recommending to the Board, all remuneration, in whatever form, payable to senior management;
7. Administering, monitoring and formulating detailed terms and conditions of the ESOP Plans;
8. Carrying out any other function as may be required/mandated by the Board from time to time and/or mandated as per the provisions of the Listing Regulations, the Act, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws; and

Corporate Governance Report

9. Performing such other functions as may be necessary or appropriate for the performance of its duties.

During the year, the Committee met three times on May 04, 2022, July 14, 2022 and August 27, 2022. The necessary quorum was present for all the meetings. The previous AGM of the Company was held on September 27, 2022 and all the members of the Nomination and Remuneration Committee were present in the said AGM except Mrs. Kishori Jayendra Udeshi, who was unable to attend the meeting due to health reasons. During the financial year the Committee also passed one resolution by circulation on April 14, 2022.

Composition

Name of the Member	Category	Position	No. of Meetings Attended/ date of meeting		
			May 04, 2022	July 14, 2022	August 27, 2022
Mr. Vivek Gul Asrani	Non-executive and Independent Director	Chairperson	✓	✓	✓
Mrs. Kishori Jayendra Udeshi	Non-executive and Independent Director	Member	✓	✓	✓
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	Member	✓	✓	✓

CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The criteria and manner for evaluation of performance of Independent Directors provide certain parameters like board composition & quality, commitment to the Company's vision, level of participation at Board/Committee Meeting, level of engagement and contribution, Independence of judgment, understanding duties, responsibilities, qualifications, disqualifications and liabilities as an independent director, up-to-date knowledge/information pertaining to business of the Company in which the Company is engaged in, implementation of good corporate governance practices, enhancing long term shareholders' value, professional approach, openness to ideas, providing guidance and counsel to senior management in strategic matters and rendering independent and unbiased opinion at the meetings etc., monitoring the Company's internal controls & review compliance Reports on applicable laws, regulations and guidelines.

The Board completed the performance evaluation of directors as per requirement of law. The Independent directors fulfilled the requirement of independence as laid down in the Act and the SEBI Listing Regulations and are independent of management.

RESIGNATION OF INDEPENDENT DIRECTOR(S):

During year under review no Independent Director has resigned.

REMUNERATION OF DIRECTOR:

(a) Criteria of making payments to Non-Executive Directors

With effect from April 23, 2021 Non-Executive Director and Independent Directors of the Company were paid sitting fees ₹ 75,000/- for every meeting of Board and ₹ 50,000/- for every other Committee meeting attended by them.

Further with effect from May 04, 2022 Non-Executive Director and Independent Directors of the Company were paid sitting fees ₹ 75,000/- for every meeting of Audit Committee meeting.

The Company is being benefited from the expertise, advice and inputs provided by the Independent Directors. The Independent Directors devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time.

No sitting fees are paid to Executive Directors and no commission is being paid to any Non-Executive Director and Independent Directors.

(b) Criteria of making payments to Executive Directors

The Executive Directors are paid as per the remuneration approved by the Shareholders from time to time, which are in line with the statutory requirements and Company's policies. The revision in remuneration, if any is recommended by the Nomination Remuneration Committee to the Board for its consideration by taking into account their individual performance and their contribution to the growth of the Company by evaluating various factors as per the policy of the Company. Perquisites, performance linked incentives and retirement benefits are paid in accordance with the Company's compensation policies, as applicable to all employees, which also details criteria for such payments. As per the current

Corporate Governance Report

terms of their appointment, none of the Executive Directors are entitled to commission on the net profits of the Company.

For further information the shareholders can refer Remuneration Policy uploaded on the Company's website https://www.cartradetech.com/pdf/corporate-governance/CT-Nomination-and-Remuneration-Policy.pdf

The details of sitting fees/remuneration paid to the Directors during the FY23 are as under:

(All amounts in ₹ lakhs, unless otherwise stated)

Sr. No.	Name of Director	Sitting Fees for attending Meetings	Salary, Perquisites	ESOP	Commission	Total
1	**Mr. Subramanian Lakshminarayanan** Non-Executive Independent Director	9.25	-	-	-	9.25
2	**Mrs. Kishori Jayendra Udeshi** Non-Executive Independent Director	10.25	-	-	-	10.25
3	**Mr. Vivek Gul Asrani** Non-Executive Independent Director	7.00	-	-	-	7.00
5	**Mr. Victor Anthony Perry III** Non-Executive Non-Independent Director	2.25	-	-	-	2.25
6	**Mr. Vinay Vinod Sanghi** Executive Non-Independent Director	-	639.07	1,405.36	-	2,044.43
7	**Mrs. Aneesha Bhandary** Executive Non-Independent Director	-	90.34	286.53	-	376.87

Mr. Vinay Vinod Sanghi, Chairman and Managing Director was appointed for a period of 5 years with effect from April 23, 2021. His remuneration is ₹ 639.07 lakhs per annum. The appointment may be terminated by the Company by giving six months' notice in writing.

Mrs. Aneesha Bhandary, Executive Director and CFO was appointed with effect from April 23, 2021. Her remuneration is ₹ 90.34 lakhs per annum. The appointment may be terminated by the Company by giving 90 days' notice in writing or salary in lieu thereof.

The annual increment of Mr. Vinay Vinod Sanghi and Mrs. Aneesha Bhandary is decided by the NRC and the Board of Directors based on the performance evaluation and the terms agreed in their appointment letter.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of Section 178 of the Act and Regulation 20 read with Part D of the Schedule II of SEBI Listing Regulations.

Terms of reference

The terms of reference of the Stakeholders' Relationship Committee, inter alia includes:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
2. To review of measures taken for effective exercise of voting rights by shareholders;
3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company;

Corporate Governance Report

5. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended or by any other regulatory authority.

During the year under review, the Committee met one time on January 24, 2023. The necessary quorum was present in the meetings.

Composition

Name of the Member	Category	Position	No. of Meetings Attended
Mr. Lakshminarayanan Subramanian	Non-executive and Independent Director	Chairperson	1
Mr. Victor Anthony Perry III	Non-executive and Non-Independent Director	Member	0
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	Member	1
Mrs. Aneesha Bhandary	Executive Director	Member	1

The status of Shareholders grievances is monitored by the Committee periodically and the minutes of the Committee are made available to the Board.

SHAREHOLDERS COMPLAINTS:

All the complaints received from investors were attended within 30 days. Continuous efforts are made to ensure that grievances are more expeditiously redressed. SEBI Complaints Redress System (SCORES), SEBI administers a centralised web-based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of online redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. 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. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES within the stipulated period of receipt of the complaint.

The details of shareholders' complaints, during the financial year ended on March 31, 2023 are as under;

Pending at the beginning of the financial year	NIL
Number of shareholders' complaints received during the financial year	10
Number of complaints not solved to the satisfaction of shareholders	NIL
Number of pending complaints	NIL

In accordance with Regulation 6 of SEBI Listing Regulations, the Board has appointed Mr. Lalbahadur Pal, Company Secretary & Compliance Officer as the Compliance Officer and he attends all Stakeholders' Relationship Committee Meetings as an invitee.

4. RISK MANAGEMENT COMMITTEE

The Risk Management Committee of the Company is constituted in line with the provisions of Regulation 21 read with Part D of the Schedule II of SEBI Listing Regulations.

Terms of reference

The terms of reference of the Risk Management Committee broadly comprises of:

1. To formulate a detailed risk management policy which shall include;
   (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
   (b) Measures for risk mitigation including systems and processes for internal control of identified risks; and
   (c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and

Corporate Governance Report

6. The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Committee.

During the year under review, the Committee met two times on September 21, 2022 and March 20, 2023. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Category	Position	No. of Meetings Attended	
			September 21, 2022	March 20, 2023
Mr. Vinay Vinod Sanghi	Chairman and Managing	Chairperson	✓	✓
Mr. Vivek Gul Asrani	Non-executive and Independent Director	Member	✓	✓
Mrs. Aneesha Bhandary	Executive Director	Member	✓	✓
Mr. Vikram Alva	Chief Strategy Officer	Member	✓	✓
Mr. Akshay Shankar	Chief Product Officer	Member	✓	✓

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee of the Company is constituted in line with the provisions of Section 135 of the Act.

Terms of reference

The terms of reference of the CSR Committee broadly comprises of:

1. Formulation of a corporate social responsibility policy to the Board, indicating the activities to be undertaken by the Company in areas or subject specified in the Companies Act, 2013. The activities should be within the list of permitted activities specified in the Companies Act, 2013 and the rules thereunder;
2. Recommending the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;
3. Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programmes or activities undertaken by the Company;
4. Monitoring the corporate social responsibility policy from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
5. Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;
6. Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and
7. Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company or as may be required under applicable laws.

Composition

Name of the Member	Category	Position
Mrs. Aneesha Bhandary	Executive Director	Chairperson
Mr. Vivek Gul Asarani	Non-executive and Independent Director	Member
Mr. Vinay Vinod Sanghi	Chairman and Managing Director	Member

DIRECTORS AND OFFICERS INSURANCE (D&O)

As per the provisions of the Act and in compliance with Regulation 25 (10) of the SEBI Listing Regulations, the Company has taken a Directors and Officers Insurance (D&O) on behalf of all the Directors including Independent Directors and officers of the Company.

PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN

The particulars of Senior Management personnel including the details of changes amongst them, is provided under the Leadership Team on page 14 and 15 of the Annual Report.

MATERIAL SUBSIDIARY COMPANY

As defined under Regulation 16 (1) (c) of SEBI Listing Regulations, the Company has one "Material Subsidiary" during FY23 viz. Shriram Automall India Limited. The Audit Committee reviews the financial statements of material subsidiary of the Company. It also reviews the investments made by such subsidiary, the statement of all significant transactions and arrangements entered into by the subsidiary, if any, and the compliances of material subsidiary on a periodic basis. The minutes of board meetings of the unlisted material subsidiary company are placed before the Board. Composition of the Board of material subsidiary is in accordance with the Regulation 24(1) of SEBI Listing Regulations.

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GENERAL BODY MEETING

(i) Annual General Meeting (AGM):

Details of the last three AGM and Special Resolutions passed thereat are given below:

Year	AGM	Location	Date and Time	Details of Special Resolutions passed
FY20	20th AGM	The Company conducted the AGM through video conferencing(VC)/ other audio visual means(OAVM) pursuant to the MCA circular.	Thursday, December 31, 2020 at 10.30 AM (IST)	No Special Resolutions were passed at the 20th AGM.
FY21	21st AGM	The Company conducted the AGM through video conferencing(VC)/ other audio visual means(OAVM) pursuant to the MCA circular.	Wednesday, July 21, 2021, at 12.00 noon (IST)	1. Reclassification of Authorised share capital and Alteration of the Memorandum of Association of the Company; and 2. Appointment of Mr. Subramanian Lakshminarayanan (DIN 02808698) as an Independent Director – Category Non- Executive Director of the Company
FY22	22nd AGM	The Company conducted the AGM through video conferencing(VC)/ other audio visual means(OAVM) pursuant to the MCA circular.	Tuesday, September 27, 2022, at 11.00 AM (IST)	1. To approve increase in remuneration of Mrs. Aneesha Bhandary (DIN: 07779195), executive director and chief financial officer of the Company. 2. To approve remuneration of Mr. Vinay Vinod Sanghi (DIN: 00309085), chairman and managing director of the Company.

(ii) Extra-Ordinary General Meeting (EGM):

The Company had not conducted EGM of its members during the FY23.

(iii) At the ensuing 23rd AGM the following mentioned special resolution is proposed to be passed namely:-

I. To approve increase in remuneration of Mrs. Aneesha Bhandary (DIN: 07779195), Executive Director and Chief Financial Officer of the Company.

POSTAL BALLOT

During the financial year under review, the Company had passed 1 (one) special resolution through postal ballot dated March 28, 2022 and passed on May 03, 2022. The details of the special resolutions passed through postal ballot are given below:

Sr. No.	Name of Resolution	Type of Resolution	No. of votes Polled	Votes cast in favour		Votes cast against	
				No. of votes	%	No. of votes	%
1	Ratification of the CarTrade Tech Limited Employee Stock Option Plan 2021 (I) of the Company.	Special	32,599,395	27,791,767	85.25	4,807,628	14.75

The Company dispatched Postal Ballot Notice dated April 21, 2023 together with explanatory statement, inter alia, for passing of following Special Resolutions;

Sr. No.	Resolution
1	To consider and approve increase in remuneration of Mr. Vinay Vinod Sanghi (DIN: 00309085), Chairman and Managing Director of the Company.
2	Approval of re-appointment of Mr. Lakshminarayanan Subramanian (DIN: 02808698) as a Non-Executive Independent Director for a second term of five years.
3	Approval of re-appointment of Mrs. Kishori Jayendra Udeshi (DIN: 01344073) as a Non-Executive Independent Director for a second term of five years.
4	Approval of re-appointment of Mr. Vivek Gul Asrani (DIN: 00114447) as a Non-Executive Independent Director for a second term of five years.
5	Ratification and approval of grant of ESOP options under Employee Stock Option Plan 2014 to Mr. Victor Anthony Perry III, Non-Executive Director of the Company.

Mr. Shriram P. Imartey, Partner, M/s S. P. Imartey & Associates, Practicing Company Secretary, (Certificate of Practice No. 4545) (Membership No. FCS 5933), was appointed as the Scrutinizer for carrying out the Postal Ballot voting process through electronic means in a fair and transparent manner.

Further pursuant to Scrutinizer Report of M/s S. P. Imartey & Associates, dated May 29, 2023, all above special resolutions was passed with requisite majority.

Procedure for Postal Ballot: In compliance with Regulation 44 of SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act, read with applicable Rules, the Company provides an electronic voting facility to all its shareholders, to enable them to cast their votes electronically. The Company engages the services of Link Intime India Private Limited (RTA) for the purpose of providing e-voting facility to all its shareholders.

The Company dispatches the postal ballot notices to its shareholders whose names appear on the Register of Members/list of beneficiaries as on a cut-off date. The postal ballot notice is sent to the shareholders in electronic form to the e-mail IDs registered with the Depository Participants (DPs)/RTA.

MEANS OF COMMUNICATION

1. Quarterly, half yearly and Annual Financial Results are published in the Financial Express (English - all edition) and Navshakti (Marathi - Mumbai edition) newspapers, submitted to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) as well as uploaded on the Company's website at https://www.cartradetech.com/ The Company also issues press releases and investor presentations from time to time which are submitted NSE & BSE and uploaded on Company's website.
2. Annual Reports: The Annual Reports are emailed/ posted to Members and others entitled to receive them. The Annual Reports are also available on the Company's website at https://www.cartradetech.com/ in a user-friendly download able form. In line with the MCA Circular dated May 05, 2020 read with circular dated January 13, 2021 and 21/2021 dated December 14, 2021 and 10/2022 dated December 28, 2022 and SEBI Circular dated May 12, 2020 read with circular dated January 15, 2021 and January 05, 2023, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
3. NSE Electronic Application Processing System (NEAPS) and BSE Online Portal: NSE has provided online platform NEAPS wherein the Company submits all the compliances/disclosures to the Exchange in the SEBI prescribed format. Similar filings are made with BSE on their online Portal viz. BSE Corporate Compliance & Listing Centre.
4. eXtensible Business Reporting Language (XBRL): XBRL is a standardised and structured way of communicating business and financial data in an electronic form. XBRL provides a language containing various definitions (tags) which uniquely represent the contents of each piece of financial statements or other kinds of compliance and business reports. BSE and NSE provide XBRL based compliance reporting featuring identical and homogeneous compliance data structures between Stock Exchanges and MCA. XBRL filings are done on the NEAPS portal as well as the BSE online portal.
5. Website: Comprehensive information about the Company, its business and operations, Press Releases and Investor information can be viewed at the Company's website https://www.cartradetech.com/. The 'Investor Relations' section serves to inform the investors by providing key and timely information like Financial Results, Annual Reports, Shareholding Pattern, etc.

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GENERAL SHAREHOLDER INFORMATION

23rd Annual General Meeting of the Company

a.	Day and Date	Wednesday, September 27, 2023
b.	Time	10.00 AM (IST)
c.	Venue	In accordance with the General Circular issued by the MCA on May 05, 2020 read with circular dated January 13, 2021 and 21/2021 dated December 14, 2021 and 10/2022 dated December 28, 2022 and SEBI Circular dated May 12, 2020 read with circular dated January 15, 2021 and January 05, 2023, the AGM will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) only. For details, please refer to the Notice of the AGM. As required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2, particulars of Directors seeking appointment/ reappointment at the AGM are given in the Annexure to the Notice of the ensuing AGM.
d.	Financial Year	FY23 (April 01, 2022 to March 31, 2023)
e.	Dividend Payment Date	Not Applicable
f.	Book Closure / Record date:	Wednesday, September 20, 2023
g.	E-Voting Period:	From Saturday, September 23, 2023, 09.00 am (IST) to Tuesday, September 26, 2023, 5.00 pm (IST)
h.	The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s)	**BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. **National Stock Exchange of India Limited** Exchange Plaza, C-1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 The Company has paid the annual listing and custodian fees for FY23 to the Stock Exchanges and Depositories.
i.	Stock Code and CIN	
	BSE Limited	543333
	National Stock Exchange of India Limited	CARTRADE
	Demat ISIN in NSDL & CDSL	INE290S01011
	CIN	L74900MH2000PLC126237
j.	Website	https://www.cartradetech.com/

Payment of Listing Fees: Annual listing fees for FY24 have been paid by the Company to BSE and NSE.

Payment of Depository Fees: Annual Custody/Issuer fees for FY24 have been paid by the Company to National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

GENERAL SHAREHOLDER ADDITIONAL INFORMATION

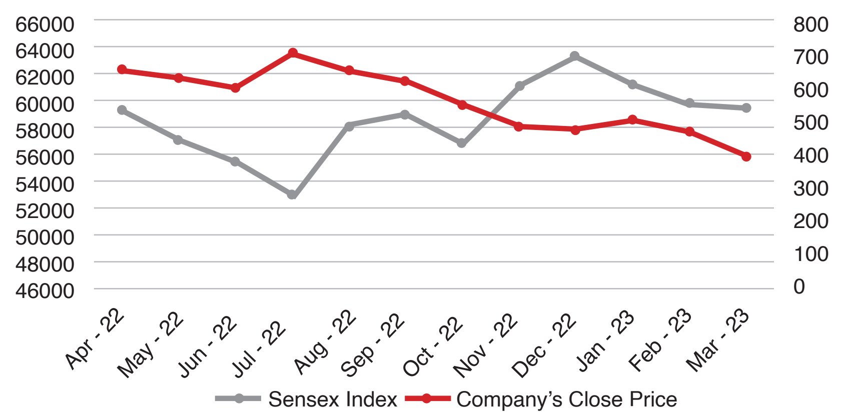
a) Stock Market

The high and low market price and volume of shares traded during each month of the financial year ended March 31, 2023 are given below:

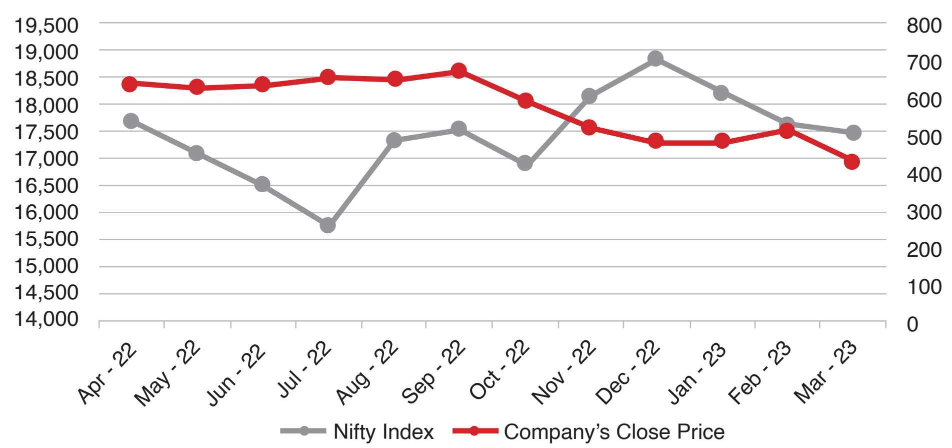
Months	BSE Limited			National Stock Exchange of India Limited		
	Share Prices		Volume (No. of Shares) In lakhs	Share Prices		Volume (No. of Shares) In lakhs
	High (₹)	Low (₹)		High (₹)	Low (₹)	
April 2022	684.00	577.80	3.74	684.40	577.65	37.63
May 2022	695.00	549.70	3.68	694.75	552.20	33.81
June 2022	723.00	545.60	2.82	723.75	545.15	38.68
July 2022	735.00	573.15	1.63	735.95	573.00	29.01
August 2022	698.75	595.90	1.63	699.90	595.00	25.19
September 2022	733.00	605.00	2.26	733.00	605.15	18.43
October 2022	629.00	542.90	1.16	630.00	542.60	9.23
November 2022	553.25	478.00	1.40	553.55	477.95	17.02
December 2022	517.80	445.00	1.52	517.95	445.05	14.54
January 2023	507.95	454.85	1.03	508.75	454.70	18.09
February 2023	560.20	463.15	1.85	560.00	463.10	38.58
March 2023	510.75	341.05	2.75	510.8	340.15	38.82

The Company's Share Price performance in comparison to BSE Sensex and S & P CNX Nifty

THE COMPANY'S SHARE PRICE AT BSE AND BSE SENSEX



THE COMPANY'S SHARE PRICE AT NSE AND CNX NIFTY



b) No equity shares are suspended from trading during FY23.

c) Registrar to an issue and Share Transfer Agents (RTA);

The Registrar and Share Transfer Agents of the Company are:
M/s Link Intime India Private Limited
C-101, 247 Park, 1st Floor, L.B.S. Marg,
Vikhroli (West), Mumbai 400 083
Maharashtra, India
Tel: +91 22 4918 6270
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in
Investor Grievance ID: cartrade.ipo@linkintime.co.in
Contact Person: Mr. Ashok Shetty

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d) Share Transfer System:

Pursuant to Regulation 40 (1) of SEBI Listing Regulations, transfer of shares in physical mode has been discontinued and accordingly the Company has not processed transfer of shares in physical mode (except in case of request received for transmission or transposition of shares) from the time the said Regulation was applicable and all the transfer of shares would be carried out only in dematerialised form by the respective Depository Participants of the shareholders.

Accordingly, shareholders holding shares in physical form are urged to have their shares dematerialised at the earliest so that they can transfer them in dematerialised form and participate in various corporate actions.

e) Distribution of shareholding as on March 31, 2023

Sr. No.	No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
1	1-5000	356,262	99.6640	5,871,115	12.53
2	5001-10000	605	0.1692	436,426	0.93
3	10001-20000	278	0.0778	397,830	0.85
4	20001-30000	82	0.0229	206,389	0.44
5	30001-40000	44	0.0123	154,254	0.33
6	40001-50000	31	0.0087	141,207	0.30
7	50001-100000	40	0.0112	298,395	0.64
8	100001 and above	121	0.0338	39,338,701	83.98
	Total	**357,463**	**100.0000**	**46,844,317**	**100.000**

f) Categories of shareholders as on March 31, 2023

Sr. No.	Category	Total	
		No.of Shares held	% of shareholding
1	Clearing Members	37,666	0.0804
2	Other Bodies Corporate	974,198	2.0797
3	Directors And Their Relatives (Excluding Independent	1,082,369	2.3106
4	Foreign Direct Investment	24,258,410	51.7852
5	Hindu Undivided Family	272,019	0.5807
6	Mutual Funds	1,085,079	2.3164
7	Non Nationalised Banks	1,665	0.0036
8	Foreign Nationals	272,031	0.5807
9	Non Resident Indians	154,540	0.3299
10	Non Resident (Non Repatriable)	248,340	0.5301
11	Public	8,733,238	18.6431
12	Trusts	10,610	0.0226
13	Insurance Companies	6,628	0.0141
14	Body Corporate - Limited Liability Partnership	69,935	0.1493
15	Foreign Portfolio Investors (Corporate) I	8,459,086	18.0579
16	Foreign Portfolio Investors (Corporate) – II	45,690	0.0975
17	Key Managerial Personnel	113,520	0.2423
18	Alternate Invst Funds – II	700,230	1.4948
19	Alternate Invst Funds – III	319,063	0.6811
	Grand Total	**46,844,317**	**100.000**

g) Dematerialization of shares and liquidity

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India, namely, National Securities Depository Limited (NSDL) and Central Depository Services(India) Limited (CDSL).

99.79% of the Company's shares are in dematerialised form as on March 31, 2023, held with both the Depositories viz., the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') and the break-up is as follows:

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Description	No. of Shareholders	No. of Shares	% to Total Shares
CDSL	240,196	6,258,223	13.36
NSDL	117,265	40,487,918	86.43
Physical	2	98,176	0.21
Total	357,463	46,844,317	100.00

Note: The Company has issued and allotted 72,826 equity shares to the one employee under ESOP 2011 and ESOP 2015 on March 30, 2023 for which listing and trading approval of BSE and NSE is pending as on March 31, 2023 therefore they are showing in the physical shares description. Subsequently the Company had received the listing and trading approval for aforesaid equity shares from BSE and NSE.

h) The Company has not issued any outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity.

i) Commodity price risk or foreign exchange risk and hedging activities: Commodity price risk: Not Applicable.

j) Locations

Below is List of offices;

a. 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 40070;

b. Lloyds Centre Point, 1st Floor, Unit No. 11 & 12, 1096A, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025;

c. Unit 247-248, 1st Floor, DLF South Court, Saket, New Delhi – 110017; and

d. Sri Villa Ramu Enclave, 3rd Floor. Dno3-16B/69, Postal Colony, Shanthi Nagar, Kakinada 533 001.

k) Address for correspondence & Registered Office:

Registered and Corporate Office: 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705. Phone: +91 22 6739 8888. Website: https://www.cartradetech.com/

Email ID for Investor Grievance: Investor@cartrade.com

The aforesaid email id have been displayed on the Company's website

l) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: Not Applicable

E-VOTING

E-voting is a common internet infrastructure that enables investors to vote electronically on resolutions of companies. Investors can now vote on resolutions requiring voting through Postal Ballot as per the applicable rules and regulations without sending their votes through post. The Company will also have the E-voting facility for the items to be transacted at the ensuing AGM. The Ministry of Corporate Affairs has authorised NSDL, CDSL and RTA for setting up electronic platform to facilitate casting of votes in electronic form. The Company has made arrangement with RTA for availing e-voting facilities.

RECONCILIATION OF SHARE CAPITAL AUDIT

The Share Capital Audit as required under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, read with SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated December 31, 2002 and SEBI Circular No. CIR/MRD/DP/30/2010, a Qualified Practicing Company Secretary carries out Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. This audit is carried out every quarter and the reconciliation of share capital audit report thereon is submitted to the Stock Exchanges and to the Board of Directors.

COMPLIANCE OF SHARE TRANSFER FORMALITIES

Pursuant to Regulation 40(9) of SEBI Listing Regulations the certificate on yearly basis, have been issued by a Practicing Company Secretary for due compliance of share transfer formalities by the Company.

CERTIFICATION BY CHAIRMAN & MANAGING DIRECTOR AND EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER

In terms of Regulation 17(8) and Regulation 33 of SEBI Listing Regulations, the certification by the Chairman & Managing Director and Executive Director & Chief Financial Officer is annexed to this Annual Report.

DIVIDEND DISTRIBUTION POLICY

The dividend distribution policy of the Company is available on the Company's website at https://static.cartradetech.com/pdf/corporate-governance/CT-Dividend-Policy.pdf

Corporate Governance Report

DETAILS OF MATERIAL SUBSIDIARIES

i. Name: Shriram Automall India Limited

ii. Date of Incorporation: February 11, 2010

iii. Place of Incorporation: Chennai

iv. Name of Statutory Auditors: M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration Number: 101049W/E300004)

v. Date of Appointment of Statutory Auditors: July 03, 2019 for 5 years

m) Other Disclosures

i. During the year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were in the ordinary course of business and at arm's length basis. Prior omnibus approval is obtained for unforeseen related party transactions which would be in the ordinary course of business and on an arm's length basis. There are no materially significant Related Party Transactions (RPTs) with the Company's Directors, Key Managerial Personnel or their relatives, which may have potential conflict with the interests of the Company at large. Disclosures on transactions with related parties, as required under the Indian Accounting Standard 24, have been incorporated in the Notes to the Accounts. The statement of RPTs is placed before the Audit Committee and the Board on quarterly basis.

Omnibus approval was obtained for the transactions of repetitive nature. The Policy on Materiality of RPTs and dealing with RPTs as approved by the Board is uploaded on the Company's website at the web link : https://static.cartradetech.com/pdf/corporate-governance/CT-Materiality-policy-for-related-party-transactions.pdf.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company save and except the payment of sitting fees to non-executive Director. The details of the transactions with Related Party are provided in the notes to the Financial Statements.

ii. There were no instances of non-compliance by the Company for which any penalties or strictures were imposed on the Company by the Stock Exchanges and SEBI, or any statutory authority on any matter related to capital markets during the last three years.

iii. The Company has adopted the Whistle Blower Policy and has established the necessary mechanism in line with the Stock Exchanges, for employees to report concerns about unethical behaviour. No person has been denied access to the Audit Committee. The Vigil Mechanism as per Regulation 22 of SEBI Listing Regulations ensures standards of professionalism, honesty, integrity and ethical behaviour.

iv. All mandatory requirements as prescribed under Schedule II SEBI Listing Regulations have been complied by the Company. The status of compliance with the non-mandatory requirements, as stated under Part E of Schedule-II to SEBI Listing Regulations is as under;

The Company has complied with all the applicable mandatory requirements of SEBI Listing Regulations.

The Company posts the quarterly, half yearly and annual financial results on its https://www.cartradetech.com/cartrade-tech-limited-financial-statements.html.

The Company has adopted the following discretionary requirements as provided in the SEBI Listing Regulations:

(a) Modified opinion(s) in Audit Report

The Company is in the regime of unmodified opinions on financial statements and that the Auditors of the Company have issued Audit Reports with unmodified opinion on the standalone and consolidated financial statements for the financial year ended March 31, 2023.

(b) Reporting of Internal Auditor

The Internal Auditors of the Company report directly to the Audit Committee and are invited to be present as invitees at the Audit Committee meetings.

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

v. The Company has one material unlisted subsidiary companies, i.e. Shriram Automall India Limited as defined in Regulation 24 (1) of SEBI Listing Regulations and the Company has framed the Policy on Material Subsidiaries and the same is uploaded on the Company's website at the web link: https://static.cartradetech.com/pdf/corporate-governance/CT-Policy-for-determination-of-Material-Subsidiary.pdf

Corporate Governance Report

vi. The disclosure of commodity price risks and commodity hedging activities: The Company does not deal in commodities and hence the disclosure pursuant to SEBI Listing Regulations are not applicable.

vii. Pursuant to Schedule V Para C clause (10) (i) of SEBI Listing Regulations, the Company has obtained certificate from M/s S.P. Imartey & Associates practising company secretary confirming that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority is annexed to this report as Annexure A.

viii. In FY23 the board has accepted all recommendations of its committees.

ix. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): During FY23, the Company had not raised any amount through preferential allotment and private placement basis hence the disclosure pursuant to SEBI Listing Regulations are not applicable.

x. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors, is given below;-

Particulars	Amount (₹ in lakh)
Statutory Audit Fees	55.50
Limited review	29.50
Others	2.00
Reimbursement of expenses	2.98
Total	**89.98**

xi. The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: The details with respect Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided in the Directors' Report which forms a part of this Annual Report.

xii. During the year the Company and its wholly owned subsidiary has not granted any 'Loans and advances in the nature of loans to firms/ companies in which directors are interested.

xiii. The Company follows Ind AS issued by The Institute of Chartered Accountants of India and there are no qualifications in this regard from Statutory Auditors.

xiv. The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Regulation 17(5) of SEBI Listing Regulations. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the Chairman & Managing Director. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is also uploaded on the Company's website at the web link of https://static.cartradetech.com/pdf/corporate-governance/CT-Code-of-Conduct-or-Directors-and-Senior-Management.pdf

xv. The Company has adopted a Policy on Determination of Materiality for Disclosures. The URL of policy is https://cartradetech.com/pdf/corporate-governance/CT_Policy-for-determination-of-materiality-of-events_14-08-2023.pdf

xvi. The Company has adopted a Policy on Archival and Preservation of Documents. The URL of policy is https://static.cartradetech.com/pdf/corporate-governance/CT-Policy-on-Preservation-of-Documents-and-Archival.pdf

xvii. Terms and conditions of appointment/re-appointment of Independent Directors are available on the Company's website at: https://cartradetech.com/pdf/corporate-governance/Terms-and-Conditions-of-appointment-of-the-Independent-Directors-30-05-2023.pdf

xviii. Equity Shares in the Suspense Account/ unclaimed suspense account: The Company does not have any unclaimed shares and hence the disclosure pursuant to SEBI Listing Regulations are not applicable.

xix. The Company is not bound by any agreement which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity as specified in clause 5A of paragraph A of Part A of Schedule III of SEBI Listing Regulations

xx. The Company has complied all the requirement of corporate governance report as contained in Clause C (2) to (10) of Schedule V read with Regulation 34(3) of SEBI Listing Regulations.

The Company had complied all the disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of SEBI Listing Regulations (relating to disclosure on the website of the Company).

The Company has obtained a certificate from M/s. S. P. Imartey & Associates, Practising Company Secretaries on compliance of conditions of Corporate Governance as stipulated in SEBI Listing Regulations. This certificate forms a part of the Annual Report.

ANNEXURE - A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

CarTrade Tech Limited,

12th Floor Vishwaroop IT Park Sector 30A,

Vashi Navi Mumbai – 400705.

We, S P Imartey & Associates have examined the relevant registers, records, forms, returns and disclosures received from the Directors of CarTrade Tech Limited having CIN L74900MH2000PLC126237 and having registered office at 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705 **("the Company")**, produced before us by the Company.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Vinay Vinod Sanghi	00309085	July 06, 2009
2	Mr. Lakshminarayanan Subramanian	02808698	May 13, 2021
3	Mrs. Kishori Jayendra Udeshi	01344073	April 23, 2021
4	Mr. Vivek Gul Asrani	00114447	April 23, 2021
5	Mr. Victor Anthony Perry III	06992828	October 22, 2014
6	Mrs. Aneesha Bhandary	07779195	April 23, 2021

For **S P Imartey & Associates,**
Company Secretaries

Shriram P. Imartey
Practising Company Secretary
Mem. No.: F 5933
C. P. No.: 4545
UDIN: F005933E000191901

Date: April 25, 2023
Place: Mumbai

CEO/CFO CERTIFICATION

To,

The Board of Directors

CarTrade Tech Limited

12th Floor Vishwaroop IT Park, Sector 30A,

Vashi, Navi Mumbai 400705

We hereby certify that:

A. We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2023 and that to the best of our knowledge and belief:

   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. 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. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended March 31, 2023 which are fraudulent, illegal or violates of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that 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

   i. There was no significant changes in internal control over financial reporting during the year;

   ii. All significant changes in accounting policies during the year if any and the same have been disclosed in the notes to the financial statements; and

   iii. There was no instances of any significant fraud of which we have become aware and the involvement therein, if any.

   We affirm that we have not dined personal access to the Audit Committee of the Company in respect of matter involving any alleged, misconduct or unfair treatment to any whistle-blower.

Place: Mumbai
Date: April 28, 2023

Vinay Vinod Sanghi
Chairman and Managing Director
(DIN: 00309085)

Aneesha Bhandary
Executive Director and CFO
(DIN: 07779195)

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I hereby confirm that:

The Company has adopted a Code of Conduct for the Senior Management Team and the Members of the Board of the Company. These Codes are available on the Company's website.

The Company has, in respect of the year ended March 31, 2023, received from the Senior Management Team and the Members of the Board of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

Place: Mumbai
Date: April 28, 2023

Vinay Vinod Sanghi
Chairman and Managing Director

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

CarTrade Tech Limited,

12th Floor Vishwaroop IT Park Sector 30A,

Vashi Navi Mumbai – 400705.

We, S P Imartey & Associates have examined the compliance of conditions of Corporate Governance by CarTrade Tech Limited having CIN L74900MH2000PLC126237 and having registered office at 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705 **("the Company")**, for the year ended on March 31, 2023, as stipulated in Regulations 17 to 27 and clauses (a) to (z) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 representations made by the management, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (a) to (z) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (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 of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S P Imartey & Associates,**
Company Secretaries

Shriram P. Imartey
Practising Company Secretary
Mem. No.: F 5933
C. P. No.: 4545
UDIN: F005933E000191734

Date: April 25, 2023
Place: Mumbai

Business Responsibility & Sustainability Reporting

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L74900MH2000PLC126237
2.	Name of the Listed Entity	CARTRADE TECH LIMITED
3.	Year of incorporation	2000
4.	Registered office address	12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705
5.	Corporate address	12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705
6.	E-mail	investor@cartrade.com
7.	Telephone	022-67398888
8.	Website	https://cartradetech.com/
9.	Financial year for which reporting is being done	FY23 (April 01, 2022 to March 31, 2023)
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)
11.	Paid-up Capital	₹ 46,84,43,170
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Lalbahadur Pal Contact No.: 022-67398888 Email ID: legal@cartrade.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of the main activity	Description of business activity	% of the turnover of the entity
1	Operation of web-portals, online classified media and allied services.	Data Processing, hosting and related activities; web portal	100

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of Total Turnover contributed
1	Operation of web-portals, online classified media and allied services.	63122	100

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices^	Total
National	NA*	4	4
International	NA*	-	-

* The Company is an automotive marketplace and does not undertake any manufacturing activity.

^ The Company provides services to clients across the whole of India through its digital platforms.

Business Responsibility & Sustainability Reporting

17. Markets served by the entity:

a. Number of locations

Locations	Number
National^ (No. of States)	36 (28 states and 8 Union Territories)
International (No. of Countries)	-

^The Company, being an automotive marketplace, provides services to clients across the whole of India through its digital platforms.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

2.75% (Income from Google Advert Inc, Google LLC, Microsoft Online Inc. and Pubmatic)

c. A brief on types of customers

CarTrade Tech Limited ("the Company") is a multi-channel auto platform (online and offline marketplace) that offers a variety of solutions across the automotive transaction value chain such as the buying, selling, marketing, valuation, and financing of new and used cars, two-wheelers. Through our various platforms, we help customers, vehicle dealerships, vehicle OEMs, and other businesses to buy and sell their vehicles.

IV. Employees

18. Details as at the end of the Financial Year:

a. Employees (including differently-abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
			EMPLOYEES			
1.	Permanent (D)	945	708	75%	237	25%
2.	Other than Permanent (E)*	5	5	100%	0	0%
3.	**Total employees^ (D + E)**	**950**	**713**	**75%**	**237**	**25%**

As on March 31, 2023

* Other than permanent employees refers to consultants.

^ The entire workforce of the Company is categorised as 'Employees'. Therefore, the information required in all sections in the 'Workers' category is not applicable to the Company.

b. Differently abled Employees:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
			Differently-abled employees			
1.	Permanent (D)	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	**Total differently abled employees (D + E)**	0	0	0	0	0

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	2	33.3%
Key Management Personnel *	3	1	33.3%

As on March 31, 2023

* Key Management Personnel are Chairman & Managing Director (MD), Executive Director & Chief Financial Officer (CFO), and Company Secretary (CS) & Compliance Officer

Business Responsibility & Sustainability Reporting

20. Turnover rate for permanent employees and workers

	FY 23			FY 22			FY 21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	40.00%	59.84%	44.60%	33.17%	37.78%	34.14%	29.57%	35.20%	30.90%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Shriram Automall India Limited	Subsidiary	55.43	No
2	CarTradeExchange Solutions Private Limited#	Subsidiary	55.43	No
3	Adroit Inspection Services Private Limited#	Subsidiary	55.43	No
4	Augeo Asset Management Private Limited#	Subsidiary	55.43	No
5	CarTrade Finance Private Limited	Subsidiary	100	No
6	CarTrade Foundation	Subsidiary	100	No

#Indirect subsidiary company (step down Subsidiary) of the Company.

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (in ₹): ₹ 156.67 cr

(iii) Net worth (in ₹): ₹ 1,998.45 cr

Note: CSR Expenditure not applicable as Two percent of Average net profit of the Company for last three financial years as per section 135(5) of the Act is negative.

Business Responsibility & Sustainability Reporting

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is receiveds	Grievance Redressal Mechanism in Place (If yes, then provide web link for grievance redress policy)	FY23			FY22		
		Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Remarks
Communities	The Company has a Stakeholder Grievance Redressal Policy which defines the process and procedure for capturing and addressing grievances of all the stakeholders. The policy can be found on our website, on the below weblink: https://cartradetech.com/corporate-governance.html	0	0	No complaints were received	0	0	No complaints were received
Investors (other than shareholders)		0	0	No complaints were received	0	0	No complaints were received
Shareholders		10	0	There were no investor complaints pending for resolution at the end of the year	41	0	The Company's Registrar and Transfer Agent ("RTA") provides share transfer related services to shareholders. The Company's Stakeholders Relationship Committee of the Board monitors/oversees redressal of grievances of investors, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc. There is a dedicated email id for receiving investor complaints: investor@cartrade.com. Details of investors complaints received are filed on a quarterly basis with the Stock Exchanges where the shares of the Company are listed.
Employees and workers		0	0	No complaints were received	0	0	The Company has framed Vigil Mechanism & Whistle Blower Policy and Code of Conduct, and ensures all employees abide by these.
Consumers		0	0	No complaints were received	0	0	The Company has a dedicated email ID viz. contact@cartrade.com, support@carwale.com,contact@carwale.com, and contact@bikewale.com for customers to register their grievance or complaints, if any.
Value Chain Partners		0	0	No complaints were received	0	0	The Company has a dedicated email ID i.e., contact@carwale.com for suppliers to register their grievance or complaints, if any.
OEMs		0	0	No complaints were received	0	0	The Company has a dedicated email ID OEMs contact@carwale.com for OEMs to register their grievance or complaints, if any.

Business Responsibility & Sustainability Reporting

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications.

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
1	Human Capital Development	Risk/ Opportunity	Opportunity: Our skilled employee base is instrumental towards the Company's leadership position in the automotive marketplace space. A motivated talent pool with strong business and technical expertise helps deliver high quality products/ services and innovation. We consistently invest in the growth and development of our employees to harmonise the expectations of our human capital with those of the Company's growth strategy. Risk: Constant upskilling of the workforce is critical to build capabilities to navigate the evolving technological and business landscape. Inadequate human capital development and lack of skillset can lead to business disruption in such cases. Additionally, there exists strong market demand for skilled and experienced talent which poses a risk of high attrition and flight of talent.	We have put in place a robust mechanism to identify and recruit talent with required skills from leading engineering institutions and business schools as well as through internal employee referrals and independent external agencies. We have adopted competitive compensation framework and we benchmark our employee benefits and salary to ensure that our practices are in line with best industry standards. Our Learning and Development (L&D) programme is aimed at promoting career growth, leadership development, and gaining technical as well as soft skills through regular workshops and training sessions. We have an equal opportunity culture that fosters diversity and inclusion within our workforce. We also have a transparent grievance redressal mechanism for managing employee concerns. We also engage with our employees at regular intervals to seek their feedback on HR policies and practices and take corrective actions, wherever necessary.	Positive: Development and retention of skilled talent helps business growth, productivity and innovation. Negative: High attrition can impact productivity, efficiency and innovation which leads to business disruption and negative financial impact.

Business Responsibility & Sustainability Reporting

Business Responsibility & Sustainability Reporting

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
2	Consumer satisfaction	Opportunity	Opportunity: Consumers lie at the heart of any business strategy, thus incorporating consumer centricity is the only viable approach to achieve growth.	We have incorporated Consumer centricity within all our policies, practices, and strategies. We stress extensively on engagement with consumer and seek feedback to redefine our offerings. We ensure that the Consumer facing em-ployees are well trained to effectively handle the needs and concerns of our Consumers and ensure their satisfac-tion with our products and services.	Positive: High Consumer satisfaction can lead to strong business growth. It can also help create a strong brand reputation and a loyal Consumer base who could be potential market for Company's other existing/ new products and services.
3	Data privacy & Cybersecurity	Risk	Risk: Cyber-attacks and data breaches are becoming major risks due to increasing digitisation and large-scale use of technology and its integration across platforms. Vulnerable systems can compromise the security of intellectual property or critical data as well as confidential information of stakeholders, including personally identifiable information (PII) which could damage Company's trust and reputation.	We are constantly in the process of strengthening our digital infrastructure in terms of technical safeguards and ongoing monitoring of new and existing threats. We have adopted a robust cybersecurity and data management framework and controls which is supervised by the Board and the senior management. We also regularly review our data and IT security policies and procedures and also conduct training and awareness sessions for our stakeholders to better equip them in dealing with instances of cyber-attacks and data breaches. We design our platforms, offerings, and policies to facilitate compliance with evolving privacy and data security laws and regulations. Additionally, we have also procured a Cyber Insurance Policy for our system.	Negative: Weak data governance can result in data breaches which can damage reputation and impact business growth. It could also lead to legal liabilities which could result in additional financial burden. Investments in technology and digital infrastructure to strengthen IT systems will result in increased operational costs.
4	Technology/ Digital adoption	Risk/ Opportunity	Opportunity: State-of-the-art technological infrastructure helps the business stay ahead of the curve. Risk: Rapid technological change, changes in user and customer requirements and preferences, frequent introduction of new services and products embodying new technologies, including apps, and the emergence of new industry standards and practices that could render our existing websites, apps and technology obsolete.	We have invested heavily in our technological capabilities across our platforms. We have an advanced and sophisticated technology platform. Our technology platforms are both scalable and vertically integrated across the entire value chain, which allows us to address each step of the vehicle life cycle. The end-to-end technology platforms largely developed by our in-house team allow us to offer a seamless solution to our customers.	Positive: Sophisticated technology helps improve efficiency levels and scaling up of business thereby helping growth. It also helps us provide a better experience and more value to our customers. Negative: Lack of adequate technological infrastructure can result in business becoming uncompetitive
5	Energy management	Risk/ Opportunity	Opportunity: Improvement in energy efficiency levels helps reduce carbon footprint and reduces operational costs. Risk: Energy management has assumed paramount importance considering the concerns surrounding increasing carbon emissions and climate change. Recognition of this risk has also meant evolution of stringent climate and environment related regulations which need to be adhered to.	Even though our business operations are not energy intensive in nature, we are committed to curtail energy consumption and improve energy efficiency levels within our operations. We are exploring initiatives like sensor-based lighting, green building certification, etc. to reduce consumption within our office spaces and also considering other avenues.	Positive: Energy efficiency and cost savings in the longer run, leading to more profitability Negative: Upfront cost to be expended towards efficiency initiatives in the short term
6	Circular Economy and promotion of reuse/ refurbishment	Opportunity	Opportunity: Resale of used vehicles is one of business segments of the Company. Wider adoption of circular economy fosters innovation and design of products (vehicles) designed for extended use through repair, refurbishment, or remanufacturing.	The Company is committed to create an environment of trust through our infrastructure, processes, and 4S (Sure, Secure, Safe, Smart) promise to guarantee quality of used vehicles sold on our platforms. The Company also promotes the used vehicles through strong focus on advertisement and marketing.	Positive: Encouraging circular economy initiatives can lead to expansion of market opportunities for reused vehicles
7	Community engagement	Opportunity	Opportunity: We look at community engagement through corporate social responsibility (CSR) as an opportunity for the Company to partake in the country's socio-economic development.	The Company is committed to implement a comprehensive CSR programme which benefits the community on multiple fronts and adequately disclose the impact generated by our projects as required by law. We also plan to put in place a mechanism to gather feedback basis which corrective actions can be taken, if any.	Positive: Implementing an effective CSR programme will help us build brand reputation and trust as we fulfil our social obligation.

Business Responsibility & Sustainability Reporting

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Policy and management processes								
1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://cartradetech.com/corporate-governance.html Some of them are available on the Intranet portal of the Company, which are accessible only to the employees, However, all the relevant policies are made available on need basis to the respective stakeholders.								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/ labels/ standards adopted by your entity and mapped to each principle.	NGRBC	NGRBC	NGRBC	NGRBC	NGRBC	NGRBC	NGRBC	NGRBC	NGRBC
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	• Zero cases of fines / penalties / punishment from any regulatory/ enforcing agency in reporting year.	• Increase awareness about the benefits of EVs to our consumer and stakeholders at large.	• Zero fatalities • Ensure 100% assessment of offices on health and safety, and working conditions every year	• 100% adherence to concerns raised by stakeholders	• Zero complaints on human rights related issues	• Ensure 100% recycling of e-waste from our operations.	• Zero adverse orders from regulatory authorities for anti-competitive conduct	• Increase of our overall procurement from small businesses, wherever possible.	• Zero consumer complaints • Zero data privacy breach of consumers
6. Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	• All employees are made aware about the Anti-Bribery & Anti-Corruption Policy and Code of Conduct. • There were no cases of fines & penalties on any account in the reporting year.	• Published opinion articles/ promotion material or posts on the benefits of EVs.	• Plans to get 100% of offices assessed on health & safety and working conditions every year	• We captured all stakeholder feedbacks and ensured 100% grievance redresser of all stakeholders.	• No complaints were received on any human rights issue in the reporting year.	• Installed two EV charging stations at our Vashi office. • Zero e-waste scrappage during the reporting year.	• No adverse orders from regulatory authorities received in the reporting year.	• Provided preference for procurement from small businesses for relevant supplies.	• Zero consumer complaints reported in the reporting year. • No data privacy breach of consumers reported in the reporting year.

Business Responsibility & Sustainability Reporting

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9

7. Statement by director responsible for the business responsibility report, highlighting ESG -related challenges, targets, and achievements

For the Company sustainability is not just a business imperative, but is at the core of our business model. We empower Indian, smaller businesses such as vehicle dealers, most of whom are local in terms of size and reach, to access a pan-India ecosystem. By bringing transparency, liquidity, and simplicity to the Indian vehicle market, we make this market accessible for everyone. Consumers use our portals to research their used or new vehicle purchase online, reducing the need to visit dealerships and thus carbon footprint created during the vehicle buying process. We also educate consumers on the fuel efficiency and provide information on fuel efficient options for the vehicles that they are interested in purchasing.

We have a highly qualified and diversified Board and the CSR Committee of the Board which oversees the Company's ESG journey. During the year we further advanced our focus on integrating Environmental, Social and Governance (ESG) principles into our day-to-day operations. In line with our commitment to transparent and ethical business conduct, we took steps to strengthen our policies, practices and management systems to strengthen our commitments towards sustainability. We conducted an ESG materiality assessment to identify topics material to the Company and sector to help us outline our priorities for the future and devise a roadmap to achieve the targets set. We also carried out a baseline assessment of our greenhouse gas (GHG) emissions (Scope 1 & Scope 2).

Going forward, we plan to integrate ESG risks into our Enterprise Risk Management (ERM) framework. We are also committed to build on the current achievements by setting time-bound aspirational targets on various social and environmental parameters to continue to create value for all our stakeholders. We will further our commitment to adhere to the principle of providing quality service to our customers. We are focused on development and growth of our employees with strong emphasis on refining policies and practices related to Learning & Development, Compensation, Employee Wellbeing, and Employee Engagement.

Reference should also be made to our Sustainability report which carries an exhaustive list of our ESG related challenges, targets and achievements.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Ms. Aneesha Bhandary Executive Director and CFO DIN 07779195
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability-related issues? If yes, provide details	Yes CSR committee of the Board reviews the Company's performance on sustainability-related activities, performance and targets on an annual basis. The CSR committee is represented by the below members: Ms. Aneesha Bhandary (Chairperson, Executive Director) Mr. Vivek Gul Asrani (Member, Independent Director) Mr. Vinay Vinod Sanghi (Member, Executive Director) Risk Management Committee of the Board assesses the risks pertaining to ESG and certain principles of BRSR.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Board/ Committee of the Board									Need based								
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	The Company is in compliance with all applicable regulations.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No	No	No	No	No	No	No	No	No

* An internal assessment of the working of the BRSR policies has been conducted. In due course, the Company shall have an external assurance on the same as well.

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	This question is not applicable since the answer to Q.1 is "yes".								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources availa-ble for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Business Responsibility & Sustainability Reporting

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness Programmes
Board of Directors	4	During the year, the Company provided updates to the Board of Directors and its committees covering recent developments regarding strategy, operations, regulations, economy, industry and business environment, risk management, technology and corporate governance along with NGRBC principles which included topics like Code of Conduct, Anti-Bribery & Anti-Corruption, Prevention of Sexual Harassment at Workplace, etc.	100%
Key Managerial Personnel	4	During the performance review for each quarter, the Company provided updates to the KMPs covering recent developments regarding stakeholder management, grievance redressal, risk management, data security, hiring, human resources management and corporate governance along with NGRBC principles which included topics like Code of Conduct, Anti-Bribery & Anti-Corruption, Prevention of Sexual Harassment at Workplace, etc.	100%
Employees other than BoD and KMPs	38	During the year, the Company provided training to its employees on conflict management, leadership skills, Code of Conduct, data privacy, and Company's policy framework along with NGRBC principles which included topics like Code of Conduct, Anti-Bribery & Anti-Corruption, Prevention of Sexual Harassment at Workplace, etc.	100%

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year:**

   NIL

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:**

   NIL

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

   Yes.

   The Company has an Anti-Bribery and Anti-Corruption Policy reflects our commitment to conduct business dealings based on values of integrity and fairness and emphasises on our "Zero Tolerance" approach to bribery and corruption. Further, the Company's Whistle Blower policy provides a mechanism under which an employee/director of the Company may report unethical behaviour, suspected or actual fraud, violation of code of conduct and personnel policies of the Company. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behaviour. The Policies are available on our website at https://cartradetech.com/corporate-governance.html

Business Responsibility & Sustainability Reporting

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

   NIL

6. **Details of complaints with regard to conflict of interest:**

   NIL

7. **Provide details of any corrective action taken or underway on issues related to fines/penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

   Since no complaints were received, no corrective actions were necessary.

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness programmes held	Topics/principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
-	-	-

   Management has plans to conduct awareness programme for value chain partners in the coming years. These programmes will aim to educate, engage our value chain partners on the 9 principles of BRSR, facilitating a shared understanding and commitment to sustainable and responsible business practices throughout the value chain.

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

   Yes, we have put in place processes and guidelines to deal with conflict of interests through our Code of Conduct and other polices. Every Director of the Company is required to disclose their concern or interest in all companies, businesses or undertakings and any change therein, annually or upon any change, including their shareholding which is placed before the Board and taken on record. In case of Independent Directors, during the term of appointment, they are expected not to take up directorship in any company (whether in India or abroad) engaged in the same or similar businesses as that of the Company or in a company, business or undertaking which competes or is likely to compete with the Company or which could otherwise potentially give rise to a conflict with his/her duties with the Company. In adherence to the Company's Act, 2013, the Directors do not participate in any discussions on agenda items, in which they are interested parties to refrain from any conflict-of-interest situations.

   The Directors, on an annual basis, provide an affirmation that they have complied with the Company's Code of Conduct for the financial year and that there were no instances of conflict-of-interest during the year. The Company also ensures that there is no material, financial and commercial transactions with the Company's Directors, Key Managerial Personnel or their relatives, which may have potential conflict with the interests of the Company at large.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (CAPEX) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and CAPEX investments made by the entity, respectively.**

	FY23	FY22	Details of improvements in environmental and social impacts
R&D	0%	0%	Not applicable
Capex	0%	0%	Considering the nature of our business operations our capex investments are largely towards IT infrastructure like equipment and software to augment our digital initiatives which in turn help improve quality of service to our customers and also reduce our environmental footprint.

Business Responsibility & Sustainability Reporting

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes. We are a digital marketplace and thus do not source raw materials.

However, the Company has formulated a sustainable sourcing policy ensuring our commitment to sourcing which is transparent, managing health and safety risks, and minimising the environmental impact of our value chain. We expect all our suppliers to operate in accordance with the principles as outlined in this Policy in addition to following the necessary social, business integrity, and environmental sustainability standards.

b. **If yes, what percentage of inputs were sourced sustainably?**

We intend to source sustainable, wherever applicable, as per requirements of our business operations on best effort basis.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Not applicable since the Company does not manufacture/ sell any tangible products.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Not applicable considering the type of business operations

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for the manufacturing industry) or for its services (for the service industry)? If yes, provide details:

Given that our business operations do not entail production / selling of tangible products, Life Cycle Perspective / Assessments (LCA) is not applicable.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
Not Applicable		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 23	FY 22
Not applicable since we don't manufacture / sell any tangible products		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed:

	FY 23			FY 22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Not applicable since we don't manufacture / sell any tangible products						

Business Responsibility & Sustainability Reporting

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not applicable since we don't manufacture / sell any tangible products	

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. **Details of measures for the well-being of employees:**

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	708	544	77%	544	77%	0	0%	708	100%	0	0%
Female	237	119	50%	119	50%	237	100%	0	0%	0	0%
Total	**945**	**663**	**70%**	**663**	**70%**	**237**	**25%**	**708**	**75%**	**0**	**0%**
Other than Permanent employees											
Male	5	0	0%	0	0%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	**5**	**0**	**0%**	**0**	**0%**	**0**	**0%**	**0**	**0%**	**0**	**0%**

2. **Details of retirement benefits.**

Benefits	FY 23			FY 21		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
Provident Fund	98%	-	Yes	97%	-	Yes
Gratuity	100	-	Yes	100	-	Yes
ESI*	17	-	Yes	7	-	Yes

*Applicable for specific set of employees pursuant to Employees' State Insurance Act, 1948.

3. **Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes, our offices have been made accessible to accommodate employees with disabilities so that their access to Company's facilities is not constrained. Accessibility factor has been considered in the design and layout of our offices to ensure that they are easily accessible, as per the requirements of the Rights of Persons with Disabilities Act, 2016. The Vashi office is equipped with ramps and elevators as well as wheelchairs to facilitate smooth movement for employees with disabilities. Given the nature of our business operations, we strive to ensure that our technology infrastructure and systems are aligned with the needs of the employees with disabilities.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes, the Company is committed to ensure that our workforce is representative of all sections of the society by providing equal and fair opportunities in employment and fostering an inclusive workplace in which all employees are treated with respect and dignity. The Policy is available on the Intranet portal of the Company, which is accessible only to the employees.

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5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	-	-
Female	100%	100%	-	-
Total	100%	100%	-	-

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No	If yes, then give details of the mechanism in brief
Permanent Employees	Yes	The Company strives to create a workplace that is inclusive of individuals belonging to any race, religion, sex, colour, caste, creed, age, nationality, ethnic origin, marital status, sexual orientation and disability. The Company does not tolerate any form of discrimination, harassment, workplace bullying, and retaliation. We foster a culture where employees can freely highlight their concerns with the management and/or Human Resources. The Company has a grievance redressal procedure for all employees. Any aggrieved employee can approach his immediate superior with his grievance. If the grievance it not redressed, it can be escalated up the hierarchy. The HR department ensures that all grievances are resolved within a reasonable period. The Company has in place a Whistle Blower mechanism, which is governed by the Vigil Mechanism & Whistle Blower Policy. There is a governance mechanism in place to ensure confidentiality and protection of whistle blower from any harassment or victimisation like retaliation, threat or intimidation of termination/suspension of service. The Company also has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.
Other than Permanent Employees	Yes	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 23			FY 22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)
Total Permanent Employees						
Male	708	0	0%	522	0	0%
Female	237	0	0%	134	0	0%
Total	**945**	**0**	**0%**	**656**	**0**	**0%**

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8. Details of training given to employees and workers:

Category	FY 23					FY 22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (A)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (B)	% (B / A)	No. (C)	% (C / A)
Employees										
Male	713	706	99%	567	80%	525	519	99%	445	85%
Female	237	236	100%	201	85%	134	134	100%	107	80%
Total	**950**	**942**	**99%**	**768**	**81%**	**659**	**653**	**99%**	**552**	**84%**

9. Details of performance and career development reviews of employees and worker:

Category	FY 23			FY 22		
	Total (A)	No. (B)	% (B / A)	Total (A)	No. (B)	% (B / A)
Employees						
Male	713	713	100%	525	525	100%
Female	237	237	100%	134	134	100%
Total	**950**	**950**	**100%**	**659**	**659**	**100%**

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? If yes, the coverage such system

Yes, given the nature of our business operations, we work out of offices that are not prone to health and safety risks.

However, we have formulated an organisation-wide Health & Safety (H&S policy) to create a safe and healthy working environment at all our offices. All offices are equipped with safety systems like fire detection, fire extinguishers, safe means of escape, assembly point, etc. Clear instructions and safety protocols are laid down and communicated to all employees to through health and safety awareness sessions and visual materials like posters. Compliance of the safety systems is regularly verified. We also have in place first aid facilities and health check-up camps organised on a regular basis.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Given the nature of our business operations, we work out of offices that are not prone to work-related health and safety hazards.

We rely on our H&S management system to identify and assess work-related risks and hazards. It identifies the potential safety risks, reviews existing safeguards and suggests mitigation measures for these risks. We ensure to document the risks and hazards identified along with their causes, consequences and mitigation measures. We regularly provide health and safety trainings to update employees on the various potential risks & hazards in an office environment such as fire hazards, safe usage of stairs/elevators, basic first aid training, etc.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.

Yes, we have processes in place for employees to report work-related hazards and it is included in the H&S Manual. Additionally, we conduct safety trainings, mock drills, etc for raising awareness of the employees on a routine basis.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?

Yes, employees / workers have access to non-occupational medical and healthcare services which include group medical insurance, accidental insurance, free medical consultations, etc.

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11. **Details of safety related incidents:**

Safety Incident/Number	Category	FY 23	FY 22
Lost Time Injury Frequency Rate (LTIFR) per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace.**

The Company has put in place various measures to ensure a safe and healthy working environment for all employees. The Company has implemented a rigorous approach to identifying, assessing, mitigating and monitoring safety-related risks. We regularly identify areas for improvement and take corrective action to prevent their recurrence with the goal of creating a safe working environment. We provide frequent training programmes on standard safety measures and best practices are communicated to all employees. We adhere to comprehensive security & safety guidelines and have equipped our offices with safety systems like fire detection, fire extinguishers, safe means of escape, assembly point, first- aid kits, etc.

13. **Number of Complaints on the following made by employees and workers:**

	FY 23			FY 22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NA	0	0	NA
Health & Safety	0	0	NA	0	0	NA

14. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	-
Working conditions	-

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions:**

Assessment of the Company's H&S framework and the working conditions did not highlight any significant risks or concerns. The Company has in place the mechanism to take corrective actions, whenever such risks and concerns arise. We continuously strive to ensure the best standards of safety for our employees through regular risk assessment exercise and providing adequate trainings.

Leadership Indicators

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (B) Workers.**

	(Y/N)
Employees*	Y
Workers	NA

*Note: Cover death due to accident.

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2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The Company has checks and balances in place to ensure that the value chain partners are compliant with the provisions of the labour laws and are deducting and depositing the necessary statutory dues on time with the authorities. We prioritise the deduction and deposit of statutory dues including ESIC and PF each month to maintain compliance with regulations. We also ensure that we work with the value chain partners who are compliant with GST regulations.

We have put in place appropriate terms & conditions in our contracts/ agreements with our value chain partners and conduct audits, wherever required.

3. **Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 22	FY 22	FY 23	FY 22
Employees	0	0	0	0
Workers	0	0	0	0

4. **Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

Yes, we facilitate an internal job postings (IJP) program for employees to explore opportunities across domains within the organization. There were no retirements or termination of employment during the reporting year for which transition assistance was necessitated.

5. **Details on assessment of value chain partners:**

Presently we do not assess health and safety practices of our value chain partners. However, we have formulated a sustainable sourcing policy recently under the purview of which we will be evaluating suppliers' compliance with identified environment and social norms.

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	0%
Working Conditions	0%

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

Presently we do not assess health and safety practices of our value chain partners. However, we intend to implement an assessment process to evaluate our value chain partners in these areas, to help us to consider and address any potential risks or concerns related to health and safety practices and working conditions throughout our value chain.

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

The Company identifies stakeholders based on the Value Chain of the businesses and how they influence the Company. We see stakeholders are those individuals or groups of individuals who are directly or indirectly affected by operations, as well as those who have interests in business operations of the Company or have abilities to influence business operations and outcomes of those operations. Internal and external stakeholders have been identified that have a direct impact on the operations and working of company. The process of identifying these key stakeholders considers input and feedback from various departments within the organisation, as well as senior management. This collaborative approach ensures that a comprehensive assessment is made to identify the stakeholders who hold the most importance and influence in relation to the Company's activities.

Business Responsibility & Sustainability Reporting

The Company recognises that active cooperation of stakeholders is essential for a strong and sustainable business performance. We have formulated a Stakeholder Engagement policy, on the principles of transparency and equitable treatment that favours a consultative and collaborative engagement with all stakeholders, using effective and responsive communication that makes it possible to forge relationships based on ongoing trust. By engaging in this process, the Company effectively manages its relationships and engages with key stakeholders to meet their expectations and address their concerns.

This policy lays out a systematic approach towards management of stakeholder engagement practices and processes to maximise value for both the stakeholders and the Company and outlines the principles for identifying stakeholders, engaging and managing stakeholders.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Internal stakeholders- Employees, Workers, KMPs, BoDs	No	• Employee Engagement surveys • Trainings • Personal interactions (including performance appraisal discussions) • Internal magazines/ newsletters • Departmental meetings • Townhall meetings • Familiarisation programmemes for Board members	Others - need based	We regularly engage with employees to discuss various topics like employee benefits, employee recognition, performance review and career development, long-term strategy plans, Learning and Development, health and safety initiatives and addressing queries about policies and practices.
Consumers	No	• Consumer Satisfaction survey • Consumer feedback • Personal interactions • Marketing and advertising activities • Company website and email	Others - need based	We regularly engage with our consumers to update on new products and services through advertising and marketing activities. We regularly interact with consumers to resolve their queries with regards to use of our products and services. We also periodically assess consumers satisfaction through surveys and to understand the grievances of consumers and take their feedback on our products and services.
Suppliers	No	• One-on-one negotiations and meetings • Surveys	Others - need based	We regularly engage with suppliers to discuss payment terms, infrastructure, resolving queries and payment of statutory dues.

Business Responsibility & Sustainability Reporting

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
OEMs	No	• Personal interaction • Project based discussions • Newsletters • Research report	Others - need based	We engage with our OEMs to deliberate and decide on our offerings and the details around the same. We also engage with them to resolve queries and address issues highlighted in consumer feedback.
Investors and shareholders	No	• Annual General Meetings • Earnings calls • Annual Reports • Investor meets • Email broadcasts and intimation • Individual meetings with financial media, shareholders and analysts	Others- Need-based/Quarterly/ Annually	We regularly engage with investors and shareowners to update on the information having a bearing on the performance/ operations of the Company including price sensitive information. It also includes updating about various statutory requirements with respect to their shareholding in the Company, addressing shareholders' queries at the General Meetings, earnings call with institutional investors/ analysts in respect of quarterly/ half-yearly/annual financial results.
Communities	No	• Surveys • Personal interaction • Project based discussions • CSR activities	Others- need based	We have mechanism in place to engage with the community to further their advancement by reducing social and economic inequalities.
Government and Regulatory Authorities	No	• Need based engagements with national, state and local/ municipal officials • Participation in industry and regulatory forums, meetings between regulators, and our board and management.	Others- need based	We engage with regulatory bodies to discuss rules, regulations and policies affecting the industry and sharing our point of view.
Media	No	• Media briefings • Press releases • Marketing communication • Written and telephonic interactions	Others- need based	Engagement with media is done to address business-related queries, share updates about the Company, new services announcements, views on industry landscape, etc
Dealers/ Business partners	No	• Surveys • One-on-one negotiations and meetings	Others- need based	We engage with our dealers/ business partners to deliberate and decide on our offerings and the details around the same. We also engage with them to resolve queries and address issues highlighted in consumer feedback.

Business Responsibility & Sustainability Reporting

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   The feedback received from consultations with the identified stakeholders through the formally outlined Stakeholder engagement framework is presented by management to the Stakeholder Relationship Committee (SRC) of the Board. It also provides supervises the mechanism for addressing grievances and complaints from stakeholders and aligning Stakeholder priorities with the Company's business strategy. The SRC updates the Board on compliance status on a yearly basis and the suggestions by the Board are then implemented. The CSR committee also undertakes responsibility for sustainability related matters and deliberates on key environmental and social issues and action plans.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics. If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   We believe in the importance of stakeholder consultation to identify and manage environmental and social issues. We have put in place a mechanism to engage with our stakeholders on a regular basis to address their concerns and issues. We believe this stakeholder engagement is essential to building trust among our stakeholders and align with their needs and expectations. We engage with our internal and external stakeholders to have an improved understanding of the issues that directly influence our ability to effectively deal with the risks the organisation and leverage on the opportunities available to us. We ensure that we incorporate the inputs and feedback received through these consultations while formulating our policies and practices. This aids the Company in effectively addressing key environmental and social issues relevant to our operations, and drive business sustainability in general.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.**

   We regularly engage with all our stakeholders including those from the vulnerable/ marginalized groups in accordance with the our Stakeholder Engagement Policy and Stakeholder Grievance Redressal Policy.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:**

Category	FY 23			FY 22		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (A)	No. of employees / workers covered (B)	% (B / A)
			Employees			
Permanent	945	945	100.00%	0	0	0%
Other than permanent	5	5	100.00%	0	0	0%
Total	**950**	**950**	**100.00%**	**0**	**0**	**0%**

Business Responsibility & Sustainability Reporting

2. **Details of minimum wages paid to employees and workers:**

Category	FY 23					FY 22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (A)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (B)	% (B / A)	No. (C)	% (C / A)
					Employees					
					Permanent					
Male	708	-	-	708	100%	522	-	-	522	100%
Female	237	-	-	237	100%	134	-	-	134	100%
					Other than Permanent					
Male	5	-	-	5	100%	3	-	-	3	100%
Female	-	-	-	-	-	-	-	-	-	-

3. **Details of remuneration/salary/wages:**

Gender	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	4	812,500	2	5,556,386
Key Managerial Personnel	2	33,071,520	1	10,087,771
Employees other than BoD and KMP	706	473,887	236	323,227

1. Mr. Vinay Vinod Sanghi, Chairman & Managing Director and Mrs. Aneesha Bhandary, Executive Director & CFO are consider at both head in the above table under "Board of Direstors" and "Key Managerial Personnel"; and
2. For remuneration to Non-executive Director sitting fee are consider for calculation of Median remuneration/ salary/ wages of respective category.

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**

   Yes. All grievances, including human rights related grievances, are addressed through the formal procedure laid down in the Stakeholder Grievance redressal policy. The policy can be found on our website https://cartradetech.com/corporate-governance.html

   The Company also has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

   The Company remains committed to respect and protect human rights. We maintain zero tolerance towards any violation or misconduct on grounds of misdemeanour. Our Company's Code of Conduct and policies like Human Rights Policy, Prevention of Sexual Harassment Policy, Vigil Mechanism & Whistle Blower Policy and other social policies cover human rights aspects and compliance.

   Our Stakeholder Grievance redressal policy outlines the mechanism redressing all grievances, including human rights concerns. Stakeholders can record their grievances via email, phone or in writing to the designated Stakeholder contact officers. For effective and efficient grievance management, the Company has dedicated E-mail IDs icc@carwale.com. contact@cartrade.com, support@carwale.com, contact@carwale.com, and contact@bikewale.com. The Company Secretary has been designated as Compliance Officer who is the authority responsible for the implementation, monitoring and review of the grievance redressal policy.

   The stakeholder contact officer along with the grievance owner department is responsible for investigating the grievance and are mandated to create an action plan outlining the steps to be taken to resolve the grievances including identifying roles and responsibilities for assigning actions and monitoring the actions undertaken. The resolution and closure of the grievance is documented over an email and stakeholder would be provided a link to share their feedback.

Business Responsibility & Sustainability Reporting

6. **Number of Complaints on the following made by employees and workers:**

	FY 23			FY 22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	NA	0	0	NA
Discrimination at workplace	0	0	NA	0	0	NA
Child Labour	0	0	NA	0	0	NA
Forced Labour/ Involuntary Labour	0	0	NA	0	0	NA
Wages	0	0	NA	0	0	NA
Human Rights Issues	0	0	NA	0	0	NA

7. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

   Company's Vigil Mechanism and Whistle-blower policy ensures that the whistle-blower and/or the person processing the protected disclosure shall be protected from harassment, victimisation or use of any other unfair employment practice against them. Moreover, the chairperson of the Audit Committee has been entrusted with the responsibility of ensuring that actions or threats are treated as a separate Protected Disclosure, and he/she should investigate the same accordingly and may also recommend appropriate steps to protect the Whistle-blower from exposure to such retaliatory action and ensure implementation of such steps for the Whistle-blower's protection.

8. **Do human rights requirements form part of your business agreements and contracts?**

   Yes, we make the best possible effort to ensure that our business contracts are in adherence with the all the applicable human rights regulations and best practices.

9. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	0%
Forced/involuntary labour	0%
Sexual harassment	0%
Discrimination at workplace	0%
Wages	0%
Others – please specify	0%

10. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

    Not Applicable

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.**

   The Company did not receive any human rights complaints during the reporting year and thus, no modifications or changes were required in the business processes to address such matters

   However, we review and amend our policies and procedures regularly to ensure effectiveness of our systems to address various concerns and issues. We also ensure that our policies and procedures are communicated effectively to employees

Business Responsibility & Sustainability Reporting

   through trainings and employee handbook.

2. **Details of the scope and coverage of any Human rights due diligence conducted.**

   No human rights due diligence exercise was conducted during the reporting year. However, we are cognisant of the valuable role that business can play in the protection of human rights of its stakeholders as well as the society at large. We are committed to respecting and protecting human rights of our employees, suppliers, business partners, customers and communities.

   We strive to ensure effectiveness of our policies and procedures to avoid occurrence of human rights violations. Going ahead, we intend to conduct effective human rights due diligence to identify, assess and mitigate potential human rights concerns.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

   Yes, our offices have been made accessible to accommodate visitors with disabilities, in accordance with the Rights of Persons with Disabilities Act, 2016. Accessibility factor has been considered in the design and layout of our offices to ensure that they are easily accessible. Our Vashi office is are equipped with ramps and elevators as well as wheelchairs to facilitate smooth movement for visitors with disabilities.

4. **Details on assessment of value chain partners:**

   We are in process of formulating an assessment mechanism under the purview of our sustainable sourcing policy, to evaluate our value chain partners on various human rights issues such as sexual harassment, discrimination at workplace, child labour, forced labour/involuntary labour and wages etc. We intend to disclose the required information in the coming years as and when we conduct these assessments.

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	0%
Discrimination at workplace	0%
Child Labour	0%
Forced Labour/Involuntary Labour	0%
Wages	0%

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

   Presently we have not conducted assessments of our value chain partners. However, we plan to conduct such assessments to identify and address any significant risks or concerns that may arise from these assessments and help us take appropriate corrective actions to mitigate any risks or concerns identified.

PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (Gigajoules) and energy intensity:**

Parameter	FY 23	FY 22
Total electricity consumption (A)	1,617	1,198
Total fuel consumption (B)	25	17
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	1,642	1,215
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees) (GJ/₹)	0.000001	0.000001

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

No

Business Responsibility & Sustainability Reporting

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable

3. Provide details of the following disclosures related to water:

Parameter	FY 23	FY 22
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	394	445
(iii) Third party water	4,176	2,187
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**4,570**	2,632
Total volume of water consumption (in kilolitres)	**4,570**	2,632
Water intensity per rupee of turnover (Water consumed / turnover) (KL/₹)	**0.0000029**	0.0000021

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The Company recognises the importance of water for our overall business continuity and fully understand the impacts of untreated wastewater on the environment. At present, our office building in Vashi is equipped with Sewage Treatment Plant (STPs).

5. Please provide details of air emissions (other than GHG emissions) by the entity:

Parameter	Please specify unit	FY 23	FY 22
NOx	-	-	-
SOx	-	-	-
Particulate matter (PM)	-	-	-
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity:

Parameter	Unit	FY 23	FY 22
Total Scope 1 emissions	Metric tonnes of CO2 equivalent	241.68	250.21
Total Scope 2 emissions (Co2)	Metric tonnes of CO2 equivalent	301.76	223.44
Total Scope 1 and Scope 2 emissions per rupee of turnover	Metric tonnes of CO2 equivalent / ₹ of turnover	0.00000035	0.00000038
Total Scope 1 and Scope 2 emission per Full Time Employee (FTE)	Metric tonnes of CO2 equivalent / employee	**0.68**	**0.74**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

No

Business Responsibility & Sustainability Reporting

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Though our GHG emissions are minimal, we are in the process of assessing the effective ways further reduce our carbon footprint. We have managed to reduce our per capita electricity consumption during the reporting year. We plan to further reduce our electricity and fuel consumption. We are also exploring feasibility of adding EVs to our fleet and procuring International Renewable Energy Certificates (IRECs) and purchasing carbon offsets in the longer run.

8. Provide details related to waste management by the entity:

Parameter	FY 23	FY 22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0	0
E-waste (B)	0	1.75
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste- ETP Sludge. (G)	0	0
Non-hazardous waste generated (H):	33.59	19.33
Total (A+B + C + D + E + F + G + H)	33.59	21.08
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0	0
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	33.59	21.08
(iii) Other disposal operations (Sold to authorised recyclers)	0	0
Total	**33.59**	**21.08**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes-

Given the nature of our business operations, the Company does not generate any waste which is hazardous and/or toxic in nature, but the waste generated in normal course of operations is managed as per waste disposal process in accordance with local municipal regulations. E-waste generated is responsibly disposed through authorised re-cyclers and vendors, as per the guidelines of the E-waste (Management and Handling) Rules, 2011.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details:

S. No	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
	Not Applicable. The Company does not have any operations / offices in / around ecologically sensitive areas.		

Business Responsibility & Sustainability Reporting

11. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable. The Company has not undertaken any projects that require an Environmental Impact Assessment (EIA).					

12. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder. If not, provide details of all such non-compliances:**

The Company is compliant with all the environmental rules and regulations

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable				

Leadership Indicators

1. **Provide break-up of the total energy consumed (in GJ) from renewable and non-renewable sources:**

Parameter	FY 23	FY 22
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	-	-
From non-renewable sources		
Total electricity consumption (D)	1,617	1,198
Total fuel consumption (E)	25	17
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	1,642	1,215

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.

No

2. **Provide the following details related to water discharged:**

Parameter	FY 23	FY 22
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third parties		
- No treatment	2,941	1,002
- With treatment – primary, secondary and tertiary	1,629	1,629
Total water discharged (in kilolitres)	4,570	2,632

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency

No

Business Responsibility & Sustainability Reporting

3. **Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres): For each facility / plant located in areas of water stress, provide the following information:**

We do not have any operations in water stress areas.

(i) Name of the area:

(ii) Nature of operations:

(iii) Water withdrawal, consumption, and discharge:

Parameter	FY 23	FY 22
Water withdrawal by source (in kilolitres)		
(i) Surface water		
(ii) Groundwater	-	-
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
Total volume of water withdrawal (in kilolitres)	-	-
Total volume of water consumption (in kilolitres)	-	-
Water intensity per rupee of turnover (Water consumed / turnover)	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) Into Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) Into Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

4. **Please provide details of total Scope 3 emissions & its intensity:**

We have not estimated our Scope 3 emissions yet. However, we plan to estimate and disclose the same in the coming years.

Parameter	Unit	FY 23	FY 22
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	-	-
Total Scope 3 emissions per rupee of turnover		-	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

Business Responsibility & Sustainability Reporting

5. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

   Not applicable since we do not have any operations in ecologically sensitive areas.

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives:

S. No.	Initiative undertaken	Details of the initiative	Outcome of the initiative
	Not applicable	Not applicable	Not applicable

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

   We follow a robust framework that identifies internal and external threats, along with development of effective mitigation strategies. The process of risk identification, analysis, mitigation, and monitoring are undertaken periodically by the Management Team and overseen by the Risk Management Committee. The detailed mitigation strategy for each risk category is incorporated within the Management Discussion & Analysis section of the Annual Report.

   Our infrastructure is configured such that we can recreate critical infrastructure on another environment when needed to recover from a disaster. In addition, we use various automatic disaster mitigation and recovery measures, such as regular and automated backups, monitoring tools and infrastructure components with built-in redundancy.

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

   The Company's operations do not have any significant adverse impact to the environment considering the business model and the type of procurement practices.

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

   While we have currently not undertaken assessment of environmental impacts of our value chain, as part of our sustainability commitment, we plan to shortly conduct an assessment to identify such key impacts and formulate a strategy to reduce the impacts based on the findings.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   Nil

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
	Not applicable	

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities**

   Company has not received any adverse order from the regulatory authority.

Name of authority	Brief of the case	Corrective action taken
	Not applicable	

Business Responsibility & Sustainability Reporting

Leadership Indicators

1. **Details of public policy positions advocated by the entity**

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
-	-	-	-	-	-

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

   The Company has not conducted any Social Impact Assessments (SIA) in compliance with laws such as the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 since the same was not required considering the nature of our business operations. However, we recognise the importance of social impact assessments in understanding and addressing the potential social implications of our business activities.

Name and brief details of project	SIA Notification No.	Date of notification	Whether information available in public domain? (Yes/No)	Results communicated in public domain (Yes / No)	Relevant Web link
-	-	-	-	-	-

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:**

   Given the nature of our business operations, there has been zero displacement of population or livelihoods. As a result, we have not undertaken any Rehabilitation and Resettlement (R&R) activities.

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
			Not applicable			

3. **Describe the mechanisms to receive and redress grievances of the community.**

   The Company has a mechanism to interact with the members of the Community to understand and address their concerns, if any. All grievances are addressed through the formal procedure laid down in the Stakeholder Grievance Redressal Policy.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Parameter	FY 23	FY 22
Directly sourced from MSMEs/ small producers	-	-
Sourced directly from within the district and neighbouring districts	-	-

Note: Given the nature of our business operations, we do not procure any input/ raw materials. However, even for the limited goods and services we procure, we try to give consideration to MSMEs/small producers and suppliers from within the district and neighbouring districts.

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of negative social impact identified	Corrective action taken
Not applicable	

Business Responsibility & Sustainability Reporting

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

we have not undertaken any Rehabilitation and Resettlement (R&R) activities.

S. No.	State	Aspirational District	Amount spent (In ₹)
No CSR projects were undertaken in aspirational districts			

3. (a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)**

Yes

(b) From which marginalised /vulnerable groups do you procure?

We try to apply preference to enterprises run by/ promote employment of women, people with disabilities, LGBTQ owned, SC/ST owned enterprises in line with our Preferential Procurement Policy. Depending on the feasibility, we also give preference to suppliers who are based locally or from neighboring districts in the areas of operation of the Company and also give emphasis to micro, small and medium enterprises (MSMEs) in the procurement activities.

(c) What percentage of total procurement (by value) does it constitute?

Zero.

Given the nature of our business operations, we do not procure any input/ raw materials. However, even for the limited goods and services we procure, we intend to provide opportunities for suppliers from marginalized/ vulnerable groups and have drafted a Procurement Policy accordingly. We make an effort to undertake our purchases by giving consideration to small businesses as well enterprises run by/ that promote employment of women, people with disabilities, LGBTQ and SC/ST communities.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge

We have not engaged with any entity during the reporting period for deriving or sharing any benefits from the intellectual properties owned and acquired by us.

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved

Name of authority	Brief of the case	Corrective action taken
Not applicable		

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups

The Company is in the process of developing a CSR programmeme to be undertaken in the coming years. At present, we are not undertaking any CSR projects, but we recognise the importance of community engagement through CSR and plan to do so in the coming years.

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback -

Customers lie at the heart of our business strategy, and we have incorporated customer centricity within all our policies, practices, and strategies. We treat customer complaints and grievances with utmost importance. We have a dedicated email ID viz. contact@carwale.com to enable customers to raise complaints which are dealt with by our Social Media team/ Customer Support team. The Customer Support team co-ordinate with the relevant stakeholders to appropriately

Business Responsibility & Sustainability Reporting

resolve the complaint/ issue raised. Customers can escalate a complaint in case they're unsatisfied with the resolution provided. Customers can also reach out to the Stakeholder contact officer as designated under the Stakeholder Grievance Redressal policy to lodge their grievances.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	-
Safe and responsible usage	-
Recycling and/or safe disposal	-

3. Number of consumer complaints in respect of the following:

	FY 23			FY 22		
	Received during the year	Pending resolution at end of year	Remark	Received during the year	Pending res-olution at end of year	Remarks
Data privacy	0	0	None	0	0	None
Advertising	0	0	None	0	0	None
Cyber-security	0	0	None	0	0	None
Delivery of essential services	0	0	None	0	0	None
Restrictive Trade Practices	0	0	None	0	0	None
Unfair Trade Prac-tices	0	0	None	0	0	None
Other	0	0	None	0	0	None

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. –

Yes, given the nature of our business operations, the Company places strong emphasis on the protection and respect of privacy of data of all its stakeholders. This policy lays out our approach towards ensuring integrity and confidentiality of all the information collected, received, stored, and handled during the course of our business operations.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services-

No such cases were raised for FY 2023 for the mentioned categories and hence no corrective actions were taken.

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

The information can be accessed through our website at https://cartradetech.com/.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services

We engage with our consumers through one-on-one interactions, emails, newsletters etc. as well as through our website.

Business Responsibility & Sustainability Reporting

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Not applicable considering our service offerings.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   Not applicable considering the Company does not manufacture/ sell tangible products.

   Yes. The Company periodically assess customer satisfaction through surveys and to understand the grievances of customers and take their feedback on our products and services. We try to maintain regular engagement with customers through various engagement channels like Customer Satisfaction survey, Customer feedback, Personal interactions, and Marketing and advertising activities.

5. **Provide the following information relating to data breaches:**

   a. **Number of instances of data breaches along-with impact**

      No instances of data breach were reported or observed during the reporting year.

   b. **Percentage of data breaches involving personally identifiable information of customers**

      No instances of data breach were reported or observed during the reporting year. We recognise the need for robust cyber security and data management practices to maintain integrity and confidentiality of all our customers' privileged information and thereby obtain their trust. We are constantly in the process of strengthening our digital infrastructure in terms of technical safeguards and ongoing monitoring of new and existing threats. We have adopted a robust cybersecurity and data management framework and controls which is supervised by the Board and the senior management. We also regularly review our data and IT security policies and procedures and also conduct training and awareness sessions for our stakeholders to better equip them in dealing with instances of cyber-attacks and data breaches. We design our platforms, offerings, and policies to facilitate compliance with evolving privacy and data security laws and regulations.

FINANCIAL SECTION

Independent Auditor's Report

To the Members **CARTRADE TECH LIMITED**

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of CarTrade Tech Limited ("the Company"), which comprise the Balance sheet as at March 31 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("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, 2023, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">Carrying value of Goodwill</td></tr>
<tr><td>The Company carries goodwill of ₹ 78,409.27 lakhs of as at March 31, 2023 in these standalone financial statements. Management performs an annual impairment assessment of Goodwill, as detailed in note 2.2 (a) under significant accounting policies read with note 4, to determine whether the recoverable value is below the carrying amount.
The assessments made by the management involve significant estimates and judgments, including revenue growth rates, net profit margin and perpetual growth rates used to estimate future cash flows and discount rates applied to these forecasted future cash flows. These estimates and judgments may be affected by unexpected changes in future market or economic conditions or discount rates applied.
We considered this as key audit matter because of the significant judgement and management estimates involved around impairment assessment.</td><td>Our audit procedures included the following:
• We obtained an understanding of and evaluated the process and controls designed and implemented by the management to assess the potential impairment.
• We evaluated the methods and models used to determine whether the recoverable amounts were appropriate by comparing them with the requirements of Ind AS 36 – Impairment of assets.
• We obtained and assessed management's identification and evaluation of Cash Generating Unit (CGU). We obtained the analysis performed by the management to determine impairment of Goodwill based on future cash flows.
• We involved valuation specialists to assist us in evaluation of the key assumptions used in the impairment analysis. Our audit procedures included the assessment of reasonableness of key inputs, such as the discount rates and growth rates, by comparison to externally available industry, economic and financial data and the Company's own historical data and performance. We have tested the revenue growth and other operational assumptions by comparing with historical data and discussion with management.
• We performed sensitivity analysis on the projections by varying key assumptions within a reasonable range.
• We assessed the disclosures made in the standalone financial statements.</td></tr>
<tr><td colspan="2">Recoverability of deferred tax assets</td></tr>
<tr><td>Deferred tax asset in the Company's standalone financial statements as at March 31, 2023 is ₹ 5,132.04 lakhs.
As described in in note 2.2 (i) under significant accounting policies read with note 22.1 to the standalone financial statements, deferred tax assets are recognized on carried forward tax losses when it is probable that taxable profit will be available against which the tax losses can be utilized. The Company's ability to recognize deferred tax assets on carried forward tax losses is assessed by management at the end of each reporting period, taking into account forecasts of future taxable profits and the law and jurisdiction of the taxable items and assumptions.
Given the degree of estimation based on the projection of future taxable profits, management's decision to create deferred tax assets on tax losses was identified to be a key audit matter.</td><td>Our audit procedures includes the following :
• We have evaluated the design and implementation of key controls relating to calculation of deferred tax assets.
• We have verified the arithmetical accuracy of the computation of amounts recognised as deferred tax assets
• We obtained the year on year details of income tax assets and compared the same with the returns filed by the Company in the earlier years. We have verified management's calculation of the Deferred tax assets and the key assumptions used.
• We have discussed and evaluated management's assumptions and estimates like projected revenue growth, margins etc in relation to the probability of generating future taxable income to support the utilisation of deferred tax losses with reference to forecast taxable income and performed sensitivity analysis.
• We have assessed the related disclosures in respect of deferred tax assets in the standalone financial statements.</td></tr>
<tr><td colspan="2">Recoverability of Trade Receivables</td></tr>
<tr><td>The gross balance of trade receivables as at March 31, 2023 amounted to ₹ 4,287.07 lakhs, against which the Company has recorded expected credit loss provision of ₹ 692.96 lakhs. The collectability of trade receivables is a key element of the Company's working capital management.
The Company's disclosures are included in Note 2.2 (o)(v) and Note 8 to the standalone financial statements, which outlines the accounting policy for determining the allowance for doubtful debts and details of the year on year movement in gross and net trade receivables.
The Company has an internal policy for evaluation of recoverability of receivables and recording of impairment loss which is applied at every period-end. In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on trade receivables which is based on the age of the recoverable, credit loss incurred in the past, current conditions and forecasts of future conditions. In calculating expected credit loss, the Company has considered customer accounts as well as experience with collection trends and current economic and business conditions.
Due to the significance of trade receivables and the related estimation uncertainty this is considered a key audit matter.</td><td>Our audit procedures included the following:
• We evaluated the Company's policies, processes and controls relating to the monitoring of trade receivables and review of credit risks of customers.
• Circularized requests for balance confirmations on sample basis and examined responses
• Obtained evidence of receipts from customers.
• Inspected relevant contracts and correspondence with the customers on sample basis, assessment of their creditworthiness with reference to publicly available information, where applicable.
• Evaluated management's estimates and the inputs used by management for development of the ECL model, analysis of ageing of receivables, assessment of material overdue individual trade receivables including specific customer balances and sector exposure. We have verified the ageing of the trade receivables. We have also tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.</td></tr>
</table>

Information Other than the Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise

Independent Auditor's Report

Independent Auditor's Report

appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2022, 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Statement of Cash Flows 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2022, as amended;
   (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
   (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company does not have any pending litigations which would impact its financial position;
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
      iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
      b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend

Independent Auditor's Report

or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

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

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 23048966BGYDPO6073

Place of Signature: Mumbai
Date: April 28, 2023

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CARTRADE TECH LIMITED

Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) All Property, Plant and Equipment were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which is reasonable having regard to the size of the Company and the nature of its assets.

(c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report in clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not availed any working capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) (a) During the year the Company has provided loans to companies or other parties as follows:

in ₹ Lakhs

	Loans
Aggregate amount granted/ provided during the year	
- Others (not a subsidiary, joint venture, associate)	1,950.57
Balance outstanding as at balance sheet date in respect of above cases	
- Others (not a subsidiary, joint venture, associate)	325.38

(b) During the year the terms and conditions of the grant of all loans to companies or any other parties are not prejudicial to the Company's interest.

(c) The Company has granted loans during the year to companies or any other parties where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.

(d) There are no amounts of loans granted to companies or any other parties which are overdue for more than ninety days.

(e) There were no loans or advance in the nature of loan granted to companies or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The company has not granted any loans or advances in nature of loans, either repayable on demand of without specifying any terms or period of repayment to companies or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 of the Companies Act, 2013 are applicable. Loans, investments, guarantees and security in respect of which provisions of sections 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CARTRADE TECH LIMITED

73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) 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.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and other statutory dues applicable to it. The provisions pertaining to duty of customs and duty of excise are not applicable to the Company. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in lacs)	Period to which the amount relates	Forum where the dispute is pending
Service Tax Act, 1994	Service Tax	2.14	FY 2014-15 to 2017-18	Deputy Commissioner – Central Excise and CGST
CGST Act, 2017	GST	11.50	FY 2017-18	State tax officer
CGST Act, 2017	GST	4.41	FY 2017-18	Assistant Commissioner – Central Excise and CGST

The provisions relating to duty of excise and duty of custom, are not applicable to the Company.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

(d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken .any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b), (c) of the Order is not applicable to the Company.

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CARTRADE TECH LIMITED

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 34 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note to the financial statements.

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

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 23048966BGYDPO6073

Place of Signature: Mumbai
Date: April 28, 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CARTRADE TECH LIMTED

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

We have audited the internal financial controls with reference to standalone financial statements of CarTrade Tech Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone 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, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone 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 with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone 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 Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, 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 issued by the ICAI.

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

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 23048966BGYDPO6073

Place of Signature: Mumbai
Date: April 28, 2023

Standalone Balance Sheet

as at March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	559.90	463.44
Goodwill	4	78,409.27	78,409.27
Other Intangible Assets	4	18.91	21.39
Right of use assets	3	505.69	775.69
Financial Assets			
(i) Investments	5	15,888.60	15,888.60
(ii) Other financial assets	6	173.08	143.88
Deferred Tax assets (net)	22	5,132.04	6,509.09
Other Non- current Assets	7	758.27	916.72
Total non-current Assets		**1,01,445.76**	**1,03,128.08**
Current assets			
Inventories	6A	-	122.27
Financial assets			
(i) Investments	5	95,164.75	85,857.39
(ii) Trade receivables	8	3,594.11	2,122.51
(iii) Cash and cash equivalents	9	1,185.49	2,180.47
(iv) Bank balance other than 9 above	10	-	2,700.00
(v) Loan	7A	325.38	13.21
(vi) Other financial assets	6	1,507.85	1,128.53
Other current assets	7	289.16	468.11
Total current assets		**1,02,066.74**	**94,592.49**
Total Assets		**2,03,512.50**	**1,97,720.57**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	4,684.44	4,662.27
Other equity	12	1,95,160.79	1,88,873.08
Total Equity		**1,99,845.23**	**1,93,535.35**
LIABILITIES			
Non-current liabilities			
Financial liabilites			
(i) Lease liabilities	24	155.54	481.63
Provisions	13	588.66	504.81
Other non-current liabilities	16	27.24	13.69
Total non-current liabilities		**771.44**	**1,000.13**
Current liabilities			
Financial liabilities			
(i) Trade payables			
- total outstanding dues of micro enterprises and small enterprises	14	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		844.38	937.97
(ii) Other financial liabilities	15	298.69	617.37
(iii) Lease liabilities	24	402.47	325.57
Provisions	13	155.66	138.33
Other current liabilities	16	1,194.63	1,165.85
Total Current Liabilities		**2,895.83**	**3,185.09**
Total Liabilities		**3,667.27**	**4,185.22**
Total Equity and Liabilities		**2,03,512.50**	**1,97,720.57**
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 **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
CarTrade Tech Limited
(formerly known as "MXC Solutions India Private Limited")

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: April 28, 2023

Vinay Vinod Sanghi
Chairman and Managing Director
DIN: 00309085

Place: Mumbai
Date: April 28, 2023

Aneesha Bhandary
Chief Financial officer and Executive Director
DIN: 07779195

Place: Mumbai
Date: April 28, 2023

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS :40812

Place: Mumbai
Date: April 28, 2023

Standalone Statement of Profit and Loss

for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
INCOME			
Revenue from Operations	17	15,667.50	12,484.60
Other income	18	5,624.21	3,211.95
Total income		**21,291.71**	**15,696.55**
EXPENSES			
Purchase of traded goods	6B	10.05	839.60
Changes in inventories of traded goods	6C	122.27	35.42
Employee Benefits Expense	19	11,174.05	25,165.70
Finance Cost	20	60.15	67.19
Depreciation and amortisation expense	4A	611.24	488.02
Other expenses	21	4,673.94	4,293.73
Total expenses		**16,651.70**	**30,889.66**
Profit/(loss) before tax for the year		**4,640.01**	**(15,193.11)**
Tax expense			
Deferred Tax expense/(credit)	22	1,380.24	(586.47)
Total Tax Expense / (benefit)		**1,380.24**	**(586.47)**
Profit/(loss) for the year		**3,259.77**	**(14,606.64)**
Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss in subsequent periods			
Remeasurements of the defined benefit plans		(12.71)	(30.17)
Income Tax effect on above		3.20	7.59
Total Other Comprehensive loss for the year		**(9.51)**	**(22.58)**
Total comprehensive Income/(loss) for the year		**3,250.26**	**(14,629.22)**
Earnings/(loss) per equity share (face value of ₹ 10/- each)	25		
Basic (In ₹)		6.98	(31.75)
Diluted (In ₹)		6.43	(31.75)
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 **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration number: 101049W/E300004

For and on behalf of the Board of Directors of
CarTrade Tech Limited
(formerly known as "MXC Solutions India Private Limited")

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: April 28, 2023

Vinay Vinod Sanghi
Chairman and Managing Director
DIN: 00309085

Place: Mumbai
Date: April 28, 2023

Aneesha Bhandary
Chief Financial officer and Executive Director
DIN: 07779195

Place: Mumbai
Date: April 28, 2023

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS :40812

Place: Mumbai
Date: April 28, 2023

Statement of Cash Flow

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/(loss) before tax for the year	**4,640.01**	**(15,193.11)**
Adjustments to reconcile profit/(loss) before tax to cash flows		
Depreciation and amortisation	611.24	488.02
Share-based payment expense	2,694.56	**18,412.43**
Dividend income	(665.22)	-
Interest Income on bank deposits	(32.02)	(65.59)
Interest Income - income tax refund	(39.46)	(17.62)
Profit on sale of Property, Plant and Equipment (Net)	(0.98)	(3.55)
Impairment allowance on financial assets and non financial assets	120.22	306.62
Balance written off	-	17.70
Liabilities no longer required written back	(65.74)	(219.08)
Interest income - security deposit	(12.60)	**(11.10)**
Interest expense on lease liabilities	60.15	**67.19**
Net gain on investment carried at fair value through Profit and Loss	(4,807.35)	(2,893.87)
	(2,137.20)	16,081.15
Operating Profit before Working Capital Changes	**2,502.81**	**888.04**
Working Capital adjustments:		
(Increase) /Decrease in trade receivables	(1,591.82)	628.73
(Increase) In Other Assets And Other Financial Assets	(58.51)	(147.65)
Decrease in Inventory	122.27	35.42
(Decrease) In Trade Payables	(27.87)	(75.46)
(Decrease)/ Increase in other liabilities and other financial liabilities	(276.35)	407.51
Increase in provisions	91.67	72.09
	(1,740.61)	**920.64**
Cash generated from operations	**762.20**	**1,808.68**
Income tax paid (net of refund)	35.98	(192.26)
Net Cash generated from Operating Activities	**798.18**	**1,616.42**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(326.22)	(258.30)
Proceeds from sale of Property, Plant and Equipment	0.98	3.55
Purchase of current investments	(4,500.01)	(34,700.00)
Proceeds from Sale of current investments	-	12,526.49
Investment in subsidiary	-	(1.00)
Loan Granted	(1,950.57)	(13.21)
Loan Repaid	1,638.40	-
Proceeds from fixed deposit matured during the year	-	1.39
Proceeds/(Investment) from/in restricted bank deposit	2,700.00	(2,700.00)
Dividend Income received	665.22	
Interest income received	32.02	-
Net Cash (used in) from Investing Activities	**(1,740.19)**	**(25,141.08)**

Statement of Cash Flow

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity share capital including premium (net of share issue expenses)	-	23,762.25
Proceeds from exercise of options	365.06	971.05
Repayment of lease liabilities	(418.04)	(359.40)
Net Cash generated (used in)/from Financing Activities	**(52.98)**	**24,373.90**
Net (Decrease)/Increase in cash and cash equivalents	(994.98)	849.24
Cash and cash equivalents at beginning of the year	**2,180.47**	**1,331.23**
Cash and cash equivalents at end of the period (as per Note 9)	**1,185.49**	**2,180.47**
Represented by		
(a) Cash in hand	1.00	1.75
(b) Bank balances		
- In Current account	1,184.49	2,016.25
- In Escrow account *	-	162.47
Total	**1,185.49**	**2,180.47**

For non-cash transactions pertaining to change in Right of Use Assets and Lease Liabilities, refer note no.4A and 9.1 respectively.

The accompanying notes are an integral part of the financial statements

As per our report of even date.

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

For and on behalf of the Board of Directors of
CarTrade Tech Limited
(formerly known as "MXC Solutions India Private Limited")

per **Govind Ahuja**
Partner
Membership no: 048966
Place: Mumbai
Date: April 28, 2023

Vinay Vinod Sanghi
Chairman and Managing Director
DIN: 00309085
Place: Mumbai
Date: April 28, 2023

Aneesha Bhandary
Chief Financial officer and Executive Director
DIN: 07779195
Place: Mumbai
Date: April 28, 2023

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS :40812
Place: Mumbai
Date: April 28, 2023

Statement of Changes in Equity

as at and for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Equity Share Capital		Instrument entirely in the nature of equity: Compulsory Convertible Preference Shares	
	No of shares	Amount	No of shares	Amount
Balance as at April 01, 2021	**35,84,303**	**358.43**	**3,88,00,540**	**3,880.06**
Conversion of Instruments entirely in the nature of equity	3,91,96,702	3,919.68	(3,88,00,540)	(3,880.06)
Conversion of share warrants	17,16,752	171.68	-	-
Equity shares issued during the year	13,36,310	133.63	-	-
Conversion of Employee stock options	7,88,500	78.85	-	-
Balance as at March 31, 2022	**4,66,22,567**	**4,662.27**	**-**	**-**
Shares Issued during the year				
Conversion of Employee stock options	2,21,750	22.17	-	-
Balance as at March 31, 2023	**4,68,44,317**	**4,684.44**	**-**	**-**

Other Equity

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Securities Premium	Share based payment reserve	Retained earnings	Money received against share warrants	Total other equity
Balance as at April 01, 2021	**1,77,225.34**	**2,725.80**	**(19,175.26)**	**4.46**	**1,60,780.35**
Loss for the year			(14,606.64)		(14,606.64)
Other comprehensive loss for the period	-	-	(22.58)	-	(22.58)
Total comprehensive Income	**1,77,225.34**	**2,725.80**	**(33,804.46)**	**4.46**	**1,46,151.14**
Share-based payments to employees	-	18,412.43	-	-	18,412.43
Expenses incurred on share issue (net of deferred tax)	-		(368.00)		(368.00)
Warrant excercised during the year {refer note 11(iv)}	4.46		-	(4.46)	-
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	536.35	(536.35)	-	-	-
Premium on Conversion of Warrants to equity shares	5,560.20	-	-	-	5,560.20
Premium on account of exercise of Employee stock options into equity shares	892.20	-	-	-	892.20
Premium on issue of equity shares	18,225.13	-	-	-	18,225.13
Balance as at March 31, 2022	**2,02,443.67**	**20,601.88**	**(34,172.47)**	**-**	**1,88,873.08**
Profit for the year			3,259.77		3,259.77
Other comprehensive loss for the period			(9.51)		(9.51)
Total comprehensive Income	**2,02,443.67**	**20,601.88**	**(30,922.21)**	**-**	**1,92,123.35**
Share-based payments to employees	**-**	**2,694.56**	**-**	**-**	**2,694.56**
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	**224.74**	(224.74)	-	-	-
Premium on account of exercise of Employee stock options into equity shares	342.89	-	-	-	342.89
Balance as at March 31, 2023	**2,03,011.30**	**23,071.70**	**(30,922.21)**	**-**	**1,95,160.79**

The accompanying notes are an integral part of the financial statements

As per our report of even date.

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

For and on behalf of the Board of Directors of
CarTrade Tech Limited
(formerly known as "MXC Solutions India Private Limited")

per **Govind Ahuja**
Partner
Membership no: 048966
Place: Mumbai
Date: April 28, 2023

Vinay Vinod Sanghi
Chairman and Managing Director
DIN: 00309085
Place: Mumbai
Date: April 28, 2023

Aneesha Bhandary
Chief Financial officer and Executive Director
DIN: 07779195
Place: Mumbai
Date: April 28, 2023

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS :40812
Place: Mumbai
Date: April 28, 2023

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

1 ABOUT THE COMPANY

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited"), ("CarTrade" or "the Company") incorporated on April 28, 2000 as a private Company domiciled in India, under the Companies Act, 1956. Its registered office is at 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705. The Company operates an automotive digital ecosystem which connects automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders. The Company owns and operates under several brands: CarTrade, CarWale, and AutoBiz. Through these platforms, the Company enables new and used automobile customers, vehicle dealerships, Automotive Manufacturers ("OEMs") and other businesses to assist dealers to buy and sell their vehicles in a simple and efficient manner.

During previous year the Company applied for change in its name to CarTrade Tech Private Limited and registered office to 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705, with the Registrar of Companies which was approved on April 20, 2021. Subsequently, on May 12, 2021, the Company converted from Private Company to Public Company vide a fresh incorporation certificate issued by the Registrar of Companies after which the name of the Company was changed to CarTrade Tech Limited. On August 20, 2021 the Company was listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) through an Initial Public Offer through Offer for Sale. Refer note 35 for details of the IPO.

These financial statements as at and for the year ended March 31, 2023 were authorised for issue in accordance with resolution of Board of Directors on April 28, 2023.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of accounting and preparation

The financial statements of the Company for the year ended March 31, 2023, have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Company has prepared the financial statements on the basis that it will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast doubt significant doubt over this assumption. They have formed a judgement that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities, which are measured at fair value, based on their classification. (refer accounting policy 2.2 (p) on financial instruments).

The Financial statements are presented in Indian rupees ("₹") and all values are rounded to the nearest lakh, except when otherwise indicated.

2.2 Summary of Significant Accounting policies

a Business Combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange of control of the acquiree. Acquisition related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, expect that:

a. Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 – Employee Benefits respectively.

b. Assets (or disposal Company's) that are classified as held for sale in accordance with Ind AS 105 Non Current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

c. Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted for in accordance with Ind AS 12.

d. Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date

e. Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non- controlling interests in the acquire, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

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 or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

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 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

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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.

b. 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:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle

ii. Held primarily for the purpose of trading

iii. Expected to be realised within twelve months after the reporting period, or

iv. 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:

i. It is expected to be settled in normal operating cycle

ii. It is held primarily for the purpose of trading

iii. It is due to be settled within twelve months after the reporting period,

iv. 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.

c. Foreign currencies

The Company's financial statements are presented in ₹, which is also the Company's functional currency. Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the reporting date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

d. Fair value measurement

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

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

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1 —** Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- **Level 2 —** Valuation techniques for which the lowest level input that is significant to

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the fair value measurement is directly or indirectly observable

- **Level 3 —** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

External valuers are involved for valuation of significant assets and liabilities, such as financial assets, and significant liabilities. Involvement of external valuers is decided upon annually by the Company management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Company management decides with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Company management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Company management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The Company management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. The Company management present the valuation results to the Board of Directors and the Company's independent auditors. This includes a discussion of the major assumptions used in the valuations. 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.

e Revenue from Operations (Revenue from Contract with Customers)

Revenue from contracts with customers is recognised when services are delivered to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls when services are being delivered to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration, if any) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration, if any, on account of various discounts and schemes offered by the Company as part of the contract. Payment is generally received on successful completion of services based on standard payment terms.

<u>Rendering of services:</u>

i) Website services and fees: Includes the following:

  a) Advertisement income : pertains to revenue generated from the display ads on company websites. The performance obligation is satisfied upon display of the advertisement, net commissions if any.

  b) Lead generation revenue: pertains to fees for leads shared with and / or concluded for customers, i.e. lead generation, is recognised on the successful generation and delivery of the lead as the customer simultaneously receives and consumes the benefits provided by the Company.

  c) Managed solutions: Revenue from events, marketing, multimedia and digital services are recognised on rendering of services (point in time).

ii) Commission and related incomes: The Company facilitates auctions of vehicles via its online and offline platforms and provides incidental ancillary services such as valuation, inspection and registration. Revenue is recognised upon rendering of service (point in time) as per terms of contract on accrual basis.

iii) Other operating income pertains to interest income earned on ancillary business Other operating income includes interest income earned on loans given to car dealers for purchase of their inventories marketed on the Company's platform. Income is recognised on a time proportion basis, after taking into consideration the applicable rate of interest and the amount disbursed.

Sale of used cars :

Revenue from sale of used cars is recognised at the point in time when control is transferred to the customer, generally on delivery of the vehicle

<u>Variable consideration</u>

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some of the contracts with customer provide a right to customer of cash rebate/discount if payment is cleared within specified due dates.

- **Trade receivables**

  A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (l) Financial instruments – initial recognition and subsequent measurement.

- **Contract Assets**

  A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are initially recognised for revenue earned from advertisement and lead revenue. Upon completion of the entire contract, the amounts recognised as contract assets are reclassified to trade receivables.

- **Contract liabilities**

  A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

f Other income

a) Dividend from investments are recognised when the right to receive payment is established and no significant uncertainty as to collectability exists.

b) Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable for all financial instruments measured at amortised cost and other interest-bearing financial assets. Interest income is included in other income in the statement of profit or loss.

c) For gains on fair valuation of financial instruments through Profit & Loss, refer to the accounting policy in 2.2 o.

g Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use).It Includes office premises taken on rent. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost

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of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The right-of-use assets are also subject to impairment. The estimated useful lives of the assets is 3 to 5 years.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term. The carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

h Retirement and other employee benefits

i. Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives payable within twelve months.

ii. Post-employment benefits

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

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the defined benefit plan is determined using the projected unit credit method. Remeasurements, 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. Remeasurements are not reclassified to profit or loss in subsequent periods.

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

i. The date of the plan amendment or curtailment, and

ii. The date that the Company recognises related restructuring costs

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

i. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

ii. Net interest expense or income

iii. Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.

i Taxes

i) Current 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 in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

ii) 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:

i. 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.

ii. In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

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i. 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.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. 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.

j Property Plant and Equipment

Property, Plant and Equipment other than Freehold Land, is stated net of accumulated depreciation and impairment losses, if any. Such cost includes the cost of purchase price / cost of construction, including non-refundable taxes or levies and any expenses attributable to bring the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

Depreciation is provided for Property, Plant and Equipment so as to expense the cost over its useful life. The estimated useful lives, residual value and method of depreciation are reviewed at the end of each financial year and any change in estimate is accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis for Property, Plant and Equipment purchased and sold during the year. Depreciation is calculated on the straight-line method as per the estimated useful life prescribed in Schedule II to the Companies Act, 2013. Estimated useful lives of the assets are as follows:

i) Computers - 3 Years / servers - 6 Years

ii) Furniture and Fixtures - 10 Years

iii) Vehicle - 5 Years

iv) Leasehold Improvement - 60 months or lease period whichever is lower

v) Office equipment - 3 Years

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

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

The Company has elected to continue with the carrying value for all of its Property, Plant & Equipment as recognised in its previous GAAP financial statements as deemed cost on the transition date i.e. April 01, 2018.

k 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

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acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Cost of software is amortised over a period 4 years.

The Company has elected to continue with the carrying value for all of its Intangible assets as recognised in its previous GAAP financial statements as deemed cost on the transition date i.e. April 01, 2018.

l Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine

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the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.For Goodwill, refer to 2 a.

m Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes. Contingent assets are not recognised in the financial statements. A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in IndAS financial statements.

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.

Provisions and contingent liabilities are reviewed at each balance sheet date.

n Share Based Payment arrangements

Equity-settled share based payments to employees (including senior executives) are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Note 31.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Company`s estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

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.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the counterparty renders the service.

o Financial Instruments

i. Financial assets

Initial Recognition and Measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an

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instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in two categories as follows:

(i) Financial assets at amortised cost (debt instruments)

(ii) Financial assets at fair value through profit or loss

(iii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

(iv) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

ii. Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. 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, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Equity instruments at FVTOCI

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are 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 & loss.

iii. Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through statement of profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

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

iv. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognised (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

Notes forming part of the financial statements

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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 lower of the original carrying amount of the asset and maximum amount of consideration that the Company could be required to repay.

v. Impairment of financial assets:

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

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 17.
- Contract assets and trade receivables under Ind-AS 18.
- Loan commitments which are not measured as at FVTPL.
- Financial guarantee contracts which are not measured as at FVTPL

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

- Trade receivables, and
- All lease receivables resulting from transactions within the scope of Ind AS 17.

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

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

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

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

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

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L.

The balance sheet presentation for various financial instruments is described below:

- For financial assets measured as at amortised cost and lease receivables: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

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

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

Financial liabilities and Equity instruments

Initial Recognition and Measurement

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

i. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company entity are recognised at the proceeds received, net of direct issue costs.

ii. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

All the financial assets and financial liabilities of the Company are currently measured at amortised cost except for investment in Mutual Fund.

The Company's financial liabilities include trade and other payables and loans

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different

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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.

Re-classification of Financial Assets

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

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

p Cash and Cash Equivalents

Cash comprises cash on hand. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

q Security Deposit

The Company, at the time of buyer registration, collects refundable security deposits ("RSD") from prospective bidder, which entitles bidder to bid during auction. The RSD is towards ensuring performance of the contract. As per contractual terms, the RSD is refunded upon demand after adjustments of facilitation fee. The Company generally accounts for unclaimed RSD upon completion of limitation period of 3 years. Security deposits are forfeited and treated as other income, on the earlier of expiry of three years; or uncertainty over repayment.

r Earning Per Share

Basic earnings per share has been computed by dividing profit or loss for the year by the weighted average number of shares outstanding during the year. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

s Inventories

Inventories are valued at the lower of cost and net realisable value.

Traded goods comprises of used car: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

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.

t Compulsorily Convertible preference shares

When conversion option meets Ind AS 32 criteria for fixed to fixed classification, compulsorily convertible preference shares are recognised and included in equity. The carrying amount of the conversion option is not remeasured in subsequent years. These instruments are mandatorily convertible into fixed number of shares and there is no other obligation on the issuer. These instruments are classified as equity in entirety and is valued at fair value .

u Investment in Subsidiary

The Company recognises its investment in subsidiary companies at cost less accumulated impairment loss if any. Cost represents amount paid for acquisition of said investments. The details of such investment is given in note 5. Refer to the accounting policies in note 2.3 B (a) for policy on impairment of non-financial asset.

On disposal of an investment, the difference

Notes forming part of the financial statements

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between the net disposal proceeds and carrying amount is charged to statement of profit and loss account.

2.3 Critical accounting judgements and key sources of estimation uncertainty

In application of Company's accounting policies, which are described above, the directors of the Company are required to make judgements, estimations and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision or future periods if the revision affects both current and future periods."

A Judgments

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

Operating lease commitments – Company as a lessee

The Company has entered into lease agreements with lessor and has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it does not retains the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

B Estimates and assumptions

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. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively

a) Impairment of non-financial assets:

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are accompanied together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Company of assets ('CGU').

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

b) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgements in making these assumptions and selecting the inputs to the impairment calculations based on Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

c) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised.

Notes forming part of the financial statements

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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. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

d) Estimated useful life of property plant and equipment and intangible assets

The charge in respect of periodic depreciation/ amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management at the time the asset is acquired/ capitalised periodically, including at each financial period/year end, determines the useful lives and residual values of Company's assets. The lives are based on historical experience with similar assets as well as anticipation of future events, which may affect their life, such as changes in technology. The estimated useful life is reviewed at least annually.

e) Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment

f) Share-based payment

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. Further details are given in Note 31

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 expense or credit in the statement of profit and loss 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.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

g) Provision for Trade Receivable

The Company creates provision based on days past due for Companying's of various customer segments that have similar loss patterns (i.e., by customer type).

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balances and historical experience adjusted for forward-looking estimates. Individual trade receivables are written off when management deems them not to be collectible. For details of allowance for doubtful debts please refer Note 8.

h) Defined Benefit plans

The cost of the defined benefit gratuity plan and other post-employment benefit and the present value of the gratuity 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 and future salary increases. Due to 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. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates.

Notes forming part of the financial statements
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2.4 New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 Apr 2021. The Company has not early adopted any other standard or amendment that has been issued but is not yet effective:

(i) Conceptual framework for financial reporting under Ind AS issued by ICAI

The amendments replaced the reference to the ICAI's "Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements.

The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately. The exception requires entities to apply the criteria in Ind AS 37 or Appendix C, Levies, of Ind AS 37, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

In accordance with the transitional provisions, the Group applies the amendments prospectively, i.e., to business combinations occurring after the beginning of the annual reporting period in which it first applies the amendments (the date of initial application).

These amendments had no impact on the standalone financial statements of the Group as there were no contingent assets, liabilities or contingent liabilities within the scope of these amendments that arose during the period.

(ii) Ind AS 116: COVID-19 related rent concessions

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond June 30, 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before June 30, 2022 from June 30, 2021. The amendment applies to annual reporting periods beginning on or after April 01, 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after April 01, 2020.

These amendments had no impact on the financial statements of the Company.

(iii) Ind AS 16: Property Plant and Equipment

The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

The amendments are effective for annual reporting periods beginning on or after April 01, 2022. These amendments had no impact on the consolidated financial statements of the Company as there were no sales of such items produced by property, plant and equipment made available for use on or after the beginning of the earliest period presented.

(iv) Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the financial statements of the Company.

2.5 Standards notified but not yet effective

There are no new standards that are notified, but not yet effective, upto the date of issuance of the financial statements.

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

3 PROPERTY, PLANT AND EQUIPMENT AND RIGHT OF USE ASSETS

(All amounts in ₹ lakhs, unless otherwise stated)

Description of Assets	Lease Hold Improvements	Furniture and fixtures	Plant and Equipment	Computer	Vehicles	Total	Right of use assets (Office Premises)
I. Cost or Valuation							
Balance as at April 01, 2021	452.19	144.68	278.29	627.15	232.56	1,734.87	1,222.79
Additions	40.69	0.40	10.65	87.37	130.86	269.97	722.15
Disposals	-	(0.53)	(14.83)	(47.71)	-	(63.07)	(54.02)
Balance as at March 31, 2022	492.88	144.55	274.11	666.82	363.41	1,941.77	1,890.92
Additions	12.88	14.70	38.66	141.48	107.11	314.83	108.72
Disposals	(3.65)	-	(2.71)	(28.94)	-	(35.30)	-
Balance as at March 31, 2023	502.11	159.25	310.06	779.35	470.52	2,221.30	1,999.64
II Accumulated depreciation and impairment							
Accumulated Depreciation							
Balance as at April 01, 2021	432.38	109.17	260.64	606.83	28.21	1,437.23	766.51
Depreciation	5.16	11.03	9.86	21.93	56.19	104.17	348.72
Disposal	-	(0.53)	(14.83)	(47.71)	-	(63.06)	-
Balance as at March 31, 2022	437.54	119.67	255.67	581.05	84.40	1,478.34	1,115.23
Depreciation	40.91	11.28	14.92	60.40	87.47	214.98	378.72
Disposal	(0.27)		(2.71)	(28.94)		(31.92)	-
Balance as at March 31, 2023	478.18	130.95	267.88	612.51	171.87	1,661.39	1,493.95
Net book value							
As at March 31, 2023	23.93	28.30	42.18	166.84	298.66	559.90	505.69
As at March 31, 2022	55.34	24.88	18.44	85.77	279.01	463.44	775.69

3A CAPITAL WORK-IN-PROGRESS

(All amounts in ₹ lakhs, unless otherwise stated)

Description of Assets	Amount
Balance as at April 01, 2021	**12.52**
Additions	-
Transfer to leasehold improvement	12.52
Balance as at March 31, 2022	**-**
Additions	-
Transfer	-
Balance as at March 31, 2023	**-**

There are no amounts under Capital-work-in -progress as at March 31, 2023 and March 31, 2022 and accordingly there is no requirement to present the ageing of the same.

Notes forming part of the financial statements

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4 GOODWILL AND OTHER INTANGIBLE ASSETS

(All amounts in ₹ lakhs, unless otherwise stated)

Description of Assets	Other Intangible Assets (Computer Software)	Goodwill (refer note below)
I. Gross carrying value		
Balance as at April 01, 2021	**534.91**	**78,409.27**
Additions	28.46	-
Disposal	-	-
Balance as at March 31, 2022	**563.37**	**78,409.27**
Additions	15.06	-
Disposal	-	-
Balance as at March 31, 2023	**578.43**	**78,409.27**
II. Accumulated amortisation and Impairment		
Balance as at April 01, 2021	**506.86**	**78,409.27**
Additions	35.12	-
Disposal	-	-
Balance as at March 31, 2022	**541.98**	**78,409.27**
Additions	17.54	-
Disposal	-	-
Balance as at March 31, 2023	**559.52**	**78,409.27**
III. Net book value		
As at March 31, 2023	18.91	78,409.27
As at March 31, 2022	21.39	78,409.27

Note on Goodwill

The goodwill of ₹ 78,409.27 lakhs was created on merger of Automotive Exchange Private Limited ('AEPL') with the Company having an appointed date of April 01, 2017. By acquisition of this brand the Company was able to bring synergies of the brand name and trade mark as well as that of their franchisee business. Accordingly, for the purpose of testing impairment of goodwill allocated to this transaction, the "website services and fees" is considered as one Cash Generating Unit (CGU). The recoverable amount of this CGU is determined based on fair value less cost of disposal and its value in use as per requirement of Ind AS 36. The fair value is computed as per Discounted Cash Flow method, covering generally a period of four years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money. The Management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113. Refer to the key assumptions below:

Particulars	March 31, 2023	March 31, 2022
Perpetuity Growth	5.00%	5.00%
Cost of Equity of Company	15.60%	14.98%

4A DEPRECIATION AND AMORTISATION EXPENSE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation of tangible assets	214.98	104.17
Amortisation of intangible assets	17.54	35.12
Depreciation of Right of Use Assets	378.72	348.73
Total	**611.24**	**488.02**

Notes forming part of the financial statements

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5 INVESTMENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023 Units	Current	Non Current	As at March 31, 2022 Units	Current	Non Current
Unquoted Investments						
A. Investments in Equity instruments of Subsidiary Companies						
Shriram Automall India Limited : Equity shares of ₹ 10 /- each fully paid up	1,66,30,435	-	15,637.60	1,66,30,435	-	15,637.60
Cartrade Finance Private Limited : Equity shares of ₹ 10/- each fully paid up	25,00,000	-	250.00	25,00,000	-	250.00
Cartrade Foundation : Equity shares of ₹ 10/- each fully paid up	9,999	-	1.00	9,999	-	1.00
B. Investments in Mutual Funds, at fair value through profit and loss						
HDFC Liquid Fund - Regular Plan - Growth	3,83,451	16,810.43	-	2,77,228	11,509.95	-
ICICI Prudential Liquid Fund - growth	36,07,110	11,927.06	-	36,07,110	11,295.43	-
Aditya Birla Sun Life Liquid Fund - Growth	35,42,063	12,744.22	-	35,42,063	12,058.48	-
DSP Liquidity Fund - Regular Plan - Growth	2,58,705	8,246.82	-	2,58,705	7,807.66	-
ICICI Prudential Money market Fund - growth	41,25,637	13,248.80	-	41,25,637	12,551.65	-
HDFC Ultra Short Term Fund - Regular Growth	13,12,13,403	16,955.40	-	13,12,13,403	16,109.86	-
DSP Low Duration Fund - Regular Plan - Growth	9,02,03,917	15,232.02	-	9,02,03,917	14,524.36	-
Investments Carried At FVTPL [A]		**95,164.75**	**-**		**85,857.39**	**-**
Investments Carried At Amortised Cost [B]		**-**	**15,888.60**		**-**	**15,888.60**
Total Unquoted Investments [A+B]		**95,164.75**	**15,888.60**		**85,857.39**	**15,888.60**
Aggregate value of unquoted investments		95,164.75	15,888.60		85,857.39	15,888.60
Aggregate value of impairment in value of investments		-	-		-	-

6 OTHER FINANCIAL ASSETS (UNSECURED)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023 Current	Non Current	As at March 31, 2022 Current	Non Current
a) Security Deposits				
- Considered good	0.51	173.08	0.69	143.88
- Items with significant increase in credit risk	-	-	**3.05**	-
	0.51	173.08	3.74	143.88
Less -Impairment Allowance on the above	-	-	**(3.05)**	-
	0.51	173.08	0.69	143.88
b) Interest accrued on Fixed Deposits	-		65.58	-
c) Contract Assets				
- Considered good	1,479.67	-	1,029.64	-
- Items with significant increase in credit risk	**33.96**	-	**62.71**	-
	1,513.63	-	1,092.35	-
Less: Impairment Allowance on the above	**(33.96)**	-	**(62.71)**	-
	1,479.67	-	1,029.64	-
d) Loan and Advances to employees	10.52	-	19.84	-
e) Contractually reimbursable expenses	11.67	-	11.86	-
f) Interest accrued on Loan	5.48	-	0.10	-
g) Other receivable	-	-	0.83	
Total	1,507.85	173.08	1,128.53	143.88

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as at and for the year ended March 31, 2023

Movement in impairment allowance of security deposits and contract assets.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023 Current	Non Current	As at March 31, 2022 Current	Non Current
Balance at the beginning of the year				
- Security deposits	3.05	-	3.05	-
- Contract assets	62.71	-	45.92	-
Total	**65.76**	**-**	**48.97**	**-**
Provided/(reversed) during the year				
- Security deposits	(3.05)	-	-	-
- Contract assets	(28.75)	-	16.79	-
Total	**(31.80)**	**-**	**16.79**	**-**
Balance at the end of the year				
- Security deposits	-	-	3.05	-
- Contract assets	33.96	-	62.71	-
Total	**33.96**	**-**	**65.76**	**-**

6A INVENTORIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Traded Goods (at lower of cost or net realisable value)	-	122.27
Total	**-**	**122.27**

6B PURCHASE OF TRADED GOODS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Purchases	10.05	839.60
Purchase of traded goods	**10.05**	**839.60**

6C CHANGES IN INVETORIES OF TRADED GOODS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Inventory at the beginning of the year (A)	122.27	157.69
Inventory at the end of the year (B)	-	122.27
Changes in inventories of traded goods (A-B)	**122.27**	**35.42**

7 OTHER ASSETS (UNSECURED, CONSIDERED GOOD)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023 Current	Non Current	As at March 31, 2022 Current	Non Current
a) Indirect taxes recoverable	60.91	-	59.68	-
b) Prepaid expenses	111.93	27.67	81.67	35.18
c) Advance to vendors				
- Considered Good	116.32	-	26.75	-
- Items with significant increase in credit risk	**22.42**	**-**	**22.42**	**-**
	138.74	-	49.17	-
Less: Impairment Allowance on the above	**(22.42)**	**-**	**(22.42)**	**-**
	116.32	-	26.75	-
d) Deposit to National Stock Exchange	-	-	300.00	-
e) Income Tax assets (net)	-	730.60	-	881.54
Total	**289.16**	**758.27**	**468.11**	**916.72**

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

Movements in impairment allowance of advance to vendors

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Balance at the beginning of the year				
-Advance to vendors	22.42	-	-	-
Total	**22.42**	-	-	-
Provided/(reversed)during the year				
-Advance to vendors	-	-	22.42	-
Total	-	-	**22.42**	-
Balance at the end of the year				
-Advance to vendors	22.42	-	22.42	-
Total	**22.42**	-	**22.42**	-

7A LOANS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Loans granted to dealers	325.38	-	13.21	-
Total	**325.38**	-	**13.21**	-

Detail of loan is disclosed below as required by Sec 186(4) of the Companies Act

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the loanee	Rate of Interest	Due date	Secured/ unsecured	March 31, 2023	March 31, 2022
Talbros Financial	15% p.a.	90 days	Secured	36.48	13.21
Shaman Used Cars Private Limited	15% p.a.	90 days	Secured	65.99	-
Kolkata CarBazaar Private Limited	15% p.a.	90 days	Secured	72.52	-
Shree Sai Cars	15% p.a.	90 days	Secured	72.11	-
Kinship Automobiles Private Limited	15% p.a.	90 days	Secured	16.46	-
Real Price Cars	15% p.a.	90 days	Secured	27.89	-
Motolox Auto Solution	15% p.a.	90 days	Secured	25.00	-
Trident Cars	15% p.a.	90 days	Secured	8.93	-

Note: The above loans are given for business purpose and repayable as per terms of the agreement

8 TRADE RECEIVABLES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivable (Unsecured)		
(a) Considered Good	3,594.11	2,122.51
(b) Trade Receivables which have significant increase in credit risk	692.96	695.13
	4,287.07	**2,817.64**
Less: Impairment Allowance (allowance for bad and doubtful debts) on the above	(692.96)	(695.13)
Total	**3,594.11**	**2,122.51**

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

Trade Receivable ageing as at March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	2,331.49	1,154.45	108.16	-	-	-	3,594.11
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	117.77	52.78	253.89	268.52	692.96
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Trade Receivable ageing as at March 31, 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,172.98	939.69	9.84	-	-	-	2,122.51
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	42.91	267.47	66.82	317.93	695.13
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Movement in Impairment Allowance (allowance for bad and doubtful debts)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	695.13	427.73
Add: Provision recorded during the year	119.00	267.40
Less: Bad Debts Written off	(121.17)	-
Balance at the end of the year	**692.96**	**695.13**

(i) For details pertaining to related party receivables, refer note 29

(ii) Trade receivable are non-interest bearing and are generally receivables on terms 0 to 90 days

9 CASH AND CASH EQUIVALENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Cash in hand	1.00	1.75
(b) Bank balances		
- In Current account	1,184.49	2,016.25
- In Escrow account	-	162.47
Total	**1,185.49**	**2,180.47**

Note: Balance of ₹ 162.47 lakhs in Escrow account as at March 31, 2022 is restricted balance. It is not available for use in the operating activities of the Company (refer note 35).

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

9.1 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Lease liability
As at April 01, 2021	457.55
Cash flows	(359.40)
Non cash changes	709.06
As at March 31, 2022	**807.21**
Cash flows	(418.04)
Non cash changes	168.84
As at March 31, 2023	**558.01**

10 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS MENTIONED ABOVE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Other Bank Balance: (refer note below)		
Deposit accounts with original maturity of more than 3 months but less than 12 months.	-	2,700.00
Total	**-**	**2,700.00**

Note : The above fixed deposit was created during the previous year as lien against the bank guarantee given to National Stock Exchange (Refer note 33).

11 EQUITY SHARE CAPITAL

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Equity Share Capital		Instrument in the nature of equity	
	No. of shares	Amount	No. of shares	Amount
Authorised Capital				
Equity Shares having face value of ₹ 10/- each				
At April 01, 2021	2,00,30,000	2,003.00	4,07,00,000	4,070.00
Increase/(Decrease) during the year	4,07,00,000	4,070.00	(4,07,00,000)	(4,070.00)
At March 31, 2022	6,07,30,000	6,073.00	-	-
Increase during the year	-	-	-	-
At March 31,2023	**6,07,30,000**	**6,073.00**	**-**	**-**

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Issued, Subscribed and Fully Paid up				
(A) Equity Share Capital				
Equity Shares having face value of ₹ 10/- each	4,68,44,317	4,684.44	4,66,22,567	4,662.27
TOTAL	**4,68,44,317**	**4,684.44**	**4,66,22,567**	**4,662.27**

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
At the beginning of the year	4,66,22,567	4,662.27	35,84,303	358.43
Add: Conversion of Instrument entirely in the nature of equity into equity shares	-	-	3,91,96,702	3,919.68
Add: Conversion of share warrants	-	-	17,16,752	171.68
Add: Equity shares issued during the year	-	-	13,36,310	133.63
Add :Issued on account of exercise of Employee stock options	2,21,750	22.17	7,88,500	78.85
At the end of the year	**4,68,44,317**	**4,684.44**	**4,66,22,567**	**4,662.27**
Instruments entirely in the nature of equity				
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each				
At the beginning of the year	-	-	3,88,00,540	3,880.06
Add: Issued during the year	-	-	-	-
Less : Conversion of Instrument in the nature of equity into equity shares	-	-	(3,88,00,540)	(3,880.06)
At the end of the year	-	-	-	-

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
Highdell Investment Limited	81,41,574	17.38%	81,41,574	17.46%
Macritchie Investments Pte. Limited	76,49,216	16.33%	76,49,216	16.41%
CMDB -II	34,68,156	7.40%	34,68,156	7.44%

(iii) Terms/rights attached to equity shares

(a) Voting rights

The Company has only one class of equity shares having par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, in proportion of their shareholding.

(b) Dividend distribution rights:

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Subject to the provisions of section 123 of the Companies Act, 2013, the Board may from time to time pay to the members such interim dividends as appear it to be justified by the profits of the Company.

12 OTHER EQUITY

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Securities premium account	2,03,011.30	2,02,443.67
(b) Share based payment reserve	23,071.70	20,601.88
(c) Retained earnings	(30,922.21)	(34,172.47)
Total	**1,95,160.79**	**1,88,873.08**

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

12.1 SECURITIES PREMIUM ACCOUNT

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of year	2,02,443.67	1,77,225.34
Warrant exercised during the year	-	4.46
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	224.74	536.35
Premium on Conversion of Warrant to equity share capital	-	5,560.20
Premium on issue of equity shares	-	18,225.13
Premium on account of exercise of Employee stock options	342.89	892.20
Balance at end of year (refer note a below)	**2,03,011.30**	**2,02,443.67**

12.2 SHARE OPTIONS OUTSTANDING ACCOUNT (REFER NOTE 31)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of year	20,601.88	2,725.80
Recognition of Share based payments	2,694.56	18,412.43
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	(224.74)	-
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	-	(536.35)
Balance at end of year (refer note b below)	**23,071.70**	**20,601.88**

12.3 RETAINED EARNINGS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of year	(34,172.47)	(19,175.25)
Expenses incurred on share issue (net of deferred tax)	-	(368.00)
Profit/(loss) for the year	3,259.77	(14,606.64)
Other comprehensive (Loss) arising from remeasurement of defined benefit obligation (net of income tax)	(9.51)	(22.58)
Balance at end of year (refer note c below)	**(30,922.21)**	**(34,172.47)**

12.4 MONEY RECEIVED AGAINST SHARE WARRANT

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of year	-	4.46
Less : Transfer to equity share capital on conversion of warrants during the year	-	(4.46)
Balance at end of year	**-**	**-**

Nature and Purpose of Reserve

a. Securities premium account

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

b. Share based payment reserve

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan and will be utilised on exercise of option.

c. Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

13 PROVISIONS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Provision for employee benefits				
Gratuity (refer note 23)	114.19	588.66	96.87	504.81
Compensated absences	41.47	-	41.46	-
Total	**155.66**	**588.66**	**138.33**	**504.81**

14 TRADE PAYABLES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Trade payables				
Dues to Micro, Small and Medium Enterprises	-	-	-	-
Dues to Others	844.38	-	937.97	-
Total	**844.38**	**-**	**937.97**	**-**

Trade payable Ageing as at March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				
			<1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Others	461.23	239.27	133.43	-	10.44	-	844.38
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

Trade payable Ageing as at March 31, 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				
			<1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME (refer note 1)	-	-	-	-	-	-	-
(ii) Others	441.24	193.67	292.04	6.86	4.16		937.97
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

For details pertaining to related party receivables, refer note 29

1. Information regarding the total outstanding dues of Micro Enterprises and Small Enterprises is given to the extent the same is available with the Company.
2. Trade payable are non-interest bearing and are generally payable on terms 0 to 45 days

15 OTHER FINANCIAL LIABILITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
(i) Security deposit received from customers	17.32	-	16.31	-
(ii) Employee related liabilities	281.37	-	204.21	-
(iii) Payables for expenses pertaining to the IPO (Refer note 35)	-	-	369.24	-
(iv) Capital Creditor	-	-	27.61	-
Total	**298.69**	**-**	**617.37**	**-**

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

16 OTHER LIABILITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
(i) Advances received from customers	83.56	-	107.75	-
(ii) Deferred Revenue	599.26	-	516.95	-
(iii) Statutory Dues	511.81	-	541.15	-
(iv) Deposits from employees	-	27.24	-	13.69
Total	**1,194.63**	**27.24**	**1,165.85**	**13.69**

17 REVENUE FROM OPERATIONS (REVENUE FROM CONTRACT WITH CUSTOMERS)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Revenue from rendering of services		
(i) Website services and fees	15,356.09	11,267.14
(ii) Commission and related income	129.82	321.49
(iii) Other operating income	43.64	0.10
Revenue from sale of Goods		
(iv) Sale of Used cars	137.95	895.87
Total	**15,667.50**	**12,484.60**

Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Company's operations pre-dominantly relate to automotive digital systems which connect automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Company's operations predominantly relates to single reportable operating segment which are subject to same risk and rewards of operating and managing a media / platform for the automotive sector through website fees, commission and related services and Other operating income which includes interest received from dealers on disbursement of loan.

17.1 PERFORMANCE OBLIGATIONS: FOR DETAILED PERFORMANCE OBLIGATIONS REFER NOTE 2.2 (E)

17.2 CONTRACT BALANCES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Trade Receivables	3,594.11	2,122.51
Contract Assets	1,479.67	1,029.64
[Net of impairment allowances of ₹ 33.96 lakhs (March 31, 2022 ₹ 62.71 lakhs)]		
Contract Liabilities	(682.82)	(624.71)

Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days. In March 31, 2023, ₹ 692.96 lakhs (March 31, 2022: ₹ 695.13 lakhs) was recognised as provision for expected credit losses on trade receivables

Contract liabilities consists of Advance from customers and deferred revenue.

The Company has rendered the service and have recognised the revenue of ₹ 516.95 lakhs out of deferred revenue for year ended March 31, 2023, (March 31, 2022 ₹ 478.53 lakhs). It expects similarly to recognise revenue in FY 24 from the closing balance of deferred revenue as at March 31, 2023.

The Company usually renders services against the advance from customers within the next reporting period.

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

18 OTHER INCOME

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest Income on		
i) Bank deposits	32.02	65.59
ii) Income Tax Refund	39.46	17.62
iii) Security Deposits	12.60	11.10
Dividend Income		
iv) Dividend Income from subsidiary	665.22	-
	749.30	**94.32**
Net gain on investment carried at fair value through Profit and Loss		
i) Gain on fair valuation of mutual funds	4,807.35	2,824.69
ii) Gain on sale of mutual funds	-	69.18
	4,807.35	**2,893.87**
Other Non-Operating Income		
i) Liabilities no longer required written back	65.74	219.08
ii) Profit on sale of Property, Plant and Equipment (Net)	0.98	3.55
iii) Miscellaneous Income	0.84	1.14
	67.56	**223.77**
Total	**5,624.21**	**3,211.95**

19 EMPLOYEE BENEFITS EXPENSE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Salaries, wages and bonus	7,868.73	6,288.56
Gratuity (refer note 23)	142.18	113.99
Contributions to provident and other funds	274.59	209.01
Share-based payments to employees (refer note 31)	2,694.56	18,412.43
Staff welfare expenses	193.99	141.71
Total	**11,174.05**	**25,165.70**

20 FINANCE COSTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest expense on lease liabilities	60.15	67.19
Total	**60.15**	**67.19**

21 OTHER EXPENSES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Power and fuel	109.33	75.64
Commission and related expense	128.59	320.24
Repairs and maintenance - Others	115.16	105.56
Insurance	9.83	7.36
Rates and taxes	8.59	68.27
Telephone and Communication	88.51	78.68
Travelling and conveyance	569.55	306.37
Legal and professional fees	444.96	459.32
Payments to auditors (refer note 32)	46.79	40.03
Advertisement, Marketing and Sales Promotion Expenses	2,267.89	1,993.16
Directors sitting fees	28.75	41.25
Website Hosting Charges	519.56	375.68
Impairment allowance on financial and non financial assets	120.22	306.62

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars		For the Year ended March 31, 2023	For the Year ended March 31, 2022
Bad Debts Written Off	122.39		
Written off against provision	(121.17)		
Balance	1.22		
Provision during the year	119.00		
Bank Charges		1.40	1.13
Autoinspection charges		2.06	-
Membership and Subscription fees		59.81	26.50
Miscellaneous expenses		152.94	87.92
Total		**4,673.94**	**4,293.73**

22 INCOME TAX

(i) Income tax recognised in Statement of Profit and Loss for the period ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Deferred tax	1,380.24	(586.47)
Total Income tax expense/(credit) recognised in profit or loss	**1,380.24**	**(586.47)**

ii) Other Comprehensive income

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Re-measurement (losses) on defined benefit plans	(12.71)	(30.17)
Income tax effect	3.20	7.59
Total	**(9.51)**	**(22.58)**

(iii) The Income tax expense for the year can be reconciled to the accounting profit as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Profit before tax	4,640.01	(15,193.11)
Income Tax rate	25.17%	25.17%
Income tax expense at enacted tax rate	1,167.89	-
Unused tax losses and unabsorbed depreciation of earlier years	513.35	-
Long term capital gain on fair valuation of mutual funds	(274.38)	(586.47)
Others	(26.62)	-
Income tax expense recognised in profit or loss	**1,380.24**	**(586.47)**

22.1 COMPONENTS OF DEFERRED TAX ASSETS (NET)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax asset:		
Impact of employee related retirement and other liabilities	187.33	161.85
Impact of Impairment allowance on trade receivables and contract assets	174.40	174.95
Impact of deferred tax on unused tax losses and unabsorbed depreciation (Refer note 22.2 and 22.3 below)	23,632.35	22,266.52
Others	139.66	196.63
Deferred tax liabilities:		
Financial instruments at fair value through Profit and loss	(2,156.73)	(1,240.26)
Property, plant and equipment(including right of use assets)	(46.27)	(116.46)
Total deferred tax assets (net)	21,930.76	21,443.23
Less: Deferred tax assets (net), not recognised	(16,798.72)	(14,934.15)
Total deferred tax assets (net) recognised	**5,132.04**	**6,509.09**

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

Reconciliation of deferred tax assets :

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	6,509.09	5,915.03
Tax income / (expense) during the year recognised in profit & loss	(1,380.24)	586.47
Tax income / (expense) during the year recognised in OCI	3.20	7.59
Closing balance	**5,132.04**	**6,509.09**

22.2 UNUSED TAX LOSSES AND UNABSORBED DEPRECIATION, ARE ATTRIBUTABLE TO THE FOLLOWING:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Unabsorbed Depreciation	45,499.98	45,267.56
Unused tax losses (see below)	48,390.95	25,784.14

22.3 DETAILS OF UNUSED TAX LOSSES, BY YEAR OF EXPIRY

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
2022	-	1,563.18
2023	6,792.04	6,792.04
2024	13,152.04	13,152.04
2025	2,478.49	2,478.49
2026	1,092.15	1,092.15
2027	158.52	158.52
2028	-	-
2029	547.72	547.72
2030	24,169.99	-
Total	**48,390.95**	**25,784.14**

22.4 Deferred tax assets have not been recognised in respect of the losses of ₹ 66,734.49 lakhs as they may not be used to offset future taxable profits in the Company, there is no other evidence of recoverability in the near future. If the Company were able to recognise all unrecognised deferred tax assets, the profit would increase by ₹ 16,798.72 lakhs. (March 31,2022 : ₹ 14,934.15 lakhs)

23 EMPLOYEE BENEFITS

A) DEFINED CONTRIBUTION PLANS

The Company makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by Employee Provident Fund Organisation. Under this scheme, the Company is required to contribute a specified percentage of payroll cost to fund the benefits.

Both the employees and the Company make pre-determined contributions to the provident fund. Amount recognised as expense amounts to ₹ 274.59 lakhs for the year ended March 31, 2023 (March 31, 2022: ₹ 209.01 lakhs) under contributions to provident and other funds (Note 19 Employee benefits expense).

B) DEFINED BENEFIT PLANS

(i) The Company makes annual contribution towards gratuity to an unfunded defined benefit plan for qualifying employees. The plan provides for lump sum payments to employees whose right to receive gratuity had vested at the time of resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service except in case of death.

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit credit Method, which recognises each period, of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

ii) The plan typically exposes the Company to actuarial risk such as interest rate risk, salary risk and demographic risk:

Interest rate risk - The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary risk - Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk - This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

iii) The most recent actuarial valuation of the defined benefit obligation was carried out as at March 31, 2023 by an independent actuary

iv) The details in respect of the amounts recognised in the Company's financial statements for the year ended March 31, 2023 and year ended March 31, 2022 for the defined benefit scheme is as under:

I. Principal Actuarial assumptions

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity As at March 31, 2023	Gratuity As at March 31, 2022
Discount rate	7.32%	6.40%
Expected rate of salary increase	8.00%	8.00%
Mortality tables	IALM 2012-14	IALM 2012-14
Withdrawal Rates	20% p.a. at younger ages reducing to 23% p.a. at older ages	20% p.a. at younger ages reducing to 23% p.a. at older ages
Weighted average duration (in years)	**5.13**	**5.19**

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations. The estimates of future compensation cost considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors.

II. Components of defined benefit costs recognised in the Statement of Profit and loss

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity As at March 31, 2023	Gratuity As at March 31, 2022
Service cost:		
Current service cost	106.77	85.90
Net interest expense	35.41	28.09
Components of defined benefit costs recognised in the Statement of Profit and loss (Refer Note 19)	**142.18**	**113.99**

III. Components of defined benefit costs recognised in the other comprehensive income

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity As at March 31, 2023	Gratuity As at March 31, 2022
Remeasurement on the net defined benefit liability:		
Actuarial (gains) / losses arising from changes in financial assumptions	(31.99)	(10.61)
Actuarial (gains) / losses arising from changes in experience adjustments	44.70	40.78
Components of defined benefit costs recognised in other comprehensive income	**12.71**	**30.17**

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

IV. Change in the defined benefit obligation

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity As at March 31, 2023	Gratuity As at March 31, 2022
Opening defined benefit obligation	601.68	503.69
Current service cost	106.77	85.90
Interest cost	35.41	28.09
Remeasurement (gains)/losses:		
Actuarial (gains) / losses arising from changes in financial assumptions	(31.99)	(10.61)
Actuarial (gains) / losses arising from changes in demographic assumptions		
Actuarial (gains) / losses arising from changes in experience adjustments	44.70	40.79
Benefits paid	(53.73)	(46.18)
Closing defined benefit obligation	**702.85**	**601.68**

Sensitivity Analysis

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity As at March 31, 2023	Gratuity As at March 31, 2022
Defined Benefit Obligation - Discount Rate + 50 basis points	686.58	587.13
Defined Benefit Obligation - Discount Rate - 50 basis points	719.90	616.95
Defined Benefit Obligation - Salary Escalation Rate + 50 basis points	719.71	616.65
Defined Benefit Obligation - Salary Escalation Rate - 50 basis points	686.61	587.28
Defined Benefit Obligation - Rate of employee turnover + 10 basis points	696.11	594.00
Defined Benefit Obligation - Rate of employee turnover - 10 basis points	710.24	610.39

These sensitivities have been calculated above to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

Maturity Analysis of the Benefit Payments :

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity As at March 31, 2023	Gratuity As at March 31, 2022
1st Following year	114.19	96.87
2nd Following year	102.91	86.07
3rd Following year	95.55	78.23
4th Following year	91.10	73.27
5th Following year	93.18	67.66
Sum of years 6 to 10	313.98	260.63

c. Leave plan and compensated absences

The liability for compensated absences for the period ended March 31, 2023 is ₹ 41.47 lakhs (March 31, 2022 : ₹ 41.46 lakhs) shown under provisions.

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

24 LEASES

The weighted average incremental borrowing rate applied to lease liabilities as at March 31, 2023 ranges between 8.28% to 8.74%.Following are the changes in the carrying value of right of use assets for the year ended March 31, 2023:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	**775.69**	**456.28**
Additions	108.72	722.15
Deletions	-	(54.02)
Depreciation expense	(378.72)	(348.72)
Closing Balance	**505.69**	**775.69**

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the year indicated below:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	**807.20**	**457.55**
Additions	108.70	695.88
Accretion of interest	60.15	67.19
Payments	(418.04)	(359.40)
Deletions	-	(54.02)
Closing Balance	**558.01**	**807.20**
Current	402.47	325.57
Non-current	155.54	481.63

The following are the amounts recognised in Profit or Loss:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For year ended March 31, 2023	For year ended March 31, 2022
Depreciation expense of right-of-use assets	(378.72)	(348.72)
Interest expense on lease liabilities	(60.15)	(67.19)
Lease payment	418.04	359.40
Total amount recognised in Profit or Loss	**(20.83)**	**(56.51)**

Impact on Statement of cashflow (increase/(decrease))

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For year ended March 31, 2023	For year ended March 31, 2022
Operating lease payments	418.04	359.40
Net cash flow generated from operating activities	**418.04**	**359.40**
Payment of principle portion of lease liabilities	(357.89)	(292.21)
Payment of interest portion of lease liabilities	(60.15)	(67.19)
Net cashflow used in operating activities	**(418.04)**	**(359.40)**

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

25 EARNINGS PER SHARE (EPS)

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

Particulars		As at March 31, 2023	As at March 31, 2022
Profit/(Loss) attributable to ordinary shareholders (₹ in lakhs)	A	3,259.77	(14,606.64)
Less : Adjustments for effect of dilution	B		-
Profit/(Loss) attributable to equity holders adjusted for the effect of dilution (₹ in lakhs)	C=A-B	3,259.77	(14,606.64)
Weighted average number of Equity shares for the calculation of Basic EPS		4,67,00,453	4,59,99,919
Weighted average number of Equity shares	D	4,67,00,453	4,59,99,919
Effect of dilution:			
Impact of employee stock options	E	39,91,215	39,14,768
Weighted average number of Equity shares adjusted for the effect of dilution	F=D+E	**5,06,91,667**	**4,99,14,687**
Basic earnings per share (in ₹)	G=C/D	**6.98**	**(31.75)**
Diluted Earnings per ordinary shares (in ₹)*	H=C/F	**6.43**	**(31.75)**

*During the previous year, the potential ordinary shares had not been considered for the purpose of computing diluted earning per share as they were anti-dilutive in nature.

26 SEGMENT REPORTING

Since the segment information as per IndAS 108 – Operating segments, is provided in the Consolidated Financial Statements, separate segment information is not required to be presented in the separate financial statements.

27 FINANCIAL INSTRUMENTS

(i) Categories of financial instruments

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial assets		
Measured at FVTPL		
Current Investments - Mutual Funds	95,164.75	85,857.39
Measured at amortised cost		
Trade Receivables	3,594.11	2,122.51
Cash and cash equivalents	1,185.49	2,180.47
Bank balance other than Cash and cash equivalents mentioned above	-	2,700.00
Other financial assets	1,680.93	1,272.41
Financial liabilities		
Measured at amortised cost		
Trade payables	844.38	937.97
Other financial liabilities	298.69	617.37
Lease liabilities	558.01	807.20

(ii) Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables and lease liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivables, and cash and cash equivalents that derive directly from its operations. The Company holds investments mutual funds.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below."

(ii) (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. Market risk comprises of currency risk and other price risk, such as equity price. Financial instruments affected by market risk include debt and equity investments.

(ii) (b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company.

The Company has adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Company obtains market feedback on the creditworthiness of the customer concerned. Customer wise outstanding receivables are reviewed on a monthly basis and where necessary, the credit allowed to particular customers for subsequent sales is adjusted in line with their past payment performance. Credit exposure is controlled by counterparty limits that are reviewed and approved by the management on a quarterly basis.

The Ageing analysis of trade receivables (net) before adjustment of impairment allowance of ₹ 692.96 lakhs (March 31, 2022 ₹ 695.13 lakhs) as of the reporting date is as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Not Due	2,331.49	1,172.98
Less than 6 months	1,154.45	939.69
6 months 1 year	225.94	52.74
1-2 years	52.78	267.47
2-3 years	253.89	66.82
More than 3 years	268.52	317.93
Total	**4,287.07**	**2,817.64**

(ii) (c) Financial instruments and cash deposits note

The Company invests mutual funds with Balanced risk. The Company's financial instruments at fair value through profit and loss. The Company recognised provision for expected credit losses/profit on its instruments at fair value through profit and loss.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022 is the carrying amounts as per Note 5.

(ii) (d) Liquidity risk management

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at respective reporting dates.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2023

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities			
Trade payables	844.38	-	844.38
Other financial liabilities	298.69	-	298.69
Lease Liabilities	402.47	155.54	558.01
Total	**1,545.54**	**155.54**	**1,701.08**

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities			
Trade payables	937.97	-	937.97
Other financial liabilities	617.37	-	617.37
Lease Liabilities	325.57	481.63	807.20
Total	**1,880.91**	**481.63**	**2,362.54**

28 FAIR VALUE MEASUREMENT

Fair value of financial assets and financial liabilities that are measured at fair value on recurring basis

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. In accordance with Ind AS, the Company's investments in debt mutual funds have been fair valued. The Company has designated investments as fair value through profit and loss. Management assessed that the carrying values of cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their fair values largely due to the short-term maturities of these instruments.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities with carrying amounts that are reasonable approximations of fair values

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Financial assets at amortised cost:				
Trade Receivables	3,594.11	3,594.11	2,122.51	2,122.51
Cash and cash equivalents	1,185.49	1,185.49	2,180.47	2,180.47
Bank balance other than Cash and cash equivalents mentioned above	-	-	2,700.00	2,700.00
Other financial assets	1,680.93	1,680.93	1,272.41	1,272.41
Financial Liabilities				
Financial liabilities held at amortised cost:				
Trade payables	844.38	844.38	937.97	937.97
Other financial liabilities	298.69	298.69	617.37	617.37
Lease liabilities	558.01	558.01	807.20	807.20

The Company uses the hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques as mentioned in accounting policies:

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Financial Asset/ Financial Liabilities	Fair Value		Fair Value Hierarchy	Valuation technique and key inputs
	As at March 31, 2023	As at March 31, 2022		
Financial assets Investment in Mutual Fund	95,164.75	85,857.39	Level 1	Quoted price in active markets (Net Asset Value issued by fund)

29 RELATED PARTY TRANSACTIONS

A. Details of related parties

Description of relationship	Names of related parties
Subsidiaries (held directly)	Shriram Automall India Limited
	CarTrade Finance Private Limited
	CarTrade foundation
	CarTradeExchange Solutions Private
Subsidiaries (held indirectly)	Limited Adroit Inspection Services Private Limited
	Augeo Asset Management Private Limited
Key Management Personnel	Mr. Vinay Vinod Sanghi (Chairman and Managing Director)
	Mrs. Aneesha Bhandary (Chief Financial Officer and Executive Director)
	Mr. Lal Bahadur Pal (Company Secretary and Compliance Officer)
	Non-executive directors
	Mr. Hemant Luthra (till May 11, 2021)
	Mrs. Kishori Jayendra Udeshi
	Mr. Vivek Asrani
	Mr. Victor Anthony Perry III
	Mr. Subramanian Lakshminarayan
Relatives of key management personnel	Mr. Varun Sanghi
	Ms. Rashi Uday Gangwal

Note: The transaction with related parties are made on terms equivalent to those that prevail in arm's length transaction

(All amounts in ₹ lakhs, unless otherwise stated)

S. No.	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Nature of Transactions/ Names of Related Parties		
A	**Subsidiary (Shriram Automall India Limited)**		
1	Reimbursement of expenses	57.39	49.98
2	Rent	24.00	-
3	Electricity Charges	1.63	-
B	**Subsidiary (CarTradeExchange Solutions Private Limited)**		
1	Reimbursement of expenses	94.51	82.73
2	Commission and related expense	128.59	319.91
3	Commission and related income	10.00	10.00
C	**Subsidiary (CarTarde Finance Private Limited)**		
1	Reimbursement of expenses	-	30.87
2	Advances repaid	-	84.22
D	**Subsidiary (CarTarde Foundation)**		
1	Investment in equity shares	-	1.00

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

S. No.	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
E	**Subsidiary (Adroit Inspection Services Private Limited)**		
1	Impairment Allowance (allowance for bad and doubtful advance to vendors)	-	22.42
F	**Remuneration to Key management personnel (Refer Note 1 below)**		
1	Mr. Vinay Vinod Sanghi	2,044.43	17,659.09
2	Mrs. Aneesha Bhandary	376.87	477.89
3	Mr. Lal Bahadur Pal	36.63	39.92
G	**Remuneration to relatives of key management personnel (Refer Note 2 below)**		
1	Mr. Varun Sanghi	110.24	130.29
2	Ms. Rashi Uday Gangwal	23.03	18.02
H	**Director sitting fees**		
1	Mr. Hemant Luthra	-	0.75
2	Mrs. Kishori Jayendra Udeshi	10.25	12.25
3	Mr. Vivek Gul Asrani	7.00	13.75
4	Mr. Subramanian Lakshminarayan	9.25	10.25
5	Mr. Victor Anthony Perry III	2.25	4.25

(All amounts in ₹ lakhs, unless otherwise stated)

S. No.	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Balance outstanding		
A	**Shriram Automall India Limited**		
1	Trade Payable	1.90	-
2	Trade Receivable	13.93	31.82
B	**CarTradeExchange Solutions Private Limited**		
1	Trade Payable	100.28	237.65
2	Trade Receivable	34.50	51.54
C	**Adroit Inspection Services Private Limited**		
1	Advance given	22.42	22.42
2	Impairment Allowance (allowance for bad and doubtful advance to vendors)	22.42	22.42
D	Director sitting fees - Mr. Victor Anthony Perry III	-	0.90

Note 1 : Remuneration to KMP includes share based payment expenses of ₹ 1,714.79 lakhs determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 2 : Remuneration to relatives of KMP includes share based payment expenses of ₹ 65.95 lakhs determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 3 : The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial period/year through examining the financial position of the related party and market in which the related party operations.

30 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes equity capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value.

As at each year end, the Company has only one class of equity shares and has lease liabilities and no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for re-investment into business based on its long term financial plans.

Notes forming part of the financial statements
as at and for the year ended March 31, 2023

31 EMPLOYEE STOCK OPTION SCHEME

In 2010, 2012, 2014, 2016 and 2021 the Company had instituted an Equity settled "Employee Stock Option Plan 2010" (ESOP 2010), "Employee Stock Option Plan 2011" (ESOP 2011), "Employee Stock Option Plan 2014" (ESOP 2014), "Employee Stock Option Plan 2015" (ESOP 2015), "Employee Stock Option Plan 2021 (I)" [ESOP 2021 (I)], and "Employee Stock Option Plan 2021 (II)" [ESOP 2021 (II)] respectively, for its employees and directors. The "ESOP 2010", "ESOP 2011", "ESOP 2014", "ESOP 2015", "ESOP 2021 (I)" and "ESOP 2021 (II)" are administered through by the Nomination and Remuneration Committee (NRC). Under the scheme, the NRC has accorded its consent to grant options exercisable into not more than 447,500 (under "ESOP 2010"), 802,608 (under "ESOP 2011"), 300,710 (under "ESOP 2014"), 1,350,000 (under "ESOP 2015"), 11,34,241 [under "ESOP 2021 (I)"] and 2,000,000 [under "ESOP 2021 (II)"] Equity Shares of ₹ 10 each of the Company.

Particulars	No of options in Pool	Maximum number / % of Options that shall vest
ESOP Scheme 2010	4,47,500	25% vests every year
ESOP Scheme 2011	8,02,608	25% vests every year
ESOP Scheme 2014	3,00,710	25% vests every year
ESOP Scheme 2015	13,50,000	25% vests every year
ESOP Scheme 2021 (I)	11,34,241	25% vests every year
ESOP Scheme 2021 (II)	20,00,000	15,00,000 option vest in one year and balance 25% vests every year

The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2021 (I):

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	0%	0%
Expected volatility (%)	57.00%	48.60%
Risk free interest rate (%)	7.20%	5.90%
Spot price (₹)	645.35	1,371.60
Exercise price (₹)	644.03	825.00
Expected life of options granted in the year (in years)	10	10

The details of activity under ESOP Scheme 2010

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	62,500	62,500
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	-	-
Outstanding at the end of the year	62,500	62,500
Weighted average exercise price of options outstanding at the end of year (in ₹)	36.80	36.80
No. of Option vested until year end	62,500	62,500
Weighted average remaining contractual life (in years)	0.68	0.88
Weighted average exercise price of options on the date of grant (in ₹)	19.16	19.16
Weghted average Fair Value of options (in ₹)	4.08	4.08

Notes forming part of the financial statements
as at and for the year ended March 31, 2023

The details of activity under ESOP Scheme 2011

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	5,17,558	7,60,058
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year *	(12,000)	(2,42,500)
Outstanding at the end of the year	5,05,558	5,17,558
Weighted average exercise price of options outstanding at the end of year (in ₹)	24.90	27.26
No. of Option vested until year end	5,05,558	5,17,558
Weighted average remaining contractual life (in years)	3.39	4.39
Weighted average Excersice price of options on the date of grant (in ₹)	28.74	28.74
Fair Value of options (in ₹)	10.50	10.50

*Options exercised during the year ended March 31, 2023 at an weighted average exercise price of ₹ 21 and weighted average fair value of shares as on date of exercise of ₹ 603.95.

The details of activity under ESOP Scheme 2014

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	3,00,710	3,00,710
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	-	-
Outstanding at the end of the year	3,00,710	3,00,710
No. of Option vested until year end	3,00,710	3,00,710
Weighted average remaining contractual life (in years)	3.39	4.39
Weighted average Excersice price of options on the date of grant (in ₹)	205.26	205.26
Fair Value of options (in ₹)	2.91	2.91

The details of activity under ESOP Scheme 2015

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	8,04,000	13,50,000
Granted During the year		-
Forfeited during the year		-
Exercised During the year	(2,09,750)	(5,46,000)
Lapsed During the year	(1,250)	
Outstanding at the end of the year	5,93,000	8,04,000
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	343.37	271.57
Weighted average exercise price of options outstanding at the end of year (in ₹)	403.42	343.37
No. of Option vested until year end	5,86,750	6,89,000
Weighted average remaining contractual life (in years)	4.91	5.57
Weighted average Excersice price of options on the date of grant (in ₹)	282.78	282.78
Fair Value of options (in ₹)	191.37	191.37

*Options exercised during the year ended March 31, 2023 at an weighted average exercise price of ₹ 172.84 and weighted average fair value of shares as on date of exercise of ₹ 528.86 and weighted average exercise price of options lapsed during the year ended March 31, 2023 is ₹ 472

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

The details of activity under ESOP Scheme 2021 (II)

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	20,00,000	20,00,000
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	-	-
Lapsed During the year	-	-
Outstanding at the end of the year	20,00,000	20,00,000
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	825.00	825.00
Weighted average exercise price of options outstanding at the end of year (in ₹)	825.00	825.00
No. of Option vested until year end	17,50,000	16,25,000
Weighted average remaining contractual life (in years)	8.00	9.00
Weighted average Excersice price of options on the date of grant (in ₹)	825.00	825.00
Fair Value of options (in ₹)	1,053.18	1,009.30

The details of activity under ESOP Scheme 2021(I)

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	2,30,000	-
Granted During the year	4,39,000	2,30,000
Forfeited during the year	-	-
Exercised During the year	-	-
Lapsed During the year	(17,000)	-
Outstanding at the end of the year	6,52,000	2,30,000
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	825.00	-
Weighted average exercise price of options outstanding at the end of year (in ₹)	707.87	825.00
No. of Option vested until year end	57,500	-
Weighted average remaining contractual life (in years)	8.84	9.01
Weighted average Excersice price of options on the date of grant (in ₹)	706.25	825.00
Fair Value of options (in ₹)	594.45	903.75

32 PAYMENT TO AUDITORS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
To statutory auditor		
i) Audit fees	28.00	117.00
ii) Limited Review	18.00	12.00
iii) Reimbursement of expenses	0.79	0.03
iv) Other certification services	-	6.00
Less: Fees for IPO related services, recovered from selling shareholders	-	(95.00)
Total	**46.79**	**40.03**

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

33 CONTINGENT LIABILITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Bank Guarantee (refer note below)	-	2,700.00
Total	**-**	**2,700.00**

Note :Previous year the above bank guarantee was created as lien with the National Stock Exchange for 1% of the issue size of ₹ 3,000 lakhs after reducing ₹ 300 lakhs prior to opening of the issue. This bank guarantee was valid up till August 04, 2022.On June 23, 2022 the National Stock Exchange has released the bank guarantee.

34 RATIOS

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance
Current Ratio (number of times)	Current Assets	Current liabilities	35.2	29.7	18.67%
Debt Equity Ratio	Total debt	Shareholders Equity	N.A.	N.A.	
Debt Service Coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	N.A.	N.A.	
Return on Equity Ratio (%) (refer note a below)	Net Profits after taxes	Average Shareholder's Equity	1.66%	(8.1%)	120.46%
Inventory Turnover Ratio (number of times) (refer note b below)	Purchase of traded goods + changes in inventories of traded goods	Average Inventory	2.2	6.3	(65.38)%
Trade Receivables Turnover Ratio (number of times)	Revenue from operations	Average Trade Receivable	5.5	4.8	13.72%
Trade payable Turnover Ratio (number of times)	Purchase of traded goods + changes in inventories of traded goods+other expenses - impairment allowance on financial and non financial assets	Average trade payables	5.3	4.6	14.32%
Net Capital Turnover Ratio (number of times)	Revenue from operations	Working Capital = Current assets - Current liabilities	0.2	0.1	15.60%
Net Profit Ratio (%) (refer note a below)	Net Profit/(loss) after tax	Revenue from operation	21%	(117%)	118.04%
Return on Capital Employed (number of times) (refer note a below)	Earning before interest and taxes	Capital Employed= Tangible Net Worth + Total Debt + Deferred Tax libility.	0.0	(0.1)	145%
Return on investment (%) (refer note c below)	Fair value changes of mutual funds + interest & dividend income	Investment + Other bank balance (fixed deposit)	5.25%	3.5%	50%

Note :

a. Increase in the ratio is primarily driven by decrease in Share based payment expenses.

b. The Company has discountinued business of sale of used car during the year which has resulted in an decrease in the ratio.

c. Better return on investment has resulted in Improvement in return on investment ratio.

Notes forming part of the financial statements

as at and for the year ended March 31, 2023

35 During the year 2020-21 the Company completed Initial Public Offer ('IPO') of its equity shares and listed its shares on Bombay Stock Exchange and National Stock Exchange on August 20, 2021, of 1,85,32,216 equity shares of face value of ₹ 10 each ("Equity Shares") for cash at a price of ₹ 1,618 per equity share. The offer had constituted 40.43% of the Company's post-offer paid-up equity share capital, which was offered in the IPO through an offer for sale of 1,85,32,216 equity shares aggregating to ₹ 2,99,851.25 lakhs ("Offer For Sale" or "Offer") by selling shareholders of the Company. The IPO expense was estimated at ₹ 10,694.71 lakhs, of which ₹ 10,325.47 was incurred and paid as on March 31, 2022 and the Balance amount of ₹ 369.24 lakhs was refunded to the Selling Shareholders. The Company has received the No Objection Certificate (NOC) from National Stock Exchange (NSE) on April 22, 2022 and from Securities & Exchange Board of India on June 13, 2022. Balance amount of ₹ 369.24 lakhs paid to the selling shareholders in two tranche i.e. on August 19, 2022 and September 12, 2022.

36 **OTHER STATUTORY INFORMATION**

i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii) The Company does not have any transactions with companies struck off.

iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

v) The Company have not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vi) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf

vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

37 There is no significant event after the reporting date that require disclosure in these financial statements.

38 The provision of Section 135 of the Companies Act 2013, is applicable to the Company. However, the average net profit computed as per section 135(5) of the Companies Act 2013 is negative. Hence the Company is not required to spent on CSR.

As per our report of even date.

For **S. R. Batliboi & Associates LLP** Chartered Accountants ICAI Firm Registration number: 101049W/E300004	**For and on behalf of the Board of Directors of** **CarTrade Tech Limited** **(formerly known as "MXC Solutions India Private Limited")**		
per **Govind Ahuja** Partner Membership no: 048966	**Vinay Vinod Sanghi** Chairman and Managing Director DIN: 00309085	**Aneesha Bhandary** Chief Financial officer and Executive Director DIN: 07779195	**Lalbahadur Pal** Company Secretary and Compliance Officer ACS :40812
Place: Mumbai Date: April 28, 2023	Place: Mumbai Date: April 28, 2023	Place: Mumbai Date: April 28, 2023	Place: Mumbai Date: April 28, 2023

Independent Auditor's Report

To the Members of **CARTRADE TECH LIMITED**

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of CarTrade Tech Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31, 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Statement of Cash Flows and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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 financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("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 consolidated state of affairs of the Group as at March 31, 2023, their consolidated profit/loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Independent Auditor's Report

Key audit matters	How our audit addressed the key audit matter
Carrying value of Goodwill	
The Group carries goodwill of ₹ 89,767.51 lakhs of as at March 31, 2023 in these consolidated financial statements. Management performs an annual impairment assessment of Goodwill, as detailed in note 2.3 (A) under significant accounting policies read with note 4, to determine whether the recoverable value is below the carrying amount. The assessments made by the management involve significant estimates and judgments, including revenue growth rates, net profit margin and perpetual growth rates used to estimate future cash flows and discount rates applied to these forecasted future cash flows. These estimates and judgments may be affected by unexpected changes in future market or economic conditions or discount rates applied. We considered this as key audit matter because of the significant judgement and management estimates involved around impairment assessment.	Our audit procedures included the following: • We obtained an understanding of and evaluated the process and controls designed and implemented by the management to assess the potential impairment. • We evaluated the methods and models used to determine whether the recoverable amounts were appropriate by comparing them with the requirements of Ind AS 36 – Impairment of assets. • We obtained and assessed management's identification and evaluation of Cash Generating Unit (CGU). We obtained the analysis performed by the management to determine impairment of Goodwill based on future cash flows. • We involved valuation specialists to assist us in evaluation of the key assumptions used in the impairment analysis. Our audit procedures included the assessment of reasonableness of key inputs, such as the discount rates and growth rates, by comparison to externally available industry, economic and financial data and the Group's own historical data and performance. We have tested the revenue growth and other operational assumptions by comparing with historical data and discussion with management. • We performed sensitivity analysis on the projections by varying key assumptions within a reasonable range. We assessed the disclosures made in the consolidated financial statements.
Recoverability of deferred tax assets	
Deferred tax asset recognized in the Group's consolidated financial statements as at March 31, 2023 is ₹ 5,805.83 lakhs. As described in note 2.3 (I) under significant accounting policies read with note 24 to the consolidated financial statements, deferred tax assets are recognized on carried forward tax losses when it is probable that taxable profit will be available against which the tax losses can be utilized. The Group's ability to recognize deferred tax assets on carried forward tax losses is assessed by management at the end of each reporting period, taking into account forecasts of future taxable profits and the law and jurisdiction of the taxable items and assumptions. Given the degree of estimation based on the projection of future taxable profits, management's decision to create deferred tax assets on tax losses was identified to be a key audit matter.	Our audit procedures includes the following: • We have evaluated the design and implementation of key controls relating to calculation of deferred tax asset. • We have verified the arithmetical accuracy of the computation of amounts recognised as deferred tax assets • We obtained the year wise details of income tax assets and compared the same with the returns filed by the Group in the earlier years. We have checked management's calculation of the Deferred tax assets and the key assumptions used. • We have discussed and evaluated management's assumptions and estimates like projected revenue growth, margins etc in relation to the probability of generating future taxable income to support the utilisation of deferred tax losses with reference to forecast taxable income and performed sensitivity analysis. • We have assessed the related disclosures in respect of deferred tax assets in the consolidated financial statements.

Independent Auditor's Report

Recoverability of Trade Receivables	
The gross balance of trade receivables as at March 31, 2023 amounted to ₹ 6,276.63 lakhs, against which the Group has recorded expected credit loss provision of ₹ 1,116.26 lakhs. The collectability of trade receivables is a key element of the Group's working capital management. The Group's disclosures are included in Note 2.3 (P)(v) and Note 9 to the consolidated financial statements, which outlines the accounting policy for determining the allowance for doubtful debts and details of the year on year movement in gross and net trade receivables. The Group has an internal policy for evaluation of recoverability of receivables and recording of impairment loss which is applied at every period-end. In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on trade receivables which is based on the age of the recoverable, credit loss incurred in the past, current conditions and forecasts of future conditions. In calculating expected credit loss, the Group has considered customer accounts as well as experience with collection trends and current economic and business conditions. Due to the significance of trade receivables and the related estimation uncertainty this is considered a key audit matter.	Our audit procedures included the following: • We evaluated the Group's policies, processes and controls relating to the monitoring of trade receivables and review of credit risks of customers. • Circularized requests for balance confirmations on sample basis and examined responses • Obtained evidence of receipts from customers. • Inspected relevant contracts and correspondence with the customers on sample basis, assessment of their creditworthiness with reference to publicly available information, where applicable. • Evaluated management's estimates and the inputs used by management for development of the ECL model, analysis of ageing of receivables, assessment of material overdue individual trade receivables including specific customer balances and sector exposure. We have verified the ageing of the trade receivables. We have also tested the mathematical accuracy and computation of the allowances by using the same input data used by the Group.

Information Other than the Financial Statements and Auditor's Report Thereon

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

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

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

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of 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 in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective company(ies)and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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 financial statements by the Directors of the Holding Company, as aforesaid.

Independent Auditor's Report

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective company(ies) to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective company(ies).

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Independent Auditor's Report

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of three subsidiaries whose financial statements include total assets of ₹ 345.65 lakhs at March 31, 2023, and total revenues of ₹ 113.50 lakhs and net cash outflows of ₹ 7.32 lakhs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report(s) of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, 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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. 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 financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
   (a) We/the other auditors whose report 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 purposes of our audit of the aforesaid consolidated financial statements;
   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the 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, the Consolidated Statement of Profit and Loss including the Statement of 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 financial statements;
   (d) In our opinion, the aforesaid consolidated 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, 2023 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, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2023 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 with reference to consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
   (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, incorporated in India, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company, its subsidiaries, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

Independent Auditor's Report

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 37 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, incorporated in India during the year ended March 31, 2023.

iv. a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. The final dividend paid by the subsidiary company, incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend. No dividend has been declared or paid during the year by the Holding Company.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for the Holding Company, its subsidiaries incorporated in India, hence reporting under this clause is not applicable.

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

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 23048966BGYDPP7066

Place of Signature: Mumbai
Date: April 28, 2023

ANNEXURE 1

Referred to in paragraph 1 under the heading Report on other Legal and Regulatory Requirements of our Report of even date

Re: CarTrade Tech Limited (the "Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us and other auditor in the normal course of audit and to the best of our knowledge and belief, we state that:

(a) There are no qualifications or adverse remarks in Companies (Auditors Report) (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3 (xxi) of the Order is not applicable to the Holding Company.

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

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 23048966BGYDPP7066

Place of Signature: Mumbai
Date: April 28, 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CARTRADE TECH 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 financial statements of CarTrade Tech Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group 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 (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 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to 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, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated 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 with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated 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 Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, 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 issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to three subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

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

per **Govind Ahuja**
Partner
Membership Number: 048966
UDIN: 23048966BGYDPP7066

Place of Signature: Mumbai
Date: April 28, 2023

Consolidated Balance Sheet

as at March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	5,493.45	5,342.21
(b) Capital work-in-progress	3A	-	37.16
(c) Goodwill	4	89,767.51	89,767.51
(d) Other Intangible Assets	4A	1,266.18	1,890.91
(e) Right of Use Assets	3	7,688.88	7,095.65
(f) Financial Assets			
(i) Investments	5	792.25	1,713.45
(ii) Other financial assets	6	8,790.18	8,934.49
(g) Deferred Tax assets (net)	24	5,805.83	7,122.68
(h) Other non- current assets	8	1,221.52	1,800.44
Total non-current Assets		**1,20,825.80**	**1,23,704.50**
Current assets			
(a) Inventories	6A	-	122.27
(b) Financial assets			
(i) Investments	5	97,748.56	86,660.63
(ii) Trade receivables	9	5,160.37	4,146.04
(iii) Cash and cash equivalents	10	2,611.32	3,390.22
(iv) Bank balance (other than 10 above)	11	175.35	2,869.12
(v) Loans	7	325.38	2,758.21
(vi) Other financial assets	6	5,997.08	3,250.78
(c) Other current assets	8	1,478.95	1,174.49
Total current assets		**1,13,497.01**	**1,04,371.76**
Total Assets		**2,34,322.81**	**2,28,076.26**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	12	4,684.44	4,662.26
(b) Other equity	13A	1,99,660.12	1,93,265.20
Equity attributable to owners of the Company		**2,04,344.56**	**1,97,927.46**
Non Controlling Interests	13B	7,895.65	9,507.82
Total Equity		**2,12,240.21**	**2,07,435.28**
LIABILITIES			
Non-current liabilities			
(a) Financial liabilites			
(i) Lease liabilities	32	7,061.58	6,513.81
(b) Deferred tax liabilities	24	315.52	473.27
(c) Provisions	14	728.95	560.23
(d) Other non-current liabilities	17	27.24	13.69
Total non-current liabilities		**8,133.29**	**7,561.00**
Current liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	32	1,581.22	1,198.52
(ii) Trade payables	15		
- total outstanding dues of micro enterprises and small enterprises		131.29	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		2,032.07	2,085.24
(iii) Other financial liabilities	16	7,826.10	7,405.90
(b) Other current liabilities	17	1,891.89	2,020.46
(c) Provisions	14	486.74	369.86
Total Current Liabilities		**13,949.31**	**13,079.98**
Total Liabilities		**22,082.60**	**20,640.98**
Total Equity and Liabilities		**2,34,322.81**	**2,28,076.26**
Summary of significant accounting policies	2.3		

(The accompanying notes are an integral part of the financial statements)

As per our report of even date.

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

For and on behalf of the Board of Directors of
CarTrade Tech Limited
(formerly known as "MXC Solutions India Private Limited")

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: April 28, 2023

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085

Place: Mumbai
Date: April 28, 2023

Aneesha Bhandary
Chief Financial officer
and Executive Director
DIN: 07779195

Place: Mumbai
Date: April 28, 2023

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS :40812

Place: Mumbai
Date: April 28, 2023

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
INCOME			
Revenue from Operations	18	36,373.92	31,272.35
Other income	19	6,398.25	4,622.67
Total income		**42,772.17**	**35,895.02**
EXPENSES			
Purchase of Traded goods	6B	523.63	839.60
Changes in Inventories of stock-in-trade	6C	122.27	35.42
Employees Benefit Expense	20	20,532.92	33,276.87
Finance Cost	21	767.19	645.21
Depreciation and amortisation expense	4B	2,873.89	2,473.61
Other expenses	22	11,895.67	10,536.03
Total expenses		**36,715.57**	**47,806.74**
Profit / (loss) before tax		**6,056.60**	**(11,911.72)**
Tax expense / (benefit)			
Current tax		850.95	1,072.89
Income Tax adjustment related to earlier years		-	(118.32)
Deferred tax expenses / (credit)		1,162.28	(731.09)
Total tax expense		**2,013.23**	**223.48**
Profit/(loss) for the year		**4,043.37**	**(12,135.20)**
Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss in subsequent years			
Remeasurements of the defined benefit plans		(91.68)	(37.48)
Income tax effect on above		23.07	9.43
Total Other Comprehensive Loss		**(68.61)**	**(28.05)**
Total Comprehensive Income / (Loss)		**3,974.76**	**(12,163.25)**
Profit / (Loss) attributable to:			
- Equity holders of the Parent		3,399.76	(13,210.18)
- Non-controlling interests		643.61	1,074.98
Other Comprehensive Loss attributable to:			
- Equity holders of the Parent		(42.27)	(25.88)
- Non-controlling interests		(26.34)	(2.17)
Total Comprehensive Income /(loss) attributable to:			
- Equity holders of the Parent		3,357.49	(13,236.06)
- Non-controlling interests		617.27	1,072.81
Earnings per equity share (face value of ₹ 10/- each)	27		
Basic (In ₹)		7.28	(28.72)
Diluted (In ₹)		6.71	(28.72)
Summary of significant accounting policies	2.3		

(The accompanying notes are an integral part of the financial statements)

As per our report of even date.

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

For and on behalf of the Board of Directors of
CarTrade Tech Limited
(formerly known as "MXC Solutions India Private Limited")

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: April 28, 2023

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085

Place: Mumbai
Date: April 28, 2023

Aneesha Bhandary
Chief Financial officer
and Executive Director
DIN: 07779195

Place: Mumbai
Date: April 28, 2023

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS :40812

Place: Mumbai
Date: April 28, 2023

Consolidated Cash Flow statement

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/(loss) before tax	**6,056.60**	**(11,911.72)**
Adjustments to reconcile profit / (loss) before net cash flow		
Depreciation and amortisation	2,873.89	2,473.61
Share-based payment expense (net of reversals)	2,633.77	18,518.29
Interest income on financial asset (ICD) carried at amortised cost	(55.14)	(129.49)
Interest income	(906.04)	(604.27)
Interest income on financial asset (Investment) carried at amortised cost	(161.05)	(193.97)
Profit on sale of Property, Plant and Equipment (Net)	(1.01)	(3.57)
Impairment allowance on financial & other assets	191.00	398.83
Liabilities no longer required written back	(65.74)	(219.08)
Inadmissible credit written off	-	17.70
Interest expense on lease liabilities	767.19	645.21
Net gain on investment carried at fair value through Profit and Loss	(4,820.51)	(2,921.12)
	456.36	**17,982.14**
Operating Profit before Working Capital Changes	**6,512.96**	**6,070.42**
Working capital adjustments:		
(Increase) / Decrease in trade receivables	(1,205.32)	354.60
(Increase) in other assets	(273.76)	(623.13)
Decrease in Inventory	122.27	35.42
(Increase) / Decrease in financial assets	(832.11)	86.61
(Decrease) / Increase in trade payables	(225.38)	60.98
(Decrease) / Increase in other liabilities	(116.15)	595.68
Increase in other financial liabilities	847.85	1,105.02
Increase in provisions	216.99	114.51
	(1,465.61)	**1,729.69**
Cash generated from operations	**5,047.35**	**7,800.11**
Income tax paid (net of refund)	(225.74)	(1,484.39)
Net Cash generated from Operating Activities	**4,821.61**	**6,315.72**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(711.07)	(577.34)
Proceeds from sale of Property, Plant and Equipment	3.49	3.90
Purchase of current investments	(10,098.96)	(34,900.00)
Proceeds from Sale of current investments	4,752.75	13,995.84
Investment in restricted bank deposits	2,700.00	(2,700.00)
Fixed deposits having maturity of more than 12 months (placed)	(1,661.06)	(6,581.56)
Fixed deposits having maturity period more than 3 months matured / (placed) (net)	511.74	79.35
Loan given	(5,133.11)	(9,788.21)
Loan repaid	7,565.94	11,960.00
Interest income	415.15	418.68
Net Cash used in Investing Activities	**(1,655.13)**	**(28,089.34)**

Consolidated Cash Flow statement

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity share capital including premium (net of share issue expenses)	-	23,762.25
Proceeds from exercise of employee stock options	365.06	971.05
Share based payment buyback	(1,632.94)	-
Dividend payout	(534.78)	-
Repayment of lease liabilities	(2,109.53)	(1,802.06)
Net Cash (used in) / generated from Financing Activities	**(3,912.20)**	**22,931.24**
Net (decrease) / increase in cash and cash equivalents	**(745.71)**	1,157.62
Cash and cash equivalents at beginning of the year	**3,357.03**	**2,199.41**
Cash and cash equivalents at end of the year	**2,611.32**	**3,357.03**
Summary of significant accounting policies (refer note 2.3)		

i) For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As At March 31, 2023	As at March 31, 2022
(a) Cash in hand	122.58	172.89
(b) Balances with bank		
- In Current account	2,484.29	3,054.86
- In Deposit accounts with original maturity of less than 3 months	4.45	-
- In Escrow account (Restricted balance - refer note 39)	-	162.47
	2,611.32	**3,390.22**
Less – Bank overdraft (refer note 16)	-	(33.19)
	2,611.32	**3,357.03**

ii) For non-cash transactions pertaining to change in Right of Use Assets and Lease Liabilities, refer note no.4B and 10 respectively.

The accompanying notes are an integral part of the financial statements

As per our report of even date.

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

per **Govind Ahuja**
Partner

Membership no: 048966

Place: Mumbai
Date: April 28, 2023

For and on behalf of the Board of Directors of CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and Managing Director
DIN: 00309085
Place: Mumbai
Date: April 28, 2023

Aneesha Bhandary
Chief Financial officer and Executive Director
DIN: 07779195
Place: Mumbai
Date: April 28, 2023

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS :40812
Place: Mumbai
Date: April 28, 2023

Statement of Changes in Equity

for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Equity Share Capital		Instruments entirely in the nature of equity: Compulsory Convertible Preference Shares	
	No of shares	Amount	No of shares	Amount
Balance as at April 01, 2021	**35,84,303**	**358.43**	**3,88,00,540**	**3,880.06**
Conversion of Instruments in the nature of equity into equity shares	3,91,96,702	3,919.67	(3,88,00,540)	(3,880.06)
Conversion of share warrants	17,16,752	171.68	-	-
Equity shares issued during the year (refer note 12)	13,36,310	133.63	-	-
Issued on account of exercise of Employee stock options	7,88,500	78.85	-	-
Balance as at March 31, 2022	**4,66,22,567**	**4,662.26**	**-**	**-**
Issued on account of exercise of Employee stock options	2,21,750	22.18	-	-
Balance as at March 31, 2023	**4,68,44,317**	**4,684.44**	**-**	**-**

Statement of Changes in Equity

for the year ended March 31, 2023

Other Equity

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Attributable to owners of the Company							Non Controlling Interest
	Other equity							
	Securities Premium	Share based payment reserve	Retained earnings	Capital Reserve	Other reserves	Money received against share warrants	Total	
Balance as at April 01, 2021	**1,77,225.34**	**2,725.81**	**(15,601.27)**	**33.80**	**(608.83)**	**4.46**	**1,63,779.31**	**8,219.19**
Loss for the year	-	-	(13,210.18)	-	-	-	(13,210.18)	1,074.98
Other comprehensive loss for the year	-	-	(25.88)	-	-	-	(25.88)	(2.17)
Share-based payments to employees	-	18,518.29	-	-	-	-	18,518.29	-
Expenses incurred on share issue (net of deferred tax)	-	-	(368.00)	-	-	-	(368.00)	-
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	536.35	(536.35)	-	-	-	-	-	-
Warrant exercised during the year	4.46	-	-	-	-	(4.46)	-	-
Premium on conversion of warrants into equity shares	5,560.20	-	-	-	-	-	5,560.20	-
Premium on issue of equity shares	18,225.12	-	-	-	-	-	18,225.12	-
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	-	(105.86)	-	-	-	-	(105.86)	105.86
Premium on account of exercise of Employee stock options into equity shares	892.20	-	-	-	-	-	892.20	-
Other adjustments	-	-	-	-	-	-	-	109.96
Balance as at March 31, 2022	**2,02,443.67**	**20,601.89**	**29,205.33)**	**33.80**	**(608.83)**	**-**	**1,93,265.20**	**9,507.82**
Profit for the year	-	-	3,399.76	-	-	-	3,399.76	643.61
Other comprehensive loss for the year	-	-	(42.27)	-	-	-	(42.27)	(26.34)
Share-based payments to employees	-	2,633.76	-	-	-	-	2,633.76	-
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	224.74	(224.74)	-	-	-	-	-	-
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	-	60.79	-	-	-	-	60.79	(60.79)
Premium on account of exercise of Employee stock options into equity shares	342.88	-	-	-	-	-	342.88	-
Dividend payout	-	-	-	-	-	-	-	**(534.78)**
Share based payment buyback	-	-	-	-	-	-	-	**(1,632.94)**
Other adjustments	-	-	-	-	-	-	-	(0.93)
Balance as at March 31, 2023	**2,03,011.29**	**23,071.70**	**(25,847.84)**	**33.80**	**(608.83)**	**-**	**1,99,660.13**	**7,895.65**
Summary of significant accounting policies (refer note 2.3)								

The accompanying notes are an integral part of the financial statements

As per our report of even date.

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

per **Govind Ahuja**
Partner
Membership no: 048966
Place: Mumbai
Date: April 28, 2023

For and on behalf of the Board of Directors of
CarTrade Tech Limited
(formerly known as "MXC Solutions India Private Limited")

Vinay Vinod Sanghi
Chairman and
Managing Director
DIN: 00309085
Place: Mumbai
Date: April 28, 2023

Aneesha Bhandary
Chief Financial officer and Executive Director
DIN: 07779195
Place: Mumbai
Date: April 28, 2023

Lalbahadur Pal
Company Secretary
and Compliance Officer
ACS :40812
Place: Mumbai
Date: April 28, 2023

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

1 ABOUT THE COMPANY

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited"), ("CarTrade" or "the Company" or "the Parent Company") was incorporated on April 28, 2000 as a private Company domiciled in India, under the Companies Act, 1956. Its registered office is at 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705.

The Company, along with its subsidiaries (together referred to as "the Group") operates an automotive digital ecosystem which connects automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders. The Group owns and operates under several brands: CarTrade, CarWale, Shriram Automall, BikeWale, CarTrade Exchange, Adroit Auto and AutoBiz. Through these platforms, the Group enables new and used automobile customers, vehicle dealerships, Automotive Manufacturers ("OEMs") and other businesses to assist dealers to buy and sell their vehicles in a simple and efficient manner.

During the previous year, the Company had applied for change in its name to CarTrade Tech Private Limited and registered office to 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705, with the Registrar of Companies which was approved on April 20, 2021. Subsequently, on May 12, 2021, the Company converted from Private Company to Public Company vide a fresh incorporation certificate issued by the Registrar of Companies after which the name of the Company was changed to CarTrade Tech Limited.

On August 20, 2021 the Company was listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) through an Initial Public Offer (IPO) through Offer for Sale. Refer note 39 for details of the IPO.

These consolidated financial statements as at and for the year ended March 31, 2023 were authorised for issue in accordance with resolution of Board of Directors on April 28, 2023.

2 BASIS OF PREPARATION AND CONSOLIDATION

2.1. Basis of accounting and preparation

The Consolidated financial statements of the Group for the year ended March 31, 2023, have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast doubt significant doubt over this assumption. They have formed a judgement that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

The consolidated financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities, which are measured at fair value, based on their classification. (refer accounting policy 2.3 (Q) on financial instruments).

The Financial statements are presented in Indian rupees (₹) and all values are rounded to the nearest lakh, except when otherwise indicated.

2.2 Basis of consolidation

The Consolidated financial statements comprise the financial statements of the Company and the entities controlled by the Company and its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to effect those returns through its power of the investee. Specifically, the Group controls an investee if and only Group;

i. has power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

ii. is exposed or has rights, to variable returns from its involvement with the investee and

iii. has the ability to use its power over the investee to affect its returns

Generally, there is presumption that majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

> The contractual arrangement with the other vote holders of the investee

> Rights arising from other contractual arrangements

> The Group's voting rights and potential voting rights

> The size of the Group's holding of voting rights relative to the size and dispersion of the holding of other voting rights holders

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Assets, liabilities, income and expenses of the subsidiary acquired or disposed of during the year are included on the consolidated financial statements from the date of Group gains control until the date Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other 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 the Group member's financial statements in preparing the consolidated financial statements to ensure conformity with Group's accounting policies.

The financial statements of all the entities used for the purpose of consolidation drawn up to same reporting date as that of the Parent Company. When the end of reporting period of the parent is different from that of the a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidated the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

Combine like items of assets, liabilities, income and expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

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.

Eliminate in full intraGroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intraGroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). IntraGroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intraGroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

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 obtains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

All intraGroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group looses control over a subsidiary, it:

a. Derecognises the assets (including goodwill) and liabilities of the subsidiary

b. Derecognises the carrying amount of any non-controlling interests

c. Derecognises the cumulative translation differences recorded in equity

d. Recognises the fair value of the consideration received

e. Recognises any surplus or deficit in profit or loss

f. Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed off the related assets or liabilities.

For list of entities consolidated and the Company's ownership interest, refer note 38

2.3 Summary of Significant Accounting policies

A Business Combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree

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and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

a. Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 – Employee Benefits respectively.

b. Assets (or disposal Group's) that are classified as held for sale in accordance with Ind AS 105 Non Current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

c. Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.

d. Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.

e. Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non- controlling interests in the acquire, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Non-Controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis of made on transaction-by-transaction basis.

When the consideration transferred by the Group includes assets or liabilities resulting from a contingent consideration, it is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent settlement dates and is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

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 during the measurement period (see above), 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.

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In case of business combination involving entities under common control the above policy does not apply. Business combinations involving entities under common control are accounted for using the Pooling of interests method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of the transferor entity or business is recognised as Capital Reserve under equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

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.

B 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:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle

ii. Held primarily for the purpose of trading

iii. Expected to be realised within twelve months after the reporting period, or

iv. 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.

Liability is current when:

i. It is expected to be settled in normal operating cycle

ii. It is held primarily for the purpose of trading

iii. It is due to be settled within twelve months after the reporting period,

iv. 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.

C Foreign currencies

The Group's financial statements are presented in ₹, which is also the parent company's functional currency.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.

Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the reporting date and exchange

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gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

D Fair value measurement

The Group measures financial instruments, such as current investment at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i) In the principal market for the asset or liability, or

ii) 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 financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the 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.

The Group determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value.

External valuers are involved for valuation of significant assets and liabilities, such as financial assets, and significant liabilities. Involvement of external valuers is decided upon annually by the Group management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group management decides with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Group management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Group management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Group management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

The Group management present the valuation results to the Board of Directors and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.

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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.

E Revenue from Operations (Revenue from Contract with Customers)

Revenue from contracts with customers is recognised when services are delivered to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls services and sale of cars before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration, if any) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration, if any, on account of various discounts and schemes offered by the Group as part of the contract. Payment is generally received on successful completion of services based on standard payment terms.

Rendering of services:

i) Website services and fees includes the following:"

a) Advertisement income : pertains to revenue generated from the display ads on company websites. The performance obligation is satisfied upon display of the advertisement, net commissions if any.

b) Lead generation revenue: pertains to fees for leads shared with and / or concluded for customers, i.e. lead generation, is recognised on the successful generation and delivery of the lead as the customer simultaneously receives and consumes the benefits provided by the Group.

c) Managed solutions: Revenue from events, marketing, multimedia and digital services are recognised on rendering of services (point in time).

ii) Commission and related incomes includes the following:

a) Facilitation of auction of vehicles via its online and offline platforms and providing incidental ancillary services such as valuation and inspection. Revenue is recognised upon rendering of service (point in time) as per terms of contract on accrual basis.

b) Collection of parking charges and non-refundable event participation charges from customers. The revenue is recognised upon rendering of service (over time)."

iii) Other operating income includes interest income earned on loans given to car dealers for purchase of their inventories marketed on the Group's platform. Income is recognised on a time proportion basis, after taking into consideration the applicable rate of interest and the amount disbursed.

Sale of goods:

Revenue from sale of used vehicles/equipments is recognised at the point in time when control is transferred to the customer, generally on delivery of the vehicle.

Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some of the contracts with customer provide a right to customer of cash rebate/discount if payment is cleared within specified due dates.

Contract balances

- **Trade receivables**

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (I) Financial instruments – initial recognition and

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subsequent measurement.

- **Contract Assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets are initially recognised for revenue earned from advertisement and lead revenue. Upon completion of the entire contract, the amounts recognised as contract assets are reclassified to trade receivables.

- Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

F Other income

a) Dividend from investments are recognised when the right to receive payment is established and no significant uncertainity as to collectability exists.

b) Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable for all financial instruments measured at amortised cost and other interest-bearing financial assets. Interest income is included in other income in the statement of profit or loss.

c) For gains on fair valuation of financial instruments through Profit & Loss, refer to the accounting policy in 2.3 P.

G Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use).It Includes office premises and yards taken on rent. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The right-of-use assets are also subject to impairment. The estimated useful lives of the assets is 3 to 5 years.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease

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payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term. The carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

H Retirement and other employee benefits

i. Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives payable within twelve months.

ii. Post-employment benefits

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

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, 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. Remeasurements are not reclassified to profit or loss in subsequent periods.

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

i. The date of the plan amendment or curtailment, and

ii. 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 consolidated statement of profit and loss:

i. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

ii. Net interest expense or income

iii. Other long-term employee benefits

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Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.

I Taxes

i) Current 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 in India where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

ii) 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:

i. 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.

ii. In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

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

i. 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.

ii. In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

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

The Group offsets deferred tax assets and deferred tax 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 taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

J Property, Plant and Equipment

Property, Plant and Equipment other than Freehold Land, is stated net of accumulated depreciation and impairment losses, if any. Such cost includes the cost of purchase price / cost of construction, including non-refundable taxes or levies and any expenses attributable to bring the assets to its working condition for its intended use. Freehold land is stated at cost.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

Depreciation is provided for Property, Plant and Equipment so as to expense the cost over its useful life. The estimated useful lives, residual value and method of depreciation are reviewed at the end of each financial year and any change in estimate is accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis for Property, Plant and Equipment purchased and sold during the year. Depreciation is calculated on the straight-line method as per the estimated useful life prescribed in Schedule II to the Companies Act, 2013. Estimated useful lives of the assets are as follows:

i) Computers - 3 Years / servers - 6 years

ii) Furniture and Fixtures - 10 Years

iii) Vehicles - 5 Years

iv) Building - 60 Years

v) Office equipment - 3 to 5 Years

vi) Plant and equipment - 15 Years

vii) Leasehold Improvement - 60 months or lease period whichever is lower

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

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

The Group has elected to continue with the carrying value for all of its Property, Plant & Equipment as recognised in its previous GAAP financial statements as deemed cost on the transition date i.e. April 01, 2018.

K Intangible Assets

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

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method

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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 unless such expenditure forms part of carrying value of another asset. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised. An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.

Intangible assets are amortised as follows:

Computer software - 3 Years

Customer contract - 7 Years

Trade mark - 10 Years

The Group has elected to continue with the carrying value for all of its intangible assets as recognised in its previous GAAP financial statements as deemed cost on the transition date i.e. April 01, 2018.

L Inventories

Inventories are valued at the lower of cost and net realisable value. Traded goods comprises of used car. Car cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. 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.

M Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase. For goodwill refer to note 2.3 A.

N Provisions and Contingencies

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes.

Contingent assets are not recognised in the financial statements. A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the Ind AS Consolidated financial Statement.

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.

Provisions and contingent liabilities are reviewed at each balance sheet date.

O Share Based Payment

Equity-settled share based payments to employees (including senior executives) are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Note 31.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Group`s estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

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.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the counterparty renders the service.

P Financial Instruments

Financial assets

Initial Recognition and Measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are

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classified and measured at fair value through profit or loss, irrespective of the business model.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as follows:

(i) Financial assets at amortised cost (debt instruments)

(ii) Financial assets at fair value through profit or loss

(iii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments

(iv) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

i. Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Group's financial assets at amortised cost includes trade receivables, balances with banks, and other financial assets.

ii. Financial assets at fair value through other comprehensive income (FVTOCI

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. 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, the Group recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Equity instruments at FVTOCI

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. 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 & loss.

iii. Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through statement of profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. In addition, the Group may elect to classify a financial asset, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

iv. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's 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 lower of the original carrying amount of the asset and maximum amount of consideration that the Group could be required to repay.

v. Impairment of financial assets

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

i) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

ii) Financial assets that are debt instruments and are measured as at FVTOCI

iii) Lease receivables under Ind-AS 17.

iv) Contract assets and trade receivables under Ind-AS 18.

v) Loan commitments which are not measured as at FVTPL.

vi) Financial guarantee contracts which are not measured as at FVTPL

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

i) Trade receivables, and

ii) All lease receivables resulting from transactions within the scope of Ind AS 17.

The application of simplified approach

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

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

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

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

- All contractual terms of the financial instrument (including prepayment extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedint, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

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

The balance sheet presentation for various financial instruments is described below:

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

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

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

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with

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the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

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

Financial liabilities and Equity instruments

Initial Recognition and Measurement Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

i. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group entity are recognised at the proceeds received, net of direct issue costs.

ii. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

The Group's financial liabilities include trade and other payables and loans.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Derecognition

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

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

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.

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Q Instruments entirely in the nature of equity (Compulsory Convertible Preference Shares)

When conversion option meets Ind AS 32 criteria for fixed to fixed classification, compulsorily convertible preference shares are recognised and included in equity. The carrying amount of the conversion option is not remeasured in subsequent years. These instruments are mandatorily convertible into fixed number of shares and there is no other obligation on the issuer. These instruments are classified as equity in entirety and is valued at fair value.

R Cash dividend

The Group recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

S Cash and Cash Equivalents

Cash comprises cash on hand. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

T Security Deposits

The Group at the time of buyer registration, collects refundable security deposits ("RSD") from prospective bidder, which entitles bidder to bid during auction. The RSD is towards ensuring performance of the contract. As per contractual terms, the RSD is refunded upon demand after adjustments of facilitation fee. The Group generally accounts for unclaimed RSD upon completion of limitation period of 3 years. Security deposits are forfeited and treated as other income, on the earlier of : expiry of three years; or uncertainty over repayment

U Earning Per Share

Basic earnings per share has been computed by dividing profit or loss for the year by the weighted average number of shares outstanding during the year. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

V Critical accounting judgements and key sources of estimation uncertainty

In application of Group's accounting policies, which are described in Note 2, the directors of the Group are required to make judgements, estimations and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision or future periods if the revision affects both current and future periods.

A Judgments

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.

Operating lease commitments – Group as a lessee

The Group has entered into lease agreements with lessor and has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it does not retains the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

B Estimates and assumptions

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 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. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

a) Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are accompanied together into the smallest Group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Group of assets ('CGU').

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

b) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgements in making these assumptions and selecting the inputs to the impairment calculations based on Group's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

c) Taxes

Deferred tax assets are recognised for unused tax losses 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. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

d) Estimated useful life of property plant and equipment and intangible assets

The charge in respect of periodic depreciation/ amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management at the time the asset is acquired/ capitalised periodically, including at each financial period/year end, determines the useful lives and residual values of Group's assets. The lives are based on historical experience with similar assets as well as anticipation of future events, which may affect their life, such as changes in technology. The estimated useful life is reviewed at least annually.

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e) Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment

f) Share-based payments

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. Further details are given in Note 31.

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 expense or credit in the statement of profit and loss 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. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

g) Provision for Trade receivable

The Group creates provision based on days past due for Companyings of various customer segments that have similar loss patterns (i.e., by customer type). Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balances and historical experience adjusted for forward-looking estimates. Individual trade receivables are written off when management deems them not to be collectible. For details of allowance for doubtful debts - refer Note 9.

h) Defined Benefit plans

The cost of the defined benefit gratuity plan and other post-employment benefit and the present value of the gratuity 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 and future salary increases. Due to 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. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates.

2.4 New and amended standards

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 01, 2021. The Group has not early adopted any other standard or amendment that has been issued but is not yet effective:

(i) Conceptual framework for financial reporting under Ind AS issued by ICAI

The amendments replaced the reference to the ICAI's "Framework for the Preparation and

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Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements.

The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately. The exception requires entities to apply the criteria in Ind AS 37 or Appendix C, Levies, of Ind AS 37, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

In accordance with the transitional provisions, the Group applies the amendments prospectively, i.e., to business combinations occurring after the beginning of the annual reporting period in which it first applies the amendments (the date of initial application).

These amendments had no impact on the consolidated financial statements of the Group as there were no contingent assets, liabilities or contingent liabilities within the scope of these amendments that arose during the period"

(ii) Ind AS 116: COVID-19 related rent concessions

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond June 30, 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before June 30, 2022 from June 30, 2021. The amendment applies to annual reporting periods beginning on or after April 01, 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after April 01, 2020.

This amendment had no impact on the consolidated financial statements of the Group.

(iii) Ind AS 16: Property Plant and Equipment

The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

The amendments are effective for annual reporting periods beginning on or after April 01, 2022. These amendments had no impact on the consolidated financial statements of the Company as there were no sales of such items produced by property, plant and equipment made available for use on or after the beginning of the earliest period presented.

(iv) Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the consolidated financial statements of the Group.

2.5 Standards notified but not yet effective

There are no new standards that are notified, but not yet effective, upto the date of issuance of the consolidated financial statements.

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3 PROPERTY, PLANT AND EQUIPMENT AND RIGHT OF USE ASSETS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Land - freehold	Lease Hold Improvements	Buildings	Plant and Equipment	Furniture and fixtures	Vehicles	Office equipments	Computer	Total Property, Plant and Equipment	Right of Use Assets (Office Premises) (refer note 32)
I. Cost or Valuation										
Balance as at April 01, 2021	3,901.75	803.00	373.04	661.43	333.54	236.72	548.09	888.09	7,745.66	6,623.21
Additions	-	40.69	-	191.61	22.03	130.86	63.18	135.26	583.63	4,143.41
Disposals	-	-	-	(0.78)	(0.53)	-	(15.55)	(47.71)	(64.57)	(913.66)
Balance as at March 31, 2022	3,901.75	843.69	373.04	852.26	355.04	367.58	595.72	975.64	8,264.72	9,852.97
Additions	-	12.88	-	212.36	71.71	107.11	102.31	169.90	676.27	2,365.40
Disposals	-	(3.65)	-	(30.69)	(16.24)	-	(13.98)	(28.94)	(93.50)	(140.59)
Balance as at March 31, 2023	3,901.75	852.92	373.04	1,033.93	410.51	474.69	684.05	1,116.60	8,847.49	12,077.77
II. Accumulated Depreciation										
Balance as at April 01, 2021	-	723.47	47.82	438.01	245.24	32.19	392.63	754.21	2,633.57	1,824.52
Depreciation expense	-	19.76	6.12	127.25	22.32	56.19	51.36	70.18	353.18	1,427.95
Disposals	-	-	-	(0.74)	(0.53)	-	(15.26)	(47.71)	(64.24)	(495.15)
Balance as at March 31, 2022	-	743.23	53.94	564.52	267.03	88.38	428.73	776.68	2,922.51	2,757.32
Depreciation expense	-	55.51	6.00	169.29	24.60	87.46	69.49	106.82	519.17	1,677.39
Disposals	-	(0.27)	-	(29.27)	(15.90)	-	(13.26)	(28.94)	(87.64)	(45.82)
Balance as at March 31, 2023	-	798.47	59.94	704.54	275.73	175.84	484.96	854.56	3,354.04	4,388.89
III. Net book value										
As at March 31, 2023	3,901.75	54.45	313.10	329.39	134.78	298.85	199.09	262.04	5,493.45	7,688.88
As at March 31, 2022	3,901.75	100.46	319.10	287.74	88.01	279.20	166.99	198.96	5,342.21	7,095.65

3A CAPITAL WORK-IN-PROGRESS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Amount
Balance as at April 01, 2021	**49.30**
Additions	0.38
Transfer to Lease Hold Improvements	(12.52)
Balance as at March 31, 2022	**37.16**
Additions	-
Transfer to Computer Software	(37.16)
Balance as at March 31, 2023	**-**

Ageing of capital Work-In-Progress as at March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
Total outstanding dues of capital work in progress	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

Ageing of capital Work-In-Progress as at March 31, 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
Total outstanding dues of capital work in progress	0.38	17.60	19.18	-	37.16
Total	**0.38**	**17.60**	**19.18**	**-**	**37.16**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

4 GOODWILL

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Amount
Gross carrying value	
Balance as on April 01, 2021	**89,796.10**
Additions	-
Less: Impairment [refer note (v) below]	(28.59)
Balance as on March 31, 2022	**89,767.51**
Additions	-
Less: Impairment	-
Balance as at March 31, 2023	**89,767.51**
Net book value	
As at March 31, 2023	**89,767.51**
As at March 31, 2022	89,767.51

Note

(i) The Group has recognised goodwill on account of business combinations. The recoverable amount of Goodwill has been determined based on value in use calculations which uses cash flow projections covering generally a period of five years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. Refer to the further details on individual business combinations below.

(ii) The recoverable amount of Cash Generating Unit (CGU) is determined based on fair value less cost of disposal and its value in use as per requirement of Ind AS 36. The fair value is computed as per Discounted Cash Flow method, covering generally a period of four/five years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money. Key assumptions used for value in use calculations included Earnings before interest, tax, depreciation and amortisation, revenue, discount rates, growth rates for the year. These assumptions were based on the observed industry trends, projections made by Subsidiary's senior management and past performance of subsidiaries.

The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. It was concluded that the fair value less costs of disposal and value in use were both significantly higher than the carrying value of the CGU and any reasonably possible change would not cause the CGU's carrying value to exceed its recoverable. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113.

(ii) Goodwill of ₹ 78,409.27 lakhs was recorded on acquisition of Automotive Exchange Private Limited (AEPL) in FY2015-16 which has since been merged with the Company having an appointed date of April 01, 2017. By acquisition of this brand the Company was able to bring synergies of the brand name and trade mark as well as that of their franchisee business. Accordingly, for the purpose of testing impairment of goodwill allocated to this transaction, "website services and fees" business is considered as one CGU. Below are the key assumptions:

Particulars	March 31, 2023	March 31, 2022
Perpetuity Growth	5.00%	5.00%
Cost of Equity of Company	15.60%	14.98%

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

(iii) Goodwill of ₹ 10,763.51 lakhs has been recorded on acquisition of Shriram Automall India Limited (SAMIL) which pertains to facilitation of auction of vehicles, identified as separate CGU for the purpose of impairment testing. Refer to the key assumptions below:

Particulars	March 31, 2023	March 31, 2022
Growth rate	5.00%	5.00%
Cost of Equity of Company	16.28%	17.20%

(iv) Goodwill of ₹ 594.73 lakhs has been recorded on acquisition of Adroit Inspection Services Private Limited (AISPL) which pertains to valuation and inspection business, identified as separate CGU for the purpose of impairment testing. Refer to the key assumptions below:

Particulars	March 31, 2023	March 31, 2022
Growth rate	5.00%	5.00%
Cost of Equity of Company	16.28%	17.20%

(v) During the year ended March 31, 2022, the Group had carried out an assessment in respect of the recoverability of goodwill. Accordingly, the Group had recorded an impairment of the carrying value of goodwill in respect of its subsidiary "Augeo Asset Management private limited" amounting to ₹ 28.59 lakhs.

4A OTHER INTANGIBLE ASSETS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Customer contracts	Trademark	Computer Software	Total
I. Cost				
Balance as at April 01, 2021	**4,446.53**	**11.66**	**876.06**	**5,334.25**
Additions	-	-	45.71	45.71
Disposal	-	-	-	-
Balance as at March 31, 2022	**4,446.53**	**11.66**	**921.77**	**5,379.96**
Additions	-	-	52.63	52.63
Disposal	-	-	(0.59)	(0.59)
Balance as at March 31, 2023	**4,446.53**	**11.66**	**973.81**	**5,432.00**
II. Amortisation expense				
Balance as at April 01, 2021	**1,999.64**	**5.67**	**791.26**	**2,796.57**
Amortisation expense	635.22	0.71	56.55	692.48
Disposal	-	-	-	-
Balance as at March 31, 2022	**2,634.86**	**6.38**	**847.81**	**3,489.05**
Amortisation expense	635.22	0.71	41.40	677.33
Disposal	-	-	(0.56)	(0.56)
Balance as at March 31, 2023	**3,270.08**	**7.09**	**888.65**	**4,165.82**
III. Net book value				
As at March 31, 2023	**1,176.45**	**4.57**	**85.16**	**1,266.18**
As at March 31, 2022	**1,811.67**	**5.28**	**73.96**	**1,890.91**

4B DEPRECIATION AND AMORTISATION EXPENSES

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation of Property, Plant and Equipment	519.17	353.18
Depreciation of Right of Use Assets	1,677.39	1,427.95
Amortisation of Other intangible assets	677.33	692.48
Total	**2,873.89**	**2,473.61**

5 INVESTMENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Units	Current	Non Current	Units	Current	Non Current
Quoted Investments						
Investment in debentures at fair value through profit or loss						
Non-convertible debentures of ₹ 1,000 each fully paid up in Shriram Finance Limited (Formerly known as Shriram Transport Finance Company Limited) (refer note (a) below)	1,56,557	904.55	792.25	1,67,597	121.47	1,713.45
Quoted Investments Carried At FVTPL [A]	**1,56,557**	**904.55**	**792.25**	**1,67,597**	**121.47**	**1,713.45**
Unquoted Investments						
Investments in Mutual Funds, at fair value through profit and loss						
HDFC Liquid Fund- Growth (of ₹ 1,000 each)	3,83,451	16,810.43	-	2,77,228	11,509.95	-
ICICI Prudential Liquid- Regular Plan-Growth (of ₹ 100 each)	36,07,110	11,927.06	-	36,07,110	11,295.43	-
Birla Sun Life Cash Plus- Growth-Regular Plan (of ₹ 100 each)	35,42,063	12,744.22	-	35,42,063	12,058.48	-
DSP BlackRock Liquidity Fund-Institutional Plan- Growth (of ₹ 1,000 each)	2,58,705	8,246.82	-	2,58,705	7,807.66	-
ICICI Money Market Growth (of ₹ 100 each)	41,25,637	13,248.80	-	41,25,637	12,551.65	-
HDFC Ultra Short term (of ₹ 10 each)	13,12,13,403	16,955.40	-	13,12,13,403	16,109.86	-
DSP Low duration fund (of ₹ 10 each)	9,02,03,917	15,232.02	-	9,02,03,917	14,524.36	-
Kotak Liquid Direct Growth (of ₹ 1,000 each)	36,920	1,679.26	-	-	-	-
Axis Bank overnight fund (of ₹ 1,000 each)	-	-	-	60,522	681.77	-
Unquoted Investments Carried At FVTPL [B]		**96,844.01**	**-**		**86,539.16**	**-**
Total Quoted and Unquoted Investments [A+B]		**97,748.56**	**792.25**		**86,660.63**	**1,713.45**
Aggregate book value of quoted investments		904.55	792.25		121.47	1,713.45
Aggregate market value of quoted investments		904.55	792.25		121.47	1,713.45
Aggregate value of unquoted investments		96,844.01	-		86,539.16	-
Aggregate value of impairment in value of investments		-	-		-	-

Note:-

a) The Group has invested in 1,56,557 units (March 31, 2022: 1,67,597 units) of Non convertible Debentures of Shriram Finance Limited (Formerly known as Shriram Transport Finance Company Limited) having face value of ₹ 1,000 each bearing interest in the range of 8.74% to 9.70% p.a.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

6 OTHER FINANCIAL ASSETS (UNSECURED)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
a) Security Deposits				
- Considered good	44.82	464.03	37.28	369.97
- Items with significant increase in credit risk	-	-	3.05	-
	44.82	464.03	40.33	369.97
Less -Impairment allowance on the above	-	-	(3.05)	-
	44.82	464.03	37.28	369.97
b) Interest accrued on Fixed Deposits	334.70	788.99	85.73	449.63
c) Interest receivable on non convertible debentures	61.88	13.22	7.38	53.36
d) Deposit accounts with original maturity for more than 12 months	2,200.00	7,516.29	-	8,055.24
e) Contract Assets				
- Considered good	3,280.22	-	2,527.71	-
- Items with significant increase in credit risk	33.96	-	62.71	-
	3,314.18	-	2,590.42	-
Less -Impairment allowance on the above	(33.96)	-	(62.71)	-
	3,280.22	-	2,527.71	-
f) Loan and advances to employees				
- Considered good	56.54	7.65	48.48	6.29
g) Deposits with original maturity of more than three months and less than 12 months [refer note (a) below]	13.44	-	531.41	-
h) Contractually reimbursable expenses	-	-	11.86	-
i) Interest accrued and due on Loans granted	5.48	-	0.10	-
j) Other receivables	-	-	0.83	-
Total	**5,997.08**	**8,790.18**	**3,250.78**	**8,934.49**

Note:

a) Deposits with original maturity of less than three months includes deposits of ₹ 0.42 lakhs (March 31, 2022 : ₹ 0.71 lakhs) pledged with VAT authorities.

Movement in impairment allowance of security deposits, contract assets and loan and advances to employees:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Balance at the beginning of the year				
- Security deposits	3.05	-	3.05	-
- Contract Assets	62.71	-	45.92	-
- Loan and advances to employees	-	-	6.24	-
Total	**65.76**	**-**	**55.21**	**-**
Provided/(reversed) during the year				
- Security deposits	(3.05)	-	-	-
- Contract Assets	(28.75)	-	16.79	-
- Loan and advances to employees	-	-	(6.24)	-
Total	**(31.80)**	**-**	**10.55**	**-**
Balance at the end of the year				
- Security deposits	-	-	3.05	-
- Contract Assets	33.96	-	62.71	-
- Loan and advances to employees	-	-	-	-
Total	**33.96**	**-**	**65.76**	**-**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

6A INVENTORIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Traded goods (at lower of cost or net realisable value)	-	122.27
Total	**-**	**122.27**

6B PURCHASE OF TRADED GOODS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchases	523.63	839.60
Total	**523.63**	**839.60**

6C CHANGES IN INVENTORIES OF TRADED GOODS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventory at the beginning of the year (A)	122.27	157.69
Inventory at the end of the year (B)	-	122.27
Changes in inventories of traded goods (A-B)	**122.27**	**35.42**

7 LOAN (CURRENT)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Loan to:		
Related party (refer note 35)	-	2,745.00
Dealers	325.38	13.21
Total	**325.38**	**2,758.21**

Details of loans are disclosed below as required by Sec 186(4) of the Companies Act

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the Entity	Rate of Interest (p.a.)	Due date	Secured/ unsecured	As at March 31, 2023	As at March 31, 2022
Shriram Finance Limited (formerly known as Shriram Transport Finance Company Limited)	4.50%	Repayable on demand	Unsecured	-	2,745.00
Talbros Financials	15%	90 days	Secured	36.48	13.21
Shaman Used Cars Private Limited	15%	90 days	Secured	65.99	-
Kolkata CarBazaar Private Limited	15%	90 days	Secured	72.52	-
Shree Sai Cars	15%	90 days	Secured	72.11	-
Kinship Automobiles Private Limited	15%	90 days	Secured	16.46	-
Real Price Cars	15%	90 days	Secured	27.89	-
Motolox Auto Solution	15%	90 days	Secured	25.00	-
Trident Cars	15%	90 days	Secured	8.93	-

Note : No loan are due from directors or other officers of the Group either severally or jointly with any other person. Nor any loan are due from firms or companies respectively in which any director is a partner, a director or a member.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

8 OTHER ASSETS (UNSECURED, CONSIDERED GOOD)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
a) Indirect taxes recoverable	87.24	0.57	70.63	34.28
b) Prepaid expenses	251.33	144.94	170.08	141.93
c) Advance to vendors				
- Considered good	1,139.17	-	632.57	-
- Items with significant increase in credit risk	22.42	-	22.42	-
	1,161.59	**-**	**654.99**	**-**
Less - Impairment allowance on the above	(22.42)	-	(22.42)	-
	1,139.17	**-**	**632.57**	**-**
d) Capital advances	-	4.34	-	6.82
e) Other receivables	1.21	-	1.21	-
f) Deposit to National Stock Exchange [refer note 37 (iv)]	-	-	300.00	-
g) Income Tax assets (net)	-	1,071.67	-	1,617.41
Total	**1,478.95**	**1,221.52**	**1,174.49**	**1,800.44**

Movement in impairment allowance of advance to vendors:-

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Balance at the beginning of the year				
- Advance to vendors	22.42	-	-	-
Total	**22.42**	**-**	**-**	**-**
Provided during the year				
- Advance to vendors	-	-	22.42	-
Total	**-**	**-**	**22.42**	**-**
Balance at the end of the year				
- Advance to vendors	22.42	-	22.42	-
Total	**22.42**	**-**	**22.42**	**-**

9 TRADE RECEIVABLES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivable (Unsecured)		
(a) Considered good	5,160.37	4,146.04
(b) Trade Receivables which have significant increase in credit risk	1,116.26	1,046.71
	6,276.63	**5,192.75**
Less: Impairment allowance (allowance for bad and doubtful debts) on the above	1,116.26	1,046.71
Total	**5,160.37**	**4,146.04**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

Movement in Impairment Allowance (allowance for bad and doubtful debts)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1,046.71	803.21
Add: Provision recorded during the year	190.72	243.50
Less: Written off as Bad debts	(121.17)	-
Balance at the end of the year	**1,116.26**	**1,046.71**

Note:

(i) For details pertaining to related party receivables, refer note 35

(ii) Trade receivable are non-interest bearing and are generally receivables on terms 0 to 90 days

Trade receivables ageing schedule as on March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Not Due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables considered good	2,354.81	2,123.51	195.86	250.79	126.74	108.66	5,160.37
Undisputed trade receivables-Which have significant increase-In credit risk	-	0.18	214.73	177.82	362.31	361.22	1,116.26
Undisputed trade receivables-Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivables-Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivables-Which have significant increase-In credit risk	-	-	-	-	-	-	-
Disputed trade receivables-Credit Impaired	-	-	-	-	-	-	-

Trade receivables ageing schedule as on March 31, 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Not Due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables considered good	1,172.98	2,367.30	211.88	159.08	102.84	131.96	4,146.04
Undisputed trade receivables-Which have significant increase-In credit risk	-	0.04	146.00	417.07	127.79	355.81	1,046.71
Undisputed trade receivables-Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivables-Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivables-Which have significant increase-In credit risk	-	-	-	-	-	-	-
Disputed trade receivables-Credit Impaired	-						-

10 CASH AND CASH EQUIVALENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Cash in hand	122.58	172.89
(b) Cash in transit	74.36	117.29
(b) Balances with bank		
- In Current account (refer note a below)	2,409.93	2,937.57
- In Deposit accounts with original maturity of less than 3 months	4.45	-
- In Escrow account (refer note b below)	-	162.47
Total	**2,611.32**	**3,390.22**

Note :

a) Includes ₹ 43.11 lakhs (March 31, 2022 : ₹ 67.40 lakhs) towards corporate social responsibility unspent account (refer note 26)

b) Balance of ₹ 162.47 lakhs in Escrow account as at March 31, 2022 is restricted balance. It is not available for use in the operating activities of the Company (refer note 39).

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

Reconciliation of liabilities arising from financing activities

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Lease liability
As at April 01, 2021	5,455.12
Cash flows	(1,802.06)
Non cash changes	4,059.27
As at April 01, 2022	**7,712.33**
Cash flows	(2,109.53)
Non cash changes	3,040.00
As at March 31, 2023	**8,642.80**

11 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS MENTIONED ABOVE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Other Bank Balance:		
a) Deposit accounts with original maturity of more than 3 months but less than 12 months. (refer note below)	175.35	2,869.12
b) Deposit accounts with original maturity of more than 12 months.	9,716.29	8,055.24
	9,891.64	**10,924.36**
Amount disclosed as "Other financial assets" (refer note 6)	**(9,716.29)**	**(8,055.24)**
Total	**175.35**	**2,869.12**

Note : During the year the Company has withdrawn the fixed deposit of ₹ 2,700 lakhs, after the release of bank guarantee, which was created in the previous year as lien against the bank guarantee given to National Stock Exchange [Refer note 37(iv)].

12 EQUITY SHARE CAPITAL

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Equity Share Capital		Instruments entirely in the nature of equity: Compulsory Convertible Preference Shares	
	No. of shares	Amount	No. of shares	Amount
Authorised Capital				
Shares having face value of ₹ 10 each				
At April 01, 2021	2,00,30,000	2,003.00	4,07,00,000	4,070.00
Increase / (Decrease) during the year	4,07,00,000	4,070.00	(4,07,00,000)	(4,070.00)
At March 31, 2022	**6,07,30,000**	**6,073.00**	**-**	**-**
Increase during the year	-	-	-	-
At March 31, 2023	**6,07,30,000**	**6,073.00**	**-**	**-**

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Issued, Subscribed and Fully Paid up				
Equity Share Capital				
Shares having face value of ₹ 10 each	4,68,44,317	4,684.44	4,66,22,567	4,662.26
TOTAL	**4,68,44,317**	**4,684.44**	**4,66,22,567**	**4,662.26**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

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

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
At the beginning of the year	4,66,22,567	4,662.26	35,84,303	358.43
Add:				
Conversion of Instrument in the nature of equity into equity shares	-	-	3,91,96,702	3,919.67
Conversion of share warrants	-	-	17,16,752	171.68
Equity shares issued during the year	-	-	13,36,310	133.63
Issued on account of exercise of Employee stock options	2,21,750	22.18	7,88,500	78.85
At the end of the year	**4,68,44,317**	**4,684.44**	**4,66,22,567**	**4,662.26**
Instruments entirely in the nature of equity				
8% Non-cumulative Compulsorily Convertible Preference shares of ₹ 10/- each				
At the beginning of the year	-	-	3,88,00,540	3,880.06
Less : Conversion of Instruments entirely in the nature of equity into equity shares	-	-	(3,88,00,540)	(3,880.06)
At the end of the year	-	-	-	-

(ii) Details of shares held by each shareholder holding more than 5% shares

Class of shares / Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
Highdell Investment Limited	81,41,574	17.38%	81,41,574	17.46%
Macritchie Investments Pte. Limited	76,49,216	16.33%	76,49,216	16.41%
CMDB -II	34,68,156	7.40%	34,68,156	7.44%

(iii) Terms/rights attached to equity shares

(a) Voting rights

The Company has only one class of equity shares having par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, in proportion of their shareholding.

(b) Dividend distribution rights:

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Subject to the provisions of section 123 of the Companies Act, 2013, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

13A OTHER EQUITY

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
(a) Securities premium	13A.1	2,03,011.29	2,02,443.67
(b) Share based payment reserve	13A.2	23,071.70	20,601.89
(c) Retained earnings	13A.3	(25,847.84)	(29,205.33)
(d) Money received against share warrants	13A.4	-	-
(e) Capital Reserve on consolidation	13A.5	33.80	33.80
(f) Other reserves	13A.6	(608.83)	(608.83)
Total		**1,99,660.12**	**1,93,265.20**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

13A.1 SECURITIES PREMIUM

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	**2,02,443.67**	**1,77,225.34**
Premium on account of exercise of Employee stock options into equity shares	342.88	892.20
Warrant exercised during the year	-	4.46
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	224.74	536.35
Premium on conversion of warrants into equity shares	-	5,560.20
Premium on issue of equity shares	-	18,225.12
Balance at end of the year (refer note a below)	**2,03,011.29**	**2,02,443.67**

13A.2 SHARE BASED PAYMENT RESERVE (REFER NOTE 31)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	**20,601.89**	**2,725.81**
Recognition of Share based payments (net of reversals)	2,633.76	18,518.29
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	60.79	(105.86)
Transfer from share based payment reserve to securities premium account on account of options exercised during the year	(224.74)	(536.35)
Balance at end of the year (refer Note b below)	**23,071.70**	**20,601.89**

13A.3 RETAINED EARNINGS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	**(29,205.33)**	**(15,601.27)**
Profit / (Loss) for the year	3,399.76	(13,210.18)
Expenses incurred on share issue (net of deferred tax)	-	(368.00)
Other comprehensive Loss arising from remeasurement of defined benefit obligation (net of income tax)	(42.27)	(25.88)
Balance at end of the year (refer note e below)	**(25,847.84)**	**(29,205.33)**

13A.4 MONEY RECEIVED AGAINST SHARE WARRANTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	**-**	**4.46**
Warrant exercised during the year	-	(4.46)
Balance at end of the year	**-**	**-**

13A.5 CAPITAL RESERVE ON CONSOLIDATION

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	**33.80**	**33.80**
Balance at end of the year (Refer note c below)	**33.80**	**33.80**

13A.6 OTHER RESERVES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	**(608.83)**	**(608.83)**
Balance at end of the year (Refer note d below)	**(608.83)**	**(608.83)**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

13B NON CONTROLLING INTEREST

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	9,507.82	8,219.19
Profit for the year	643.61	1,074.98
Other comprehensive Loss arising from remeasurement of defined benefit obligation (net of income tax)	(26.34)	(2.17)
Share based payment buy back	(1,632.94)	-
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	(60.79)	105.86
Dividend payout	(534.78)	-
Other adjustments	(0.93)	109.96
Balance at end of the year	**7,895.65**	**9,507.82**

Nature and Purpose of reserves

a. **Securities premium**

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

b. **Share based payment reserve**

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan and will be utilised on exercise of option.

c. **Capital Reserve on Consolidation**

The Group recognises profit or loss on purchase, sale, issue or cancellation of Group's own equity instrument to capital reserve on consolidation.

d. **Other reserve**

Other reserves represent profit / loss on transfer of business between entities under common control taken to other reserve and excess of consideration of carrying value on purchase of non-controlling interest.

e. **Retained earnings**

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

14 PROVISIONS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Provision for employee benefits				
Gratuity (refer note 29)	121.33	728.95	96.94	560.23
Compensated absences	365.41	-	272.92	-
Total	**486.74**	**728.95**	**369.86**	**560.23**

15 TRADE PAYABLES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Trade payables				
Dues to micro enterprises and small enterprises*	131.29	-	-	-
Dues to creditors other than micro enterprises and small enterprises	2,032.07	-	2,085.24	-
Total	**2,163.36**	**-**	**2,085.24**	**-**

*Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act), 2006.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount due to suppliers under MSMED Act	131.29	-

Trade payables ageing schedule as at March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				
			<1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	131.29	-	-	-	131.29
Others	455.40	838.97	629.84	82.90	18.86	6.10	2,032.07
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

Trade payables ageing schedule as at March 31, 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				
			<1 year	1-2 years	2-3 years	More than 3 years	Total
MSME (refer note 1)	-	-	-	-	-	-	-
Others	441.24	1,232.16	377.19	12.75	15.49	6.41	2,085.24
Disputed dues – MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

For details pertaining to related party payable, refer note 35

Note

(i) Trade payables are non-interest bearing and are generally settled on 0 to 60 days terms

(ii) Information regarding the total outstanding dues to Micro, Small and medium Enterprises is given to the extent the same is available with the Group.

16 OTHER FINANCIAL LIABILITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
(i) Security deposit received from customers	6,698.20	-	5,821.05	-
(ii) Employee related liabilities	1,124.34	-	1,153.64	-
(iii) Bank Overdraft	-	-	33.19	-
(iv) Payable for expenses pertaining to the IPO (refer note 39)	-	-	369.24	-
(v) Capital creditors	3.56	-	28.78	-
Total	**7,826.10**	**-**	**7,405.90**	**-**

17 OTHER LIABILITIES (UNSECURED, CONSIDERED GOOD)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
(i) Advances received from customers	83.56	-	107.74	-
(ii) Deferred Revenue	1,065.69	-	935.55	-
(iii) Statutory Dues	741.53	-	977.17	-
(iv) Deposits from employees	-	27.24	-	13.69
(v) Income Tax provision	1.12	-	-	-
Total	**1,891.89**	**27.24**	**2,020.46**	**13.69**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

18 REVENUE FROM OPERATIONS (REVENUE FROM CONTRACTS WITH CUSTOMERS)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Revenue from rendering of services		
(i) Website services and fees	15,356.09	11,267.24
(ii) Commission and related income	20,281.41	19,109.14
(iii) Other operating income	43.64	0.10
Revenue from sale of Goods		
(i) Sale of Used vehicles / equipments	692.78	895.87
Total	**36,373.92**	**31,272.35**

Note

(a) Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Group's operations pre-dominantly relate to automotive digital systems which connect automobile customers, original equipment manufacturers, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Group's operations predominantly relate to single reportable operating segment which are subject to same risk and rewards of operating and managing a media / platform for the automotive sector through website fees and commission and related services , trading of cars, trucks and commercial vehicles and other operating income which includes interest income from dealers on disbursement of loan.

(b) Commission and related income includes revenue of ₹ 5,414.88 lakhs (March 31, 2022 ₹ 4,846.56 lakhs) over period of time for parking and registration fees.

18.1 CONTRACT BALANCES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Aa at March 31, 2023	As at March 31, 2022
Trade Receivables	5,160.37	4,146.04
Contract Assets [Net of impairment allowance for bad and doubtful debts of ₹ 33.96 lakhs (March 31, 2022 ₹ 62.71 lakhs)]	3,280.22	2,527.71
Contract Liabilities	(1,149.25)	(1,043.30)

Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days. In March 31, 2023, ₹ 1,116.26 lakhs (March 31, 2022: ₹ 1,046.71 lakhs) was recognised as provision for expected credit losses on trade receivables.

Contract liabilities consists of Advance from customers and deferred revenue.

The Group have rendered the service and have recognised the revenue of ₹ 935.55 lakhs out of deferred revenue for the year ended March 31, 2023 , (March 31, 2022: ₹ 872.58 lakhs). It expects similarly to recognise revenue in FY 24 from the closing balance of deferred revenue as at March 31, 2023.

The Group usually renders services against the advance from customers within the next reporting period.

19 OTHER INCOME

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest on		
Bank deposits	807.02	573.56
Financial asset carried at amortised cost	55.14	129.49
Income Tax Refund	82.50	17.82
Security Deposits	12.60	11.10
Financial asset (Investment) carried at amortised cost	161.05	193.97
Loans to employees	3.92	1.79
	1,122.23	**927.73**
Net gain on investment carried at fair value through Profit and Loss		
Gain on fair valuation of mutual fund	4,812.37	2,838.62
Gain on sale of mutual fund	33.21	74.64

Notes forming part of the Consolidated financial statements
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(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Gain on fair valuation of non-convertible debentures	3.34	7.86
	4,848.92	**2,921.12**
Other Non-Operating Income		
Liabilities no longer required written back	65.74	219.08
Profit on sale of Property, Plant and Equipment (Net)	1.01	3.57
Miscellaneous Income	178.46	267.39
Employees stock option plan reversal (refer note 31)	160.11	-
Gain on termination of leases	21.78	283.78
	427.10	**773.82**
Total	**6,398.25**	**4,622.67**

20 EMPLOYEE BENEFITS EXPENSE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Salaries, wages and bonus	16,374.02	13,652.37
Gratuity (refer note 29)	216.72	174.64
Contributions to provident and other funds (refer note 29)	694.95	586.31
Share-based payments to employees (refer note 31)	2,793.88	18,518.29
Staff welfare expenses	453.35	345.26
Total	**20,532.92**	**33,276.87**

21 FINANCE COST

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest expense on lease liabilities	767.19	645.21
Total	**767.19**	**645.21**

22 OTHER EXPENSES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Power and fuel	270.66	204.47
Rent (refer note 32)	590.99	478.87
Royalty expenses	77.06	169.45
Commission and related expense	555.52	545.90
Security charges	1,916.55	1,612.65
Inspection and Valuation Charges	1,319.69	1,013.79
Repairs and maintenance - Others	284.35	164.38
Directors Sitting Fees	39.80	53.20
Insurance	73.63	86.50
Rates and taxes	90.81	107.91
Communication	203.20	180.17
Travelling and conveyance	895.81	526.66
Legal and professional fees	1,412.96	1,337.65
Payments to auditors (refer note 25)	90.50	73.29
Advertisement, Marketing and Sales Promotion Expenses	2,572.31	2,130.03
Corporate social responsibility expenses (refer note 26)	70.12	67.14
Business Outsourcing Expense	15.40	12.24
Website Hosting Charges	537.81	390.51
Impairment allowance on financial & other assets	190.72	421.27
Bad Debts Written Off	121.45	-
Less: Adjusted against earlier year's provision	(121.17)	-
	0.28	-
Bank Charges	97.15	70.41
Membership and Subscription fees	59.81	26.50
Fair value loss on financial instruments at fair value through profit or loss	28.41	-
Miscellaneous expenses	502.13	863.04
Total	**11,895.67**	**10,536.03**

Notes forming part of the Consolidated financial statements
as at and for the year ended March 31, 2023

23 INCOME TAX

(i) Income tax recognised in Statement of Profit and Loss

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Current tax		
In respect of the current year	850.95	1,072.89
In respect of Income Tax adjustment related to earlier years	-	(118.32)
Current tax (A)	850.95	954.57
Deferred tax		
Deferred tax on temporary differences	1,162.28	(731.09)
Deferred tax expenses / (credit) (B)	1,162.28	(731.09)
Total income tax expense (A+B)	**2,013.23**	**223.48**

ii) Other Comprehensive Income recognised in Statement of Profit and Loss

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Remeasurements of the defined benefit plans	(91.68)	(37.48)
Income tax effect on above	23.07	9.43
Total	**(68.61)**	**(28.05)**

(iii) The Income tax expense for the period can be reconciled to the accounting profit as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Profit / (Loss) before tax	6,056.60	(11,911.72)
Income tax expense at enacted tax rate	1,942.20	987.57
Effect of expenses that are not deductible in determining taxable profit	(141.31)	(59.30)
Unused tax losses and unabsorbed depreciation of earlier years	513.34	-
Long term capital gain on fair valuation of mutual funds	(274.38)	(586.47)
Others	(26.62)	-
Adjustments recognised in the current year in relation to the current tax of prior years	-	(118.32)
Income tax expense recognised in profit or loss	**2,013.23**	**223.48**

24 DEFERRED TAX BALANCES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax asset (net) (Refer note 24.1 below)	5,805.83	7,122.68
Deferred tax (liabilities) (Refer note 24.2 below)	(315.52)	(473.27)

24.1 COMPONENTS OF DEFERRED TAX ASSETS (NET)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax asset:		
Impact of employee related retirement and other liabilities	390.71	261.68
Impact of Impairment allowance on trade receivables and contract assets	280.94	263.43

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	170.74	186.19
Impact of deferred tax on unused tax losses and unabsorbed depreciation (refer note 24.4 and 24.5 below)	23,631.77	22,266.52
Others	342.47	449.59
Deferred tax liabilities:		
Financial instruments at fair value through Profit and loss	(2,182.54)	(1,275.53)
Property, plant and equipment (including Right of use assets): Impact of difference between tax depreciation and depreciation charged for financial reporting	(30.11)	(95.05)
Total deferred tax assets (net)	22,603.98	22,056.83
Less: Deferred tax assets (net), not recognised	(16,798.15)	(14,934.15)
Total deferred tax assets (net) recognised	**5,805.83**	**7,122.68**

24.2 COMPONENTS OF DEFERRED TAX LIABILITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Impact of difference between tax amortisation and amortisation charged for financial reporting on intangible assets created on purchase price allocation	(315.52)	(473.27)
Total deferred tax liabilities recognised	**(315.52)**	**(473.27)**

24.3 RECONCILIATION OF DEFERRED TAX ASSETS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Opening balance	7,122.68	6,541.75
Tax income during the year recognised in profit & loss	(1,320.05)	573.34
Tax income during the year recognised in OCI	3.20	7.59
Closing balance	**5,805.83**	**7,122.68**

24.4 UNUSED TAX LOSSES AND UNABSORBED DEPRECIATION, ARE ATTRIBUTABLE TO THE FOLLOWING

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Unabsorbed Depreciation	45,499.98	45,267.56
Unused tax losses (see below)	48,390.95	25,784.14

24.5 DETAILS OF UNUSED TAX LOSSES, BY YEAR OF EXPIRY

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
2022	-	1,563.18
2023	6,792.04	6,792.04
2024	13,152.04	13,152.04
2025	2,478.49	2,478.49
2026	1,092.15	1,092.15
2027	158.52	158.52
2029	547.72	547.72
2030	24,169.99	-
Total	**48,390.95**	**25,784.14**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

24.6 Deferred tax assets have not been recognised in respect of the losses and unabsorbed depreciation of ₹ 66,738.78 lakhs as they may not be used to offset future taxable profits in the Company, there is no other evidence of recoverability in the near future. If the Company were able to recognise all unrecognised deferred tax assets, the profit would increase by ₹ 16,798.15 lakhs. (March 31,2022 : ₹ 14,934.15 lakhs)

25 PAYMENT TO AUDITOR

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
To statutory auditor		
i) For Audit fees	55.50	135.00
ii) For Limited review	29.50	22.50
iii) For Other services	2.00	10.00
iv) Reimbursement of expenses	2.98	0.49
Less: Fees for IPO related services, recoverable from selling shareholders	-	(95.00)
Total	**89.98**	**72.99**

26 DETAILS OF CSR EXPENSES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Gross amount required to be spent by the Group during the year (A)	70.12	67.14
Amount approved by the Board to be spent during the year	70.12	67.14
Amount spent during the year (B)		
(1) Construction/acquisition of any assets	-	-
(2) Purpose other than (1) above	78.20	109.55
Total (B)	78.20	109.55
Details related to spent / unspent obligations:		
Contribution to Charitable Trust	-	-
Contribution to Public Trust	-	9.50
Contribution ongoing projects	78.20	100.06
Unspent amount in relation to:		
- Ongoing project	5.48	13.56
- Other than ongoing projects	-	-
Total	83.68	123.12

Details of CSR expenditure under Section 135(6) of the Act in respect of ongoing projects:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Opening balance		
With the Group	-	34.18
In Separate CSR Unspent account	67.40	8.50
Amount required to be spent during the year	70.12	67.14
Amount deposited during the year in separate CSR Unspent account with scheduled bank	-	97.50
Amount spent during the year		
From the Group's bank account	(53.91)	(70.95)
From Separate CSR unspent account	(24.29)	(38.60)
Closing balance		
With the Group	-	-
In Separate CSR Unspent account*	43.11	67.40

* The Group has excess deposit of ₹ 37.63 lakhs and ₹ 53.84 lakhs in CSR unspend account as on March 31, 2023 and March 31, 2022 respectively towards unspend CSR amount pertaining to ongoing projects, as per provisions of section 135(6) of the Companies act, 2013. The Group has also spent ₹ 78.20 lakhs and ₹ 109.55 lakhs during year ended March 31, 2023 and March 31, 2022 respectively.

Notes forming part of the Consolidated financial statements

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27 EARNINGS PER SHARE (EPS)

The following reflects the profit / (loss) and share data used in the basic and diluted EPS computations:

Particulars		For the year ended March 31, 2023	For the year ended March 31, 2022
Profit / (Loss) attributable to ordinary shareholders of the parent for basic earnings (₹ in lakhs)	A	3,399.76	(13,210.18)
Less : Adjustments for effect of dilution	B	-	-
Profit / (Loss) attributable to equity holders of the parent adjusted for the effect of dilution (₹ in lakhs)	**C=A-B**	**3,399.76**	**(13,210.18)**
Weighted average number of Equity shares for Basic EPS	**D**	**4,67,00,453**	**4,59,99,919**
Effect of dilution:			
Add: Impact of ordinary shares to be issued upon exercise of Employee stock option	E	39,91,214	39,14,768
Weighted average number of Equity shares adjusted for the effect of dilution	**F=D+E**	**5,06,91,667**	**4,99,14,687**
Basic earnings per share (in ₹)	G=C/D	7.28	(28.72)
Diluted earnings per share (in ₹)*	H=C/F	6.71	(28.72)

*During the previous year, the potential ordinary shares had not been considered for the purpose of computing diluted earning per share as they were anti-dilutive in nature.

28 SEGMENT REPORTING

Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Group's operations pre-dominantly relate to automotive digital systems which connect automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Group's operations predominantly relates to single reportable operating segment which are subject to same risk and rewards of operating and managing a media / platform for the automotive sector through website fees and commission and related services, trading of cars, trucks and commercial vehicles and other operating income which includes interest income from dealers on disbursement of loan.

As per management approach as defined in Ind AS 108, management committee reviews and monitors the operating results of the business segment for the purpose of making decisions about resource allocation and performance assessment using profit or loss and return on capital employed.

Geographical Revenue is allocated based on the location of the customer. Information regarding geographical revenue is as follows:

Geographical Revenue

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Revenue from operations		
- India	35,943.72	30,880.00
- Outside India	430.20	392.35
Total	**36,373.92**	**31,272.35**

29 EMPLOYEE BENEFITS

a) Defined Contribution Plans

The Group makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by Employee Provident Fund Organisation. Under this scheme, the Group is required to contribute a specified percentage of payroll cost to fund the benefits.

Both the employees and the Group make pre-determined contributions to the provident fund. Amount recognised as expense amounts to ₹ 694.95 lakhs (March 31, 2022: 586.31 lakhs) under contributions to provident and other funds (Note 20 Employee benefits expense).

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

b) Defined Benefit Plans

(i) The Group makes annual contribution towards gratuity to an unfunded / funded defined benefit plan for qualifying employees. All plans are unfunded except Shriram Automall India Limited. The plan provides for lump sum payments to employees whose right to receive gratuity had vested at the time of resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service except in case of death.

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit credit Method, which recognises each period, of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

ii) The plan typically exposes the Group to actuarial risk such as interest rate risk, salary risk and demographic risk:

Interest rate risk - The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary risk - Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk - This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

iii) The most recent actuarial valuation of the defined benefit obligation was carried out as at March 31, 2023 by an independent actuary.

iv) The details in respect of the amounts recognised in the Group's financial statements for the year ended March 31, 2023 and March 31, 2022 for the defined benefit scheme is as under:

I. Principal Actuarial assumptions

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
Discount rate	7.22% - 7.32%	6.40% - 6.84%
Expected rate of salary increase	5.00% - 8.00%	5.00% - 8.00%
Expected rate of return on assets	7.22%	6.84%
Mortality tables	IALM 2012-14	IALM 2012-14
Withdrawal Rates		
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")	20% p.a. at younger ages reducing to 23% p.a. at older ages	20% p.a. at younger ages reducing to 23% p.a. at older ages
Shriram Automall India Limited	For service upto 5 years 20% and for service more than 5 years 7% p.a.	For service upto 5 years 15% and for service more than 5 years 6.00% p.a.
Weighted average duration (in years)		
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")	5.13	5.19
Shriram Automall India Limited	6.41	7.65

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations. The estimates of future compensation cost considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors.

II. Components of defined benefit costs recognised in the Statement of Profit and loss

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
Service cost:		
Current service cost	177.87	144.83
Net interest expense	61.52	49.17
Expected return on plan assets	(22.67)	(19.36)
Components of defined benefit costs recognised in the Statement of Profit and loss (Refer Note 20)	**216.72**	**174.64**

Notes forming part of the Consolidated financial statements
as at and for the year ended March 31, 2023

III. Components of defined benefit costs / (income) recognised in the other comprehensive income

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding the amount included in net interest cost)	(7.71)	5.89
Actuarial (gains) / losses arising from changes in financial assumptions	(42.40)	(33.15)
Actuarial (gains) / losses arising from changes in demographic assumptions	0.86	(0.14)
Actuarial (gains) / losses arising from changes in experience adjustments	140.93	64.88
Components of defined benefit income recognised in other comprehensive income	**91.68**	**37.48**

IV. Change in the defined benefit obligation

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
Opening defined benefit obligation	988.62	847.66
Current service cost	177.87	144.83
Interest cost	61.52	49.17
Acquisition adjustment	-	(1.67)
Remeasurement (gains)/losses:		
Actuarial (gains) / losses arising from changes in financial assumptions	(42.40)	(9.19)
Actuarial (gains) / losses arising from changes in demographic assumptions	0.86	-
Actuarial (gains) / losses arising from changes in experience adjustments	140.93	40.79
Benefits paid	(119.08)	(82.97)
Closing defined benefit obligation	**1,208.32**	**988.62**

V. Change in the Fair value of Plan Assets

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
Fair Value of Plan Assets at the Beginning of the year	331.45	313.81
Interest Income on plan Assets	22.67	19.36
Benefit Paid	(48.79)	(20.83)
Contribution by employer	45.00	25.00
Actuarial gain / (loss)	7.71	(5.89)
Fair Value of Plan Assets at the End of the year	**358.04**	**331.45**

VI. Disaggregation of Assets

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
Category of Assets -		
Insurance Fund	358.04	331.45

Notes forming part of the Consolidated financial statements
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Sensitivity Analysis for Parent

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
Defined Benefit Obligation - Discount Rate + 50 basis points	686.58	587.13
Defined Benefit Obligation - Discount Rate - 50 basis points	719.90	616.95
Defined Benefit Obligation - Salary Escalation Rate + 50 basis points	719.71	616.65
Defined Benefit Obligation - Salary Escalation Rate - 50 basis points	686.61	587.28
Defined Benefit Obligation - Rate of employee turnover + 10 basis points	696.11	594.00
Defined Benefit Obligation - Rate of employee turnover - 10 basis points	710.24	610.39

Sensitivity Analysis for Shriram Automall India Limited (and step-down subsidiaries)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
Defined Benefit Obligation - Discount Rate + 10 basis points	(32.80)	(15.85)
Defined Benefit Obligation - Discount Rate - 10 basis points	34.80	16.92
Defined Benefit Obligation - Salary Escalation Rate + 10 basis points	34.86	16.83
Defined Benefit Obligation - Salary Escalation Rate - 10 basis points	(33.12)	(13.95)
Defined Benefit Obligation - Rate of employee turnover + 10 basis points	(2.77)	(0.55)
Defined Benefit Obligation - Rate of employee turnover - 10 basis points	2.87	2.00

These sensitivities have been calculated above to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

Maturity Analysis of the Benefit Payments:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Gratuity	
	As at March 31, 2023	As at March 31, 2022
1st Following year	161.99	122.39
Sum of years 2 to 5 year	647.84	452.99
Sum of years 6 to 10	579.05	437.64
Sum of years 11 and above	370.50	221.95

c) Leave plan and compensated absences

The liability for compensated absences for the year ended March 31, 2023 is ₹ 365.41 lakhs (March 31, 2022: 272.92 lakhs) shown under provisions.

30 CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes equity capital and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value.

As at each year end, the Group has only one class of equity shares and has lease liabilities and no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Group allocates its capital for re-investment into business based on its long term financial plans.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

31.1 CARTRADE TECH LIMITED - EMPLOYEE STOCK OPTION SCHEME

In 2010, 2012, 2014, 2016 and 2021 the Company had instituted an Equity settled "Employee Stock Option Plan 2010" (ESOP 2010), "Employee Stock Option Plan 2011" (ESOP 2011), "Employee Stock Option Plan 2014" (ESOP 2014), "Employee Stock Option Plan 2015" (ESOP 2015), "Employee Stock Option Plan 2021 (I)" [ESOP 2021 (I)], and "Employee Stock Option Plan 2021 (II)" [ESOP 2021 (II)] respectively, for its employees and directors. The "ESOP 2010", "ESOP 2011" ,"ESOP 2014", "ESOP 2015", "ESOP 2021 (I)" and "ESOP 2021 (II)" are administered through by the Nomination and Remuneration Committee (NRC). Under the scheme, the NRC has accorded its consent to grant options exercisable into not more than 447,500 (under "ESOP 2010"), 802,608 (under "ESOP 2011"), 300,710 (under "ESOP 2014"), 1,350,000 (under "ESOP 2015"), 11,34,241 [under "ESOP 2021 (I)"] and 2,000,000 [under "ESOP 2021 (II)"] Equity Shares of ` 10 each of the Company.

Particulars	No of options in Pool	Maximum number / % of Options that shall vest
ESOP Scheme 2010	4,47,500	25% vests every year
ESOP Scheme 2011	8,02,608	25% vests every year
ESOP Scheme 2014	3,00,710	25% vests every year
ESOP Scheme 2015	13,50,000	25% vests every year
ESOP Scheme 2021 (I)	11,34,241	25% vests every year
ESOP Scheme 2021 (II)	20,00,000	15,00,000 option vest in one year and balance 25% vests every year

The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2021 (I):

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	0%	0%
Expected volatility (%)	57.00%	48.60%
Risk free interest rate (%)	7.20%	5.90%
Spot price (₹)	645.35	1,371.60
Exercise price (₹)	644.03	825.00
Expected life of options granted in the year (in years)	10	10

The details of activity under ESOP Scheme 2010

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	62,500	62,500
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	-	-
Outstanding at the end of the year	62,500	62,500
Weighted average exercise price of options outstanding at the end of year (in ₹)	36.80	36.80
No. of Option vested until year end	62,500	62,500
Weighted average remaining contractual life (in years)	0.68	0.88
Weighted average exercise price of options on the date of grant (in ₹)	19.16	19.16
Weghted average Fair Value of options (in ₹)	4.08	4.08

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The details of activity under ESOP Scheme 2011

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	5,17,558	7,60,058
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year*	(12,000)	(2,42,500)
Outstanding at the end of the year	5,05,558	5,17,558
Weighted average exercise price of options outstanding at the end of year (in ₹)	24.90	27.26
No. of Option vested until year end	5,05,558	5,17,558
Weighted average remaining contractual life (in years)	3.39	4.39
Weighted average Excersice price of options on the date of grant (in ₹)	28.74	28.74
Fair Value of options (in ₹)	10.50	10.50

*Options exercised during the year ended March 31, 2023 at an weighted average exercise price of ₹ 21 and weighted average fair value of shares as on date of exercise of ₹ 603.95.

The details of activity under ESOP Scheme 2014

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	3,00,710	3,00,710
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	-	-
Outstanding at the end of the year	3,00,710	3,00,710
No. of Option vested until year end	3,00,710	3,00,710
Weighted average remaining contractual life (in years)	3.39	4.39
Weighted average Excersice price of options on the date of grant (in ₹)	205.26	205.26
Fair Value of options (in ₹)	2.91	2.91

The details of activity under ESOP Scheme 2015

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	8,04,000	13,50,000
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	(2,09,750)	(5,46,000)
Lapsed During the year	(1,250)	-
Outstanding at the end of the year	5,93,000	8,04,000
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	343.37	271.57
Weighted average exercise price of options outstanding at the end of year (in ₹)	403.42	343.37
No. of Option vested until year end	5,86,750	6,89,000
Weighted average remaining contractual life (in years)	4.91	5.57
Weighted average Excersice price of options on the date of grant (in ₹)	282.78	282.78
Fair Value of options (in ₹)	191.37	191.37

*Options exercised during the year ended March 31, 2023 at an weighted average exercise price of ₹ 172.84 and weighted average fair value of shares as on date of exercise of ₹ 528.86 and weighted average exercise price of options lapsed during the year ended March 31, 2023 is ₹ 472

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The details of activity under ESOP Scheme 2021 (II)

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	20,00,000	20,00,000
Granted During the year	-	-
Forfeited during the year	-	-
Exercised During the year	-	-
Lapsed During the year	-	-
Outstanding at the end of the year	20,00,000	20,00,000
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	825.00	825.00
Weighted average exercise price of options outstanding at the end of year (in ₹)	825.00	825.00
No. of Option vested until year end	17,50,000	16,25,000
Weighted average remaining contractual life (in years)	8.00	9.00
Weighted average Excersice price of options on the date of grant (in ₹)	825.00	825.00
Fair Value of options (in ₹)	1,053.18	1,009.30

The details of activity under ESOP Scheme 2021(I)

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	2,30,000	-
Granted During the year	4,39,000	2,30,000
Forfeited during the year	-	-
Exercised During the year	-	-
Lapsed During the year	(17,000)	-
Outstanding at the end of the year	6,52,000	2,30,000
Weighted average exercise price of options outstanding at the beginning of year (in ₹)	825.00	-
Weighted average exercise price of options outstanding at the end of year (in ₹)	707.87	825.00
No. of Option vested until year end	57,500	-
Weighted average remaining contractual life (in years)	8.84	9.01
Weighted average Excersice price of options on the date of grant (in ₹)	706.25	825.00
Fair Value of options (in ₹)	594.45	903.75

31.2 SHRIRAM AUTOMALL INDIA LIMITED (SAMIL) EMPLOYEE STOCK OPTION PLANS

SAMIL ("company") provides share-based payment schemes to its employees. During the year ended March 31, 2023 an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below.

On April 27, 2018, the extra general meeting of the Company's shareholders & NRC (Nomination and Remuneration committee) granted option aggregating to 6,75,000 options at an exercise price of ` 50.00 per share to the employees of the Company (other than CEO and Whole-time Director) and the employee of the subsidiary companies under SAMIL ESOP Plan-I. Also, On August 16, 2020, the board of directors approved 782,000 options & 521,740 options at exercise price of `10.00 per share under SAMIL ESOP Plan-II & SAMIL ESOP Plan-III respectively. On June 2, 2021 board of directors approved 65,000 grants to the employees of the Company and its subsidiary under SAMIL ESOP Plan-I. The options are subject to satisfaction of the prescribed vesting conditions, viz., continuing employment with the Company. The other relevant terms of the grant are as below:

Notes forming part of the Consolidated financial statements

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	ESOP PLAN-I	ESOP PLAN-IA	ESOP PLAN-IB	ESOP PLAN-IC	ESOP PLAN-II	ESOP PLAN-III
Date of Grant	April 27, 2018	June 02, 2021	June 02, 2021	January 23, 2022	August 16, 2018	August 16, 2018
Date of Board/ Committee Approval	April 20, 2018	June 02, 2021	June 02, 2021	January 23, 2022	August 14, 2018	August 14, 2018
Date of Shareholder's approval	April 27, 2018	August 16, 2018	August 16, 2018	August 16, 2018	August 16, 2018	August 16, 2018
No of Options under the Scheme	9,78,261	9,78,261	9,78,261	9,78,261	7,82,609	8,47,826
Number of option granted	6,75,000	30,000	35,000	10,000	7,82,609	521,740*
Method of settlement (Cash/Equity)	Equity	Equity	Equity	Equity	Equity	Equity
Vesting Period	April 26, 2020 - 25% April 26, 2021 - 25% April 26, 2022 - 25% April 26, 2023 - 25%	June 02, 2022 - 25% June 02, 2023 - 25% June 02, 2024 - 25% June 02, 2025 - 25%	June 02, 2023 - 25% June 02, 2024 - 25% June 02, 2025 - 25% June 02, 2026 - 25%	January 23, 2024 - 25% January 23, 2025 - 25% January 23, 2026 - 25% January 23, 2027 - 25%	August 16, 2019	August 16, 2019 - 25% March 31, 2020 - 25% March 31, 2021 - 25% March 31,2022 - 25%
Exercise Price per share	50.00	50.00	50.00	50.00	10.00	10.00
Fair value on grant date as per valuation report	April 26, 2020 - ₹ 37.79 April 26, 2021 - ₹ 40.54 April 26, 2022 - ₹ 43.21 April 26, 2023 - ₹ 45.66	June 02, 2022 - ₹ 600.00 June 02, 2023 - ₹ 600.00 June 02, 2024 - ₹ 600.00 June 02, 2025 - ₹ 600.00	June 02, 2023 - ₹ 600.00 June 02, 2024 - ₹ 600.00 June 02, 2025 - ₹ 600.00 June 02, 2026 - ₹ 600.00	january 23, 2024 - ₹ 600.00 January 23, 2025 - ₹ 600.00 January 23, 2026 - ₹ 600.00 January 23, 2027 - ₹ 600.00	63.95	August 16, 2019 - ₹ 63.95 March 31, 2020 - ₹ 64.34 March 31, 2021 - ₹ 64.89 March 31, 2022 - ₹ 65.43
Option given to	Employees of the Company (Other than CEO and Whole-time Director) of the Company				CEO and Whole time Director of the Company	CEO and Whole time Director of the Company

*Under SAMIL ESOP Plan-III, the Company granted 326,087 performance based stock options to its CEO under its stock options Plan. During the year ended March 31, 2023, the Company has reviewed its future business projections for revenue, EBITDA and profit for the next 05 years. Based on future projections, the management has concluded that the vesting of performance-based grants which was likely to be vested on March 31, 2024, will not be probable on or before March 31, 2024 and accordingly has reversed the entire cost of ₹ 160.11 lakhs to other income, which was charged to the Income Statement in the earlier periods.

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The details of activities of SAMIL ESOP Plan-I

	March 31, 2023		March 31, 2022	
	No. of options	WAEP* (in ₹)	No. of options	WAEP* (in ₹)
Outstanding at the beginning of the year	6,05,500	50.00	5,89,000	50.00
Granted during the year	-	-	75,000	-
Forfeited / bought back during the year#	1,39,791	50.00	58,500	50.00
Exercised during the year	-	-	-	-
Effect of share split	-	-	-	-
Effect of bonus issue	-	-	-	-
Outstanding at the end of the year	4,65,709	50.00	6,05,500	50.00
Exercisable at the end of the year	3,09,959	50.00	3,12,875	50.00
Weighted average share price at the date of exercise	-	-	-	-
Weighted average remaining contractual life for the options outstanding	0.32 year		1.34 years	

*weighted average exercise price

96,541 options bought back during the financial year ended March 31 2023.(refer note 41)

The details of activities of SAMIL ESOP Plan-II

	March 31, 2023		March 31, 2022	
	No. of options	WAEP* (in ₹)	No. of options	WAEP* (in ₹)
Outstanding at the beginning of the year	7,82,609	10.00	7,82,609	10.00
Granted during the year	-	-	-	-
Forfeited / bought back during the year#	45,180	-	-	-
Exercised during the year	-	-	-	-
Effect of share split	-	-	-	-
Effect of bonus issue	-	-	-	-
Outstanding at the end of the year	7,37,429	10.00	7,82,609	10.00
Exercisable at the end of the year	7,37,429	10.00	7,82,609	10.00
Weighted average share price at the date of exercise	-	-	-	-
Weighted average remaining contractual life for the options outstanding	-		-	

*weighted average exercise price

45,180 options bought back during the financial year ended March 31 2023.(refer note 41)

The details of activities of SAMIL ESOP Plan-III

	March 31, 2023		March 31, 2022	
	No. of options	WAEP* (in ₹)	No. of options	WAEP* (in ₹)
Outstanding at the beginning of the year	5,21,740	10.00	5,21,740	10.00
Granted during the year	-	-	-	-
Forfeited / bought back during the year#	1,30,435	-	-	-
Exercised during the year	-	-	-	-
Effect of share split	-	-	-	-
Effect of bonus issue	-	-	-	-
Outstanding at the end of the year	3,91,305	10.00	5,21,740	10.00
Exercisable at the end of the year	3,91,305	10.00	3,91,305	10.00
Weighted average share price at the date of exercise	-	-	-	-
Weighted average remaining contractual life for the options outstanding	-		-	

*weighted average exercise price

1,30,435 options bought back during the financial year ended March 31, 2023.(refer note 41)

Notes forming part of the Consolidated financial statements

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The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

	SAMIL Plan - I			
	Vesting I April 26, 2020	Vesting II April 26, 2021	Vesting III April 26, 2022	Vesting IV April 26, 2023
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	27.20%	26.80%	27.70%	28.70%
Risk-free interest rate	7.76%	7.84%	7.86%	7.86%
Weighted average fair market price (₹)	71.56	71.56	71.56	71.56
Exercise price (₹)	50.00	50.00	50.00	50.00
Expected life of options granted in years	4.50	5.50	6.50	7.50
Weighted average fair value of option at the time of grant (₹)	37.79	40.54	43.21	45.66

	SAMIL Plan - IA			
	Vesting I June 02, 2022	Vesting II June 02, 2023	Vesting III June 02, 2024	Vesting IV June 02, 2025
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	51.10%	49.10%	48.60%	48.00%
Risk-free interest rate	5.20%	5.50%	5.80%	6.10%
Weighted average fair market price (₹)	195.00	195.00	195.00	195.00
Exercise price (₹)	50.00	50.00	50.00	50.00
Expected life of options granted in years	3.50	4.50	5.50	6.50
Weighted average fair value of option at the time of grant (₹)	155.10	158.23	161.40	164.27

	SAMIL Plan - IB			
	Vesting II June 02, 2023	Vesting III June 02, 2024	Vesting IV June 02, 2025	Vesting IV June 02, 2026
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	49.10%	48.60%	48.00%	48.00%
Risk-free interest rate	5.50%	5.80%	6.10%	6.30%
Weighted average fair market price (₹)	195.00	195.00	195.00	195.00
Exercise price (₹)	50.00	50.00	50.00	50.00
Expected life of options granted in years	4.50	5.50	6.50	7.50
Weighted average fair value of option at the time of grant (₹)	158.23	161.40	164.27	167.05

	SAMIL Plan - IC			
	Vesting II January 23, 2024	Vesting III January 23, 2025	Vesting IV January 23, 2026	Vesting IV January 23, 2027
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	48.71%	47.22%	47.22%	46.65%
Risk-free interest rate	5.86%	6.16%	6.41%	6.62%
Weighted average fair market price (₹)	238.15	238.15	238.15	238.15
Exercise price (₹)	50.00	50.00	50.00	50.00
Expected life of options granted in years	4.50	5.50	6.50	7.50
Weighted average fair value of option at the time of grant (₹)	201.13	204.13	207.16	209.84

	SAMIL Plan - II
	Vesting I August 16, 2019
Dividend yield (%)	0.00%
Expected volatility	29.00%
Risk-free interest rate	7.80%
Weighted average fair market price (₹)	71.56
Exercise price (₹)	10.00
Expected life of options granted in years	3.50
Weighted average fair value of option at the time of grant (₹)	63.95

Notes forming part of the Consolidated financial statements

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	SAMIL Plan - III			
	Vesting I August 16, 2019	Vesting II March 31, 2020	Vesting III March 31, 2021	Vesting IV March 31, 2022
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	28.10%	27.20%	26.50%	26.60%
Risk-free interest rate	7.80%	7.90%	7.92%	8.01%
Weighted average fair market price (₹)	71.56	71.56	71.56	71.56
Exercise price (₹)	10.00	10.00	10.00	10.00
Expected life of options granted in years	3.50	4.12	5.12	6.12
Weighted average fair value of option at the time of grant (₹)	63.95	64.34	64.89	65.43

32 LEASES

The weighted average incremental borrowing rate applied to lease liabilities as at March 31, 2023 ranges between 8.28% to 9.40%.

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2023:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	7,095.65	4,798.69
Additions (Refer Note 3)	2,365.40	4,143.41
Disposals	(94.78)	(418.50)
Depreciation expense (Refer note 4B)	(1,677.39)	(1,427.95)
Closing balance	**7,688.88**	**7,095.65**

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the year indicated below:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	7,712.33	5,455.13
Additions	2,389.40	4,117.14
Disposals	(116.59)	(649.07)
Accretion of interest	767.19	645.21
Payments	(2,109.53)	(1,802.06)
Lease Modification	-	(54.02)
Closing balance	**8,642.80**	**7,712.33**
Current	1,581.22	1,198.52
Non-current	7,061.58	6,513.81

The following are the amounts recognised in the Statement of Profit or Loss:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation expense of right-of-use assets	1,677.39	1,427.95
Interest expense on lease liabilities	767.19	645.21
Lease payments	(2,109.53)	(1,802.06)
Gain on termination of lease	(21.78)	(282.20)
Total amount recognised in the Statement of Profit or Loss	**313.27**	**(11.10)**

Impact on Consolidated Statement of cashflow [increase/(decrease)]

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Operating lease payments	2,109.53	1,802.06
Net cashflow generated from operating activities	**2,109.53**	**1,802.06**
Payment of principle portion of lease liabilities	(1,342.34)	(1,156.85)
Payment of interest portion of lease liabilities	(767.19)	(645.21)
Net cash flows used in financing activities	**(2,109.53)**	**(1,802.06)**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

33 FINANCIAL INSTRUMENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial assets		
Measured at FVTPL		
Current Investments - Mutual Funds	96,844.01	86,539.16
Investment in Debentures	1,696.80	1,834.92
Measured at amortised cost		
Loan	325.38	2,758.21
Trade Receivables	5,160.37	4,146.04
Cash and cash equivalents	2,611.32	3,390.22
Bank balance other than cash and cash equivalents mentioned above	175.35	2,869.12
Other financial assets	14,787.26	12,185.27
Financial liabilities		
Measured at amortised cost		
Trade payables	2,163.36	2,085.24
Lease liabilities	8,642.80	7,712.33
Other financial liabilities	7,826.10	7,405.90

(i) Financial risk management objectives and policies

The Group's principal financial liabilities comprise trade payables and lease liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds investments in debt instruments, fixed deposits and mutual funds.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The financial risk committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(ii) (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. Market risk comprises of currency risk and other price risk, such as equity price. Financial instruments affected by market risk include debt and equity investments.

(ii) (b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Group obtains market feedback on the creditworthiness of the customer concerned. Customer wise outstanding receivables are reviewed on a monthly basis and where necessary, the credit allowed to particular customers for subsequent sales is adjusted in line with their past payment performance. Credit exposure is controlled by counterparty limits and internal review of receivables by way of Group policy and external litigations with parties which are reviewed and approved by management on a quarterly basis.

For details pertaining to trade recievables and contract assets including impairment allowance on the same refer to Note 18 and for details pertaining to other financial assets including impairment allowance on the same refer to Note 6.

(ii) (c) Financial instruments and cash deposits note

The Group invests in mutual funds and debentures with Balanced risk. The Group recognised provision for expected credit losses/profit on its instruments at fair value through profit and loss.

The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022 is the carrying amounts as per note 5.

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

(ii) (d) **Liquidity risk management**

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at respective reporting dates.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	On demand	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	2,163.36	-	2,163.36
Other financial liabilities	-	7,826.10	-	7,826.10
Lease liabilities	-	1,581.22	7,061.58	8,642.80
Total	**-**	**11,570.68**	**7,061.58**	**18,632.26**

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2022

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	On demand	Due in 1st year	Due in 1 to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	2,085.24	-	2,085.24
Other financial liabilities	-	7,405.90	-	7,405.90
Lease liabilities	-	1,198.52	6,513.81	7,712.33
Total	**-**	**10,689.66**	**6,513.81**	**17,203.47**

34 FAIR VALUE MEASUREMENT

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. In accordance with Ind AS, the Group's investments in debentures and debt mutual funds have been fair valued. The Group has designated investments as fair value through profit and loss. Management assessed that the carrying values of cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate their fair values largely due to the short-term maturities of these instruments.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Financial assets at amortised cost:	325.38	325.38	2,758.21	2,758.21
Loan	5,160.37	5,160.37	4,146.04	4,146.04
Trade Receivables	2,611.32	2,611.32	3,390.22	3,390.22
Cash and cash equivalents	175.35	175.35	2,869.12	2,869.12
Bank balance other than cash and cash equivalents mentioned above	14,787.26	14,787.26	12,185.27	12,185.27
Other financial assets				
Financial Liabilities				
Financial liabilities held at amortised cost:				
Trade payables	2,163.36	2,163.36	2,085.24	2,085.24
Other financial liabilities	7,826.10	7,826.10	7,405.90	7,405.90
Lease liabiliites	8,642.80	8,642.80	7,712.33	7,712.33

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

The Group uses the hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques as mentioned in accounting policies:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Fair Value		Fair Value Hierarchy	Valuation technique and key inputs
	As at March 31, 2023	As at March 31, 2022		
Financial assets				
Investment in Mutual Fund	96,844.01	86,539.16	Level 1	Quoted price in active markets (Net Asset Value issued by fund)
Investment in Debentures	1,696.80	1,834.92	Level 1	Quoted price in active markets

There have been no transfers between Level 1 and Level 2 during the above mentioned periods.

35 RELATED PARTY TRANSACTIONS

A. Details of related parties

Description of relationship	Names of related parties
Key Management Personnel	Mr. Vinay Vinod Sanghi (Chairman and Managing director)
	Ms. Aneesha Bhandary (Chief Financial Officer and Executive Director)
	Mr. Lal Bahadur Pal (Company Secretary and Compliance Officer)
Non-executive directors	Mr. Hemant Luthra (April 23, 2021 to May 11, 2021)
	Ms. Kishori Jayendra Udeshi
	Mr. Vivek Gul Asrani
	Mr. Victor Anthony Perry III
	Mr. Subramanian Lakshminarayan
Relatives of key management personnel	Mr. Varun Sanghi
	Ms. Rashi Uday Gangwal
Enterprise having significant influence over a material subsidiary	Shriram Finance Limited (Formerly known as Shriram Transport Finance Company Limited)

B. Nature of Material Transactions/ Names of Related Parties

(All amounts in ₹ lakhs, unless otherwise stated)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A	**Remuneration to Key management personnel (Refer Note 1 below)**		
1	Mr. Vinay Vinod Sanghi	2,044.43	17,659.09
2	Ms. Aneesha Bhandary	376.87	477.89
3	Mr. Lal Bahadur Pal	36.63	39.92
B	**Enterprises having significant influence over the subsidiary**		
1	**Shriram Finance Limited (Formerly known as Shriram Transport Finance Company Limited)**		
	Payments / Expenses		
a	Other expenses	446.48	518.25
	Receipts/Income		
a	Revenue from contracts with customers	2,524.38	2,235.95
b	Interest on Non-convertible debentures	161.10	193.97
c	Interest on inter-corporate deposit	55.20	127.94
d	Interest on fixed deposit	766.88	434.48
e	Cross charge income	40.20	33.58

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

(All amounts in ₹ lakhs, unless otherwise stated)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	Other Transactions		
a	Inter-corporate deposit repaid	5,927.54	11,960.00
b	Inter-corporate deposit given	3,182.54	9,775.00
c	Investment in Fixed deposits	1,116.29	5,400.00
d	Fixed deposits matured	500.00	-
e	Dividend paid	534.78	-
C	**Director sitting fees**		
1	Mr. Hemant Luthra	-	0.75
2	Ms. Kishori Jayendra Udeshi	10.25	12.25
3	Mr. Vivek Gul Asrani	7.00	13.75
4	Mr. Subramanian Lakshminarayan	9.25	10.25
5	Mr. Victor Anthony Perry III	2.25	4.25
D	**Remuneration to relatives of key management personnel (Refer Note 2 below)**		
1	Mr. Varun Sanghi	110.24	130.29
2	Ms. Rashi Uday Gangwal	23.03	18.02

C. Balance outstanding

(All amounts in ₹ lakhs, unless otherwise stated)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
A	**Shriram Finance Limited (Formerly known as Shriram Transport Finance Company Limited)**		
1	Inter-corporate deposit (Receivable)	-	2,745.00
2	Interest receivable	75.10	60.74
3	Investment in Non-convertible debentures	1,696.80	1,834.92
4	Investment in Fixed Deposit	9,716.29	7,400.00
5	Interest receivable on fixed deposit	1,122.64	414.74
6	Trade Receivable	15.06	15.49
B	Director sitting fees - Mr. Victor Anthony Perry III	-	0.90

Note 1: Remuneration to KMP includes share based payment expenses of ₹ 1,714.79 lakhs determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 2: Remuneration to relatives of KMP includes share based payment expenses of ₹ 65.95 lakhs determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 3: The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operations.

36 CAPITAL AND OTHER COMMITMENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	9.80	60.59

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

37 CONTINGENT LIABILITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Income Tax (refer note (i) and (ia) below)	0.65	66.43
Services Tax (refer note (ii) below)	48.64	48.64
Maharashtra Value Added Tax (refer note (iii) below)	-	75.28
Bank Guarantee (refer note (iv) below)	-	2,700.00

i) The Group received intimation u/s 143(1) from the Income Tax Authorities requiring the subsidiaries to pay additional tax of NIL (March 31, 2022: ₹ 58.93 lakhs) for Shriram Automall India Limited , NIL (March 31, 2022 : ₹ 0.65 lakhs) for Adroit Inspection Services Private Limited and NIL (March 31,2022 : ₹ 6.85 lakhs) for CarTradeExchange Solutions Private Limited for assessment year 2020-21. The department is of the view that income tax rate should have been charged @ 25% instead of 22% (under section 115 BAA) for AY 2020-21. The Shriram Automoll India Limited has filed an appeal with CIT(A) against the said demand of ₹ NIL (March 31,2022: ₹ 58.93 lakhs). On January 05, 2023 the CIT(A) has passed the order in favour of the assessee. The CarTradeExchange Solutions Private Limited and Adroit Inspection Services Private Limited have filed a rectification u/s 154 of the Income Tax Act, 1961 and order was passed in favour of the subsidiary company during the year ended March 31, 2023.

ia) Adroit Inspection Services Private Limited ("subsidiary company") has received demands u/s 201(1)/201(1A) of the Income Tax Act, 1961 aggregating to ₹ 0.65 lakhs (March 31, 2022 : Nil) on account of interest on TDS on provision for expenses during the FY2017-18, FY2018-19 and FY2019-20 as reported in the Tax Audit Report of respective assessment years. The subsidiary company has however, disallowed the said expenses u/s 40(a)(ia) while calculating the income tax for respective financial years. The subsidiary company has filed an appeal before CIT(A) against said orders received u/s 201(1)/201(1A) of the Income Tax Act, 1961. The management is confident of favourable outcome in Appeal.

ii) Shriram Automall India Limited ("subsidiary company") has received show cause notice during FY2015-16, wherein it was alleged that the subsidiary company has incorrectly availed Cenvat Credit of ₹ 24.56 lakhs (March 31, 2022: ₹ 24.56 lakhs) on ineligible services not related to the Output and certain capital goods. It was also alleged that the subsidiary company availed Cenvat Credit of ₹ 17.44 lakhs (March 31, 2022: ₹ 17.44 lakhs) on input services commonly used in respect of taxable and exempt services. Additionally, adjudicating authority imposed the interest & penalty of ₹ 42 lakhs (March 31, 2022: ₹ 42 lakhs), which was confirmed by Commission of Service Tax (Appeal). The subsidiary company has adjusted / paid service tax amounting to ₹ 36 lakhs (March 31, 2022: ₹ 36 lakhs) and filed the appeal in Service Tax Appellate Tribunal. The management is confident of favourable outcome in Appeal.

The subsidiary company has received show cause notice during FY2015-16 for prior years, wherein it was alleged that the subsidiary company has incorrectly availed Cenvat Credit of ₹ 25.80 lakhs (March 31, 2022: ₹ 25.80 lakhs) and has also not discharged service tax liability of ₹ 44.12 lakhs (March 31, 2022: ₹ 44.12 lakhs) on its output services. The subsidiary company has provided for & paid the demand of ₹ 44.12 lakhs (March 31, 2022: ₹ 44.12 lakhs) and opted for Sabka Vishwas (Legacy Dispute Resolution) Scheme 2019. The subsidiary company has filed the application on October 10, 2019 and the relief was granted for ₹ 25.80 lakhs under Sabka Vishwas (Legacy Dispute Resolution) Scheme 2019.

(iii) Maharashtra VAT authorities have alleged that Shriram Automall India Limited (""subsidiary company"") is regularly conducting auction sale of motor vehicles repossessed by financing companies, which are taxable under MVAT Act. However, the subsidiary company has neither obtained registration under MVAT Act nor discharged VAT on the sale of repossessed motor vehicles. As per the authorities, the subsidiary company would qualify as a 'deemed dealer' under the MVAT Act as Section 2(8) of MVAT Act provides that an auctioneer would also be regarded as a 'deemed dealer' and activity of selling/auctioning of repossessed vehicles qualifies as 'sale' under MVAT Act. Accordingly, authorities have imposed VAT (along with interest and penalty) of ₹ 181.28 lakhs (March 31, 2022: ₹ 181.28 lakhs) on the value of motor vehicles auctioned by the subsidiary company. The subsidiary company had filed an appeal before Commissioner (Appeals) against the above Order. The Commissioner (Appeals) has given deduction for the services fees recovered by the subsidiary company from vendors for providing auction services and for the Instances wherein the subsidiary company has produced documents to prove that VAT has been duly paid by the vendor and, passed an OIA against the subsidiary company. The subsidiary company has paid ₹ 99.03 lakhs (March 31, 2022: ₹ 99.03 lakhs) under protest. The subsidiary company has made provision of ₹ 41.00 lakhs (net off of payment by vendors of ₹ 65.00 lakhs) towards demand and remaining amount of ₹ 75.28 lakhs was disclosed as contingent liability. During the year ended March 31, 2023, the subsidiary company has filed an application under Amensty Scheme 2022 issued by the Maharashtra State Government

Notes forming part of the Consolidated financial statements

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for Settlement of Arrears of Tax, Interest and Penalty. The subsidiary company has opted for one time payment option and availed waiver as per scheme and received the settlement order from the department during the year ended March 31, 2023.

iv) Previous year the bank guarantee was created as lien with the National Stock Exchange for 1% of the issue size of ₹ 3,000 lakhs after reducing ₹ 300 lakhs prior to opening of the issue. This bank guarantee was valid up till August 04, 2022. On June 23, 2022 the National Stock Exchange has released the bank guarantee.

v) Shriram Automall India Limited ("subsidiary company") has received various claims from its customers, in relation to the services rendered by it. The subsidiary company has either responded to such claims directly to customers or filed a response with appropriate authorities, where such claims were lodged by the customers. There exists an uncertainty over the outcome of such cases, however the management believes that the subsidiary company is acting merely as a facilitator and accordingly, is confident of favourable outcome based on the advice of its legal counsel and therefore not recorded any provision against such claims.

38 SUBSIDIARIES CONSIDERED IN THE PREPARATION OF THE CONSOLIDATION OF FINANCIAL STATEMENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Name of Subsidiary	Percentage of effective ownership As at March 31, 2023	As at March 31, 2022
(a) Subsidiaries		
CarTrade Finance Private Limited	100.00%	100.00%
Shriram Automall India Limited (SAMIL)	55.43%	55.43%
CarTrade Foundation	100.00%	100.00%
(b) Subsidiaries of Shriram Automall India Limited		
Adroit Inspection Services Private Limited (Adroit)	55.43%	55.43%
CarTrade Exchange Solutions India Private Limited (CTE)	55.43%	55.43%
Augeo Asset Management Private Limited (Augeo)*	55.43%	30.40%

*W.e.f. July 01, 2022 , SAMIL has become 100% holding company of Augeo by acquiring remaining 45.15% shares.
The Parent Company owns 55.43% of SAMIL which inturn owns 100% in Adroit, CTE and Augeo.

39 During the previous year the Company completed the Initial Public Offer ('IPO') of its equity shares and listed its shares on Bombay Stock Exchange and National Stock Exchange on August 20, 2021, of 1,85,32,216 equity shares of face value of ₹ 10 each ("Equity Shares") for cash at a price of ₹ 1,618 per equity share. The offer had constituted 40.43% of the Company's post-offer paid-up equity share capital, which was offered in the IPO through an offer for sale of 1,85,32,216 equity shares aggregating to ₹ 2,99,851.25 lakhs ("Offer For Sale" or "Offer") by selling shareholders of the Company. The IPO expense has been estimated at ₹ 10,694.71 lakhs , of which ₹ 10,325.47 was incurred and paid as on March 31, 2022. The Company has received the No Objection Certificate (NOC) from National Stock Exchange (NSE) on April 22, 2022 and from Securities & Exchange Board of India on June 13, 2022. Balance amount of ₹ 369.24 lakhs paid to the selling shareholders in two tranche i.e. on August 19, 2022 and September 12, 2022.

40 STATEMENT OF MATERIAL PARTLY-OWNED SUBSIDIARIES

Proportion of equity interest held by non-controlling interests

Name of Subsidiary	Country of incorporation and operation	As at March 31, 2023	As at March 31, 2022
Shriram Automall India Limited (SAMIL)	India	44.57%	44.57%

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

Disclosure of Non-controlling interest

(All amounts in ₹ lakhs, unless otherwise stated)

Particular	As at March 31, 2023	As at March 31, 2022
Accumulated balances of material non-controlling interest	7,113.06	7,868.59
Profit allocated to material non-controlling interest	496.76	1,277.55

Summarised balance sheet

(All amounts in ₹ lakhs, unless otherwise stated)

Particular	As at March 31, 2023	As at March 31, 2022
Property, Plant and Equipment ,Other intangible assets and other non-current assets	21,783.16	23,238.09
Cash and cash equivalents, other current and financial assets	9,833.22	8,393.30
	31,616.38	**31,631.39**
Provisions	367.47	214.81
Trade and other payable	15,289.61	13,762.13
	15,657.08	**13,976.94**
Total Equity	**15,959.30**	**17,654.45**
Equity holders of Parent	8,846.24	9,785.86
Non- Controlling interest	7,113.06	7,868.59

Summarised profit and loss for the year ended

(All amounts in ₹ lakhs, unless otherwise stated)

Particular	As at March 31, 2023	As at March 31, 2022
Revenue from Operations	16,409.89	15,654.87
Other Income	1,333.94	1,289.95
	17,743.83	**16,944.82**
Other Expenses	15,346.01	12,590.77
Finance Cost	690.98	566.67
	16,036.99	**13,157.44**
Profit Before Tax	**1,706.84**	**3,787.38**
Tax Expense	**548.32**	**922.58**
Profit for the year before OCI	**1,158.52**	**2,864.80**
Other Comprehensive income (OCI)	**(43.96)**	**1.60**
Total Comprehensive income	**1,114.56**	**2,866.40**
Equity holders of Parent	617.80	1,588.85
Non- Controlling interest	496.76	1,277.55

Summarised Cash flow for the year ended

(All amounts in ₹ lakhs, unless otherwise stated)

Particular	As at March 31, 2023	As at March 31, 2022
Net Cash generated from Operations	3,548.38	4,535.65
Net Cash generated from / (used in) Investing Activities	1,125.28	(2,599.80)
Net Cash used in Financing Activities	(4,410.17)	(1,414.53)
Net increase in cash and cash equivalents	**263.49**	**521.32**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

41 During the year ended March 31, 2023, Shriram Automall India Limited ("company") bought-back 2,72,156 shares granted under Employee Stock Option Plan ('ESOP') at a price of ₹ 600 per shares, for a consideration of ₹ 1,632.94 lakhs. These ESOPs were extinguished subsequently by the Company management.

42 During the year ended March 31, 2023, Shriram Automall India Limited ("the subsidiary company") paid a final dividend, for the year ended March 31, 2022, of ₹ 1,200 lakhs @ ₹ 4/- per equity share, which was approved by the subsidiary company's shareholders in their Annual General Meeting (AGM) held on August 22, 2022.

43 STATEMENT CONTAINING SPECIFIC DISCLOSURE OF THE ENTITIES WHICH ARE INCLUDED IN CONSOLIDATED SUMMARY FINANCIAL INFORMATION

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 for the year ended March 31, 2023 and March 31, 2022.

For the year ended March 31, 2023

Name of the entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	₹ in lakhs	As % of consolidated profit or loss	₹ in lakhs	As % of consolidated other comprehensive income	₹ in lakhs	As % of total comprehensive income	₹ in lakhs
Parent								
CarTrade Tech Limited	94.19%	1,99,901.83	57.47%	2,323.65	13.86%	(9.51)	58.22%	2,314.14
Subsidiaries								
Shriram Automall India Limited	0.56%	1,194.77	16.65%	673.35	35.52%	(24.37)	16.33%	648.98
CarTrade finance Private Limited	(0.02%)	(52.51)	0.12%	4.99	-	-	0.13%	4.99
CarTrade Foundation	0.00%	(0.48)	(0.01%)	(0.48)	-	-	(0.01%)	(0.48)
Subsidiaries of SAMIL and stepdown subsidiaries of CarTrade								
Adroit Inspection Services Private Limited	0.36%	770.32	0.17%	7.00	3.35%	(2.30)	0.12%	4.70
CarTradeExchange Solutions Private Limited	1.30%	2,761.29	9.16%	370.19	8.88%	(6.09)	9.16%	364.10
Augeo Asset Management Private Limited	(0.11%)	(230.66)	0.52%	21.06	-	-	0.53%	21.06
Non-controlling Interests in all subsidiaries	3.72%	7,895.65	15.92%	643.61	38.39%	(26.34)	15.53%	617.27
Total	**100.00%**	**2,12,240.21**	**100.00%**	**4,043.37**	**100.00%**	**(68.61)**	**100.00%**	**3,974.76**

For the year ended March 31, 2022

Name of the entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	₹ in lakhs	As % of consolidated profit or loss	₹ in lakhs	As % of consolidated other comprehensive income	₹ in lakhs	As % of total comprehensive income	₹ in lakhs
Parent								
CarTrade Tech Limited	93.38%	1,93,707.61	121.09%	(14,694.09)	80.46%	(22.57)	120.99%	(14,716.66)
Subsidiaries								
Shriram Automall India Limited	1.65%	3,428.56	(13.50%)	1,637.93	(3.13%)	0.88	(13.47%)	1,638.81
CarTrade finance Private Limited	(0.03%)	(57.51)	0.06%	(7.30)	-	-	0.06%	(7.30)
CarTrade Foundation	-	-		-	-	-	-	-
Subsidiaries of SAMIL & stepdown subsidiaries of CarTrade								
Adroit Inspection Services Private Limited	0.21%	434.54	(0.14%)	16.74	3.87%	(1.09)	(0.13%)	15.65
CarTradeExchange Solutions Private Limited	0.27%	566.56	1.05%	(127.26)	12.21%	(3.43)	1.07%	(130.69)
Augeo Asset Management Private Limited	(0.07%)	(152.30)	0.30%	(36.20)	(1.17%)	0.33	0.29%	(35.87)
Non-controlling Interests in all subsidiaries	4.58%	9,507.82	(8.86%)	1,074.98	7.74%	(2.17)	(8.82%)	1,072.81
Total	**100.00%**	**2,07,435.28**	**100.00%**	**(12,135.20)**	**100.00%**	**(28.05)**	**100.00%**	**(12,163.25)**

Notes forming part of the Consolidated financial statements

as at and for the year ended March 31, 2023

44 THE GROUP HAS COMPLIED WITH THE NUMBERS OF LAYERS PRESCRIBED UNDER CLAUSE (87) OF SECTION 2 OF THE ACT READ WITH COMPANIES (RESTRICTION ON NUMBER OF LAYERS) RULES, 2017.

Sr. No.	Name of subsidiary	CIN of subsidiary company	Name of holding company	CIN of holding company	% of shares held by holding company
1	Shriram Automall India Limited	U50100TN2010PLC074572	CarTrade Tech Limited	L74900MH2000PLC126237	55.43%
2	CarTrade Finance Private Limited	U67100MH2019PTC327412	CarTrade Tech Limited	L74900MH2000PLC126237	100.00%
3	CarTrade Foundation	U85300MH2021NPL363767	CarTrade Tech Limited	L74900MH2000PLC126237	100.00%
4	Adroit Inspection Services Private Limited	U93000DL2016PTC292367	Shriram Automall India Limited	U50100TN2010PLC074572	100.00%
5	CarTrade Exchange Solutions Private Limited	U74120MH2012PTC237037	Shriram Automall India Limited	U50100TN2010PLC074572	100.00%
6	Augeo Asset Management Private Limited	U67200DL2019PTC351745	Shriram Automall India Limited	U50100TN2010PLC074572	100.00%

45 OTHER STATUTORY INFORMATION

i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

ii) The Group does not have any transactions with companies struck off.

iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

v) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vi) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf

vii) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

46 There are no significant events after the reporting date that require disclosure in there consolidated financial statements.

As per our report of even date.

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

For and on behalf of the Board of Directors of
CarTrade Tech Limited
(formerly known as "MXC Solutions India Private Limited")

per **Govind Ahuja**
Partner
Membership no: 048966
Place: Mumbai
Date: April 28, 2023

Vinay Vinod Sanghi
Chairman and Managing Director
DIN: 00309085
Place: Mumbai
Date: April 28, 2023

Aneesha Bhandary
Chief Financial officer and Executive Director
DIN: 07779195
Place: Mumbai
Date: April 28, 2023

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS :40812
Place: Mumbai
Date: April 28, 2023

NOTICE OF TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the twenty third (23rd) Annual General Meeting **("AGM")** of the members of **CARTRADE TECH LIMITED** will be held on Wednesday, September 27, 2023 at 10.00 am (IST) through video conferencing/other audio visual means to transact the following businesses.

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT;**

   a. **THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON;**

   "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon as circulated to the members be and are hereby considered and adopted."

   b. **THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.**

   "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon as circulated to the members be and are hereby considered and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. VICTOR ANTHONY PERRY III (DIN: 06992828) WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT;**

   "RESOLVED THAT in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Victor Anthony Perry III (DIN: 06992828), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

3. **APPROVAL OF RELATED PARTY TRANSACTION BETWEEN SHRIRAM AUTOMALL INDIA LIMITED AND SHRIRAM FINANCE LIMITED (FORMERLY KNOWN AS SHRIRAM TRANSPORT FINANCE COMPANY LIMITED) ("SFL");**

   TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION;

   "RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned below, between two 'Related Parties' of the Company, i.e., Shriram Automall India Limited ("SAMIL") being material unlisted subsidiary of the Company with Shriram Finance Limited (formerly known as Shriram Transport Finance Company Limited) ("SFL"), on such terms and conditions as may be mutually agreed between SAMIL and SFL, for an aggregate value not exceeding Rs.15,670.00/- lakhs during the financial year 2023-24, put together which is in excess of limit specified in Regulations 23(1) of the SEBI LODR Regulations, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

4. **TO CONSIDER AND APPROVE INCREASE IN REMUNERATION OF MRS. ANEESHA BHANDARY (DIN: 07779195), EXECUTIVE DIRECTOR AND CFO OF THE COMPANY;**

   TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION;

   "RESOLVED THAT pursuant to the provisions of Sections 117, 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of CarTrade Tech Limited ("Company") and HR Policies of the Company, ESOP Schemes and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for increase in remuneration of Mrs. Aneesha Bhandary, Executive Director and Chief Financial Officer ("CFO") of the Company, as set out in the explanatory statement, which remuneration shall be valid and payable (i) in the event the Company has adequate profits as per the Act, for the remainder of her tenure as the Executive Director and CFO with effect from April 01, 2024; and (ii) for a period not exceeding 3 (three) years from April 01, 2024 to March 31, 2027 in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during her tenure with liberty to the Directors to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Board of Directors and Mrs. Aneesha Bhandary.

   RESOLVED FURTHER THAT the terms of remuneration as mentioned in the explanatory statement shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the said remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mrs. Aneesha Bhandary, Executive Director and CFO of the Company, subject to such other approvals as may be necessary.

   RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mrs. Aneesha Bhandary, Executive Director and CFO of the Company within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable law.

   RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, Mr. Vinay Vinod Sanghi, Chairman and Managing Director of the Company and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

For and on behalf of the Board of Directors
For CarTarde Tech Limited

Sd/-
Lalbahadur Pal
Company Secretary and Compliance Officer

Place: Mumbai
Date: September 05, 2023

Registered Office:
12th Floor Vishwaroop IT Park Sector 30A,
Vashi Navi Mumbai Thane – 400 705, Maharashtra.

NOTES FOR MEMBERS ATTENTION:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ("AGM") through video conferencing ("VC") or other audio visual means ("OAVM") read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022, 10/2022 dated December 28, 202 and 11/2022 dated December 28, 2022 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic" and Circular Nos. SEBI/HO/ CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM"/ "the Meeting") through VC/ OAVM, without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company.
3. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 3 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM is also annexed. Requisite declaration/s have been received from the Director/s for seeking re-appointment.
5. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to at csspimartey@gmail.com with a copy marked to the RTA at rnt.helpdesk@linkintime.co.in and the Company Secretary at l.pal@cartrade.com not less than 48 (forty eight) hours before the commencement of the AGM.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 (collectively referred to as "Circulars"), notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company and/or with Depository Participants (DPs). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23 and Notice of the 23rd AGM of the Company, he/ she may send a request to the Company by writing at investor@cartrade.com or Link Intime India Private Limited ("Link Intime") at rnt.helpdesk@linkintime.co.in. Members may note that the Notice and the Annual Report for the financial year 2022-23 will also be available on the Company's website at www.cartradetech.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), website of Registrar and Transfer Agent ("RTA") i.e. Link Intime at https://linkintime.co.in/.
11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 23rd AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; the certificate from the Secretarial Auditor of the Company stating that the Company has implemented the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investor@cartrade.com.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their pan details to their depository participants. Members holding shares in physical form are requested to submit their pan details to the Company's RTA.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. Non-resident Indian shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/ or the Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact Company's Registrars and Transfer Agent, Link Intime India Private Limited ('RTA') at rnt.helpdesk@linkintime.co.in for assistance in this regard.
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

17. **VOTING BY MEMBERS**

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
   1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
   2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
   3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
   1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
   2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
   3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
   4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

   You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
   - **A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
   - **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
   - **C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
   - **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

     *Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

     *Shareholders holding shares in NSDL form, shall provide 'D' above

     - ► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
     - ► Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

18. **Process and manner for attending the Annual General Meeting through InstaMeet:**

    1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on "**Login**".

► Select the "**Company**" and '**Event Date**' and register with your following details: -

A. **Demat Account No.** or **Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/ Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

19. **OTHER INFORMATION RELATED TO E-VOTING**

    a. The e-voting period will commence on Saturday, September 23, 2023 09.00 a.m. (IST) and ends on Tuesday, September 26, 2023 05.00 p.m. (IST) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disable by Link Intime India Private Limited thereafter. Please note that once the vote on a resolution has been casted, the Members cannot change it subsequently.

    b. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Wednesday, September 20, 2023 (Day and Date) only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

    c. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.

    d. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 20, 2023.

    e. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at www.instavote.linkintime.co.in or write an e-mail to enotices@linkintime.co.in or investor@cartrade.com

f. Every client ID no. /folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM

g. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no. /folio no., which may be used for sending future communication(s).

20. GENERAL INSTRUCTIONS:

a. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

b. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

c. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

d. At the AGM, the Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.

e. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

f. The results along with the consolidated Scrutinizer's Report shall be declared by means of:

(i) dissemination on the website of the Company i.e. www.cartrade.com and website of LIIPL i.e. www.instavote.linkintime.co.in ; and

(ii) communication to BSE Limited and National Stock Exchange of India Limited thereby enabling them to disseminate the same on their respective websites.

g. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 27, 2023.

21. CORRESPONDENCE

Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or RTA, quoting their folio number or DP ID - client ID, as the case may be.

For any queries/issues (including but not limited to Annual Report/AGM), you may reach the Company team /RTA at the address for correspondence provided in the section 'General Shareholder Information' of the Annual Report.

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 3 of the accompanying Notice dated September 05, 2023.

Item No. 3

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2023, all Material Related Party Transactions (the "RPT") shall require prior approval of the shareholders by means of an Ordinary Resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crores or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

The Management has provided the Audit Committee with relevant details of the proposed RPT, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for the said RPT. The Audit Committee has noted that the said transaction will be at an arm's length pricing basis and will be in the ordinary course of business.

Sr. No.	Description	Details of Related Party Transaction between Shriram Automall India Limited ("SAMIL") and Shriram Finance Limited (formerly known as Shriram Transport Finance Company Limited) ("SFL")
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	SAMIL is a material unlisted subsidiary of the Company
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	Payment of license fees, sharing of rent & maintenance expenses of yards, providing access to SAMIL at branch office of SFL, sharing of rent and maintenance expenses of yards, business sourcing fees, interest on inter-corporate loans/deposits, interest on Sub-Ordinate Debt/FD/NCD and reimbursement of admin expenses. The monetary value of the proposed transaction is approx. Rs. 15,670.00/- lakhs during the financial year 2023-24.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	43.08% of the Company's annual consolidated turnover
1.	Justification for the proposed RPTs.	Normal course of business.
2.	Details of Transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction.	Normal course of business.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	No
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Unsecured in nature, Interest rate is 4.50% per annum. Tenure is payable on demand.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Normal course of business

Sr. No.	Description	Details of Related Party Transaction between Shriram Automall India Limited ("SAMIL") and Shriram Finance Limited (formerly known as Shriram Transport Finance Company Limited) ("SFL")
3.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NA
4.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Vinay Vinod Sanghi – Common Director Mrs. Aneesha Bhandary – Common Director
5.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Except for Mrs. Aneesha Bhandary and Mr. Vinay Vinod Sanghi, none of the other Directors, KMPs and / or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 3 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 4

Mrs. Aneesha Bhandary, Executive Director and CFO of the Company has been associated with the Company for a period of approximately eight years and has been instrumental in the growth and development of the Company. Leading from the front, she has made invaluable contribution in the recent acquisition of Sobek Auto India Private Limited ("OLX Auto") by the Company. Considering the efforts and contributions made by Mrs. Aneesh Bhandary and as a reward for the said efforts, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on September 05, 2023, subject to approval of members of the Company have approved the increase of her remuneration for a period of three years starting from April 01, 2024 to March 31, 2027.

Further, pursuant to the provisions of Sections 178, 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

For the financial year 2024-25, the profits of the Company may or may not be adequate and therefore the remuneration payable to Mrs. Aneesha Bhandary may exceed the limits prescribed under the provisions of the Companies Act, 2013.

While the Company can pay the remuneration (as set out below) to Mrs. Aneesha Bhandary when the Company has sufficient profits for the full term, in the event that the Company does not have profits or has inadequate profits in any financial year, pursuant to applicable provisions of Schedule V of the Companies Act, 2013, the Company can pay remuneration, to its directors, higher than the amounts set out in Section II of Part II of Schedule V of Companies Act, 2013 by passing a special resolution in the general meeting, and such remuneration shall be valid for a period not exceeding 3 (three) years. The details and terms of remuneration proposed to be paid to Mrs. Aneesha Bhandary, Executive Director and CFO of the Company despite inadequacy or absence of profits is as under:

I. NATURE OF DUTIES:

The Executive Director and CFO shall, devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Director from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

II. REMUNERATION PAYABLE:

i. Fixed Compensation: The maximum fixed remuneration to be paid to Mrs. Aneesha Bhandary shall be Rs. 1,49,31,000/- per annum shall include Basic Salary, House rent allowance, conveyance, Contribution to Provident Fund and Gratuity Fund and other allowances.

These perquisites and allowances may be granted to the above-mentioned Director in the manner as the Board may decide as per the Policy/Rules of the Company.

- House rent allowance;
- Conveyance;
- Contribution to provident fund, superannuation fund or annuity fund to the extent;
- these either singly or put together are not taxable under the Income-tax Act, 1961;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;

ii. Performance Linked Variable Remuneration (PLVR): Performance Linked Variable Remuneration shall be paid over and above fixed compensation according to the Scheme of the Company for each of the financial years as may be decided by the Nomination and Remuneration Committee / Board of Directors which shall be evaluated based on any criteria including but not limited to financial results, overall stakeholder value creation, achieving new business scalability and overall growth of the Company which can be further based on the qualitative and quantitative data analysis and market conditions at the end of each quarter and financial year and other relevant factors having regard to the performance of the above mentioned Director for each year.

The maximum aggregate remuneration (including fixed remuneration, performance linked variable remuneration and excluding other facilities) to be paid to Mrs. Aneesha Bhandary shall be Rs. 1,65,90,000/- payable annually. In addition to the above, Mrs. Aneesha Bhandary shall be eligible for club facilities, memberships, medical and life insurance cover, hospitalization cover, telecommunication facility including internet facility, including employee stock options and/or any other allowances, perquisites and facilities as per the Rules of the Company.

III. MINIMUM REMUNERATION:

Notwithstanding anything to the contrary herein contained, where in any financial year during the period of 3 years in the currency of the tenure of the Executive Director and CFO, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director and CFO remuneration by way of basic salary, benefits, perquisites and allowances, performance bonus and Long Term incentive plan and retirement benefits, as specified above.

The proposed resolution shall not be in substitution or supersession of shareholders resolution passed earlier on September 27, 2022 unless the aforementioned remuneration and period is approved by the shareholders of the Company in the 23rd Annual General Meeting.

The Board seeks the approval of the members of the Company for the increase in remuneration of Mrs. Aneesha Bhandary, as set out above, which remuneration shall be valid and payable (a) in the event the Company is profit making, for the remainder of her term as the Executive Director and CFO of the Company with effect from April 1, 2024; and (b) for a period of 3 (three) years effective from April 1, 2024 to March 31, 2027 in the event that the Company has no profits or has inadequate profits in any financial year.

The Company does not have any outstanding dues to any bank or public financial institution or non-convertible debenture holder or any secured creditor, and therefore, there is no requirement to obtain prior approval of any bank or public financial institution or non-convertible debenture holder or any secured creditor of the Company in relation to the remuneration payable to Mrs. Aneesha Bhandary.

Brief resume of Mrs. Aneesha Bhandary additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure to this Notice. The Board recommends the Special Resolution as set out at item No. 4 of the accompanying Notice for approval by the members.

Except Mrs. Aneesha Bhandary, being an appointee, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

ANNEXURE TO THE EXPLANATORY STATEMENT

Disclosure pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, is as under:

1	**Name of the Director DIN**	**Mrs. Aneesha Bhandary DIN: 07779195**	**Mr. Victor Anthony Perry III DIN: 06992828**
2.	**Date of Birth**	July 10, 1986	14-08-1953
3.	**Age**	37	70
4.	**Qualification**	Chartered Accountant	Civil Engineering from University of Virginia, and earned an MBA, in 1980, from Harvard Business School
5.	**Experience & Nature of Expertise**	Mrs. Aneesha Bhandary is a chartered accountant with the Institute of Chartered Accountants of India. She was previously employed with S. R. Batliboi & Co. LLP and has 16 years of experience in the field of finance. She joined Automotive Exchange Private Limited (an erstwhile Subsidiary which was subsequently amalgamated with our Company) as AVP - Finance on December 8, 2015. She was then appointed as the Chief Financial Officer of our Company on July 21, 2020 and Executive Director on April 23, 2021.	Mr. Victor Anthony Perry III, better known as Chip Perry, is the former president and CEO of TrueCar, Inc., a Santa Monica-based automotive pricing and information website In 1997, Perry was the first employee of AutoTrader.com, and was CEO until 2013. In that time, AutoTrader became the largest third-party vehicle shopping website, with over $1.5 billion in annual revenue.[5] As CEO, Perry oversaw a series of acquisitions at AutoTrader, including Kelley Blue Book, VinSolutions, vAuto and HomeNet Automotive, companies that are now part of the Cox Automotive group. Before joining AutoTrader, Perry worked in Los Angeles for the consulting firm McKinsey & Co. and at the business development arm of the Los Angeles Times. After leaving AutoTrader in 2013, Perry was president and CEO of RentPath. Perry joined TrueCar as CEO on December 15, 2015, and resigned May 31, 2019
6.	**The last drawn remuneration**	₹ 90.34 lakhs (Remuneration) during FY23	₹ 2.25 lakhs (sitting fee) during FY23
7.	**Date of first appointment on the Board**	April 23, 2021	October 22, 2014
8.	**Shareholding of the Director in the Company**	2,500 equity share, 0.01% as on date	50,546 equity share, 0.11% as on date
9.	**Relationships with other Directors, Manager and other Key Managerial Personnel of the Company**	She is not related to any Director and Key Managerial Personnel of the Company.	He is not related to any Director and Key Managerial Personnel of the Company.
10.	**Number of Board Meetings attended during the year**	6 Board Meetings	03 Board Meetings
11.	**Directorships held in other companies**	1. Shriram Automall India Limited – Director; 2. CarTrade Finance Private Limited – Director; 3. CarTrade Foundation - Director; and 4. Sobek Auto India Private Limited - Director.	Nil
12.	**Committee Chairmanships / Memberships**	1. CarTrade Tech Limited i. Stakeholder Relationship Committee – Member; ii. Risk Management Committee – Member; iii. Corporate Social Responsibility Committee – Chairperson; iv. IPO Committee - Member; and v. Internal Complaints Committee - Presiding Officer.	1. CarTrade Tech Limited i. Stakeholder Relationship Committee – Member.

Information as per Schedule V to the Companies Act, 2013 is as under:

I. General Information:

1	Nature of Industry	The Company engaged in the business of maintaining a multi-channel auto platform with coverage and presence across vehicle types and value-added services. These platforms operate under several brands: CarWale, CarTrade, Shriram Automall, BikeWale, CarTradeExchange, Adroit Auto and Olx. Through these platforms, The Company enable new and used automobile customers, vehicle dealerships, vehicle OEMs and other businesses to buy and sell their vehicles in a simple and efficient manner.
2.	Date or expected date of commencement of commercial Production	The Company commenced business from July 06, 2009.
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	Performance indicator shall be decided by the board of director from time to time.
5.	Foreign investments or collaborations, if any	The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. Information about the Directors to whom remuneration is payable as mentioned above:

Sr. No	Particulars	Aneesha Bhandary
1.	Background Details	Detailed in brief resume as above
2.	Past Remuneration	Detailed as mentioned above
3.	Recognition or awards	Detailed in brief resume as above
4.	Job Profile and suitability	Detailed in brief resume as above and as mentioned in the Explanatory Statement
5.	Remuneration proposed	As provided in detail in the Explanatory Statement
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)	The Company requires expertise for optimum utilization of various resources in the business as well as strategizing the newly acquired businesses by the Company. Mrs. Aneesha Bhandary has successfully proved expertise in the said areas in an effective manner. The remuneration proposed is commensurate with other organisations of the similar type, size and nature.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other director, if any	Mrs. Aneesha Bhandary is holding 2,500 Equity Shares, constituting 0.01% voting power in the Company as on the date of notice. Mrs. Aneesha Bhandary also holds 2,07,500 number of ESOP options.

III. Other Information:

01. **Reasons of loss or inadequate profits**

The Company continues to invest in growing and strengthening the auto-ecosystem and providing digital transformations solutions to its partners. The Company makes substantial investments towards product and engineering talent acquisition and retention to build technology solutions, expanding sales and service team to serve our partners better and expanding our customer base by providing an excellent experience. The Company including its subsidiaries and associates has presence in online automobile marketplace which provides buyers and sellers a structured platform for buying and selling of new & used cars including two wheelers also exchange of pre-owned commercial vehicles, passenger vehicles, construction and industrial equipment etc. and automobile inspection, valuation, certification and other allied service in the automobile segment.

02 **Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms**

The management continues to be cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute to increased revenues and higher margins.

Para 1 of Part III of Schedule V to the Companies Act, 2013 mandates the appointment and remuneration of Managerial Personnel to be approved in the General Meeting by way of Special Resolution.

Copy of letter of appointment/ employment agreement constituting terms and conditions of appointment and other allied documents, being referred in the resolution would be available for inspection by the Members free of cost, in physical or electronic form during business hours i.e., 09:30 a.m. to 05:30 p.m. at the Registered Office of the Company.

Notes

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