

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP

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Independent Auditor's Report

To the Members of Gaussian Networks Private Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Gaussian Networks Private Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2019, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.
3. We conducted our audit in accordance with the Standards on Auditing 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 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 ('ICAI') 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 opinion.

Information other than the Financial Statements and Auditor's Report thereon

4. The Company's Board of Directors is responsible for the other information. Other information does not include the financial statements and our auditor's report thereon.



Gaussian Networks Private Limited
Independent Auditor's Report on the Audit of the Financial Statements

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. Reporting under this section is not applicable as no other information is obtained at the date of this auditor's report.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

5. 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 financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the 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.
7. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

8. Our objectives are to obtain reasonable assurance about whether the 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 Standards on Auditing 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 financial statements.
9. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the 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.



Gaussian Networks Private Limited Independent Auditor's Report on the Audit of the Financial Statements

- 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 explaining our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. 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.

Report on Other Legal and Regulatory Requirements


11. The Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197 (16) of the Act is not applicable.
12. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
13. Further to our comments in Annexure A, as required by section 143(3) of the Act, we report that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the financial statements dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
 - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of section 164(2) of the Act;



Gaussian Networks Private Limited
Independent Auditor's Report on the Audit of the Financial Statements

- f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report dated 6 April 2019 as per Annexure B expressed unmodified opinion;
- g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (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 litigation which would impact its financial position as at 31 March 2019;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2019;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019;
 - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013


Nikhilesh Nagar
Partner
Membership No.: 79597

Place: Mumbai
Date: 6 April 2019

**Gaussian Networks Private Limited
Independent Auditor's Report on the Audit of the Financial Statements**

Annexure A to the Independent Auditor's Report of even date to the members of Gaussian Networks Private Limited, on the financial statements for the year ended 31 March 2019

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) The Company does not hold any immovable property (in the nature of 'fixed assets'). Accordingly, the provisions of clause 3(i) (c) of the Order are not applicable.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In your opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii)(a) The Company is regular in depositing undisputed statutory dues including provident fund, Goods and service tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
 - (b) There are no dues in respect of income-tax, goods and service tax, that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.



**Gaussian Networks Private Limited
Independent Auditor's Report on the Audit of the Financial Statements**

Annexure A (Contd)

- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) The Company has not paid or provided for any managerial remuneration. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion, all transactions with the related parties are in compliance with Section 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements, as required by the applicable Ind AS. Further, in our opinion, the company is not required to constitute audit committee under Section 177 of the Act.
- (xiv) During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013


Nikhilesh Nagar
Partner
Membership No.: 79597

Place: Mumbai
Date: 6 April 2019

**Gaussian Networks Private Limited
Independent Auditor's Report on the Audit of the Financial Statements**

Annexure B to the Independent Auditor's Report of even date to the members of Gaussian Networks Private Limited on the financial statements for the year ended 31 March 2019

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

1. In conjunction with our audit of the financial statements of Gaussian Networks Private Limited ('the Company') as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Company as at that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the 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 (the "Guidance Note") 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 the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, 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.
5. 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 IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR 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 IFCoFR include 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.



**Gaussian Networks Private Limited
Independent Auditor's Report on the Audit of the Financial Statements**

Annexure B (Contd)

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2019, 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 over Financial Reporting issued by the ICAI.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Nikhilesh Nagar
Partner
Membership No.: 79597

Place: Mumbai
Date: 6 April 2019

Gaussian Networks Private Limited
Balance Sheet as at 31 March, 2019

(Rs. In Lakhs)

| Particulars | Note No. | As at 31 March, 2019 | As at 31 March, 2018 |
|--------------------------------------|----------|-------------------------|-------------------------|
| ASSETS | | | |
| Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 2(i) | 144.47 | 138.42 |
| (b) Intangible Assets | 2(ii) | 2.74 | 4.11 |
| (c) Financial Asset | | | |
| (i) Investments | 3 | 552.65 | 53.65 |
| (ii) Other Financial Assets | 4 | 62.15 | 24.37 |
| (d) Deferred Tax Assets (Net) | 14 | 23.14 | - |
| (e) Other Non-Current Assets | 5 | 14.11 | 9.96 |
| Total Non current Assets | | 799.26 | 230.51 |
| Current Assets | | | |
| (a) Financial Assets | | | |
| (i) Investments | 6 | 914.87 | 4,659.92 |
| (ii) Cash and Cash Equivalents | 7 | 2,035.95 | 2,035.41 |
| (iii) Loans | 8 | 41.40 | 41.40 |
| (iv) Other Financial Asset | 9 | 254.55 | 177.78 |
| (b) Other Current Asset | 10 | 148.22 | 79.13 |
| Total Current Assets | | 3,394.99 | 6,993.64 |
| TOTAL ASSETS | | 4,194.25 | 7,224.15 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 11 | 3.60 | 3.60 |
| (b) Other Equity | 12 | 1,219.59 | 4,883.00 |
| Total Equity | | 1,223.19 | 4,886.60 |
| Non-Current Liabilities | | | |
| (a) Provisions | 13 | 47.96 | 25.87 |
| (b) Deferred Tax Liabilities (Net) | 14 | - | 5.60 |
| Total Non-Current Liabilities | | 47.96 | 31.47 |
| Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Trade Payables | | | |
| Due to Micro & Small Enterprises | | - | - |
| Due to Others | 15 | 125.73 | 91.60 |
| (ii) Other Financial Liabilities | 16 | 2,155.64 | 1,446.64 |
| (b) Other Current Liabilities | 17 | 552.51 | 558.69 |
| (c) Provisions | 18 | 34.44 | 11.90 |
| (d) Current Tax Liabilities (Net) | 19 | 54.78 | 197.25 |
| Total Current Liabilities | | 2,923.10 | 2,306.08 |
| Total Liabilities | | 2,971.06 | 2,337.55 |
| TOTAL EQUITY AND LIABILITIES | | 4,194.25 | 7,224.15 |

The accompanying significant accounting policies and notes are an integral part of these financial statements.

As per Our Report of Even Date

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No.001076N/N500013

Nikhilesh Nagar

Nikhilesh Nagar

Partner

Membership No:079597



Place: Mumbai

Date: 6th April, 2019

For and on behalf of Board

Ashish Kapadia

Ashish Kapadia

Director

DIN: 02011632



Hardik Dhebar

Hardik Dhebar

Director

DIN: 00046112

Place: Mumbai

Date: 6th April, 2019

Gaussian Networks Private Limited
Statement of Profit and Loss for the year ended 31 March, 2019

(Rs.in Lakhs)

| Particulars | Note No. | For Year Ended 31 March, 2019 | For Year Ended 31 March, 2018 |
|---|----------|-------------------------------|-------------------------------|
| Revenue: | | | |
| Revenue from Operations | 20 | 10,946.02 | 8,203.19 |
| Other Income | 21 | 215.64 | 196.25 |
| Total Income | | 11,161.66 | 8,399.44 |
| Expenses: | | | |
| Employee benefits expenses | 22 | 1,154.38 | 768.24 |
| Finance cost | 23 | 16.87 | 4.95 |
| Depreciation and Amortization Expense | 2(i+ii) | 54.31 | 61.94 |
| Other Expenses | 24 | 7,517.24 | 4,373.59 |
| Total Expenses | | 8,742.80 | 5,208.72 |
| Profit Before Exceptional items and tax | | 2,418.86 | 3,190.72 |
| Exceptional item | 35 | 427.05 | - |
| Profit Before Tax | | 2,845.91 | 3,190.72 |
| Tax Expenses | 28 | | |
| - Current Tax | | 871.53 | 930.28 |
| - Earlier Year Tax Adjustment | | 9.34 | 21.34 |
| -Deferred Tax (credit) | | (27.25) | (13.30) |
| Total Tax Expenses | | 853.62 | 938.32 |
| Profit for the year from continuing operation | | 1,992.29 | 2,252.40 |
| (Loss) from discontinued operation | 35 | (597.73) | - |
| Tax expenses of discontinued operation | | (174.06) | - |
| (Loss) from Discontinued Operation (after tax) | | (423.67) | - |
| Profit for the year | | 1,568.62 | 2,252.40 |
| Other comprehensive Income | | | |
| Items that will not be reclassified subsequently to the statement of Profit and Loss | | | |
| (a) Remeasurements of the defined benefit obligations | 25 | (5.13) | (5.45) |
| (b) Income tax relating to above items | | 1.49 | 1.57 |
| Total Other comprehensive Income for the year | | (3.64) | (3.88) |
| Total comprehensive Income for the year | | 1,564.98 | 2,248.51 |
| Earning per Equity shares (for continuing operation)(Nominal Value of Rs.10/- each) | | | |
| Basic & Diluted | 27 | 5,534.15 | 6,256.66 |
| Earning per Equity shares (for discontinued operation)(Nominal Value of Rs.10/- each) | | | |
| Basic & Diluted | 27 | (1,176.86) | - |
| Earning per Equity shares (for discontinued & continued operation)(Nominal Value of Rs.10/- each) | | | |
| Basic & Diluted | 27 | 4,357.29 | 6,256.66 |

The accompanying significant accounting policies and notes are an integral part of these financial statements.

As per Our Report of Even Date

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No.001076N/N500013


Nikhilesh Nagar
 Partner

Membership No:079597

Place: Mumbai
 Date: 6th April, 2019



For and on behalf of Board


Ashish Karpadia
 Director
 DIN: 02011632


Hardik Dhebar
 Director
 DIN: 00046112

Place: Mumbai
 Date: 6th April, 2019

Gaussian Networks Private Limited
Cash Flow Statement for the Year Ended 31st March, 2019

(Rs. In Lakhs)

| Particulars | Year Ended 31st March, 2019 | Year Ended 31st March, 2018 |
|--|--------------------------------|--------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before tax from continued operation (a) | 2,845.91 | 3,190.72 |
| Net Loss before tax from discontinued operation (b) | (597.73) | - |
| Net profit before tax from continued & discontinued operation (a+b) | 2,248.18 | - |
| <u>Add/ (Deduct) :</u> | | |
| Depreciation and Amortization | 57.74 | 61.94 |
| Gain on sale of Fantasy business | (427.05) | - |
| Realised gain on sale of current investments | (193.95) | (190.02) |
| Change in fair value of financial assets at fair value through profit or loss | (16.14) | - |
| Interest Income | (5.55) | (6.23) |
| Operating Profit before working capital changes | 1,663.23 | 3,056.41 |
| Changes in working capital | | |
| Increase in other current liabilities | 93.20 | 381.26 |
| Increase in current provisions | 22.53 | 8.10 |
| Increase in non current provisions | 16.95 | 7.20 |
| (Increase) in other current assets | (142.37) | (53.74) |
| (Increase) in other financial assets current | (72.38) | (71.61) |
| (Increase) in other financial assets non current | (33.29) | (15.53) |
| Increase in other financial liabilities | 709.00 | 794.22 |
| (Increase) in other non current assets | (4.15) | 1.98 |
| Increase in trade payables | 34.12 | 88.59 |
| Cash Generated from Operations | 2,286.84 | 4,196.87 |
| Taxes Paid | (849.28) | (737.70) |
| Net Cash flow generated from operating activities (A) | 1,437.56 | 3,459.17 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipment | (161.45) | (150.06) |
| Sale Of fixed assets | - | 113.18 |
| Proceeds from sale of investments | 3,955.15 | (2,525.00) |
| Sale of investment in Subsidiaries | 1.00 | - |
| Investment In Subsidiaries | - | (1.00) |
| Interest income from investments | 1.05 | - |
| Loans and advances to related party | (4.38) | (41.40) |
| Net cash flow generated from / (used in) investing activities (B) | 3,791.37 | (2,604.28) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Dividend paid to company's shareholders (including DDT) | (5,228.39) | - |
| Interest income | - | 6.23 |
| Net Cash Flow Generated From / (Used In) Financing Activities (C) | (5,228.39) | 6.23 |
| Increase/ (decrease) in cash and cash equivalents (A + B + C) | 0.54 | 861.12 |
| Cash and cash equivalents as at beginning of the year | 2,035.41 | 1,174.29 |
| Cash & Cash Equivalents As At End of the Year | 2,035.95 | 2,035.41 |

Notes :

- The above Cash Flow Statement has been prepared as per Ind AS-7 on Cash Flow Statement .
- On 12th March, 2019, the Company sold its Fantasy League Business to Halaplay Technologies Private Limited ("HTPL") for a consideration of Rs. 500 lakhs. The consideration for the same has been received by way of 10,320 equity shares in HTPL.

The accompanying significant accounting policies and notes are an integral part of these financial statements.

As per Our Report of Even Date

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No.001076N/N500013


Nikhilesh Nagar

Partner

Membership No:079597



For and on behalf of Board


Ashish Kapadia

Director

DIN: 02011632


Hardik Dhebhar

Director

DIN: 00046112

Place: Mumbai

Date: 6th April, 2019

Place: Mumbai

Date: 6th April, 2019

Gaussian Networks Private Limited

Statement of changes in equity for the year ended 31 March, 2019

A) **Equity Share Capital** (Rs.in Lakhs)

| Particulars | Amount |
|---------------------------------|--------|
| Balance as at 1 April, 2017 | 3.60 |
| Changes in Equity Share Capital | - |
| As at 31 March, 2018 | 3.60 |
| Changes in Equity Share Capital | - |
| As at 31 March, 2019 | 3.60 |

B) **Other Equity** (Rs.in Lakhs)

| Particulars | Reserve and Surplus | | Other Comprehensive Income | Total |
|---|---------------------|-------------------|----------------------------|------------------|
| | Securities Premium | Retained Earnings | | |
| Balance as on 1 April, 2017 | 238.80 | 2,395.68 | - | 2,634.48 |
| Profit for the Year | - | 2,252.40 | - | 2,252.40 |
| Remeasurment of defined benefit obligations | - | - | (3.88) | (3.88) |
| Balance as at 31 March, 2018 | 238.80 | 4,648.08 | (3.88) | 4,883.00 |
| Remeasurment of defined benefit obligations | - | - | (3.64) | (3.64) |
| Dividend paid | - | 4,336.92 | - | 4,336.92 |
| Dividend distribution tax | - | 891.47 | - | 891.47 |
| Profit for the year | - | 1,568.62 | - | 1,568.62 |
| Balance as at 31 March, 2019 | 238.80 | 11,445.09 | (7.52) | 11,676.36 |

As per Our Report of Even Date

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No.001076N/N500013


Nikhilesh Nagar
Partner
Membership No:079597

Place: Mumbai
Date: 6th April, 2019

For and on behalf of Board


Ashish Kapadia
Director
DIN: 02011632

Place: Mumbai
Date: 6th April, 2019


Hardik Dhebar
Director
DIN: 00046112



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

Note 1: Statement of Significant Accounting Policies

Company Overview

Gaussian Networks Private Limited., incorporated in the year 2011 under the provision of Companies Act applicable in India. The Company is in the business of conducting online gaming through its online portal.

(a) Basis of Preparation of Financial Statements

i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereafter referred to as the "Ind AS") as notified by the Ministry of Corporate Affairs pursuant to Section 133 of Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards (Ind AS) Rules, 2015 as amended and other relevant provisions of the Act and rules framed thereunder.

ii) Historical cost conversion

The financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities which are measured at fair values.

iii) Rounding off Amounts

All the amount disclosed in the financial statement and notes are presented in Indian Rupees have been rounded off to the nearest Lakhs as per requirement of schedule III, unless otherwise states. The amount '0' denotes amount less than Rs. one thousand.

iv) Current and Non-Current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost includes purchase price and expenditures directly attributable to bringing assets into working condition for its intended use. Freehold land and capital work in progress are carried at cost, less accumulated impairment losses, if any.

Subsequent cost are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance expenses are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation on property, plant and equipment is provided under the straight line method over the useful lives of assets as prescribed in Schedule II to the Act, and management believes that useful life of assets are same as those prescribed in Schedule II to the Act.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gain or losses arising from derecognition of property, plant and equipment are measured as difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the Statement of Profit and Loss when the asset is derecognized.

(c) Intangible assets

Intangible Assets with finite useful lives that are acquired separately are stated at acquisition cost, net of recoverable taxes, trade discount and rebate less accumulated amortization and accumulated impairment losses, if any. Such cost includes purchase price and any expenditure directly attributable to bringing the asset to its working condition for the intended use. Subsequent cost are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in profit or loss when the asset is derecognized.

Intangible assets are amortized over the period of 3 years on a straight line basis from date they are available for use. The estimated useful life of an identifiable intangible asset is based on number of factors including the effect of obsolescence, demand, competition and other economic factors and level of maintenance expenditures required to obtain the expected future cash flows from the assets.

(d) Lease

Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As a Lessee

Leases in which significant portion of the risk and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payment made under operating lease are charged to Statement of Profit and Loss on straight-line-basis over the period of the lease unless the payment are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

As a Lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(e) Revenue Recognition

New standards, interpretations and amendments adopted by the Company:

Ind AS 115 "Revenue from Contract with Customers" supersedes IND AS 18 "Revenue Recognition" and related Interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers.



Notes to financial statements for the year ended 31 March, 2019

Under IND AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. The Company adopted IND AS 115 using the full retrospective method of adoption with no material impact on the financial statements of the Company.

Revenue is measured at the fair value of consideration received or receivable and comprises the following elements: 15

i. Revenue from online skill gaming

Online gaming revenue represents the commission charged from each game less the fair value of certain promotional bonuses and the value of loyalty points accrued. In Poker tournaments certain promotional costs are accounted for, and entry fee revenue is recognised when the tournament has concluded and there is no longer a service obligation to each user that participated in the tournament.

ii. Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a timely basis, by reference to the amortised cost and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(f) Employee Benefits**Short-term employee benefits**

The amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post employment benefits :**Defined benefit plan**

The liability recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the defined benefit obligation. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income and are not reclassified to profit or loss. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) ;
- Net interest expense; and
- Remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

Defined Contribution Plan

Payments to defined contribution benefit plans are recognised as an expense in the Statement of Profit and Loss during the period in which employee renders related service.

(g) Foreign currency transactions**Foreign currency transactions and balances**

i. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the year-end are restated at the closing rate of exchange prevailing on the reporting date.

ii. Any exchange difference arising on account of settlement of foreign currency transactions and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the Statement of Profit and Loss.

iii. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in Other Comprehensive Income or Statement of Profit and Loss are also recognized in Other Comprehensive Income or Statement of Profit and Loss, respectively).

(h) Income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date. The tax liabilities are presented as net of advance tax for that particular assessment year.

Deferred Tax

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities used in the computation of taxable profit and their carrying amount in the financial statement. Deferred tax assets and liabilities are measured using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(i) Earning Per Share

Basic Earnings per Share

Basic earnings per share are calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the Financial Year. Earnings considered in ascertaining the Company's earnings per share are the net profit for the period.

Diluted earnings per share

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

(j) Financial Instruments

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

(i) Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

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

a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset 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 on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Investment in subsidiary and associate companies

The Company has accounted for its investments in subsidiary and associate companies at cost less impairment if any.

D. Other Equity Investments

All other equity and mutual fund investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected an irrevocable option to present the value changes in 'Other Comprehensive Income'.

E. Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies the expected credit loss model for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

The twelve months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible with 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

(ii) Financial Liabilities

A. Initial Recognition and measurement

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



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

B. Subsequent measurement

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short term maturity of these instruments.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans are subsequently measured at amortised cost using the effective interest rate method.

Where the terms of a financial liability is re-negotiated and the Company issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in the Statement of Profit and Loss; measured as a difference between the carrying amount of the financial liability and the fair value of equity instrument issued.

C. Offsetting 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.

(k) Significant management judgments in applying accounting policies and estimation uncertainty

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances.

Difference between actual results and estimates are recognized in the period in which the results are known/ materialized.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing on the reporting date.

Impairment of non-financial assets

Assessment is done at each Balance Sheet date to evaluate whether there is any indication that a non-financial asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

Recoverability of trade receivable

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

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.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Depreciation / amortisation and useful lives of property, plant and equipment / intangible assets

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking in to account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

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 judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.



Recent accounting pronouncements

Ind AS 116 Leases: On 30 March, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after 1 April, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application. Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:
 - Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
 - An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application. Certain practical expedients are available under both the methods. The Company is in the process of assessing the impact of this new standard.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments: On 30 March, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12.

According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after 1 April, 2019. The Company does not have any impact on account of this notification.

Amendment to Ind AS 12 – Income taxes: On 30 March, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after 1 April, 2019. The Company does not have any impact on account of this notification.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement- On 30 March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this notification.



2 (i) Property , Plant & Equipment

(Rs. in Lakhs)

| Particulars | Furniture & Fixtures | Office Equipments | Computer & Accessories | Total |
|---------------------------------|----------------------|-------------------|------------------------|--------|
| Gross Block | | | | |
| As at April 1, 2017 | 15.72 | 37.71 | 130.48 | 183.91 |
| Additions | 0.47 | 33.11 | 69.90 | 103.48 |
| Disposals | - | - | - | - |
| As at March 31, 2018 | 16.19 | 70.82 | 200.38 | 287.39 |
| As at April 1, 2018 | 16.19 | 70.82 | 200.38 | 287.39 |
| Additions | - | 20.63 | 39.32 | 59.95 |
| Disposals | - | (0.54) | (0.57) | (1.11) |
| As at March 31, 2019 | 16.19 | 90.91 | 239.13 | 346.23 |
| Accumulated Depreciation | | | | |
| As at April 1, 2017 | 1.28 | 11.73 | 89.16 | 102.17 |
| Depreciation For The Year | 2.97 | 10.58 | 33.25 | 46.80 |
| As at March 31, 2018 | 4.25 | 22.31 | 122.41 | 148.97 |
| As at April 1, 2018 | 4.25 | 22.31 | 122.41 | 148.97 |
| Depreciation For The Year | 3.00 | 13.86 | 36.09 | 52.95 |
| Adjustments | - | (0.07) | (0.09) | (0.16) |
| As at March 31, 2019 | 7.25 | 36.10 | 158.41 | 201.76 |
| Net Block | | | | |
| As at March 31, 2018 | 11.94 | 48.51 | 77.97 | 138.42 |
| As at March 31, 2019 | 8.94 | 54.81 | 80.72 | 144.47 |

(ii) Intangible Assets

(Rs. in Lakhs)

| Particulars | Software Design & Development | Computer Software | Fantasy Software | Total |
|---------------------------------|-------------------------------|-------------------|------------------|----------|
| Gross Block | | | | |
| As at April 1, 2017 | 258.60 | 0.42 | - | 259.02 |
| Additions | 42.27 | 4.31 | - | 46.58 |
| Disposals | (113.18) | - | - | (113.18) |
| As at March 31, 2018 | 187.69 | 4.73 | - | 192.42 |
| As at April 1, 2018 | 187.69 | 4.73 | - | 192.42 |
| Additions | - | - | 101.50 | 101.50 |
| Disposals | - | - | (101.50) | (101.50) |
| As at March 31, 2019 | 187.69 | 4.73 | - | 192.42 |
| Accumulated Amortisation | | | | |
| As at April 1, 2017 | 172.76 | 0.40 | - | 173.16 |
| Amortisation for the year | 14.93 | 0.21 | - | 15.14 |
| As at March 31, 2018 | 187.69 | 0.61 | - | 188.30 |
| As at April 1, 2018 | 187.69 | 0.61 | - | 188.30 |
| Amortisation for the year | - | 1.38 | 3.41 | 4.79 |
| Adjustments | - | - | (3.41) | (3.41) |
| As at March 31, 2019 | 187.69 | 1.99 | - | 189.68 |
| Net Block | | | | |
| As at March 31, 2018 | - | 4.11 | - | 4.11 |
| As at March 31, 2019 | - | 2.74 | - | 2.74 |



Notes to financial statements for the year ended 31 March, 2019

(Rs. In Lakhs)

3 Investments- Non Current

| Particulars | Face Value Per share | Nos. | | As at | |
|---|----------------------|----------------|----------------|----------------|----------------|
| | | 31 March, 2019 | 31 March, 2018 | 31 March, 2019 | 31 March, 2018 |
| Investment in equity instruments measured at cost (unquoted fully paid up) | | | | | |
| a) Subsidiary | | | | | |
| (i) Mind Sports League Private Limited | 10 | 526,500 | 526,500 | 52.65 | 52.65 |
| (ii) Gaussian Online Skill Gaming Private Limited | 10 | - | 10,000 | - | 1.00 |
| b) Associate | | | | | |
| (i) Halaplay Technologies Private Limited | 100 | 10,320 | - | 500.00 | - |
| Total | | | | 552.65 | 53.65 |

4 Other Financial Asset- Non Current

(Rs. In Lakhs)

| Particulars | As at | |
|---|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Unsecured - Considered good Security deposit | 62.15 | 24.37 |
| Total | 62.15 | 24.37 |

5 Other Non Current Assets

(Rs. In Lakhs)

| Particulars | As at | |
|--|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Unsecured - Considered good Advances other than capital advances - Prepaid Expense | 14.11 | 9.96 |
| Total | 14.11 | 9.96 |

6 Investments - Current

(Rs. In Lakhs)

| Particulars | No. of units | | As at | |
|--|----------------|----------------|----------------|-----------------|
| | 31 March, 2019 | 31 March, 2018 | 31 March, 2019 | 31 March, 2018 |
| Investment measured at fair value through profit and loss <u>Investment in Mutual fund (Quoted)</u> | | | | |
| HDFC Fixed Maturity Plan | - | 25,000,000.00 | - | 2,518.30 |
| HDFC Liquid Fund Direct Plan - Growth option | 24,872.11 | 62,549.49 | 914.87 | 2,141.62 |
| Total | | | 914.87 | 4,659.92 |

7 Cash and Cash Equivalents

(Rs. In Lakhs)

| Particulars | As at | |
|---|-----------------|-----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Balance with Banks in Current Accounts | 2,035.95 | 2,035.41 |
| Total | 2,035.95 | 2,035.41 |

8 Loans

(Rs. In Lakhs)

| Particulars | As at | |
|--|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Unsecured - Considered good Loan to Related Party Mind Sports League Private Limited | 41.40 | 41.40 |
| Total | 41.40 | 41.40 |

9 Other Financial Assets- Current

(Rs. In Lakhs)

| Particulars | As at | |
|--|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Unsecured, considered good unless otherwise stated | | |
| Security deposit | 1.45 | 1.35 |
| Receivable from Payment gateway | 229.39 | 143.09 |
| Others Receivables from Related Party | 4.40 | 33.34 |
| Others Receivables | 19.31 | - |
| Total | 254.55 | 177.78 |

10 Other Current Assets

(Rs. In Lakhs)

| Particulars | As at | |
|--------------------------------------|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Advances other than capital advances | | |
| (i) Advance to suppliers | 59.43 | 35.69 |
| (ii) Prepaid expense | 88.79 | 43.44 |
| Total | 148.22 | 79.13 |



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

1 Equity Share Capital

| Particulars | As at 31 March, 2019 | | As at 31 March, 2018 | |
|--|----------------------|--------------|----------------------|--------------|
| | No. | Rs. In Lakhs | No. | Rs. In Lakhs |
| Authorised Shares: | | | | |
| Equity Shares of Rs.10/- Each | 40,000 | 4.00 | 40,000 | 4.00 |
| Total | 40,000 | 4.00 | 40,000 | 4.00 |
| Issued, Subscribed And Fully Paid-Up: | | | | |
| Equity Shares of Rs. 10/- each | 36,000 | 3.60 | 36,000 | 3.60 |
| Total | 36,000 | 3.60 | 36,000 | 3.60 |

) Reconciliation of the Shares at the Beginning and at the end of the reporting year

| Equity Shares | As at 31 March, 2019 | | As at 31 March, 2018 | |
|------------------------------------|----------------------|--------------|----------------------|--------------|
| | No. | Rs. In Lakhs | No. | Rs. In Lakhs |
| At the Beginning of the Year | 36,000 | 3.60 | 36,000 | 3.60 |
| Issued during the year | - | - | - | - |
| Outstanding at the end of the year | 36,000 | 3.60 | 36,000 | 3.60 |

i) Terms/Rights Attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

) No equity shares have been issued by the company without payment being received in cash during the period of five years immediately preceding reporting date.

l) Details of Equity Shareholders Holding More Than 5 % shares in Company

| Particulars | As at 31 March, 2019 | | As at 31 March, 2018 | |
|--------------------------------------|----------------------|--------------|----------------------|--------------|
| | Nos. | % of Holding | Nos. | % of Holding |
| Delta Corp Limited (Holding company) | 35,999 | 99.99 | 35,999 | 99.99 |

Gauss Network Private Limited was the holding Company till 4 July 2017. Pursuant to the scheme of business combination, Gauss Networks Private Limited was amalgamated with Delta Corp Limited on 5 July 2017.

m) Dividend

The Company declares and pays dividends in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Dividends paid during the year ended 31 March, 2019 include an amount of Rs. 12,047/- per equity share towards interim dividend. The Directors have recommended, subject to approval of the shareholders at the ensuing Annual General Meeting, a final Dividend for the Year Ended on 2019 : 1,600/- per share (2018 : Nil). Total dividend including interim dividend for the financial year 2019 is 13,647/- per share (2018 : Nil).

2 OTHER EQUITY

(Rs. In Lakhs)

| Particulars | As at | |
|-------------------------------------|-----------------|-----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Securities Premium Reserve | | |
| Opening Balance | 238.80 | 238.80 |
| Add : Addition during the year | - | - |
| Closing Balance | 238.80 | 238.80 |
| Other Comprehensive Income | | |
| Opening Balance | (3.88) | - |
| (+) Movement in OCI (Net) | (3.64) | (3.88) |
| Closing Balance | (7.52) | (3.88) |
| Retained earnings | | |
| Opening Balance | 4,648.08 | 2,395.68 |
| (+) Net Profit for the Current year | 1,568.62 | 2,252.40 |
| (-) Dividends on Equity Shares | (4,336.92) | - |
| (-) Dividend distribution tax | (891.47) | - |
| Closing Balance | 988.32 | 4,648.08 |
| Total | 1,219.59 | 4,883.00 |



Nature and purpose of reserve:

Securities Premium : Securities Premium is used to record the premium on issue of shares. This reserve can be utilized in accordance with the provisions of the Companies Act, 2013.



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

3 Provisions- non current

(Rs. In Lakhs)

| Particulars | As at | |
|--------------------------------|----------------|---------------|
| | 31 March, 2019 | 31 March,2018 |
| - Gratuity (Refer Note No. 25) | 47.96 | 25.87 |
| Total | 47.96 | 25.87 |

4 Deferred Tax Liabilities /(Assets)

(Rs. In Lakhs)

| Particulars | As at | |
|--|----------------|---------------|
| | 31 March, 2019 | 31 March,2018 |
| Deferred Tax Liabilities: | | |
| Property, Plant and Equipments | 1.82 | 7.64 |
| Fair Value gain on financial investment through Profit or Loss account | - | 10.18 |
| (A) | 1.82 | 17.82 |
| Deferred Tax Asset: | | |
| Fair Value loss on financial investment through Profit or Loss account | 7.01 | - |
| Provision for Employee Benefits | 17.95 | 12.23 |
| (B) | 24.96 | 12.23 |
| Net Deferred Tax Liabilities/(Assets) (A - B) | (23.14) | 5.60 |

5 Trade Payables

(Rs. In Lakhs)

| Particulars | As at | |
|----------------------------|----------------|---------------|
| | 31 March, 2019 | 31 March,2018 |
| Due to - | | |
| Micro and Small Enterprise | - | - |
| Others | 125.73 | 91.60 |
| Total | 125.73 | 91.60 |

Details of dues to Micro and Small Enterprises

(Rs. In Lakhs)

| Particulars | As at | |
|---|----------------|---------------|
| | 31 March, 2019 | 31 March,2018 |
| The principal amount remaining unpaid at the end of the year | - | - |
| The interest amount remaining unpaid at the end of the year | - | - |
| The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006 | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006 | - | - |

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company.

6 Other Financial Liabilities-Current

(Rs. In Lakhs)

| Particulars | As at | |
|--|-----------------|-----------------|
| | 31 March, 2019 | 31 March,2018 |
| (a) Deposit from customers (Customer wallet balance) | 1,516.99 | 1,204.20 |
| (b) Employee Benefits | 117.17 | 89.99 |
| (c) Provisions for expenses | 521.48 | 152.45 |
| Total | 2,155.64 | 1,446.64 |



Notes to financial statements for the year ended 31 March, 2019

7 Other Current Liabilities

(Rs. In Lakhs)

| Particulars | As at | |
|----------------------------|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| (a) Duties & Taxes | 552.51 | 545.01 |
| (b) Others expense payable | - | 13.68 |
| Total | 552.51 | 558.69 |

8 Provision-Current

(Rs. In Lakhs)

| Particulars | As at | |
|--|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Provision for Employee Benefits | | |
| (a) Leave Encashment (Refer Note No. 25) | 13.63 | 11.03 |
| (b) CSR- payables | 20.81 | 0.87 |
| Total | 34.44 | 11.90 |

9 Current Tax Liabilities (Net)

(Rs. In Lakhs)

| Particulars | As at | |
|---|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Provision for Taxation (Net of Advance Tax Rs.642.68 Lakhs, 2018: Rs. 735.25 Lakhs) | 54.78 | 197.25 |
| Total | 54.78 | 197.25 |



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

0 Revenue from operation

(Rs. In Lakhs)

| Particulars | For the year ended | |
|--------------------------------------|--------------------|-----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Sale of Services (Refer Note No. 36) | 12,946.05 | 9,531.24 |
| Less- Goods and Service Tax (GST) | (2,000.03) | (1,328.05) |
| Total | 10,946.02 | 8,203.19 |

1 Other Income

(Rs. In Lakhs)

| Particulars | For the year ended | |
|--|--------------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| <u>Interest income</u> | | |
| - Inter Corporate Deposits (on Amortized Cost) | 5.55 | 6.23 |
| - Net gains on investments carried on fair value through Profit and Loss | 210.09 | 190.02 |
| Total | 215.64 | 196.25 |

2 Employee Benefit Expenses

(Rs. In Lakhs)

| Particulars | For the year ended | |
|---|--------------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Salaries, Wages & Bonus | 1,021.11 | 682.71 |
| Contribution to Provident Fund (Refer Note No. 25) | 29.71 | 20.99 |
| Gratuity Fund & Leave Encashment Expenses (Refer Note No. 25) | 57.21 | 39.91 |
| Staff Welfare | 46.35 | 24.63 |
| Total | 1,154.38 | 768.24 |

3 Finance cost

(Rs. In Lakhs)

| Particulars | For the year ended | |
|----------------------------|--------------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Interest on statutory dues | 16.87 | 4.95 |
| Total | 16.87 | 4.95 |

4 Other Expense

(Rs. In Lakhs)

| Particulars | For the year ended | |
|--------------------------------------|--------------------|-----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Bank Charges | 3.73 | 2.06 |
| CSR activity (Refer Note 31) | 40.94 | 25.87 |
| Freight & Cartage | 2.92 | 1.27 |
| Gate way charges | 416.87 | 377.77 |
| Legal & Professional Fees | 49.60 | 380.57 |
| Marketing & Sales Promotion | 5,564.46 | 2,319.65 |
| Payment to Auditor's (Refer Note 33) | 5.20 | 9.20 |
| Power & Fuel | 27.13 | 19.95 |
| Printing And Stationery | 3.66 | 1.90 |
| Rates & Taxes | 2.13 | 7.37 |
| Rent (Refer Note No 32) | 103.08 | 84.09 |
| Repair & Maintenance | 66.76 | 60.90 |
| Software Maintenance | 1,044.59 | 953.80 |
| Subscription Charges | 16.59 | 7.50 |
| Telephone & Internet expenses | 22.14 | 16.00 |
| Travelling & Conveyance Expenses | 34.41 | 48.84 |
| Web site hosting & Maintenance | 84.33 | 44.47 |
| Miscellaneous Expenses | 28.70 | 12.38 |
| Total | 7,517.24 | 4,373.59 |



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

25 Employee Benefits :

Brief description of the Plans:

The Company has various schemes for employee benefits such as Provident Fund, Gratuity and Leave Encashment. The Company's defined contribution plans are Provident Fund (in case of certain employees). The Company has no further obligation beyond making the contributions to such plans.

A) Defined Benefits Plan

The Company's defined benefit plans include Gratuity (Unfunded). The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age. "

B. Principal actuarial assumptions used:

| Particulars | Gratuity (Unfunded) | |
|--|--|--|
| | 31 March, 2019 | 31 March, 2018 |
| Discount Rate (per annum) | 7.27% | 6.81% |
| Salary escalation rate | 7.50% | 7.00% |
| Rate of Employee Turnover | 15.00% | 15.00% |
| Mortality Rate During Employment | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) |
| Expected Rate of return on Plan Assets (per annum) | NA | NA |

C. Expenses recognised in Statement of Profit and Loss

(Rs. In Lakhs)

| Particulars | Gratuity (Unfunded) | |
|----------------------|---------------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Current Service Cost | 13.10 | 6.62 |
| Net interest | 1.98 | 0.88 |
| | 15.08 | 7.50 |

*The current service cost and the net interest expenses for the year are included in the 'Employee benefits expenses' line item in the statement of profit & loss account.

D. Expenses Recognized in the Other Comprehensive Income (OCI) for Current year

(Rs. in Lakhs)

| Particulars | Gratuity (Unfunded) | |
|---|---------------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Actuarial (Gains)/Losses on Obligation For the year - Due to changes in financial assumptions | 2.60 | (1.52) |
| Actuarial (Gains)/Losses on Obligation For the year - Due to experience adjustment | 2.53 | 6.97 |
| Net (Income)/Expense For the Period Recognized in OCI | 5.13 | 5.45 |

The remeasurement of the net defined benefit liability is included in other comprehensive income.

E. Movements in the present value of defined benefit obligation are as follows:

(Rs. in Lakhs)

| | 31 March, 2019 | 31 March, 2018 |
|---|----------------|----------------|
| Define Benefits obligation at the beginning of the year | 25.87 | 12.91 |
| Interest cost | 1.98 | 0.88 |
| current service cost | 13.10 | 6.62 |
| Liability Transferred In/Acquisition | 1.93 | - |
| Actuarial (Gains) Losses on obligation- Due to change in Financial assumption | 2.60 | (1.52) |
| Actuarial Losses on obligation- Due to Experience | 2.53 | 6.97 |
| Net Liability Recognized in the Balance Sheet including Discontinued Operations | 48.01 | 25.87 |
| Less: Liability Transferred with Discontinued Operations | 0.05 | - |
| Net Liability Recognized in the Balance Sheet | 47.96 | 25.87 |

F. Cash Flow Projection : From the Employer

(Rs. in Lakhs)

| Projected Benefits Payable in Future Years From the Date of Reporting | 31 March, 2019 | 31 March, 2018 |
|---|----------------|----------------|
| 1st Following Year | 2.63 | 0.41 |
| 2nd Following Year | 4.14 | 1.81 |
| 3rd Following Year | 4.59 | 2.88 |
| 4th Following Year | 5.97 | 3.42 |
| 5th Following Year | 6.49 | 3.90 |
| Sum of Years 6 To 10 | 28.49 | 14.75 |
| Sum of Years 11 and above | 37.09 | 21.10 |

The Plan typically to expose the Company to actuarial risk such as Interest Risk, Longevity Risk and Salary Risk

- Interest Risk:- A decrease in the bond interest rate will increase the plan liability.
- Longevity Risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
- Salary Risk: The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan's participants will increase the plan's liability.



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

G. Sensitivity Analysis

| | (Rs. in Lakhs) | |
|--|-----------------------|-----------------------|
| Projected Benefits Payable in Future Years From the Date of Reporting | 31 March, 2019 | 31 March, 2018 |
| Projected Benefit Obligation on Current Assumptions | 47.96 | 25.87 |
| Impact of +1% Change in Rate of Discounting | (2.93) | (1.62) |
| Impact of -1% Change in Rate of Discounting | 3.29 | 1.82 |
| Impact of +1% Change in Rate of Salary Increase | 3.25 | 1.81 |
| Impact of -1% Change in Rate of Salary Increase | (2.95) | (1.65) |
| Impact of +1% Change in Rate of Employee Turnover | (0.86) | (0.53) |
| Impact of -1% Change in Rate of Employee Turnover | 0.89 | 0.53 |

The above sensitivity analyses are based on change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

H. Defined contribution plans

The Company also has certain defined contribution plans. The contributions are made to registered provident fund and Labour Welfare Fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plans are as follows:

Charge to the Statement of Profit and Loss based on contributions:

| | (Rs. in Lakhs) | |
|---|-----------------------|-----------------------|
| Particulars | 31 March, 2019 | 31 March, 2018 |
| Employer's contribution to Regional Provident Fund Office | 29.43 | 20.77 |
| Employer's contribution to Labour Welfare Fund | 0.28 | 0.22 |

I. Leave obligations

The leave obligations cover the Company's liability for accrued leave.

The amount of the provision of Rs. 13.63 lakhs (previous year Rs. 11.03 Lakhs as per note 18) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations.

| | (Rs. in Lakhs) | |
|---|-----------------------|-----------------------|
| Particulars | 31 March, 2019 | 31 March, 2018 |
| Current Service Cost | 42.13 | 32.41 |
| Total Expenses / (Income) recognised in the Statement of Profit and Loss | 42.13 | 32.41 |

26 Information in accordance with the requirements of Indian Accounting Standard 24 on Related Party .

(A) List of related parties

(i) Holding Company

Delta Corp Limited (w.e.f. 5 July 2017)
Gauss Networks Private Limited (till 4 July 2017, amalgamated with Delta Corp Limited)

(ii) Subsidiaries

Mind Sports League Private Limited
Gaussian Online Skill and Gaming Private Limited (upto 30 september, 2018)

(iii) Fellow Subsidiaries

Gaussian Online Skill and Gaming Private Limited (from 1 october 2018)
Gaussian Software Private Limited

(iv) Associate of Holding Company

Halaplay Technologies Private Limited.

(v) Key Management Personnels (KMP):

Mr. Jaydev Mody - Chairman of Holding Company
Mr. Hardik Dhebar – Group CFO & Director (Director from 17 July 2018)
Mr. Ashish Kapadia – Director (from 17 July 2018)
Mr. Anuj Gupta – Director (upto 26 March 2019)
Mr. Mohit Agarwal– Director (upto 26 March 2019)

(vi) Relatives of Key Management Personnels (KMP):

Ms. Aditi Mody (ADM) - Daughter of Chairman
Ms. Zia Mody - Wife of Chairman
Ms. Anjali Mody - Daughter of Chairman
Ms. Suchita Gupta - Sister of Anuj Gupta

(vii) Enterprises over which persons mentioned in (v) & (vi) above exercise significant influence or control directly or indirectly with whom company has transactions.

Goan Football Club Services Private Limited
Suchita Gupta & Associates
Skarma Consultancy Private Limited



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

(B) Details of transactions carried out with related parties in the ordinary course of business

(Rs. In Lakhs)

| Nature of Transactions | Holding Company / Subsidiaries / Associate | | Individual / Enterprises Over which such Individuals/KMPs or their Relatives Exercises Significant Influence or Control | | Total | |
|--|--|---------------|---|-------------|-----------------|---------------|
| | 2018-19 | 2017-18 | 2018-19 | 2017-18 | 2018-19 | 2017-18 |
| Loan given during the year | | | | | | |
| Mind sports League Private Limited | 41.40 | 41.40 | - | - | 41.40 | 41.40 |
| Total : | 41.40 | 41.40 | - | - | 41.40 | 41.40 |
| Loan received back during the year | | | | | | |
| Mind sports League Private Limited | 41.40 | - | - | - | 41.40 | - |
| Total : | 41.40 | - | - | - | 41.40 | - |
| Interest Received | | | | | | |
| Mind sports League Private Limited | 1.05 | 4.26 | - | - | 1.05 | 4.26 |
| Total : | 1.05 | 4.26 | - | - | 1.05 | 4.26 |
| Professional Fees Paid | | | | | | |
| Shuchita Gupta & Associates | - | - | - | 3.00 | - | 3.00 |
| Total : | - | - | - | 3.00 | - | 3.00 |
| Sale of Services/Assets/ Investment | | | | | | |
| Mind sports League Private Limited | - | 20.36 | - | - | - | 20.36 |
| Gauss Networks Private Limited | - | 84.94 | - | - | - | 84.94 |
| Delta Corp Limited | 1.00 | 58.70 | - | - | 1.00 | 58.70 |
| Total : | 1.00 | 164.00 | - | - | 1.00 | 164.00 |
| Purchase of Services/Asset | | | | | | |
| Gauss Networks Private limited | - | 209.32 | - | - | - | 209.32 |
| Delta Corp Limited | 1,228.23 | 714.81 | - | - | 1,228.23 | 714.81 |
| Goan Football Club services | - | - | 80.00 | - | 80.00 | - |
| Skarma Consultancy Pvt. Ltd. | - | - | - | 2.00 | - | 2.00 |
| Total : | 1,228.23 | 924.13 | 80.00 | 2.00 | 1,308.23 | 926.13 |
| Dividend Paid | | | | | | |
| Delta Corp Limited | 4,336.92 | - | - | - | 4,336.92 | - |
| Total : | 4,336.92 | - | - | - | 4,336.92 | - |
| Reimbursement of Expenses | | | | | | |
| Minds Sports League Private Limited | - | 2.66 | - | - | - | 2.66 |
| Gaussian Online skill Gaming Private Limited | 4.38 | - | - | - | 4.38 | - |
| Halaplay Technologies Private Limited | 19.31 | - | - | - | 19.31 | - |
| Total : | 23.69 | 2.66 | - | - | 23.69 | 2.66 |
| Closing balances | | | | | | |
| Other Receivables | | | | | | |
| Gaussian Online Skill Gaming Private Limited | - | 0.02 | - | - | - | 0.02 |
| Delta Corp Limited | - | 33.32 | - | - | - | 33.32 |
| Gaussian Online Skill Gaming Private Limited | 4.40 | - | - | - | 4.40 | - |
| Halaplay Technologies Private Limited | 19.31 | - | - | - | 19.31 | - |
| Total : | 23.71 | 33.34 | - | - | 23.71 | 33.34 |
| Trade Payable | | | | | | |
| Delta Corp Limited | 120.99 | 75.00 | - | - | 120.99 | 75.00 |
| Total : | 120.99 | 75.00 | - | - | 120.99 | 75.00 |
| Loans | | | | | | |
| Mind sports League Private Limited | 41.40 | 41.40 | - | - | 41.40 | 41.40 |
| Total : | 41.40 | 41.40 | - | - | 41.40 | 41.40 |



27 Earning Per Shares

Earnings Per Share (EPS) – EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per equity share are as stated below:

| Particulars | Year Ended | |
|--|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Profit for the period from continuing operation | 1,992.29 | 2,252.40 |
| Weighted Average Number of Equity Shares used as Denominator for calculating Basic & Diluted Earnings per share (nos.) | 36,000 | 36,000 |
| <u>Earning per Equity shares (for continuing operation)</u> | | |
| Earnings Per Share - Basic & Diluted (in Rs.) | 5,534.15 | 6,256.66 |
| Face value per share (in Rs.) | 10.00 | 10.00 |

| Particulars | Year Ended | |
|--|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Loss from Discontinued Operation (after tax) | (423.67) | - |
| Weighted Average Number of Equity Shares used as Denominator for calculating Basic & Diluted Earnings per share (nos.) | 36,000 | - |
| <u>Earning per Equity shares (for discontinued operation)</u> | | |
| Earnings Per Share - Basic & Diluted (in Rs.) | (1,176.86) | - |
| Face value per share (in Rs.) | 10.00 | 10.00 |

| Particulars | Year Ended | |
|--|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Profit for the year | 1,568.62 | 2,252.40 |
| Weighted Average Number of Equity Shares used as Denominator for calculating Basic & Diluted Earnings per share (nos.) | 36,000 | 36,000 |
| <u>Earning per Equity shares (for discontinued operation & continuing operations)</u> | | |
| Earnings Per Share - Basic & Diluted (in Rs.) | 4,357.29 | 6,256.66 |
| Face value per share (in Rs.) | 10.00 | 10.00 |

28 Tax expense

(Rs.In Lakhs)

| Particulars | As at | |
|--|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| a) Income tax recognised in profit or loss | | |
| Current tax | | |
| In respect of the current year | 871.53 | 930.28 |
| In respect of prior years | 9.34 | 21.34 |
| | 880.87 | 951.62 |
| Deferred tax | | |
| | (27.25) | (13.30) |
| b) Income tax recognised in other comprehensive income | | |
| Deferred tax | | |
| Arising on income and expenses recognised in other comprehensive income: | | |
| Remeasurement of defined benefit obligation | 1.49 | 1.57 |
| | 1.49 | 1.57 |

Movement of deferred tax during the year 2018-19

(Rs.in Lakhs)

| Particulars | Opening balance | Recognised in profit or loss | Recognised in other comprehensive income | Closing balance |
|--|-----------------|------------------------------|--|-----------------|
| Deferred tax liabilities/(assets) in relation to: | | | | |
| Property Plant & Equipments | 7.64 | (5.82) | - | 1.82 |
| Fair valuation of investment through profit and loss account | 10.18 | (17.19) | - | (7.01) |
| Provision for Employee Benefits | (12.23) | (4.24) | (1.49) | (17.95) |
| Total | 5.60 | (27.25) | (1.49) | (23.14) |

Movement of deferred tax during the year 2017-18

(Rs.in Lakhs)

| Particulars | Opening balance | Recognised in profit or loss | Recognised in other comprehensive income | Closing balance |
|--|-----------------|------------------------------|--|-----------------|
| Deferred tax liabilities/(assets) in relation to: | | | | |
| Property Plant & Equipments | (1.51) | 9.15 | - | 7.64 |
| Fair valuation of financial investment through profit & loss account | 27.37 | (17.18) | - | 10.18 |
| Provision for Employee Benefit | (5.39) | (5.27) | (1.57) | (12.23) |
| Total | 20.47 | (13.30) | (1.57) | 5.60 |

The income tax expense for the year can be reconciled to the accounting profit as follows:

(Rs.in Lakhs)

| Particulars | 31 March, 2019 | 31 March, 2018 |
|---|----------------|----------------|
| Profit before tax | 2,845.91 | 3,190.72 |
| Income Tax Expense Calculated @ 29.12% (2017-18 @ 28.84%) | 828.73 | 920.20 |
| Tax effect of adjustments in calculating income | | |
| Interest On Income Tax | 4.89 | 1.35 |
| Effect of tax benefit on Short Term Capital loss | - | (15.06) |
| CSR Expenses | 11.92 | 7.46 |
| Effect of tax expense on realised gains of Investments | 7.01 | 17.19 |
| Excess provision of tax earlier years | 9.34 | 21.34 |
| Others | (8.27) | (14.16) |
| Total | 853.62 | 938.32 |
| Effective tax rate | 29.99% | 29.41% |



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

29 (a) **Credit Risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting year. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) The Company does not have significant exposure to the credit risk as there are no trade receivables at the year end because of its business model.

(b) **Other Price Risks**

The company is exposed to price risk arising from mutual fund Investments. Certain of the company's mutual fund investments are held for strategic rather than trading purposes.

Mutual Fund Price Sensitivity analysis:

The sensitivity analysis below have been determined based on the exposure to mutual fund price risks at the end of the reporting period.

(Rs. in Lakhs)

| Particulars | Investment Amount measured at FVTPL | Change in mutual fund Price | Impact on profit before tax for the year Increase by 5% | Impact on profit before tax for the year decrease by 5% |
|-----------------------|-------------------------------------|-----------------------------|---|---|
| As at 31st March 2019 | 914.87 | 5% | 45.74 | (45.74) |
| As at 31st March 2018 | 4,659.92 | 5% | 233.00 | (233.00) |

(c) **Capital Risk Management**

The company manages its capital to ensure that it will be able to continue as going concern while maximising the return to the stakeholders. The capital structure of the company consists of cash and cash equivalents and total equity of the company. (Refer Note No. 7 and Note No. 11 respectively).

| Particulars | 31 March, 2019 | 31 March, 2018 |
|---------------------------|----------------|----------------|
| Total equity | 1,223.19 | 4,886.60 |
| Borrowings | - | - |
| Total cost | 1,223.19 | 4,886.60 |
| Cash and cash equivalents | 2,035.95 | 2,035.41 |
| Net cost | (812.76) | 2,851.19 |

(ii) **Unhedged Foreign currency (FC) exposure:**

The Company does not have significant exposure to the risk of change in foreign currency as the Company is not having any receivable and payable in foreign currency.

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Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position.

(Rs. in Lakhs)

| Maturities of Financial Liabilities | 31 March, 2019 | | |
|-------------------------------------|-----------------|--------------|-----------------|
| | Upto 1 year | 1 to 5 years | 5 years & above |
| Trade Payables | 125.73 | - | - |
| Other Financial Liabilities | 2,155.64 | - | - |
| Total | 2,281.37 | - | - |

(Rs. in Lakhs)

| Maturities of Financial Liabilities | 31 March, 2018 | | |
|-------------------------------------|-----------------|--------------|-----------------|
| | Upto 1 year | 1 to 3 years | 5 years & above |
| Trade Payables | 91.60 | - | - |
| Other Financial Liabilities | 1,446.64 | - | - |
| Total | 1,538.24 | - | - |

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Details of Corporate Social Responsibility (CSR) Expenditure

(Rs. in Lakhs)

| Particulars | 31 March, 2019 | 31 March, 2018 |
|---|----------------|----------------|
| (a) Amount required to be spent as per Section 135 of the Act | 40.94 | 25.87 |

(b) Amount spent during the year on:

(Rs. in Lakhs)

| Particulars | 2018-19 | | |
|--|--------------|--------------------|--------------|
| | In Cash* | Yet to be incurred | Total |
| i) Construction /Acquisition of any Assets | - | - | - |
| ii) Purpose other than (i) above | 21.00 | 19.94 | 40.94 |
| Total | 21.00 | 19.94 | 40.94 |

(Rs. in Lakhs)

| Particulars | 2017-18 | | |
|--|--------------|--------------------|--------------|
| | In Cash* | Yet to be incurred | Total |
| i) Construction /Acquisition of any Assets | - | - | - |
| ii) Purpose other than (i) above | 25.00 | 0.87 | 25.87 |
| Total | 25.00 | 0.87 | 25.87 |

* Represents actual outflow during the year

(c) Related Party transactions relating to Corporate Social Responsibility; refer note no. 26

(d) Amount spent during the year on:

(Rs. in Lakhs)

| Particulars | 31 March, 2019 | 31 March, 2018 |
|--------------------------|----------------|----------------|
| Opening Provision | 0.87 | - |
| Addition during the year | 40.94 | 25.87 |
| Utilised during the year | 21.00 | 25.00 |
| Closing Provision | 20.81 | 0.87 |



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

32 Operating Lease Expenses

The Company has obtained certain premises for its business operations (including furniture and fixtures, therein as applicable) under cancellable operating lease which are subject to renewal at mutual consent. The cancellable lease arrangements can be terminated by either party after giving due notice. Lease payments are recognised in the Statement of Profit and Loss under 'Rent' in Note No. 24.

These Non Cancellable lease arrangements are for a period not exceeding 9 years and are renewable by mutual consent, on mutually agreeable terms. On an average, an escalation of 9 to 16 % is noted in the lease arrangements.

Future minimum lease rentals payable in respect of non-cancellable operating leases have been mentioned below:

(Rs. in Lakhs)

| Non Cancellable Operating Lease Commitment | As at | |
|---|----------------|----------------|
| | 31 March, 2019 | 31 March, 2018 |
| Not Later than one year | 14.25 | 53.33 |
| Later than one year but not later than five years | - | 266.64 |
| Later than Five years | - | 57.77 |

33 Payment to Auditors

Other Expenditure in Note 24 includes Auditor's Remuneration in respect of:

(Rs. in Lakhs)

| Particulars | Year ended 31 March, 2019 | Year ended 31 March, 2018 |
|--|------------------------------|------------------------------|
| Audit Fees | 5.00 | 9.00 |
| Reimbursement of out of pocket Expense | 0.20 | 0.20 |
| Total | 5.20 | 9.20 |

34 Fair value disclosure

- a) The carrying value is same as the fair value of financial instruments by categories as at March 31, 2019 and March 2018 is as follows :

(Rs. In Lakhs)

| Particulars | 31 March, 2019 | 31 March, 2018 |
|---------------------------------------|-----------------|-----------------|
| Financial Assets | | |
| Amortised Cost : | | |
| Investment | 552.65 | 53.65 |
| Cash and Bank Balances | 2,035.95 | 2,035.41 |
| Non Current Financial Assets | 62.15 | 24.37 |
| Security Deposit | 1.45 | 1.35 |
| Receivable from gateway | 229.39 | 143.09 |
| Others Receivables from Related Party | 19.31 | 33.34 |
| Loan and Advances to Related Parties | 41.40 | 41.40 |
| FVTOCI | - | - |
| FVTPL | | |
| Investments in Liquid Fund | 914.87 | 4,659.92 |
| Total Assets | 3,857.17 | 6,992.53 |
| Financial Liabilities | | |
| Amortised Cost : | | |
| Trade Payables | 125.73 | 91.60 |
| Other Financial Liabilities | 2,155.64 | 1,446.64 |
| Total Liabilities | 2,281.37 | 1,538.24 |



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

b) Fair Value Hierarchy and Method of Valuation

Except as detailed in the following table, the Company considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Level 1 : Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Input other than quoted prices included within level 1 that are observable for the assets or liability, either directly (i.e.as prices) or indirectly (i.e.derived from prices)

Level 3: Inputs for the assets or liabilities that are not based on observable market data(unobservable inputs)

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2019

| Financial Assets | | (Rs. In Lakhs) | | | |
|------------------------------------|----------------|----------------|---------|---------|--------|
| Particulars | 31 March, 2019 | | | | |
| | Carrying Value | Level 1 | Level 2 | Level 3 | Total |
| Measured at FVTPL | | | | | |
| - Investment in Mutual Fund | 914.87 | 914.87 | - | - | 914.87 |
| Measured at FVTOCI | | | | | |
| - Investments in Equity Instrument | - | - | - | - | - |

| Financial Assets | | (Rs. In Lakhs) | | | |
|------------------------------------|----------------|----------------|---------|---------|----------|
| Particulars | 31 March, 2018 | | | | |
| | Carrying Value | Level 1 | Level 2 | Level 3 | Total |
| Measured at FVTPL | | | | | |
| - Investment in Mutual Fund | 4,659.92 | 4,659.92 | - | - | 4,659.92 |
| Measured at FVTOCI | | | | | |
| - Investments in Equity Instrument | - | - | - | - | - |

35 Discontinued operation and exceptional item

a) Exceptional item

On 12 March, 2019, company sold its Fantasy League Business to Halaplay Technologies Private Limited ("HTPL") for a consideration of Rs. 500 lakhs against which the company has received 10,320 equity shares of face value Rs. 100 each. Gain on sale which is difference between the sale consideration and net assets transferred is presented as an exceptional item.

b) Discontinued Operation

Loss during the year related to the Fantasy league business is presented as discontinued operation. Analysis of Financial information relating to the discontinued operation for the period to the date of disposal is set out below:

The Financial performance and cash flow information presented are from 1st April 2018 to 12th March 2019:

| Financial Performance | | (Rs. In Lakhs) | |
|---|-----------------|----------------|--|
| Description | 31 March, 2019 | 31 March, 2018 | |
| Revenue | 165.26 | - | |
| Expense | (762.99) | - | |
| Loss before income tax | (597.73) | - | |
| Income tax expense | 174.06 | - | |
| Loss from Discontinued Operation | (423.67) | - | |

| Cash Flow | | (Rs. In Lakhs) | |
|---|-----------------|----------------|--|
| Net Cash Flow from operating activities | (350.40) | - | |
| Net Cash inflow(outflow) from investing activities | (102.60) | - | |
| Net cash flow from financing activities | - | - | |
| Net increase in cash generated from discontinued operation | (453.00) | - | |



Gaussian Networks Private Limited

Notes to financial statements for the year ended 31 March, 2019

36 Disclosure under Ind As - 115 Revenue from contracts with customers

Disaggregate revenue information:

Set out below is the disaggregation of the Company's revenue from contracts with customers and reconciliation to profit and loss account:

a) Type of services

(Rs. In Lakhs)

| Particulars | 31 March, 2019 | 31 March, 2018 |
|--|------------------|-----------------|
| Online Gaming | | |
| - Continued Business | 10,946.02 | 8,203.19 |
| - Discontinued Business | 165.26 | - |
| Total revenue from contract with customer | 11,111.28 | 8,203.19 |
| Geographical market | | |
| India | 11,111.28 | 8,203.19 |
| Outside India | - | - |
| Total revenue from contract with customer | 11,111.28 | 8,203.19 |
| Timing of Revenue recognition | | |
| Revenue recognised at a point in time | 11,111.28 | 8,203.19 |
| Revenue recognised over time | - | - |
| Total revenue from contract with customer | 11,111.28 | 8,203.19 |

b) Contract balances

(Rs. In Lakhs)

| Particulars | 31 March, 2019 | 31 March, 2018 |
|--|----------------|----------------|
| Contract Liabilities (Customer wallet balance) | 1,516.99 | 1,204.20 |

c) The company does not have any trade receivable or unbilled revenues are presented net of impairment in the Balance Sheet. In 2019, Provision for expected credit loss recognised on trade receivable was Nil (P.Y. Nil).

d) Significant changes in contract asset and contract liability during the period are as follows:

(Rs. In Lakhs)

| Particulars | 31 March, 2019 | 31 March, 2018 |
|--|-----------------|-----------------|
| Movement in Contract Liabilities (Customer wallet balance) | | |
| Contract Liabilities at the beginning of the year | 1,204.20 | 597.34 |
| Increase due to cash received and decrease as a result of changes in the measure of progress, change in estimate | 312.79 | 606.86 |
| Contract liabilities at 31 March 2019 | 1,516.99 | 1,204.20 |

Information about Company's performance obligation

Company's performance obligation is immediately satisfied, when user plays on its online portal. Payment against performance obligation is deducted from customer wallet balance as and when the performance obligation is satisfied.

As per Our Report of Even Date

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No.001076N/N500013



Nikhilesh Nagar

Partner

Membership No:079597

Place: Mumbai

Date: 6th April, 2019



For and on behalf of Board



Ashish Kapadia

Director

DIN: 02011632



Hardik Dhebar

Director

DIN: 00046112

Place: Mumbai

Date: 6th April, 2019