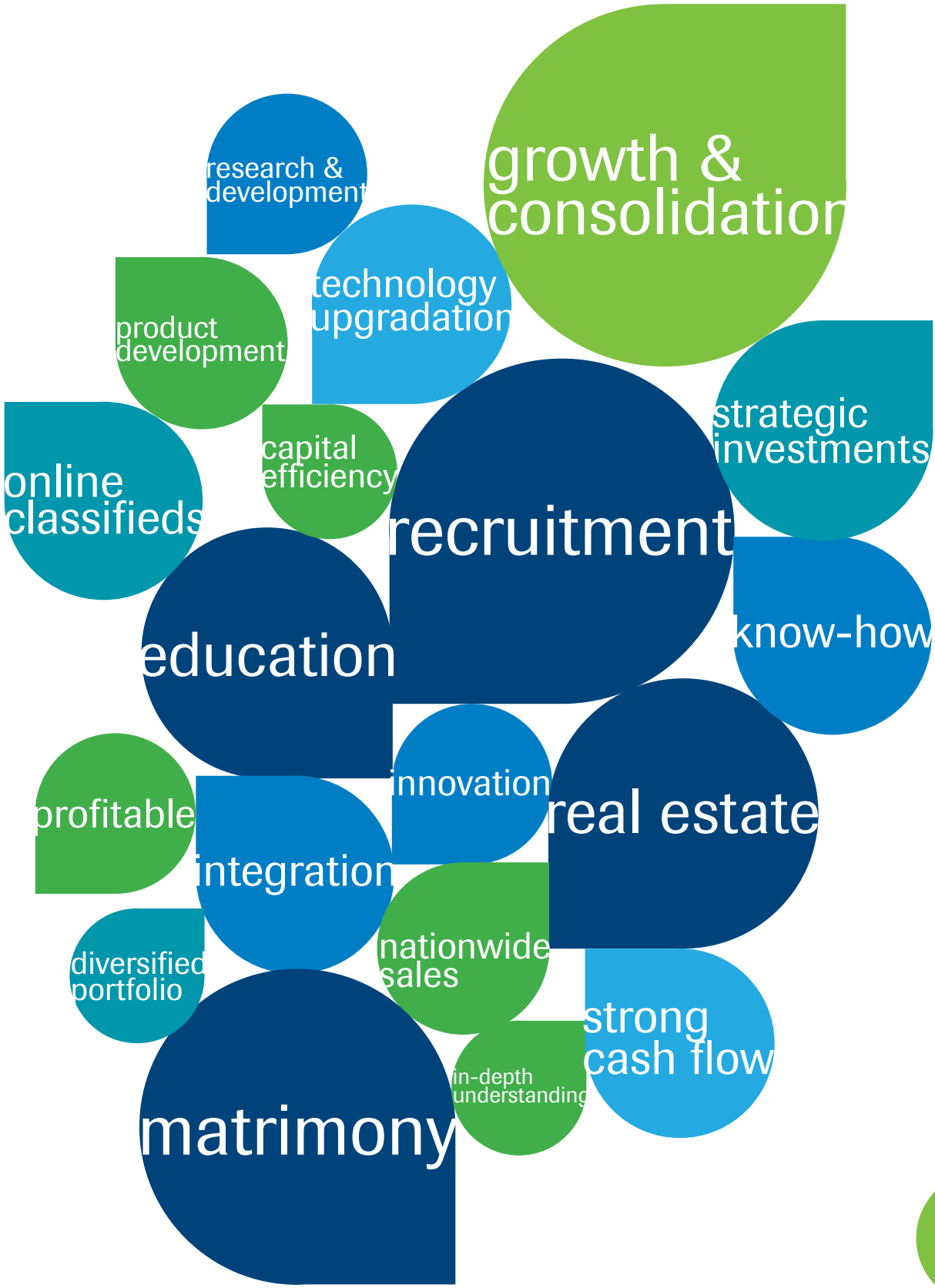

annual report 2015-16

INFOEDGE

annual
report
2015-16

BOARD OF DIRECTORS

Mr. Kapil Kapoor	Non-Executive Chairman
Mr. Sanjeev Bikhchandani	Founder & Executive Vice-Chairman
Mr. Hitesh Oberoi	Managing Director & Chief Executive Officer
Mr. Chintan Thakkar	Whole-time Director & Chief Financial Officer
Mr. Arun Duggal	Independent Director
Mr. Saurabh Srivastava	Independent Director
Ms. Bala Deshpande	Independent Director
Mr. Naresh Gupta	Independent Director
Mr. Sharad Malik	Independent Director

COMPANY SECRETARY

Mr. MM Jain

AUDITORS

Price Waterhouse & Co Bangalore LLP (FRN-007567S/S-200012)
Chartered Accountants

BANKERS

ICICI Bank Limited HDFC Bank Limited State Bank of India
Punjab National Bank HSBC Bank Bank of Baroda Bank of India
Oriental Bank of Commerce State Bank of Hyderabad

REGISTERED OFFICE

GF-12A, 94, Meghdoot Building,
Nehru Place, New Delhi-110 019 India
CIN: L74899DL1995PLC068021

CORPORATE OFFICE

B-8, Sector-132, Noida – 201 304
Uttar Pradesh, India

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"In the fast evolving internet based start-up eco-system, we are a seasoned player who knows what it takes to build leading brands."

"Our flagship brand – naukri.com – registered strong growth numbers with revenue from recruitment solutions growing by a little over 19%. It has emerged as a clear leader with over 70% traffic share by the end of FY2016. The Company continues to leverage the cycle of profitable growth that such leadership brings."

"As you are aware, the real estate space saw large investments and new entrants with innovative products during the first half of FY2016. By the end of FY2016, a smaller number of players has clearly emerged as competitors vying for leadership. Importantly, amongst them, 99acres has garnered the largest pie of 40% plus steady traffic share over the last quarter of FY2016."

"We have been focusing on niche positioning for our brands with models that specifically address the nuances of the market. However, while we remain focused on optimising our return on investments, we realise we have to keep investing in our brands to remain competitive."

ceo's message

Dear Shareholders,

You would recall that in last year's letter to you, I had written, "Today's excitement in India's digital economy is well founded. However, having been in this business longer than most others, there are reasons to believe that the present phase of aggressive investments will last for a while — and then move on to a phase of consolidation. In the process, the industry will go through a churn". While I am not and do not want to portray myself as a soothsayer, but this is essentially the storyline along which FY2016 unfolded for many internet based businesses in India.

It is now well established that internet driven businesses have huge potential in India. The pace of internet penetration in the country continues to be rapid. After the first 100 million users came on stream in the first decade of this millennium, the next 100 million were added in four years — between 2010 and 2014. In 2015 alone, another 100 million has been added. The trend is expected to continue in 2016 and by the end of the calendar year one expects 500 million internet users in India – that is a large market that could be serviced through various ways to create value.

The global investor community certainly recognised this rapid transformation of a large part of India into a digitally networked community. This business space had started attracting foreign investments since a few years back, but from the beginning of 2014 the internet based start-up ecosystem in India witnessed frantic activity. Some of it was also driven by global cues that signalled a move to investments in this space in the western world. The heightened activity continued till the middle of 2015 – a one and a half year period of massive buoyancy in terms of capital flows into the digital business industry in India. Investors from across the globe, were trying to enter or stay in India's consumer internet space. Consequently, expectations and valuations reached unjustifiably high levels. In a sense it was the party you were willing to buy a very expensive ticket to. As predicted, this scenario did not last long.

By the middle of 2015, veteran investors, venture capitalists and hedge fund investors started questioning the fundamentals of many of the internet based business models and their ability to sustain the high valuations they had garnered. The correction in the market place was firmly established when certain big brands saw considerable value erosion in additional rounds of funding. While valuations are a way to gauge a company's worth, they tend to go through cycles, sometimes swayed heavily by investor sentiment.

At Info Edge, we have always tried to focus on business fundamentals and stayed away from market sentiments. However, this phase of easy access to capital created a culture of pursuing high growth with very high levels of cash burn in the industry. This external environment did have an adverse effect on the way we conducted some of our businesses. Essentially, it pushed us to making heavy investments to stay tuned in the race for market leadership, some of which we may not have done in the normal course of business growth. For Info Edge, this had a bearing primarily for 99acres.com – our online real estate business.

Today, while raising capital has become more difficult than in the last couple of years, it is important to understand that money has not suddenly dried up. There is still a large tranche of capital that investors intend to deploy. However, what has changed, is the filter employed by them. Today, it is not only about growth. It is about profitable and sustainable growth. The cash burning scenario is gone and investors want to ascertain that the businesses can scale up in a sustainable manner showing a clear path to profitability and exit for them. Interestingly, this is exactly in line with our internal philosophy of investments at Info Edge that we have deployed over the years.

So, how did we fare in this hectic year of fluctuating fortunes for the internet based industry in India?

Our flagship brand – naukri.com – which is the backbone of the Company registered strong growth numbers with revenue from recruitment solutions growing by a little over 19%. Naukri.com has emerged as a clear leader in its market

space with over 70% traffic share by the end of FY2016. The Company continues to leverage the cycle of profitable growth that such leadership brings with itself. Having said so, it is important to note that we continue to deploy resources and exert considerable effort to maintain and further establish our leadership position. Constant efforts are on in product development, sales, marketing and generation of customer insights. In fact, the total number of customers serviced increased from 57,000 in FY2015 to 61,000 in FY2016.

In terms of new developments, the referral hiring platform was converted to a paid product and the referral site for corporate customers was launched. Today, we have over 350 customers using it. In addition, the value added Career Site Manager offering with a presence on the Cloud platform has been very well accepted in the market with sales to over 1,600 companies in FY2016. Newer features added have resulted in realization doubling per customer. Over all, our focus on continuous improvements in the product and services continues to pay dividend.

As you are aware, the real estate space saw large investments and new entrants with innovative products during the first half of FY2016. Competition was intense. Given our philosophy of establishing market leadership, we had to increase our investments in product development, sales distribution and marketing activities to keep up with competition. Cash burn increased significantly during this period. Consequently, even as revenues grew by over 10% during FY2016, operating losses grew over 2.5 times and touched around ₹(911) million during FY2016. The positive development was the correction in terms of investments in the business space that happened during the second half of FY2016. With cash raising capacity drying up, the froth in the market cleared up and one went back to a more steady state of market competition. By the end of FY2016, a smaller number of players have clearly emerged as competitors vying for leadership. Importantly, amongst them, 99acres has garnered the largest pie of 40% plus steady traffic share over the last quarter of FY2016.

As the year progressed, cash burn in 99acres has also steadily come down. In Q1, FY2016 the losses were around ₹347 million, while in Q4,2016 it has reduced to ₹114 million. Essentially, while our investments in improving customer experience and meeting customer needs continue, spends on sales and marketing have reduced. We believe that there is potential in supplementing a lot of the offline activity in this space with complementary online services. We did notice that there were several products introduced in FY2016, which seemed to be technologically superior but did not bite much grass with customers. Consequently, our focus is on developing products that solve specific problems that are identified through extensive research on understanding customer needs. The Real Estate market however continues to be sluggish and demand for new homes especially in markets like Noida, Gurgaon, and Hyderabad continue to be weak, Mumbai and Bangalore are slightly better but everywhere unfinished projects and inventory overhang continues. Under these conditions, the business strategy is about developing a platform that becomes engrained as a market leader and can see explosive growth once real estate markets recover.

"The Real Estate market continues to be sluggish. Everywhere, unfinished projects and inventory overhang continues. Under these conditions, the business strategy is about developing a platform that becomes engrained as a market leader and can see explosive growth once real estate markets recover."

Shiksha and jeevansathi have also gained some traction. Shiksha is going through its normal course of evolution in a steady manner and establishing several touchpoints that can be effectively monetised and scaled up in the future. At jeevansathi, too, this year we made some marketing spends and revitalised the brand. We continue to emphasize on building this as a product that addresses niche needs of specific regional communities in India. On both these businesses, we are focusing on improving customer experience and better targeting through the use of analytics.

These businesses contributed to a little over 18% growth in revenues on a stand-alone basis. EBIDTA margins reduced due to the heavy investments in people and marketing initiatives, which we account for in operating expenses. As a result, profit after tax (PAT) reduced by 27% to around ₹1416 million.

While the businesses in the stand-alone portfolio have a commonality in terms of developing platforms for bringing buyers and sellers together and monetisation through promotion of online classifieds, we had ventured into making strategic investments in investee companies to further enhance our portfolio in the digital business space in India. We believe that each such new business has its specific DNA and core competency that is seen in the team of entrepreneurs that have started it, and we play a role of supervising investors giving them the freedom to build on their concepts.

During FY2016, we invested about ₹2,302 million in our portfolio of investee companies including ₹1,554 million in Zomato in April 2015 and Rs.250 million in Applect. We also added three new companies to our portfolio - Mint Bird, Rare Media and Green Leaves. I urge you to read the details of these investee companies, which are extensively covered in the chapter on Management Discussion and Analysis, the business that has a major effect on our consolidated results is zomato.com.

Zomato, the online restaurant discovery and ordering business, recorded a 91% increase in revenues to ₹1,850 million in FY2016. However, given the investments, the EBITDA level loss was ₹(4410) million. After a phase of frantic cash raising and investments, the Company has revised its business plans with a focus on reducing cash burn. This includes rationalising manpower and marketing spends. Also, given its global push, the Company has now decided to focus on only 14 countries, while managing operations on the others efficiently from India. Both, the trend in increased revenue growth and reduced cash burn is in the right direction – Q4, FY2016 revenues was a third of annual revenues, while Q4, FY2016 cash burn was only 15% of annual cash burn. We believe it is well positioned to improve its business fundamentals with a business strategy that is more capital efficient.

In the internet space, our focus has always been to establish leadership. It is clearly 'a winner take all' business – Gmail in email, Facebook in social networking, Twitter in microblogging, YouTube in video, all have a market share in excess of 80%. Also, in India it is an industry with one of the least barriers to entry. We have to prepare ourselves to compete with global majors. Hence, our products, our delivery mechanisms, our technology and our value propositions have to be tuned to be optimal at global levels. After all, in this space competitive threat has come in from none other than amazon and Alibaba – both global giants. We are aware of this, and have been focusing on culling out niche positioning for our brands with models that specifically address the nuances of the market where we operate. We have also taken our model of naukri to naukrigulf and zomato has also gone global. It is important to appreciate that once such a global perspective is built into a business, while scale of operations and revenues grow, profit margins start to stabilise. While we remain focused on optimising our return on investments, we realise we have to keep investing in our brands to remain globally competitive even if our market is primarily in India.

Let's face it, there are so many Indians who pad up every day for a game of cricket, but only a handful become world beaters like Sachin Tendulkar, Virat Kohli or Mahendra Singh Dhoni. For these greats, every day of their career was a step in pursuit of greater excellence, and that is what Info Edge is about. In the fast evolving internet based start-up eco-system, we are in essence a seasoned player who know what it takes to build leading brands, while we continue to strive to be a step ahead of others.

Best Regards
Hitesh Oberoi

highlights

FIVE YEAR PERFORMANCE: STAND ALONE (₹ Mn)

	FY2012	FY2013	FY2014	FY2015	FY2016	CAGR
Net Sales	3,756	4,349	5,051	6,113	7,235	17.8 %
Total Income	4,165	4,838	5,491	6,877	8,063	18.0%
Operating EBIDTA	1,423	1,474	1,644	1,793	1,578	2.6%
Operating EBIDTA margin	37.9%	33.9%	32.5%	29.3%	21.8%	
EBIDTA	1,818	1,939	2,077	2,557	2,407	7.3%
EBIDTA margin	43.6%	40.1%	37.8%	37.2%	29.8%	
PBT	1,737	1,551	1,876	2,675	2,082	4.6%
PAT*	1,226	1,022	1,285	1,939	1,416	3.7%
EPS (₹)**	22.46	9.36	11.77	16.82	11.76	
Cash & Equivalents (FD in Banks, Investment in Debt MF & FMP)	4,818	4,252	4,782	11,722	10,964	22.8%
Net Worth	5,744	6,654	7,621	16,624	17,640	32.4%
Head Count (year end)	2,150	2,464	3,016	3,826	4,214	18.3%

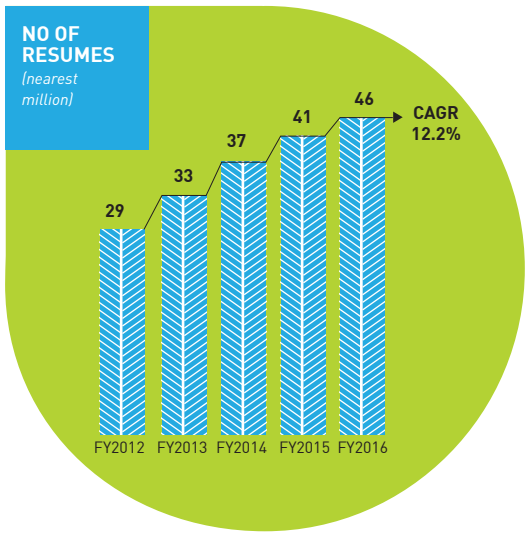
* After exceptional item
** Bonus issue in ratio of 1:1 made in FY 2011 and FY 2013 respectively

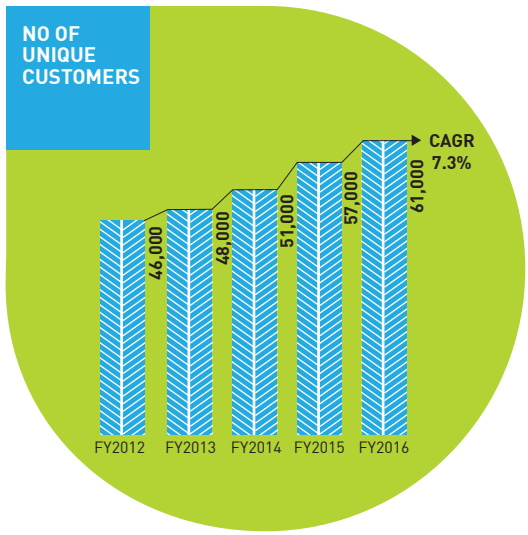
FIVE YEAR PERFORMANCE: BUSINESS VERTICALS (₹ Mn)

	FY2012	FY2013	FY2014	FY2015	FY2016	CAGR
Net Sales						
Recruitment	3,042	3,368	3,713	4,450	5,312	15.0%
Matrimonial	254	323	360	392	469	16.6%
Real Estate	347	516	758	1,004	1,106	33.6%
Vertical EBITDA						
Recruitment	1,550	1,658	1,879	2,279	*2,846	16.4%
Matrimonial	(49)	(75)	(67)	(44)	*(126)	NA
Real Estate	1	(8)	(48)	(375)	*(911)	NA

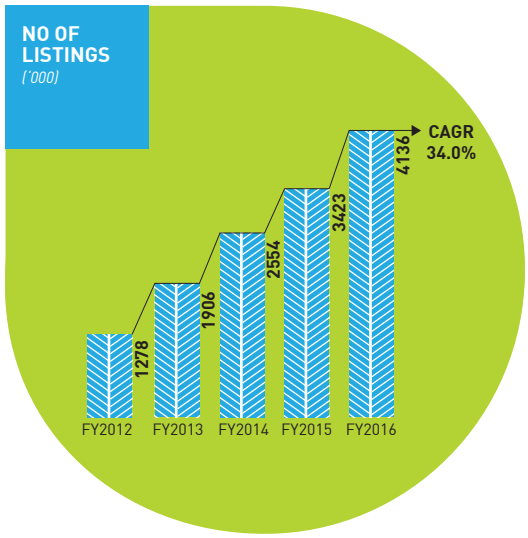
* Amounts in FY2016 are excluding Unallocated Head office expenses

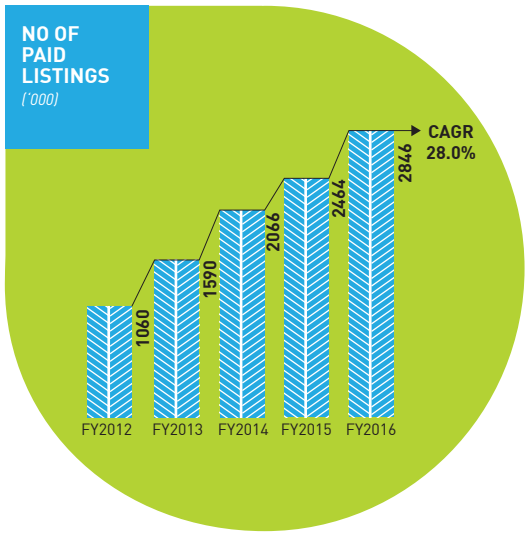
NAUKRI.COM: Leveraging leadership position to further gain on customer usage



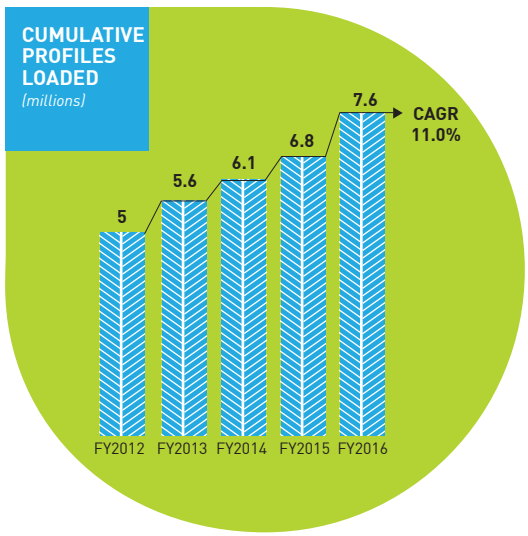


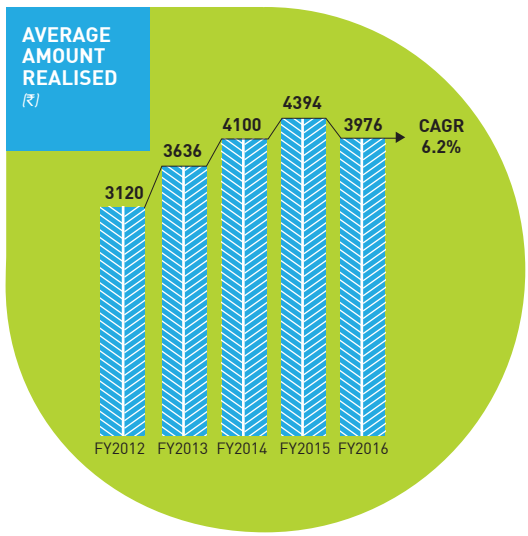
99ACRES.COM: Penetrating markets further with stress on quality postings amidst stiff competition





JEEVANSATHI.COM: Continued focus on niche positioning





THE COMPANY'S FUNDAMENTAL BUSINESS ETHOS

In Financial Year (FY) 2016, as the digital business space started coming of age in India, Info Edge competed and overcame strong challenges in the market and further cemented its leadership position across its brands by adopting a strategy development and execution path based on certain fundamental business principles.

1

FOCUS ON OPTIMISING CAPITAL EFFICIENCY

Maximising margins and operating leverage and stressing on capital efficiency to build business models that provide strong cash accretion.

2

EMPHASIS ON CREATING MARKET LEADERS

Most strategic decisions and investments are tuned to establish leadership in the market for all the Company brands.

3

CREATING UNPARALLELED CUSTOMER EXPERIENCE

Recognising the need for proper off-line support to strengthen each of the brands.

4

EMPHASIS ON 'CONTINUOUS INNOVATION'

to create market differentiation in a competitive market place through its experience and knowledge developed over the years.

management discussion & analysis

overview

Incorporated in 1995 and publicly listed in 2006, today, Info Edge ('the Company') is clearly a stalwart in the Indian internet based business space. The Company has gathered rich experience in its business domain having first nurtured and developed India's leading online recruitment business – naukri.com; extending its offerings in the 'online classified' space by developing strong brands like 99acres.com (online real estate), jeevansathi.com (online matrimony) and shiksha.com (online education information services); and today having a wide portfolio of offerings in the technology driven space that creates value by solving specific problems for customers including policybazaar.com (online insurance) and zomato.com (online restaurant classifieds and food delivery business) and few others.

While developing and diversifying its business portfolio, Info Edge continues to focus on certain fundamental business ethos.

FIRST, there is focus on optimising working capital cycles, maximising margins and operating leverage, and stressing on capital efficiency to build business models that provide strong cash accretion. Consequently, even after adopting a high investment led business path especially in the last few years, as of March 31, 2016, the Company has 55% (₹ 10.96 billion) of its assets in cash and cash equivalents (FD in Banks, Investment in Debt MF & FMP), while 86% of its liabilities are in terms of equity, only 14% is current liabilities and provisions and negligible debt.

SECOND, there is emphasis on creating brands that are market leaders. Most strategic decisions and investments are tuned to establish leadership in the market for all the Company brands that are directly in the Company's business portfolio or indirectly held through investments into investee companies. While the internet based business landscape provides several opportunities, it is also very competitive and establishing market leadership is the core to creating long term value propositions. Info Edge believes that in the long run only market leaders survive to reap benefits of the value a particular service space offers to its participating companies. Today, in its own portfolio – naukri, 99acres and shiksha, and amongst investee companies – zomato, policy bazaar, meritnation, mydala and canvera – are clear market leaders in terms of traffic share.

THIRD, while creating unparalleled customer experience, through the digital medium, is at the core of each of the businesses, Info Edge also recognises the need for proper off-line support to strengthen each of the brands. This includes activities like promotions through other channels, sales and distribution, customer service, logistics and delivery support. In fact, today, Info Edge has 64 company branch offices across 44 cities in India. Around 2,866 or 68% of the Company's entire workforce is involved in activities focused on sales and service.

FOURTH, the Company continues to emphasise on 'continuous innovation' as its core mantra to create market differentiation in a competitive market place. In the internet based business space most competitors also have a large focus on innovation but many lay emphasis on particular aspects of innovation that rely mainly on the product. Through

its experience and knowledge developed over the years, Info Edge has evolved a holistic approach to innovation that extends from methodologies to understand customer trends, forecast developments in technology, develop cutting edge products that address well targeted customer needs, enhance and create brand recognition and identify solutions for the future.

Executing such a business philosophy involves striking a fine balance between optimising the present and investing in the future. To fulfil this, Info Edge continues to focus on executional excellence concentrating on operational efficiencies and cost management, while making investments in people and technology for future growth. Adopting a strategy development and execution path based on these principles, in Financial Year (FY) 2016, as the digital business space started coming of age in India, Info Edge competed and overcame strong challenges in the market and further cemented its leadership position across its brands.

business environment

THE INDIAN DIGITAL ECONOMY

In FY2015, one had observed that the critical inflection point had been breached for internet and mobile usage in India. The rapid growth of penetration of digital connectivity continued in India during FY2016. According to findings in the 'Internet in India 2015' Report released by the Internet and Mobile Association of India (IAMAI) and IMRB International, in October 2015, 317 million Indian users accessed Internet. Of this, urban India accounts for 209 million users out of an overall urban population of 414 million people, while rural India accounts for 108 million users out of an overall population of 922 million people. This is approximately around 25% of the country's population.

According to the report, India's internet base would grow by 49% in 2015 is expected to reach 402 million by December 2015, making it the world's second-largest Internet user base overtaking the US. China has the largest Internet user base, with over 600 million users. The report estimates that by June 2016, India will have 426 million users. The rapid pace of penetration is an interesting story - It took 10 years for India to get to the first 10 million users and another decade to hit the first 100 million. The next 100 million has been added in four years —between 2010 and 2014. The next 100 is added in 2015 alone, and one expects this pace of penetration to continue for a few more years. However, while the initial phase of growth relied almost completely on English as the language medium, the next phase will require more localised content even at times in the local regional languages.

Chart A traces the growth of internet users in India since 2012.

A major transformation in internet usage in India and one that has brought about the rapid penetration was the move away from static connection platforms to mobile ones using hand held devices. This change has been dramatic, and the trend continued in FY2016. The mobile internet user base reached 306 million by December 2015, and is expected to touch 371 million users by June 2016, a rise of 21% in six months. Urban mobile Internet users are expected to constitute about 71% of this number, with 262 million users, while rural India is expected to have 109 million mobile internet users by June 2016. It has also been observed that the share of mobile Internet spend in the average monthly bill of users rose to 64% in 2015 from 54% in 2014. However, the average monthly bill fell nearly 18% to about ₹ 360, which is attributed to the fact that the consumers engaged more through data for connectivity and minimized their money spent on voice. **Chart B** plots the rapid rise in mobile internet usage in India.

Since the middle of 2014, it seemed that the Indian Internet ecosystem had finally come of age and the global investment community started paying heed to India's emergence as a significant internet based economy. Initially, the investment drive came from large international firms such as Tiger Global from New York, Softbank from Japan, and Alibaba from China. Taking cue from them, the Indian investors followed suit and by the second quarter

A major transformation in internet usage in India and one that has brought about the rapid penetration was the move away from static connection platforms to mobile ones using hand held devices. This change has been dramatic, and the trend continued in FY2016.

of 2015 investment activities hit a major high with most entrepreneurs turning to internet based businesses and being supported whole heartedly by the investment community. The focus was on building business models that solved any problem using the medium of the internet, and fund raising, which was historically very difficult in India, became a very simple process. In a sense, 'irrational exuberance' set in and valuation expectations from entrepreneurs became staggeringly high. This phase is very common to any such sunrise industry that gets acceptance of global investor. However, the euphoria has not lasted for long, which is good for serious players in the industry. It has taken a few quarters for investors to recalibrate their strategies and re-focus on business fundamentals. By the beginning of 2016, the most important adjustment that has happened in the industry has been a moderation of expectations both from entrepreneurs and investors. The 'irrational exuberance' has died down but the immense potential for value creation in the sector remains to be tapped.

India still has a large number of basic, interesting, and uniquely Indian problems yet to be solved. And, technology, specifically mobile and Internet, offers immense scope to be leveraged to solve hitherto hard-to-solve problems like making payments easier, aggregating unorganised markets or verticals, or using data analytics to make services and products more targeted. The number of active smartphone and Internet users have increased more rapidly than most expected. Still, the majority of the Indian population of 1.25 billion doesn't have access to basic and reliable Internet. With Internet giants like Google and Facebook, as well as local players like Reliance launching different initiatives to bring the next billion online, the market scope can become significantly larger.

An important point to note is that in India, the regulatory barriers in this industry are almost non-existent, internet content is still mostly in English and the Government has not been able to control digital media proliferation. While this is good for the consumer, Indian players who operate in this space has to deal with global players like Amazon, Google or Alibaba as just another competitor. This is very different from the way the internet industry has grown in China. In fact, the Chinese have built their businesses without much global competition

CHART A

INTERNET USERS IN INDIA
(millions)
Source; IAMAI, IMRB Report

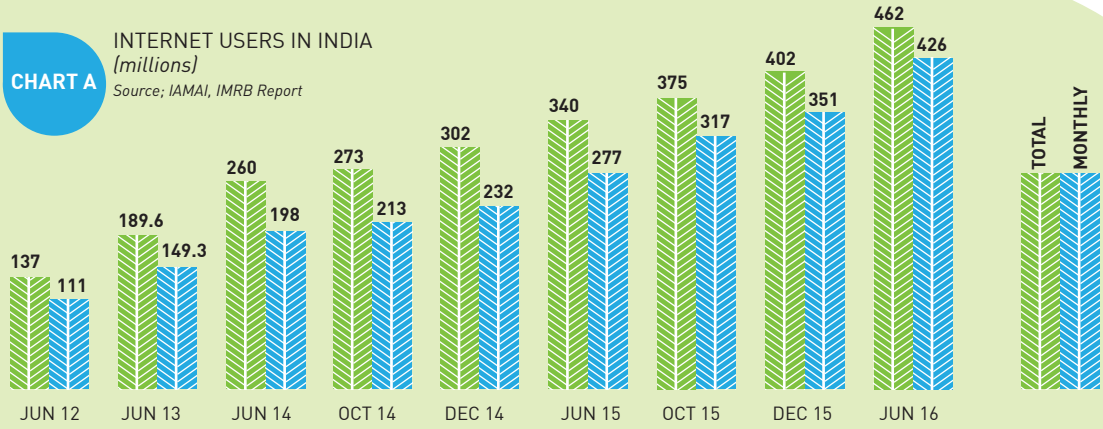
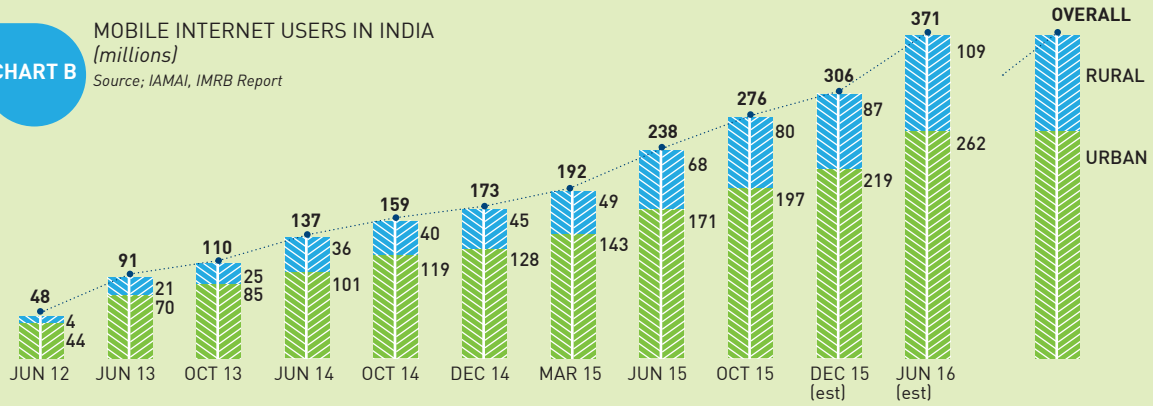


CHART B

MOBILE INTERNET USERS IN INDIA
(millions)
Source; IAMAI, IMRB Report



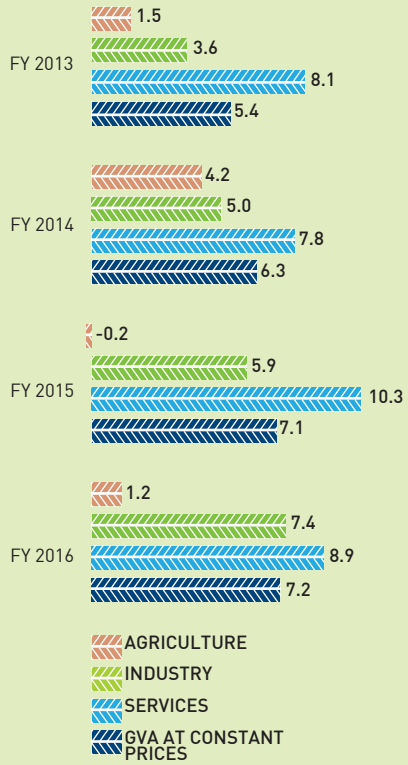
– that half-trillion dollar market cap came much easier, after much government protection. There are significant regulatory, political and language barriers for non-Chinese internet firms to win in China.

Given that the nature of Internet businesses is largely a winner-take-all in any niche, Info Edge has always focused on establishing leadership in whichever market it operates. Global examples show that the market share that Google ended up with in search, Gmail in email, Facebook in social networking, Twitter in microblogging, YouTube in video are all well above 80%. So, having carefully identified a niche, one has to either end up the leader with 80% of it, or a distant number 2 with 8% of it or a non-player with 0.8% of it. This is where the chips largely tend to fall – though there are a few exceptions.

Consequently, even after having established a leadership position in its main business domains, Info Edge lays continuous emphasis on promoting innovation and makes investments in branding, people, product development and processes to maintain their leadership position and defend markets. The focus is on building businesses that have defensibility, sustainable competitive advantage, and an ability to make healthy profits in the long term. The Company has been leveraging its experience in the Indian market over a period of time to understand and appreciate the nuances of problems in India and developing solutions and business models that are uniquely Indian. Some of these models have been replicated in niche global markets as well like with naukrigulf and by zomato. Now that the Indian internet market has become large enough for global players to make a meaningful entry, domestic leaders like Info Edge have to strike a fine balance between maximising profits today and making investments to protect its leadership position in the long run. In terms of financial results, this also means that high quality execution will lead to revenue and profit growth but operating margins will in all probability be lower than what one saw in the earlier phase of growth of successful Indian internet companies.

CHART C

INDIA'S REAL GROWTH PARAMETERS
(%)
Source: CSO, Government of India

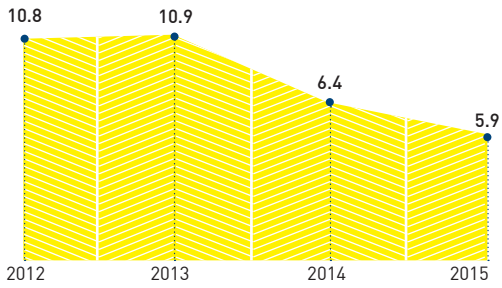


MACROECONOMIC DEVELOPMENTS

The global macroeconomic landscape is currently going through a rough and uncertain terrain characterised by weak growth of world output. Even in these trying and uncertain circumstances, India's growth story has remained largely positive on the strength of domestic demand. India's economy accelerated in the March quarter of FY 2016 to grow at 7.9%, buoyed by improved agricultural performance and growth in consumption. In fact, private final consumption expenditure in real terms grew by 7.4% in FY 2016 against 6.2% in FY 2015.

CHART D

INFLATION (CONSUMER PRICE INDEX)
(%)
Source: CSO, Government of India



For India, other macroeconomic parameters like inflation, fiscal deficit and current account balance have exhibited distinct signs of improvement. Wholesale price inflation has been in negative territory and the consumer prices inflation has declined to nearly half of what it was a few years ago.

Chart C shows the positive trend in real Gross Value Added (GVA) growth over the last 4 years including sectoral performance. GVA adjusted for taxes on products including import duties and subsidies gives GDP.

The good news is that high job creating industrial sector grew 7.4% in FY2016 compared to 5.9% in FY2015, and the services sector continued to grow by a respectable 8.9% in FY2016. Additionally, for India, the other macroeconomic parameters like inflation, fiscal deficit and current account balance have exhibited distinct signs of improvement. Wholesale price inflation has been in negative territory for more than a year and the all-important consumer prices inflation has declined to nearly half of what it was a few years ago. As **Chart D** shows, compared to 10.9% CPI inflation in 2013, the level was down to 5.9% in 2015. With inflation under control, the Reserve Bank of India (RBI) has eased monetary policy and reduced the benchmark repo rate in three instalments by a total of 100 basis points. Consequently, lending rates have reduced marginally. The base rate for scheduled commercial banks, which was 10.25% in 2013-14 has reduced to 9.7% by the end of Q3, 2015-16. Having said so, interest rates need to come down further to really bolster investments.

While there is much to cheer, there are also certain concern areas. Weak growth in advanced and emerging economies has taken its toll on India's exports. In fact, exports reduced by 5.2% in real terms over FY2016. Thankfully, imports have also declined, principally on account of reduced prices of crude oil for which the country is heavily dependent on imports and, hence, the trade and current account deficits continue to be moderate. Savings and investment rates are showing hardly any signs of revival. The rupee has depreciated vis-à-vis the US dollar, like most other currencies in the world, although less so in magnitude. At the same time, it has appreciated against a number of other major currencies.

BOX 1

Info Edge's Stand Alone Business Portfolio

CORE BUSINESS

- The online recruitment business — *naukri.com.* The recruitment portfolio is supported by the offline executive search business, Quadrangle, and its associated portal,*www.quadranglesearch.com.* There is the web portal, *www.naukrigulf.com* that caters to the Middle-East job markets; and the fresher hiring site, *www.firstnaukri.com.*

- The online real estate classified business, which operates through the portal *www.99acres.com.*

OTHER BUSINESSES

- The online matrimonial classified business, which operates through the portal *www.jeevansathi.com.*

- The online educational classifieds business, which operates through the portal *www.shiksha.com.*

Overall, consumer and business confidence based on macro trends are positive as one goes into FY2017.

business review

ENTERPRISE STRUCTURE AND BRAND PORTFOLIO

Info Edge's businesses have evolved over time and the enterprise structure has moulded to support these developments. Today, the Company has a group of brands managed and nurtured by its own organisational team. The performance of these entities have a direct impact on the stand-alone results of the Company. The brands that constitute the stand-alone entity is given in **Box 1.**

Each of these businesses are at different stages of their product life cycle and hence have their distinct impact on financial performance. The Company's established flagship brand is naukri.com. It is a clear leader in the Indian online recruitment business space and continues to generate healthy cash for the Company. The online real estate classifieds brand – 99acres.com – has started to

TABLE 1 INVESTMENT IN INVESTEE COMPANIES
(as on 25 May 2016)

Investee Company	Website	Total amount invested *(Rs million)*	% holding on fully diluted basis*	% Of total amount invested
ACTIVE				
Zomato Media Pvt Ltd.	www.zomato.com	4838	46%	60%
Applect Learning Systems Pvt Ltd.	www.meritnation.com	968	59%	12%
Etechaces Marketing and Consulting Pvt Ltd.	www.policybazaar.com	325	^10%	4%
Kinobeo Software Pvt Ltd.	www.mydala.com	270	42%	3%
Canvera Digital Technologies Pvt Ltd.	www.canvera.com	437	49%	6%
Happily Unmarried Marketing Pvt Ltd.	www.happilyunmarried.com	163	44%	2%
Mint Bird Technologies Pvt Ltd.	www.vacationlabs.com	60	26%	1%
Green Leaves Consumer Services Pvt Ltd.	www.bigstylist.com	64	25%	1%
Rare Media Company Pvt Ltd.	www.bluedolph.in	74	35%	1%
SUB TOTAL		7200		90%
WRITTEN OFF/ PROVISIONED FOR/ EXITED				
Studyplaces Inc.	www.studyplaces.com	45	13%	0%
Ninety Nine Labels Pvt Ltd.	www.99labels.com	285	47%	4%
Nogle Technologies Pvt Ltd.	www.floost.com	26	31%	0%
Canvera Digital Technologies Pvt Ltd.**	www.canvera.com	463		6%
SUB TOTAL		819		10%
TOTAL		8019		100%

**Approximate shareholding on fully diluted basis held directly or indirectly (through subsidiaries). The % shareholding may or may not translate into an equivalent economic interest on account of conditions in the investment/shareholders agreement.*

^being Info Edge's proportionate share of economic interest. Info Edge's subsidiary Makesense holds nearly 20% of policybazaar in association with Co-investor which infused nearly ₹ 1.34 bn for its 49.99% stake in it.

*** Total amount invested is ₹ 901 Mn out of which ₹ 463 Mn booked as loss on account of dimunition in value*

The amounts above have been rounded up to ₹ Mn.

grow and reached a materially significant size in terms of revenues. With heavy investments coming into the sector, the brand had to operate in a fiercely competitive market till the middle of FY2016. Since then, with some corrections in valuations, the overheated activities in the segment has died down but competition remains strong. This is where most of the Company's investments have been made in FY2016 and it is well positioned to break through and establish strong market leadership. Till the break-out is achieved, one expects most cash burn for the standalone entity to happen around this brand. The other businesses – online matrimonial classified under jeevansathi.com and online educational classifieds under shiksha.com – are still smaller businesses. Although they are gaining traction, the focus has been to consolidate these brands and steadily establish their market presence.

From a reporting perspective, considering the changing trend in scale of operations in some of the service verticals, the management has started monitoring the performance of each of these verticals on regular basis with effect from quarter ended June 30, 2015 and therefore these have been considered as reportable segments under Accounting Standard 17 on Segment Reporting. The reportable segments, at a consolidated level, represent "Recruitment Solutions", "99acres". "Online Restaurant Discovery" and the "Others" segment which comprises primarily Jeevansathi and Shiksha service verticals since they individually do not meet the qualifying criteria for reportable segment at a consolidate level as per the said Accounting Standard. **Chart E** Gives the relative shares of these segments in Company's total consolidated revenues for FY2016.

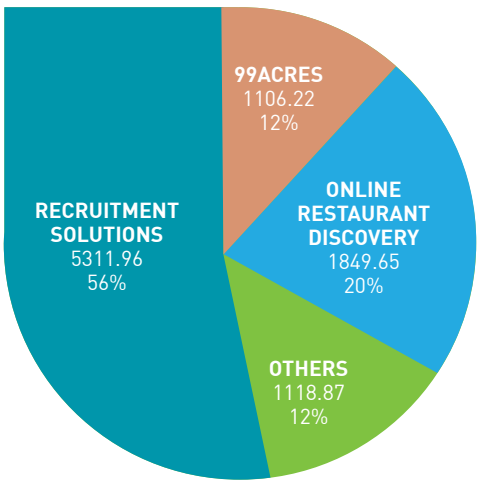
In addition to these businesses, recognising the basic entrepreneurial instinct driven characteristics of the online business space, Info Edge has utilised cash generated from core business to provide capital to investee companies as equity

contribution. These companies are typically spearheaded by a team of individuals who formulated the basic business idea and initiated its execution. Here, Info Edge plays a more supervisory role as the incubator and developer of an external business concept. Although there are extensive sharing of experience and support in continuously realigning business plans, final decisions and transactions are maintained on 'arms-length' basis.

The investee company portfolio and Info Edge's exposure to these businesses are given in **Table 1**. It is important to understand that for Info Edge, these investments are expected to generate returns over a period of time from the value accretion of their shares. Essentially, the focus is on enhancing their business valuations, which goes through various phases of growth and requires further periodic capital infusion. The Company consciously evaluates the impact of such infusion on Info Edge's own financial position and takes strategic positions on partnering other investors and also at times diluting its own stake. Consequently, it must be noted and as reflected in table 1, that Info Edge has only a proportion of interests in the total valuation of an investee company as reflected in the percentage holding on fully diluted basis.

CHART E

CONSOLIDATED REVENUES SEGMENT-WISE*(Rs million)*
(Including Inter Segment sales of Rs. 4.68 mn)



Amongst investee companies – zomato and policybazaar – have reached meaningful scale of operations. However, Info Edge now has a small stake in policybazaar, so developments in this business has lower material significance to Info Edge. During FY2016, the Company invested a total of about ₹ 2,302 million into the portfolio of investee companies including ₹ 1,554 million into Zomato in April 2015 and ₹ 250 million into Applect that runs meritnation.com during May 2015. The Company also added three new companies to its portfolio – Mint Bird, Rare Media and Green Leaves – for an investment of ₹ 198 million in total.

In order to further streamline its strategy of investing into investee companies with partners, the Company has created a layer of step down subsidiaries where the investments held in the parent company have been transferred. The specific transactions are:

- transferred its investment in eTechaces Marketing & Consulting Private Limited (EMCPL) to its subsidiary Makesense Technologies Limited (MTL)

- transferred its entire shareholding of Canvera Digital Technologies Private Limited to its subsidiary Smartweb Internet Services Limited .

- transferred its entire shareholding of Happily Unmarried Marketing Private Limited to its wholly owned subsidiary Startup Investments (Holding) Limited at book value.

- transferred part of its share holding of Applect Learning Systems Private Limited to its wholly owned subsidiary Startup Investments (Holding) Limited at book value.

- transferred part of its share holding of Kinobeo Software Private Limited to its wholly owned subsidiary Startup Investments (Holding) Limited at book value.

- transferred 1000 preference shares of Smartweb Internet Services Limited to its wholly owned subsidiary Startup Investments (Holding) Limited at book value.

It is important to note, that the investments into these investee companies are subject to various shareholder agreements with the entrepreneurs initiating these ventures and the co-investors as one progresses with different rounds of funding. Consequently, there may be further agreements which have/ may have clauses like seniority of investor, ESOPs criteria, or performance based dilution that may make the actual proportion of Info Edge's share in the valuation of any investee company lower than what is stated as shareholding/economic interest today.

STAND-ALONE FINANCIAL PERFORMANCE

TABLE 2

ABRIDGED STANDALONE PROFIT AND LOSS
(Rs Mn)

	FY2016	FY2015
1. Net Sales	7,234.76	6,113.46
2. Other Income	828.10	764.01
3. Total income (1+2)	8,062.86	6,877.47
Expenditure:		
a) Network and other charges	229.70	196.31
b) Employees Cost	3,205.29	2,518.00
c) Advertising and Promotion Cost	1,318.41	841.60
d) Depreciation/Amortization	209.63	173.24
e) Other Expenditure	902.91	764.27
4. Total expenditure	5,865.94	4,493.42
5. EBITDA(3-4+3d)	2,406.55	2,557.29
6. Finance cost	0.77	0.97
7. Profit before tax and exceptional items (3-4-6)	2,196.15	2,383.08
8. Exceptional Item	114.58	(291.61)
9. Net Profit before tax (7-8)	2,081.57	2,674.69
10. Tax Expense	665.77	736.10
11. Net Profit after tax (9-10)	1,415.80	1,938.59

BOX 2

Standalone Performance Highlights

- Net Sales increased by 18.3% to ₹ 7,235 million in FY2016.
- Operating EBITDA decreased by (12%) to ₹ 1,578 million. This decrease is primarily due to large investments in operating overheads for certain developing brands resulting in 27.3% increase in employee costs and 56.7% increase in advertising and promotion costs. Consequently, operating EBITDA margin reduced from 29.3% in FY2015 to 21.8% in FY2016.
- PBT from ordinary activities decreased by (22.2%) to ₹ 2,082 million.
- PAT decreased by (27%) to ₹ 1,416 million.

The Board of Directors declared a financial dividend of 30% during FY2016. This includes an interim dividend of ₹ 1 per share declared in November 2015 and ₹ 2 per share declared in March 2016.

The transfer of half of investments in eTechaces Marketing and Consulting Private Limited (EMCPL) to its subsidiary Makesense Technologies Limited (MTL) for a consideration of ₹ 513.39 Mn resulted in a profit of ₹ 341.60 Mn, which has been adjusted under exceptional items in FY2016. The transfer of several investments into wholly owned subsidiaries were undertaken in FY2016 to bring in greater flexibility in structuring investments into these businesses. Consequently, other current assets on the balance sheet, increased from ₹ 610 million in FY2015 to ₹ 1,748 million in FY2016.

In the next section, the businesses under the standalone operations is explained in detail.

INTERNAL BRANDS UNDER STAND-ALONE ENTITY

RECRUITMENT SOLUTION

The recruitment solutions business is built around naukri.com and comprises the following portals:

- **naukri.com:** This is the Company's flagship brand and India's largest online jobsite.
- **quadrangle.com:** This is primarily an off-line headhunting business that derives revenues from successfully positioning a person with a company.
- **naukrigulf.com**: This is a jobsite that focuses on the middle-eastern market.
- **Firstnaukri.com:** This site focuses on entry-level jobs.
- **Fast Forward- Candidate services:** A fraction of the individuals who visit our site opt for value added services like getting their resume written professionally amongst other services.

Recruitment solutions, which is the Company's core business continued to deliver strong results in terms of growth in revenues and profits as indicated in **Box 3**.

It has two major sources of revenue:
(i) from recruiters, which accounts for around 90% of revenues. The different elements include job listing / response management; employer branding / visibility, and others, such as résumé short listing and screening, career site management and campus recruitment, and non-recruitment advertising other than for jobs; and

(ii) from job seekers, which relate to all job seeker advisory services

The key to naukri's success has been its ability to establish and enforce its leadership position in the market. Leveraging its dominant position the brand benefits from the virtuous cycle where it gets the most clients because it has the most jobs listed — this is possible because it has the most traffic which, in turn, is due to getting the most response that, then, further acquires more clients.

Chart F plots the traffic share for naukri since 2010 for non-mobile internet, and one can see the steady growth, from levels around 50% in FY2011 to the levels above 70% seen in FY2016. **Chart G** plots more recent data of traffic share for mobile internet. Here, too, naukri has a dominant share of over 70%. This emphasises the brand's clear leadership position in the Indian market.
The primary usage parameters also highlight the continuous growth of naukri.com.

BOX 3

Recruitment Vertical— Performance Highlights

- Net sales from recruitment increased by 19.4% — from ₹ 4,450 million in FY2015 to ₹ 5,312 million in FY2016.
- Operating EBITDA for FY2016 was ₹2,846 million.
- Number of résumés in naukri.com's database increased by 12% — from around 41 million at the end of FY2015 to around 46 million at the end of FY2016.
- Number of unique customers grew by 7.7% — from 57,000 at the end of FY2015 to 61,000 at the end of FY2016.

CHART G TRAFFIC SHARE (MOBILE WEBSITE) *(%)*
Source: comScore.com

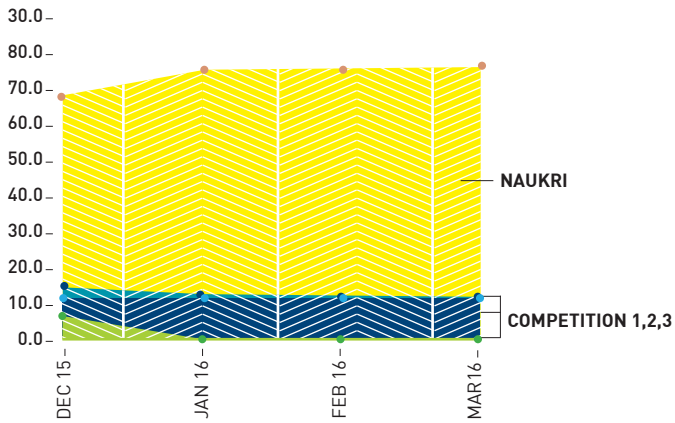


CHART F NAUKRI'S INTERNET TRAFFIC SHARE (NON-MOBILE) *(%)*
Source: comScore.com

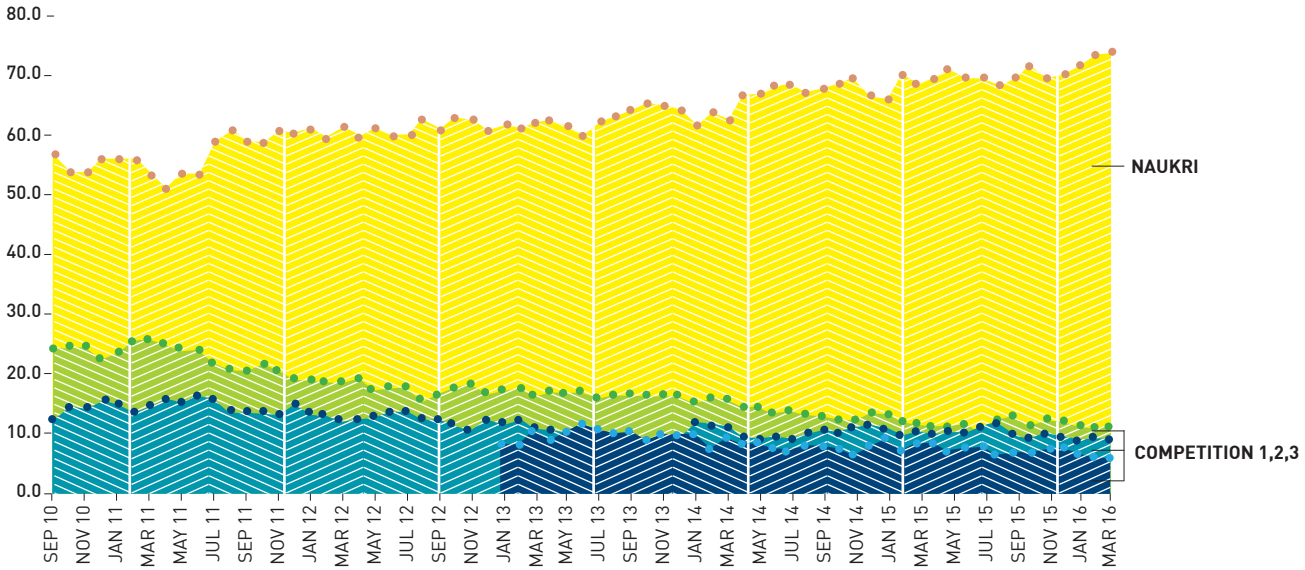
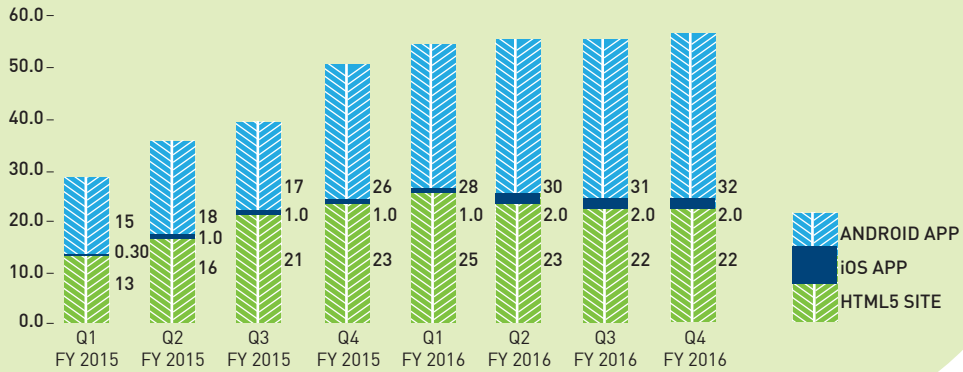


CHART H

% OF SHARE OF MOBILE AS SOURCE OF SESSIONS



- Average Realisation per customer has increased by 14.8% from around ₹ 61,000 in FY2015 to ₹ 70,000 in FY2016

Naukri's business is being pursued on a four-pronged strategic thrust.

First, is the focus on introduction of new products for recruiters. This includes career site manager, response management tools and applicant tracking system; employee referral tool and recruiter profile. The career site manager has gained reasonable traction in the market. The career site and response management product is targeted to power value added offerings to recruiters and companies. It was sold to over 1,600 recruiters (including corporates) in FY2016. On this front, additional capabilities and features are being added and certain variants are also being launched. The proposition of recruiter being able to create profiles that can be followed by users has also gained good market acceptance. In terms of products, the Company has been developing a referral portal for companies, where employees can submit direct or social media referrals and track their status.

Second, is to develop mobile based applications to support and supplement the existing naukri offerings. There is already ios and android based apps and an html5 based mobile site, which is being continuously upgraded to satisfy the highly dynamic market demand. As is the industry trend, increasingly share of traffic for naukri is emanating from mobile applications. In quarter 4 of FY2016 around 56% of traffic to naukri initiated from mobile platforms. **Chart H** plots the growing influence in mobile based traffic origination for naukri since Q1FY2015 – in a span of 8 quarters the share has doubled from 28% to 56%.

Third, is to improve utility for customers by significantly enhancing the search engine within the model. This is being pursued by focusing on using semantic searching mechanisms to make the experience better and faster for job seekers and recruiters. The function is being augmented by using sophisticated analytics tools that mainly focus on optimising results based on searches done by recruiters.

Fourth, the offerings are supplemented by a responsive customer service. The differentiating factor being promoted here is the emphasis on a solution based approach.

Naukri.com is supported primarily by offerings that complete the Company's full service suite in the recruitment space: Quadrangle, FirstNaukri.com, and naukrigulf.com.

- **Quadrangle**, offers off-line placement services to middle and senior management, with revenues based on a success fee model. It complements the online recruitment business. The business continues to perform creditably with little incremental investments.

- **Firstnaukri.com** The site targets at hiring fresh students from campuses. Today, much of this hiring is done offline, and the focus on this business is to

Naukri's business is being pursued on a four-pronged strategic thrust: introduction of new products, developing mobile based applications, improving utility and responsive customer service.

convert the existing offline activities to online and build on the potential of online campus hiring. This is at a nascent stage of development.

- **naukrigulf.com** is working on replicating the naukri model in the Middle East. While the initial focus was on the Indian diaspora, today, people from several nationalities use the site. While in the last 2 years there has been reasonable gains in markets like Dubai, Abu Dhabi, and Oman, in FY2016 the business was adversely affected by the slowdown in the middle-east and especially the fall in oil prices.

Fast Forward- Candidate services: A fraction of the individuals who visit our site opt for value added services like getting their resume written professionally amongst other services.

REAL ESTATE – 99ACRES.COM

99acres.com derives its revenues from property listings, builders' and brokers' branding and visibility through micro-sites, home page links and banners servicing real estate developers, builders and brokers. **Box 4** gives the financial performance highlights of 99acres.com.

The usage parameters highlight some traction in revenue generating traffic in a very difficult business environment:

- Number of listings on 99acres.com increased by 20.8% — from around 3.4 million at the end of FY2015 to 4.1 million during FY2016.
- Number of paid listings grew by 15.5% — from 2.5 million during FY2015 to 2.8 million during FY2016.

Given the fact that real estate was the largest category for advertisements in the print media, the potential for online real estate classifieds as a business is immense. However, the pace of transformation from the print space to online has been slow. Even then, estimates suggest that the online real estate market in FY2016 was around ₹ 3.2 billion. In FY2015, the sector was flooded with new players and large investments from overseas funds. In a sense, there was a rush to get a piece of the market pie, which had scope of hyper growth.

This intensity of competition resulted in the need for excessive investments from most major players in the sector to maintain material share of traffic and hence business. There were lot of innovations in terms of products and competition peaked by the January 2015. Info Edge had to go with the market trends and make large investments – although the Company always maintained better capital efficiency in their investments when compared to many new entrants.

These investments were largely in people in augmenting the product and associated teams. The Company remains focused on developing a superior product platform that enhances customer experience and provides an edge in the market. The other area where spends increased was on brand building and marketing.

The euphoria in the market place died down since the second half of FY2016 with some of the businesses being pulled up by investors for unwarranted cash burn, and the market dynamics has become much more stable since then. **Chart I** tracks the traffic share of various brands in the segment and it is noteworthy that since June 2015 competition has started to decline and a few players have started garnering most of the share.

Today, with a share of around 50% of traffic, 99acres is the clear leader amongst six major players. Couple of the global search engines are also indirect competitors in this space. Interestingly, 99acres has successfully gained traffic share at a time when they focused on cost rationalisation and reducing EBITDA losses. In fact, EBITDA losses has reduced from around ₹ 347 Mn in Q1, FY2016 to ₹ 114 Mn in Q4, FY2016. While the business is still working on restructuring cost components, it should be noted most of the cuts are on the marketing and brand building while the focus on enhancing customer experience and quality of product remains a prime focus. While the Company has established leadership in traffic share, it should be noted that the business environment continues to be difficult. In fact, the Real Estate market remains sluggish and demand

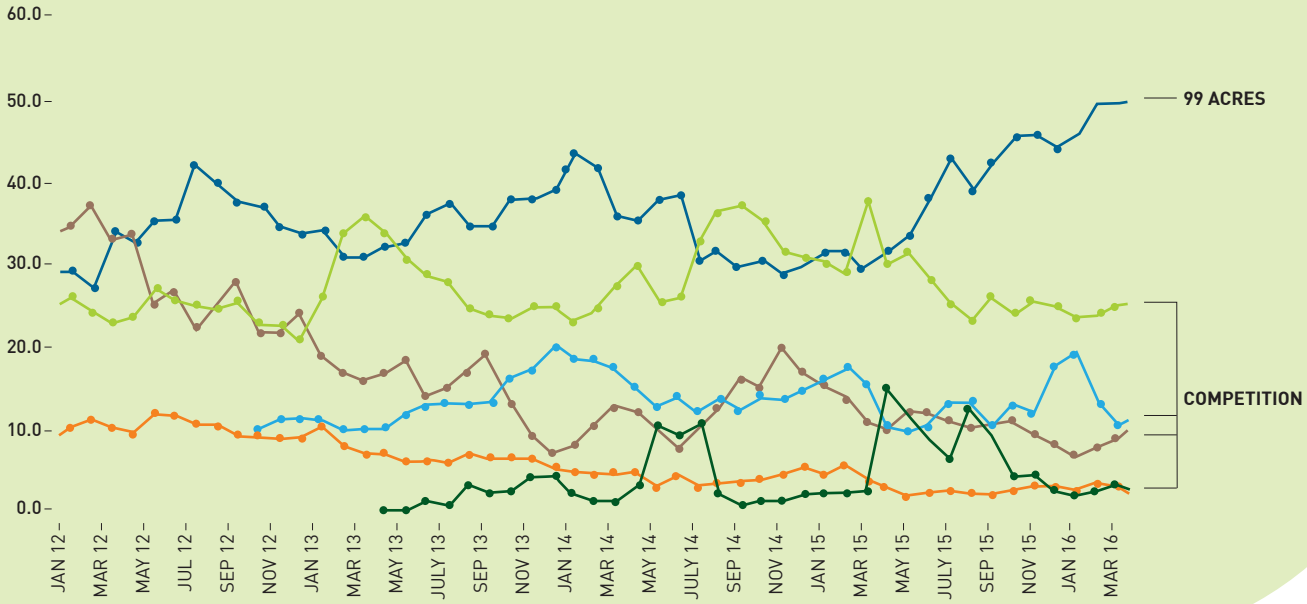
BOX 4

99acres.com Performance Highlights

- Net sales from 99acres.com increased by 10.26% from ₹ 1,004 million FY2015 to ₹ 1,106 million in FY2016.

- Operating EBITDA loss for FY2016 was ₹(911) million.

CHART I NON-MOBILE BASED TRAFFIC SHARE OF LEADING BRANDS IN THE INDIAN ONLINE REAL ESTATE SECTOR
(%)
Source: comScore.com



for new homes especially in markets like Noida, Gurgaon, Hyderabad continue to be weak. Mumbai and Bangalore are slightly better but everywhere unfinished projects and inventory overhang continues. And, the offerings have to become more and more tailor made for particular needs of each of the city markets in India.

In terms of product, the focus remains on creating market differential by attending to specific needs of customers. For this, there is stress on quality of information on the site with greater emphasis on photos and videos and detection and reduction of spam. There is an effort to enhance the new projects platform experience with new offerings for builders and introduction of features like comparison with similar projects, payment plans and construction status updates. Efforts are also on to create an efficient listing verification to improve quality of data on the site. A value added proposition being introduced into the site is the lead management system, which will support in lead optimisation and help in monetisation.

Given the trend in rapid proliferation of mobile internet, for 99 acres too there is a mobile app on ios and android platform. Features of this app is being continuously upgraded. This is in addition to the mobile site. Comscore data for mobile sources of internet suggests that between December 2015 and March 2016, 99acres maintained leadership in mobile with traffic share ranging from 45% to 60%. In fact by Q4, FY2016 the share of mobile as a source of sessions increased to 52%.

MATRIMONIAL – JEEVANSATHI.COM

While jeevansathi offers a platform for free listing, searching and expressing interest for marriage, its revenues are generated from payments to get contact information and certain value added services. **Box 5** gives the financial highlights of the business.

Even after securing much better top-line the increase in losses was due to certain investments made to further invigorate the brand. It is important to note that the revenue growth has really kicked

BOX 5 **Matrimonial Performance Highlights**

- Net sales from matrimonial business increased by 19.6% to ₹ 469 million in FY2016.
- Posted operating EBITDA loss of ₹(126) million in FY2016.

in during the last quarter of FY2016, so the investments are showing early signs of paying dividend.

The usage data does point to a growth in the brand.
- Profile listings increased from 6.8 million at the end of FY2015 to 7.6 million at the end of FY2016 — an increase of 11.8%
- Average number of profiles acquired daily increased by 20.4% from 1,814 in FY2015 to 2,184 in FY2016.

The Indian online matrimonial market, estimated to be around ₹ 5.5-6 billion in FY2016, is a highly fragmented market in terms of preferences for geographies and communities. In addition the institutional structure for marriages are such in India that typically the site is used by those disconnected from mother communities and youngsters wanting greater choice. Often the users are parents. In this backdrop, product offerings need to be tailor made to address specific local or community based needs and therefor requires in depth local knowledge and strong ability to customise.

With leadership position in certain north Indian markets and amongst some specific communities. Jeevansathi is one of the three leading players in the market. Due to the reasons described in the earlier paragraph, breaking into and penetrating competitor's markets is difficult and growth in today's state of the industry will be gradual unless some quantum investment is made in the brand or product.

Under these conditions, being an established player in the market, jeevansathi's has a clear two pronged strategic focus. On the one hand, it is to specific communities to grow revenues. Here, there is opportunity in identifying needs of communities not already being catered to effectively and providing them specific solutions. Also, within its target group to stress on ways to increase profile acquisitions. On the other hand, emphasis is being laid to convert the community already on the site to increase their use of paid services. A corollary to this endeavour is to convert free users to paid users.

In addition, providing a better experience on mobile gives scope to take on competition and establish greater presence in the market as the mobile experience across the brands is in a way new. The Company has made a lot of effort in creating a word class experience for users on the mobile platform through its mobile site and ios and android based app. In the last quarter of FY2016, 79% of the sessions of jeevansathi originated from the mobile platform.

EDUCATION – SHIKSHA.COM

Within the online education classifieds space, shiksha has been strategically positioned as a website which helps students decide undergraduate and post graduate options, by providing useful information on careers, exams, colleges and courses.

This is the newest business in Info Edge's stand-alone portfolio. The business has been carefully nurtured and developed with the Company's focus on understanding markets and developing appropriate products with optimal use of capital and focus on developing slow and steady leadership over a period of time.

Box 6 gives the financial highlights of this brand during FY2016.

BOX 6

Education Performance Highlights

- Net sales from shiksha increased by 28.8% to ₹ 348 million in FY2016.
- Posted operating EBITDA loss of ₹(22) million in FY2016.

Interestingly, the business has slowly moved towards profitability and generated a surplus in Q4, FY2016. While this is a step in the right direction, given the scope of growth in the industry and the interest amongst new entrants, there will be need to make investments to strengthen the brand's leadership positioning.

Like real estate, education has very high spends in the print media. In 2015, the total market was estimated to be around ₹ 3.8 billion (TAM data) and online spends are still very small compared to this. There is considerable opportunity in transforming existing users of other mediums to use the internet for education sector classified. Recognising the business scope, there is gradually a build-up of new entrants into this space.

The business model focuses on providing a platform for branding and advertising solution for colleges and universities (UG, PG, post PG) where

both Indian and foreign entities advertise. The platform is a great point of connect for international institutions as a large number of Indian students go overseas for higher education. Revenues are also generated through lead generation for institutions in terms of potential student or applicants details bought by colleges and their agents. There are also full counselling services provided for international university partners. Prospective students have free access to all information on the site (some post registration).

In terms of strategy, the business is focusing on creating differentiated and useful content with improved information on colleges and courses for different streams. There is also an effort to create more user generated content (Q&A with community/experts/campus reps, college reviews) and introduce more interactive student tools. Growth is also being fostered with establishing a stronger mobile experience. To do this, the Company is focusing on full feature mobile sites for domestic and study abroad and a full version App (Android) with personalized experience. The efforts are being supplemented by a strong emphasis on key account development through innovative branding and student engagement solutions, applications for International clients and deeper key account management by sales team. There have also been efforts to target courses beyond B Tech, MBA and Study Abroad to grow the user base.

CONSOLIDATED FINANCIAL HIGHLIGHTS

TABLE 3

ABRIDGED CONSOLIDATED PROFIT AND LOSS
(Rs Mn)

	FY2016	FY2015
1. Net Sales	9,382.02	7,324.90
2. Other Income	1,070.64	946.42
3. Total income (1+2)	10,452.66	8,271.32
Expenditure:		
a) Network and other charges	501.45	341.01
b) Employees Cost	7,837.41	4,140.94
c) Advertising and Promotion Cost	1,816.85	1,113.91
d) Depreciation/ Amortization	746.53	469.36
e) Other Expenditure	2,488.85	1,554.40
4. Total expenditure	13,391.09	7,619.62
5. EBITDA (3-4+3d)	(2,191.90)	1,121.06
6. Finance cost	4.53	0.97
7. Profit before tax and exeptional items (3-4-6)	(2,942.96)	650.73
8. Exceptional Item	1,504.89	55.18
9. Net Profit before tax (7-8)	(4,447.85)	595.55
10. Tax Expense	670.18	739.95
11. Net Profit after tax (9-10)	(5,118.03)	(144.40)
12. Share in loss of associate companies	(12.09)	(0.32)
13. Share of Minority interest in the losses of Subsidiaries	2,809.98	756.08
14. Excess of Minority interest in the losses of subsidiaries absorbed	(197.77)	(370.76)
15. Net profit for the year (11+12+13+14)	(2,517.91)	240.60

BOX 6

Consolidated Performance Highlights

- Net Sales increased by 28.1% to ₹ 9382 million in FY2016.
- Due to large investments in operating overheads for certain developing brands, there were losses at Operating EBITDA of ₹ (3263) million.
- PAT (after share in profits of associates and minority interest) was a loss of ₹ (2518) million.

INVESTEE COMPANIES

In addition to promoting businesses internally, Info Edge recognises that ideation and the spirit of enterprise are key elements for success in developing online businesses. Thus, the Company has made investments in early stage start-up ventures. The objectives are: (i) to support the growth of these entrepreneurial driven activities, (ii) gain from enhanced value creation, whereever this occurs, and (iii) bring such enterprises into the Info Edge fold, if such opportunities arise in future and in appropriate situations. Most of these companies are in the incubation/ early stage phase.

Table 1 lists the investment status on each of these businesses.

Among these investments, two are starting to gain considerable traction — Zomato Media Private Limited and Etechaches Marketing and Consulting Private Limited that runs policybazaar.com

ZOMATO

This is the online restaurant discovery and food ordering business. It has clear leadership in India and UAE, which is considered its home market. Today, directly or through acquisitions, it has a presence in 23 countries including India, UK, Canada, Czech Republic, Slovakia, Poland, Portugal, UAE, NZ, South Africa, Turkey, Philippines, Indonesia, Italy, Brazil, Ireland, Qatar, Sri Lanka, Chile, Australia, US, Lebanon and Malaysia.

The business recorded around 71 million sessions in March, 2016 across web and mobile of which around 70% sessions through mobile (web and app). Today, it has a database of 1.1 mn restaurants across the world.

The business model focuses on the following:

- *Advertising*

Banner ads on web and mobile apps relevant to a user's search of restaurants in an area
Events, sponsored spots in collections and corporate tie ups

- *Digitise restaurant menus, provide relevant information (including map coordinates, pictures etc)*

Regular up-dation through feet on street beats

- *Generate ratings and reviews and enable picture uploads from users*
- *Provide a 'wow' user experience*

search capabilities by location, cuisine, dish names
convenience through a high quality mobile app

- *Food ordering on the web and mobile app*

Online food ordering launched in India and UAE (Dubai & Abu Dhabi) in FY 15-16
Delivery done by restaurant or by Zomato's logistics partner Grab and Delhivery
2 mn plus orders processed in FY 2016

- *Table reservations (Zomato Book) active in 8 cities globally*

At the beginning of FY2016 when the investment market was good and zomato was able to raise a large amount of capital, it had decided to go after a lot of big opportunities available in terms of geographies. Zomato expanded by launching in a few new countries and also made a few acquisitions. However, market conditions shifted in the middle of FY2016 and there was a lot of competition in home markets of India and UAE. The intense competition has made zomato re-align its business to generate sustainable profits over the longer term.

Info Edge recognises that ideation and the spirit of enterprise are key elements for success in developing online businesses. Thus, the Company has made investments in early stage start-up ventures.

The realignment included becoming prudent in terms of where capital was being deployed where management time was being spent. Consequently, the focus shifted on a select 14 countries reducing exposure in regions where there was a lot of high burn and high risk. Also, as a cost reduction measure, today, every market apart from these 14 countries is being managed out of India remotely. As a result of these initiatives, the brand has managed to cut costs drastically – the operating burn rate, which had peaked at US$9 million per month during the first quarter of FY2016, had reduced to around US$1.6 million in May 2016. In the second half of FY2016, zomato managed to double its revenues while actually bringing down costs and exposure to high risk, high burn areas.

There was a successful launch of the online ordering delivery business in India and UAE and the business is almost a year old. The India delivery business is currently about 20% of revenues in India and the service is profitable. Zomato continues to work on rationalising its cost and is well positioned to launch on a structured growth path.

POLICYBAZAAR

Policybazaar is India's financial online supermarket. It provides online price comparison of financial products; mainly for insurance, and is expanding fast into other financial products (Paisabazaar). It is a clear value add to individuals and Financial Institutions and a leader in its category with estimated 90% share of Insurance comparison and 40% of online Insurance transactions. It has potential to penetrate a large untapped and growing market as fraction (less than 4%) of the Indian population is insured.

Info Edge has invested ₹ 325 million in Etechaces Private Limited, but with other partners investing further, Info Edge's interests in the business has reduced to 10% stake. The investee company operates an online insurance aggregator website — policybazaar.com — which helps customers understand their insurance needs and select schemes that best suit their requirements. Other financial products like home loans, car loans and personal loans are also being added for inter-se comparison of financial products prior to purchase. The business has been partially affected due to regulatory issues. Even so, it is growing; and it is also laying emphasis on distance marketing and advertising.

MERIT NATION

Info Edge has invested an additional ₹ 249 million in FY2016 taking its investments to ₹ 968 million for around 59% stake in Applect Learning Systems Private Limited. Applect has launched a site called meritnation.com, which is delivering kindergarten to Class 12 (K-12) study material. The site is managed by an experienced team that specialises in content development and assessment modules in the education space, and has a strong commitment to delivery. It provides:

- *Supplementary online learning platform for K12 and Entrance Exams*

– Proprietary content
– Freemium model
– Direct to consumer

- *Provides free solutions mainly for*

– mathematics and science for K12 of popular national Indian curriculum's viz. CBSE and ICSE and some State Boards
– free solutions restricted to popular text books and user generated content

- *Paid product for online assessment and teaching solutions*

– provides resources to kids for self study after school
– Option for live online tuition classes

- *Expanding offline centres*
- *Test prep product for engineering and medical entrance examinations*

During FY2016, it received over three million visitors every month and it has over 10 million registered users. The services have been augmented by a mobile app and offline model. In FY2016, around 55-60% of the traffic came from mobile platforms.

CANVERA

It produces printed wedding albums for professional photographers. The business model is about building the brand with the consumer but monetise through the professional photographer. The products and services include: (i) printed products (albums) sold to the photographer (main source of revenue); (ii) design of printed products and websites (service business that supports the product business); (iii) web solutions to help professional photographer build their website (SaaS); and (iv) lead generation through photographer classifieds (new offering that could explore a monetisation possibility).

The business is about leveraging the Company's long drawn expertise in digital imaging and printing. From a revenue perspective, the photographers pay to order printed albums or photographs. Additional sources of monetisation are possible through the micro site.

It has a sales presence is more than 200 cities. An important new launch in FY2016 was that every printed book can now be downloaded to a mobile devices using Canvera's app and from the app shared on Facebook, WhatsApp. There is also a photographer's directory, basis city and location.

MYDALA

It is a deals and couponing site with large sales team which sources deals. They also power deals on the mobile, partnering with telecom operators. The business is making all efforts to evolve into a merchant marketing platform on web and mobile, with majority of its revenues from mobile. It has about 50 mn visitors and 5 mn transacting customers every month.

HAPPILY UNMARRIED

Today this is the business which is mainly offline in Infoedge's portfolio. It sells innovative fun

products through retail outlets with an Indian and whacky touch. The introduction of these products on the online platform is gaining traction. It has also launched a grooming range for men called 'Ustraa'

Table 4 gives the financial performance of each of these companies.

investments being made on mobile based applications, which is a breakthrough technology in this business.

STRATEGIC RISKS

- *Competition Risk:* All the portals face competition directly on the online space and the offline.

TABLE 4 FINANCIAL PERFORMANCE OF INVESTEE COMPANIES
(₹ Mn)

Investee Company	Website	Operating revenue		Operating EBITDA	
		FY 2016	FY 2015	FY 2016	FY 2015
Partly owned subsidiary					
Zomato Media Pvt Ltd.	www.zomato.com	1,849.7	966.7	(4,410.6)	(1360)
Applect Learning Systems Pvt Ltd.	www.meritnation.com	287.1	215.9	(414.2)	(227.2)
Associate & others					
Etechaces Marketing and Consulting Pvt Ltd.	www.policybazaar.com				
Kinobeo Software Pvt Ltd.	www.mydala.com				
Canvera Digital Technologies Pvt Ltd.	www.canvera.com				
Happily Unmarried Marketing Pvt Ltd.	www.happilyunmarried.com	2,707.7	2,124.6	(1,648.7)	(959.2)
Mint Bird Technologies Pvt Ltd.	www.vacationlabs.com				
Green Leaves Consumer Services Pvt Ltd.	www.bigstylist.com				
Rare Media Company Pvt Ltd.	www.bluedolph.in				
TOTAL		**4,844.5**	**3,307.3**	**(6,473.5)**	**(2556.6)**

risks

The Company has a well-structured and robust risk management mechanism, which includes a comprehensive register that lists the identified risks, its impact and the mitigation strategy. Broadly, there are some overriding risks that are listed below:

OPERATIONAL RISKS

- *Data Security:* Technical failure and breakdowns in servers could lead to interruptions of our websites and result in corruption of all data and/or security breaches. The Company has initiated a pilot project to establish a secondary site in India as a precautionary measure.
- *Obsolescence:* Being a technology driven company, it always faces the risk of an innovation or product development that can make one or more of Info Edge's propositions redundant. The Company remains alert with technology developments to overcome this risk. A case in point is the Info Edge continuously tracks competition in every one of its businesses and stays prepared for the challenges.
- *Dependency Risk:* The Company relies heavily on the recruitment business in India for its profits and cash flows. Info Edge has been consciously diversifying into other businesses to de-risk itself from this dependency. Already, the other businesses have started contributing around 22.5% of its total revenues — up from 19%.
- *Investment Risk:* The Company has an active exposure of investments worth ₹ 7,200 million into start-ups, directly and through subsidiaries. There is a probability that this entire investment might not generate returns and absorb more cash in the incubation/ early phase. These are calculated risks, which is part of the Company's growth strategy. Also the reported equity holdings in the investee companies may not translate into an equivalent economic interest on account of terms of investment including senior rights given to an investor or a group of investors or esop dilution.

FINANCIAL RISKS

- *Tax Issues:* the Company has had a few income tax and service tax cases against it, which, if lost, may impact future cash flows. However, none of these is material.
- *ERP:* In order to promote efficiencies, the Company has promoted ERP across its activities. Any errors in billing or financial reports in the ERP system could affect the Company's billing and statutory reporting.

MANPOWER AND REGULATORY RISKS

- *Attrition:* Being a knowledge driven business, significant increase in people attrition may affect the course of the business. The Company is focusing on making workflows as process-driven as possible.
- *Content Liability:* Most of the portals rely on information being posted by users. Fraudulent postings/profiles on the website, spamming by some of the users may damage the Company's reputation and make it vulnerable to claims, e.g. defamation and invasion of privacy. Filters are in place to contain the quantity and quality of uploads and downloads.
- *IPR Protection:* The Company has been protecting its trademarks against infringement/passing off by third parties who use them in a trademark sense. Even so, it is exposed to risks of third parties trying to use our marks. There are also risks attached with the litigation process. Also, litigation is a time & resource intensive activity and may be on-going.

internal controls and their adequacy

Info Edge has proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition, and those transactions are authorised, recorded and reported correctly.

The internal control is supplemented by an extensive programme of internal audits, review by management and the Audit Committee, and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial information and other data, and for maintaining accountability of assets.

outlook

With the positive sentiments in the macro-economic front in India, the job market will remain robust in FY2016. There is some concern with IT companies announcing a cut down on hiring in the near future. However, the size of hiring requirements of the IT sector is so high that a reduction at the margins will not affect naukri.com's business much. Also with a focus on more efficient hiring methods, these companies might increasingly use more of naukri's hiring platform. The Company's investments specifically in product development will continue to help maintain and strengthen the leadership position.

With market hysteria dying down in the online real estate space, investment requirements into 99Acres.com, especially from a marketing perspective are expected to reduce. By continuing to invest in various areas like verified listings, better user interface and designs, improving products and features on the site, the mobile platform, the platform for new projects, and analytics, 99acres is expected to firmly establish its leadership position in the market. This can be effectively leveraged once the real estate market in India picks up. Amongst the investment companies, cash burn is expected to reduce significantly at zomato while revenues are expected to pick up. This will realign the business model toward better performance on fundamental paramters.

Overall, the Company is expected to deliver good growth in revenues across brands, profitability of the brands are expected to improve, but at the aggregate level the Company will have to keep on investing in products and people to maintain leadership in a market, which is fast getting exposed/prone to competition from global players.

cautionary statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the Indian online sector, advertising spends, new disruptive technologies or business models, significant changes in political and economic environment in India, exchange rate fluctuations, tax laws, litigation, labour relations and interest costs.

report on corporate governance

The Company believes that its Board is the Trustee of all investor's capital and is obligated to maximize shareholders value over the long term, while preserving the interests of all its stakeholders, such as customers, business partners/vendors, employees and the society at large. It is committed to high levels of ethics and integrity in all its business dealings, that avoids all conflicts of interest. In order to conduct business with these principles, Info Edge maintains a high degree of transparency through regular disclosures and a focus on adequate control system.

Good Corporate Governance practice lies at the foundation of Info Edge's business ethos. The Company does not view Corporate Governance principles as a set of binding obligations, but believes in using it as a framework to be followed in spirit. This is reflected in Company's philosophy on Corporate Governance.

The following report on Corporate Governance is a sincere manifestation of the efforts made by your Company to adopt and follow the principles of Corporate Governance in true letter and spirit. This report, along with Management Discussion and Analysis Report and additional shareholders information provides the details of implementation of the Corporate Governance practices by your Company as contained in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CORPORATE GOVERNANCE PHILOSOPHY

Info Edge's philosophy on Corporate Governance envisages accomplishment of a high level of transparency, integrity, honesty and accountability in the conduct of its businesses and puts due prominence towards regulatory compliances. At Info Edge, Corporate Governance is considered as a benchmark for efficient working of Board of Directors, Management reviews, strong control procedures and a guiding culture for employees. The Company's governance structure is designed to provide a framework for the successful implementation of this business ethos.

Your Company always strives to adopt best global practices in Corporate Governance and remains abreast with the continuous developments in the industry Corporate Governance systems. The entire framework is governed by a strong Board of Directors and executed by a committed team of management and employees.

Securities & Exchange Board of India notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on September 2, 2015 to consolidate and streamline the provisions of the Listing Agreement. The Listing Regulations were made effective w.e.f. December 1, 2015. The erstwhile Listing Agreement was applicable only for part of the Financial Year i.e. till November 30, 2015 and Listing Regulations became applicable to the Company effective December 1, 2015. The new norms provide for stricter disclosures and protection of investor rights and encourages companies to adopt best practices on Corporate Governance. Your Company has taken suitable action to be in full compliance with these enhanced norms providing for stricter disclosures and protection of investors rights.

BOARD OF DIRECTORS

A quality Board, being at the core of its Corporate Governance Practice, plays the most pivotal role in overseeing how the management serves and protects the long-term interests of all our stakeholders. Info Edge firmly believes that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance to bring objectivity and transparency in the Management.

SELECTION OF THE BOARD: In terms of the requirement of the provisions of the Companies Act, 2013, and provisions of the Listing Regulations the Nomination and Remuneration Committee has been designated to evaluate the need for change in the composition and size of the Board of the Company and to select members to fill Board vacancies and nominating candidates for election by the Shareholders at the Annual General Meeting.

Composition of the Board: Info Edge's Board consists of an optimal combination of Executive Directors and Non-executive Directors with varied professional backgrounds, representing a judicious mix of professionalism, knowledge and experience. As on March 31, 2016 the Company's Board comprised of 9 (Nine) Directors, of which three are Executive Directors, five are Independent Directors (including one Woman Director) and one is a Non-executive Director. The Chairman of the Board is a Non-executive, Non-promoter Director.

Even though, Regulation 17 of Listing Regulations states that if the Chairman is a Non-executive, Non-promoter Director, one-third of the Board should be independent, Info Edge believes in the significance of an Independent Board and therefore more than 50 % of its Board members are Independent Directors.

In addition, there is segregation between the position of the CEO and the Chairman.

TABLE 1

COMPOSITION OF BOARD OF DIRECTORS AS ON MARCH 31, 2016.

Name of Director	Position	Age
Mr. Kapil Kapoor	Non-Executive Chairman	51
Mr. Arun Duggal	Non-Executive, Independent Director	69
Mr. Sanjeev Bikhchandani	Promoter, Executive Vice-Chairman	52
Mr. Hitesh Oberoi	Promoter, Managing Director & CEO	44
Mr. Chintan Thakkar	Whole Time Director & CFO	49
Mr. Saurabh Srivastava	Non-Executive, Independent Director	70
Mr. Naresh Gupta	Non-Executive, Independent Director	49
Ms. Bala Deshpande	Non-Executive, Independent Director	50
Mr. Sharad Malik	Non-Executive, Independent Director	52

EXTERNAL COMMITMENTS OF WHOLE-TIME DIRECTORS: The Company regulates the external commitments of Whole-time Directors with respect to acceptance of Board or Advisory positions in external organizations and any strategic external investment made by them in their personal capacity, which would require their time involvement or result in conflict of interest.

The Whole-time Directors require prior approval of the Board before accepting any external Board/advisory position as well as to make strategic investment beyond a specified limit. It is aimed to define the maximum time the Whole-time Directors can devote to external engagements, maximum limit for strategic investments etc. The Whole-time Directors are also prohibited to accept board/advisory positions in any external organization (other than not for profit organizations) where they have made personal investments.

BOARD MEETINGS

1. INFORMATION SUPPLIED TO THE BOARD: The Board has complete access to all the information of the Company. Information stipulated under Regulation 17(7) read with Schedule II to Listing Regulations is regularly provided to the Board as part of Agenda papers along with Notes on Agenda, presentations and other necessary documents at least seven days in advance of the Board Meetings. Agenda items which are in nature of unpublished price sensitive information are dealt as per the provisions of the Companies Act and Secretarial Standard 1 on Board Meetings. There is a structured manner in which agenda items are created and materials are distributed for Board meetings.

2. SELECTION OF AGENDA ITEMS FOR BOARD MEETINGS: The Company Secretary prepares the Agenda of the Board meetings on the basis of suggestions from the Board of Directors. Each Board member is free to suggest the inclusion of item(s) to the agenda. The Board believes that certain continuing oversight responsibilities should have priority on the agenda, taking into account the overall focus of preserving and increasing stakeholders' value. This includes review of the Company strategy, performance and business plans, budget (annual operating and capital expenditure), strategic investments and exposure limits, ethical business practices and legal compliances, accounting and internal financial controls, financial structure, preservation of assets, and Board effectiveness.

3. BOARD MATERIALS DISTRIBUTED IN ADVANCE: Information and data that is important to the Board's understanding of matters on the Agenda is distributed in writing or electronically to the Board prior to the Board meetings in order to permit adequate review. The Board acknowledges that sensitive subject matters may be discussed at the Board meeting without written materials being distributed in advance. The members of the Board always have complete liberty to express their opinion and decisions are taken on the basis of consensus arrived at after detailed discussions. They are also free to bring up any matter for discussion at the Board Meetings.

The Board also periodically reviews internal controls and compliance with laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances. In addition to the above the minutes of the Board meetings of Company's unlisted subsidiary company(ies) are also placed before the Board for information and noting in compliance with the Listing Regulations.

4. SCHEDULING OF BOARD MEETINGS: An Annual Calendar of Board Meetings/Committee Meetings is agreed upon at the beginning of the year. The Board meets at least once every quarter to discuss and review the quarterly results and other items of agenda including the information required to be placed before the Board as required under Regulation 17 read with Schedule II to Listing Regulations. A minimum of four Board meetings are held every year. Additional Board meetings are convened, whenever required, by giving appropriate Notice. For any business exigencies or urgent matters, a proposal is circulated to all Board members requesting them to pass Resolutions by circulation.

The Board has an effective post meeting follow-up procedure. Items arising out of previous Board meeting and their follow up action taken report is placed at the immediately succeeding meeting for information of the Board.

5. RECORDING OF MINUTES OF PROCEEDINGS AT BOARD MEETING: The Company Secretary records the minutes of the proceedings of each Board Meeting. Draft minutes are circulated to all Board Members for their comments within 15 days of the conclusion of the meeting. The finalized minutes of proceedings of a meeting are entered in the Minutes book within 30 days from the conclusion of that meeting after incorporating the comments/changes, if any, suggested by the Directors.

6. MEETING OF INDEPENDENT DIRECTORS: Pursuant to Schedule IV to the Companies Act, 2013 and Regulation 25 of the Listing Regulations, two meetings of Independent Directors were held on May 29, 2015 and on January 28, 2016 without the attendance of non-independent directors and members of Management.

The Board's policy is to regularly have separate meetings with Independent Directors/ Non-Executive Directors, to update them on all business-related issues and new initiatives. At such meetings, the executive directors and other members of all Management make presentations on relevant issues.

7. NUMBER OF BOARD MEETINGS HELD AND ATTENDANCE DURING THE YEAR 2015-16: The Board of Directors met 6 (six) times during the year on May 29, 2015, July 27, 2015, November 6, 2015, December 21, 2015, January 28, 2016 and March 12, 2016. The maximum gap between any two meetings was less than 120 days. The details of Director's attendance for Board meetings and Annual General Meeting held during the year 2015-16 and their Chairmanship/ Membership of Board Committees of other companies are given in Table No. 2 below:

TABLE 2

ATTENDANCE DETAILS OF BOARD MEETING & MEMBERSHIP/CHAIRMANSHIP OF OTHER BOARD COMMITTEES AS ON MARCH 31, 2016

Name of Director	Position	No. Board Meetings held in 2015-16	No. of Meetings attended in 2015-16	Attendance in last AGM	No. of outside Directorships of Public Companies	No. of Committee Memberships#	No. of Chairmanship of Committees#
Mr. Kapil Kapoor	Non- Executive Chairman	6	5	Yes	-	-	-
Mr. Arun Duggal	Non-Executive Independent	6	6	Yes	5	5	-
Mr. Sanjeev Bikhchandani	Executive Vice- Chairman	6	6	Yes	4	-	-
Mr. Hitesh Oberoi	Managing Director & Chief Executive Officer	6	6	Yes	2	-	-
Mr. Chintan Thakkar	Whole-time Director & Chief Financial Officer	6	6	Yes	5	-	-
Mr. Saurabh Srivastava	Non-Executive Independent	6	5	Yes	6	1	-
Ms. Bala Deshpande	Non-Executive Independent	6	5	Yes	1	1	-
Mr. Naresh Gupta	Non-Executive Independent	6	6	Yes	-	-	-
Mr. Sharad Malik	Non-Executive Independent	6	5	Yes	-	-	-

 # In accordance with Regulation 26 of the Listing Regulations, Chairmanship/Committee Membership of Audit Committee & Stakeholders' Relationship Committee of other Public Limited Companies only has been considered.

As mandated by the Regulation 26 of the Listing Regulations, none of the Directors of the Company are members of more than ten Board level committees nor are they Chairman of more than five Board level committees in other companies in which they are directors.

Relationship between directors inter-se: There is no inter-se relation between Directors of the Company.

COMMITTEES OF THE BOARD

During the year, the Board had six Committees – Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee and Committee of Executive Directors. Each Committee has its own Charter and have been assigned with scope of responsibilities, duties, and authorities, which is reviewed by the Board from time to time in order to determine the appropriateness of the purpose for which the Committee was formed and further to keep abreast with the changing business environment and the statutes. Committee composition conforms to applicable laws and regulations. Minutes of all the Committee meetings are placed for information/noting in the subsequent Board meeting.

All decisions pertaining to the constitution of committees and its Charter including fixing of terms of service for committee members is taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. AUDIT COMMITTEE

The primary objective of the Audit Committee is to act as a catalyst in helping the Company to achieve its objectives by

overseeing the Integrity of the Company's Financial Statements; Adequacy & reliability of the Internal Control Systems of the Company; Compliance with legal & regulatory requirements and the Company's Code of Conduct; Performance of the Company's Statutory & Internal Auditors.

Audit Committee monitors & provides an effective supervision of the financial reporting process of the Company with a view to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality.

Composition, Meetings & Attendance during the Year

As on March 31, 2016, the Audit Committee comprised 4 members all of whom are Independent Directors under Section 149 of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. During the year under review, 5 (five) Audit Committee meetings were held on May 29, 2015, July 27, 2015, November 6, 2015, December 23, 2015 and January 28, 2016. The time gap between any two meetings was less than 120 days. The details of the Audit Committee are given in Table No. 3 as under:

TABLE 3

ATTENDANCE DETAILS OF AUDIT COMMITTEE FOR FY 2015-16

Name of the Member	Position	Status	Audit Committee Meetings	Meetings Attended
Mr. Arun Duggal	Chairman	Independent Director	5	5
Mr. Saurabh Srivastava	Member	Independent Director	5	4
Mr. Naresh Gupta	Member	Independent Director	5	5
Mr. Sharad Malik	Member	Independent Director	5	5

In addition to the members of the Audit Committee, these meetings were attended by Vice Chairman, Managing Director & Chief Executive Officer, Whole-time Director & Chief Financial Officer, Statutory Auditor, Internal Auditor and/or their representatives, wherever necessary and those executives of the Company who were considered necessary for providing inputs to the Committee.

Mr. MM Jain, Company Secretary acts as the secretary to the Committee.

Mr. Arun Duggal, Chairman of the Committee has accounting and financial management expertise by virtue of him being an International banker and Advisor to a number of Corporations, major Financial Institutions and Private Equity firms. All other members of the Committee also have accounting and financial management knowledge. The Chairman of the Audit Committee attended the Annual General Meeting (AGM) held on July 27, 2015.

Brief Description of Terms of Reference

The functions and scope of the Audit Committee includes review of Company's financial reporting, internal controls, related party transactions, utilization of proceeds from Public, Rights and Preferential issue, insider trading, disclosure in financial statements, management discussion and analysis, risk mitigation mechanism, appointment of statutory auditor and internal auditor and all other aspects as specified in Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C Schedule II of the Listing Regulations.

The Audit Committee has authority to undertake the specific duties and responsibilities set out in its Charter. The highlights of the terms of reference of the Audit Committee are enumerated below:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Discuss and review, with the management and auditors, the annual/quarterly financial statements before submission to the Board for approval, with particular reference to Matters required to be included in the Director's Responsibility Statement, Disclosure under 'Management Discussion and Analysis of Financial Condition and Results of Operations', Major accounting entries, Significant adjustments made in the financial statements arising out of audit findings, Compliance with listing and other legal requirements, Disclosure of Related Party Transactions, Audit Report, Inter corporate loans and investments, appointment of CFO etc.
3. To recommend appointment/Re-appointment, removal, audit fee of Statutory Auditors/ Internal Auditors.
4. Review Management letters/letters of internal control weaknesses issued by statutory/internal auditors and Evaluation of Internal Financial Controls.
5. Review the functioning of the Whistle Blower Mechanism.
6. To oversee compliance with regulatory requirements and policies.
7. To review and approve all Related Party Transactions or any subsequent modification thereof.
8. Review the financial statements, in particular, the investments made by the unlisted subsidiary companies.
9. Setting forth the policies relating to and overseeing the implementation of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (including any amendment thereof) and the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.
10. The Audit Committee may also review such matters as are considered appropriate by it or referred to it by the Board.

The Audit Committee is empowered pursuant to terms of reference to:

(i) Investigate any activity within its terms of reference and to seek any information it requires from any employees;
(ii) Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

B. NOMINATION & REMUNERATION COMMITTEE

The constitution and the terms of reference of the Nomination & Remuneration Committee ("NRC") are in compliance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

Composition, Meetings & Attendance during the Year

The Committee comprises of three Non-Executive Directors including Non–Executive Independent Director as a Chairman. The details of the composition, meetings & attendance of the NRC are given in Table No. 4 as under:

TABLE 4

ATTENDANCE DETAILS OF NRC FOR FY 2015-16

Name of the Member	Position	Status	NRC Meetings	Meetings Attended
Mr. Saurabh Srivastava	Chairman	Independent Director	4	3
Mr. Kapil Kapoor	Member	Non- Executive	4	4
Ms. Bala Deshpande	Member	Independent Director	4	4

Mr. MM Jain, Company Secretary acts as the secretary to the Committee.

Mr. Saurabh Srivastava, Chairman of NRC attended the AGM held on July 27, 2015.

Brief Description of Terms of Reference

NRC, vide Committee Charter as approved by the Board, has been entrusted with the responsibility of formulating the criteria for determining qualifications, positive attributes and independence of a director including identifying, screening and reviewing candidates qualified to be appointed as directors and candidates who may be appointed in senior management.

The Terms of Reference of the NRC, primarily include the following:

1. Assisting the Board with respect to its composition so as to ensure that the Board is of a size and composition conducive to making appropriate decisions.
2. Reviewing the Board's Committee structures and to make recommendations for appointment of member/ Chairman of the Committees.
3. Ensuring that effective induction and education procedures exist for new Board appointees and senior management.
4. Ensuring that appropriate procedures exist to assess and review and evaluate the performance of the Directors, senior management, Board committees and the Board as a whole.
5. To formulate and recommend to the Board a remuneration policy for the directors, key managerial personnel and other employees.
6. Ensuring that the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The Committee also administers Company's Stock Option Scheme(s).

BOARD FAMILIARIZATION PROGRAMME

NRC designed & recommended a Familiarization Program for Independent Directors of the Company which has been adopted by the Board of Directors and is in accordance with the Regulation 25 of the Listing Regulations. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in-depth and contribute significantly to the Company.

The familiarization program has been uploaded on the website of the Company at http://www.infoedge.in/pdfs/Board-Familiarisation.pdf.

BOARD DIVERSITY POLICY

The Company recognizes and embraces the benefits of having a diverse Board of Directors that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the businesses of the Company. The Board diversity policy is a reflection of the Company's belief that Board appointments should be based on merit, that complements and expands the skills, experience and expertise of the Board as a whole taking into account knowledge, professional experience and qualifications, gender, age, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time for it to function effectively.

NRC designed & recommended a Board Diversity Policy for the Company which has been adopted by the Board of Directors in accordance with the provisions of the Listing Regulations.

REMUNERATION POLICY

The Company's remuneration policy ensures that its Directors, key managerial personnel and other employees working in the senior management are sufficiently incentivized for enhanced performance. In determining this policy, the Company has taken into account factors it deemed relevant and gave due regard to the interests of shareholders and to the financial and commercial health of the Company. The Remuneration Policy of the Company ensures that the:

- Level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and senior management of high quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management creates a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Executive Director's Remuneration:

The key objective of the Company's policy for Board remuneration is to enable a framework that, allows for competitive and fair rewards for the achievement of key deliverables and, also aligns with practice in the industry and shareholders' expectations. While setting remuneration for the Executive Directors' the Company will take into account the market sector, business performance and the practices in other comparable companies.

The total remuneration package of Executive directors shall include:

A. Fixed Remuneration:

Executive Directors' shall receive a fixed monthly amount as salary with merit based periodic increments as may be approved by the board upon the recommendation of NRC within the overall range approved by the shareholders in general meeting. Such salary shall be based on a function-related system and be in line with market practices. The Fixed Remuneration shall also include other remuneration elements like special allowance, house rent allowance or company leased accommodation, cars with services of driver, medical reimbursements, leave travel allowance, telephone/internet/fax at residence, cell phone expenses etc. including such other perquisites as the NRC may approve for enabling the Executive Directors to discharge their duties besides statutory contributions to Provident Fund/Superannuation Fund, Gratuity etc.

B. Variable Remuneration:

The Executive Directors' receive Variable Remuneration keeping the performance of the Company in sight. The level of Variable Remuneration to be paid out is dependent upon the degree to which the Company achieves its targets. This Performance Related Payment/Annual Bonus is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendations of NRC, subject to overall ceilings stipulated in the Companies Act, 2013. All Executive Directors, other than Promoter-Directors, are also eligible to receive Stock Options.

C. Non-Executive/Independent Director's Remuneration:

NRC advises the Board regarding Non-Executive/Independent Directors' Remuneration. The remuneration package of the Non-executive/Independent Directors is structured in consonance with the existing industry practice and is fee based, which may be reviewed at regular intervals, subject to maximum that may be permissible under the provisions of the Companies Act, 2013.

The Non-executive/Independent Directors' fee for attending each meeting of the Board or the committee(s) thereof are as follows:

Type of the Meeting	Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Strategic Review Meeting (offsite meeting of the Board)
Amount Payable (₹)	100,000	50,000	50,000	50,000

No fee is paid for attending Stakeholders' Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.

The Independent Directors are also paid by way of commission, as approved by the Shareholders subject to the maximum allowed under the provisions of the Companies Act, 2013. In terms of the shareholders' approval obtained at the AGM held on July 21, 2011, the Independent Directors' are paid Commission, as decided by the Board, within the maximum limit of 1% per annum of the profits of the Company. The said approval expires in the financial year ending March 31, 2016. A proposal for renewal of the approval by the shareholders' is being sought in the ensuing Annual General Meeting and forms part of the Notice of Annual General Meeting 2016 for a further period of 5 years commencing from April 1, 2016, for payment of commission not exceeding one per cent of the net profits of the Company calculated in accordance with provisions of the Act, to be paid and distributed amongst the Non-Executive Directors of the Company.

The proposal of payment of Commission to Independent Directors is placed before the Board. Total commission payable to Independent Directors is divisible into two parts – Fixed & Variable. The Commission is distributed on the basis of their attendance and contribution at the Board and certain Committee Meetings as well as time spent for the Company, other than at the meetings. The table below gives the parameters on which the Commission is payable.

Fixed Commission (₹)	Variable Commission based on attendance at the Board meetings (₹)		
	50% Attendance	75% Attendance	100% Attendance
5,00,000	1,50,000	2,00,000	4,00,000

TABLE 5

DETAILS OF REMUNERATION PAID/PAYABLE TO DIRECTORS FOR FY 2015-16 **(In ₹Million)**

Name of the Director	Salary	Reimbursements	Bonus & Leave Encashment	Sitting Fees	Commission Payable/ Performance Linked Incentive	Total
Mr. Kapil Kapoor	-	-	-	0.70	-	0.70
Mr. Sanjeev Bikhchandani	9.98	0.65	7.50	-	-	18.13
Mr. Hitesh Oberoi	9.99	0.45	7.79	-	-	18.23
Mr. Arun Duggal	-	-	-	0.85	0.90	1.75
Mr. Saurabh Srivastava	-	-	-	0.85	0.70	1.55
Ms. Bala Deshpande	-	-	-	0.70	0.70	1.40
Mr. Naresh Gupta	-	-	-	0.85	0.90	1.75
Mr. Chintan Thakkar	11.66	0.40	3.65	-	-	15.71
Mr. Sharad Malik	-	-	-	0.75	0.70	1.45
Total	**31.63**	**1.50**	**18.94**	**4.70**	**3.90**	**60.67**

Service Contracts, Notice Period, Severance Fee

The Company does not enter into service contracts with the Directors as they are appointed/re-appointed with the approval of the shareholders for the period permissible under the applicable provisions of the Companies Act, 2013 and/or Listing Regulations. Independent directors have been issued an appointment letter which prescribes that any Independent Director may resign from his office subject to reasonable written notice to the Board. The Company does not pay any severance fees or any other payment to the Directors.

None of the Non-Executive Directors had any pecuniary relationship or transactions vis-à-vis the Company, other than the payment of remuneration as explained above.

TABLE 6

DETAILS OF STOCK OPTIONS GRANTED TO DIRECTORS

S. No.	Name	Designation	No. of Options Granted	No. of Options Vested	No. of Options Exercised	No. of Options in force
1	Mr. Saurabh Srivastava*	Independent Director	80,000	80,000	80,000	Nil
2	Mr. Naresh Gupta*	Independent Director	80,000	80,000	80,000	Nil
3	Mr. Chintan Thakkar	Whole-time Director	1,88,000	25,000	-	1,88,000

*These Options were granted to & vested in aforesaid Independent Directors before the Companies Act, 2013 came into force i.e. before 31st March, 2014. The same were exercised by the respective Independent Directors during the year under review.

Shares held by the Non-executive Directors

The details of the shares held by the Non-Executive Directors as on March 31, 2016 is given under in Table No.7:

TABLE 7

DETAILS OF SHARES HELD BY NON-EXECUTIVE DIRECTORS:

S. No.	Name	No. of Shares	Percentage to total Paid-up Capital
1	Mr. Kapil Kapoor	32,79,771	2.71
2	Ms. Bala Deshpande	1,29,496	0.11
3	Mr. Arun Duggal	64,024	0.05
4.	Mr. Sharad Malik	6,02,160	0.50
5.	Mr. Saurabh Srivastava	39,370	0.03
6.	Mr. Naresh Chand Gupta	37,195	0.03

Remuneration of Key Managerial Personnel & Senior Management:

The Company believes that a combination of fixed and performance based payment to the Key Managerial Personnel and Senior Management Executives (the "Executives") helps to ensure that the Company can attract, retain and motivate its Executives. NRC submits proposals related to the remuneration of Executives to the Board for its approval after taking into consideration the following items:

(a) Employment scenario;
(b) Remuneration packages in the industry; and
(c) Remuneration package of the managerial talent of other industries.

The total remuneration package of Executives consists of the following:

a. Fixed Salary: The Executive's fixed salary is competitive and based on the Individual Executive's qualifications, responsibilities and performance.

b. Variable Salary: The Executives may receive variable salaries in addition to fixed salaries. The variable salary vary for persons responsible for different business verticals of the Company. The payment of variable salary also depends, inter-alia, on the performance of the Company as a whole or the performance of respective business verticals where the Executive is employed.

c. Share Options: There is Employees Stock Option Plans in the form of Stock Appreciation Rights (SARs)/Restricted Stock Units (RSUs) and ESOP/SAR Grants ("Options") in place for Employees of the Company. The focus of said Stock Option Plans is to reward employees for their past performance and association with the Company, as well as to attract, retain, reward and motivate Employees to contribute to the growth and profitability of the Company.

BOARD EVALUATION PROCESS

The Company believes that an effective Governance Framework requires periodic evaluation of the functioning of the Board as a whole, its committees and individual director's performance evaluation. Keeping this belief in mind, the Company on the recommendation of the NRC has established the Performance Evaluation criteria for the (a) The Board as a whole including its Committees (b) Chairperson of the Board and (c) Individual Directors as required under Companies Act 2013 and provisions of Listing Regulations.

As part of the evaluation Process:

1. The Board will have a meeting, annually, to discuss and evaluate the Performance of the Board as a whole and identify changes, if any, to further enhance its effectiveness.
2. Chairperson of each Board Committee will annually share with Board, based on discussions among Committee members, an evaluation of the Committee's functioning.
3. The Nominations and Remuneration Committee shall arrange to carry out a confidential process of performance evaluation of every Director by the entire Board of Directors excluding the Director being evaluated.
4. The Independent directors shall hold at least one meeting a year to review performance of Chairman, Whole-time Directors and the Board as a whole.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has Stakeholder Relationship Committee pursuant to Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, to look into the redressal of grievances of shareholders and other security holders, if any. The Committee considers and resolves the grievances of the Security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet or non- receipt of declared dividends.

Composition, Meetings & Attendance during the Year

The Stakeholders Relationship Committee comprises of two Non-Executive Directors including its Chairman and one Executive Director. The Committee met four times during the financial year 2015-16 on May 29, 2015, July 27, 2015, November 6, 2015 and January 28, 2016. Table no. 8 gives the details of meetings of the Committee.

TABLE 8

ATTENDANCE DETAILS OF STAKEHOLDERS RELATIONSHIP COMMITTEE FOR FY 2015-16

Name of the Member	Designation	Status	No. of Meetings held	No. of Meetings Attended
Mr. Kapil Kapoor	Chairman	Non-Executive Director	4	4
Ms. Bala Deshpande	Member	Independent Director	4	4
Mr. Chintan Thakkar	Member	Whole-time Director	4	4

Mr. MM Jain, VP- Secretarial & Company Secretary is the Compliance Officer of the Company.

Brief Terms of Reference

The Committee supervises the system of redressal of investor grievances and ensures cordial Investor relations. The scope and functions of the Committee also include approval of transfer and transmission of shares within stipulated time period. Minutes of its meetings and resolutions passed by the Committee through circulation are placed at the Board Meetings for information.

Details of grievances received and attended to by the Company during the financial year 2015-16 are given below in Table no. 9.

TABLE 9

STATUS OF COMPLAINTS RECEIVED AND ATTENDED TO DURING 2015-16

Pending as on April 1, 2015	Received during the year	Answered during the year	Pending as on March 31, 2016
Nil	Nil	Nil	Nil

The Company received requests for revalidations of expired Dividend Warrants from some Investors and these were replied along with demand drafts drawn at respective locations.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In accordance with the requirements of the Section 135 of the Companies Act, 2013, the Board has constituted a Corporate Social Responsibility Committee to assist the Board in setting the Company's Corporate Social Responsibility Policy and assessing its Corporate Social Responsibility performance.

Composition, Meetings & Attendance during the Year

The CSR Committee, constituted under Companies Act, 2013, comprised of four directors as on March 31, 2016. The Committee held four meetings during the financial year 2015-2016. Table no. 10 gives the details of the meeting and attendance of the Members:

TABLE 10

ATTENDANCE DETAILS OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE FOR FY 2015-16

Name of the Member	Designation	Status	No. of Meetings held	No. of Meetings Attended
Mr. Saurabh Srivastava	Chairman	Independent Director	4	3
Mr. Sanjeev Bikhchandani	Member	Whole-time Director	4	4
Mr. Hitesh Oberoi	Member	Whole-time Director	4	4
Mr. Chintan Thakkar	Member	Whole-time Director	4	4

Brief of Terms of Reference

The Terms of Reference of CSR Committee primarily include:

1. Establishing and reviewing the CSR Policy of the Company;
2. Review annual budgets with respect to CSR Policy;
3. Work with management to establish, develop and implement the requisite framework w.r.t. CSR matters;
4. Receive reports on the Company's CSR performance to assess the effectiveness of the CSR Policy of the Company;
5. Review the findings or recommendations arising out of any audit of Company's CSR matters;
6. Carry out any other duties and responsibilities delegated to it by the Board from time to time that are related to the purpose of the Committee.

E. RISK MANAGEMENT COMMITTEE

The Company has an effective risk management procedure, which is governed at the highest level by the Board of Directors. However to further strengthen & streamline the procedures about risk assessment and minimization procedures, the Board of Directors, in its meeting held on March 16, 2015, voluntarily constituted a Board level Risk Management Committee (RMC).

The details of the composition of the Risk Management Committee is as given below in Table 11.

TABLE 11

Name of the Member	Designation	Status	No. of Meetings held	No. of Meetings Attended
Mr. Chintan Thakkar	Chairman	Whole-time Director & CFO	2	2
Mr. Sanjeev Bikhchandani	Member	Executive Vice-Chairman	2	2
Mr. Hitesh Oberoi	Member	Managing Director & CEO	2	2

Mr. MM Jain, Company Secretary acts as the secretary to the Committee.

Brief Terms of Reference

RMC, as approved by the Board, has been entrusted with the responsibility of framing, implementing and monitoring the risk management plan for the Company, making the exercise broad based and inclusive, taking periodical feedback from Business and Functional heads about their risk perception with respect to their business area and the Company in general & steps taken/suggested to mitigate such risks.

During the FY 15-16, the Committee met twice, on May 28, 2015 and October 28, 2015.

F. COMMITTEE OF EXECUTIVE DIRECTORS

The Committee of Executive Directors (COED) has been constituted to take decisions on certain matters of routine nature which may require an immediate decision and where the convening of a Board Meeting immediately may not be feasible in addition to dwell upon and take decisions, on behalf of the Board, in matters as may be specifically delegated by the Board to it.

Composition, Meetings & Attendance during the Year

The COED, constituted by the Board, comprised of three directors as on March 31, 2016. The Committee held a number of meetings during the financial year 2015-2016 as and when required. Table no. 12 gives the details of the composition and attendance of the Members:

TABLE 12

ATTENDANCE DETAILS OF COMMITTEE OF EXECUTIVE DIRECTORS FOR FY 2015-16

Name of the Member	Designation	Status	No. of Meetings held	No. of Meetings Attended
Mr. Sanjeev Bikhchandani	Chairman	Executive Vice-Chairman	20	19
Mr. Hitesh Oberoi	Member	Managing Director & CEO	20	20
Mr. Chintan Thakkar	Member	Whole-time Director & CFO	20	20

Brief Terms of Reference

The Terms of Reference of COED primarily include:

1. To purchase, acquire and/or take on lease land, building and other movable and immovable properties for the purpose of the Company.
2. To open, close and operate the Bank Accounts held, in the name of the Company.
3. To authorize the Officers and/or other person or persons on behalf the Company to represent the Company before Central and/or State Government(s), Govt. Departments, local bodies etc.
4. To authorize the Officers and/or other person or persons on behalf the Company to attend meetings of Companies in which Company is or would be shareholder and to vote there on behalf of the Company.
5. To make, vary or repeal any bye-law or bye-laws, service regulations and/or any standing orders for the regulations of the business of the Company.
6. To delegate all its above powers to any of its Officers and/or Employees.
7. To exercise such powers and discharge such functions as may be conferred upon it from time to time by the Company in the general meeting or by the Board of Directors.
8. Any other matter of routine nature for attaining operational efficiencies & flexibility in running the day to day affairs of the Company.

SUBSIDIARY COMPANIES

Naukri Internet Services Ltd. attained the status of a 'Material Subsidiary' (Computed on Standalone basis) as defined under Regulation 16 of the Listing Regulations as on March 31, 2016.

The Board of Directors of the Company, to determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries, has adopted a policy with regard to determination of Material Subsidiaries in accordance with the Regulation 16 of the Listing Regulations. This Policy has become applicable to the Company effective October 1, 2014.

In terms of the requirement of said Policy a subsidiary shall be considered as unlisted material subsidiary if its income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

A copy of the said Policy on Material Subsidiaries is available on the website of the Company at http://infoedge.in/pdfs/Policy-Material-Subsidiaries.pdf

MANAGEMENT

Management Discussion and Analysis Report: The Management Discussion and Analysis Report is given separately and forms part of this Annual Report.

Disclosures on related party transactions: In compliance with the requirements of the Listing Regulations, the Board of Directors has adopted a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions between the Company and its Related Parties to ensure the proper approval and reporting of such transactions. Such transactions are appropriate only if they are in the best interest of the Company and its shareholders.

A copy of the said Policy on dealing with Related Party Transactions is available on the website of the Company at http://infoedge.in/pdfs/Related-Party-Transaction-Policy.pdf

There were no materially significant related party transactions that may have potential conflict with the interests of Company at large. Details of all related party transactions i.e. transactions of the company, with its promoters, the Directors or the management, their subsidiaries or relatives etc. are present under Note no. 31 to Annual Accounts of the Annual Report.

Disclosure of accounting treatment in preparation of financial statements: The financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

Details of non-compliance by the Company: No penalties/ strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Code for prevention of insider-trading practices: In compliance with the SEBI regulations on prevention of Insider Trading, the Company had instituted a comprehensive Code of Conduct for its management and staff to prevent Insider Trading.

To strengthen the existing regulatory framework for dealing with the insider trading in India, SEBI amended the existing regulations. The amended regulations were notified in the Gazette and made effective from May 15, 2015. These regulations are now called "Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015". The revised regulations warrant each listed company to frame a Code of Conduct to regulate, monitor and report trading by Insiders for Prevention of Insider Trading. Further, it also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

The Company has adopted a revised Code of Conduct to regulate, monitor and report trading by Insiders which has been made applicable from May 15, 2015. The Code lays down guidelines and procedures to be followed by persons who have been designated as Insiders and disclosures to be made by them, while dealing with shares of Company, and cautioning them of the consequences of violations.

CEO/CFO certification: The CEO and CFO certification of the financial statements, duly signed by the Managing Director & CEO, Whole-time Director & CFO and the Vice Chairman of the Company, for the year is enclosed at the end of the Report. The Company has adopted a back-up certification system by Business & Functional Heads for compliance with respect to their concerned areas in order to imbibe a compliance & ethical culture in the organization.

Code of Conduct: The Board has laid down a Code of Ethics (Conduct) for all Board members and Senior Management of the company. The Code is displayed on the website of the Company - http://www.infoedge.in/pdfs/code_of_ethics.pdf. All Board members and Senior Management personnel affirmed compliance with the Code of Conduct. A declaration signed by the Chief Executive Officer (CEO) to this effect is enclosed at the end of this report.

Sexual Harassment Policy: The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed thereunder.

During the financial year 2015-16, the Company did not receive any complaint on sexual harassment and no complaint was pending as of March 31, 2016.

Whistle Blower Policy: The Company has formulated an effective Whistle Blower Mechanism and a policy that lays down the process for raising concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy ("Protected Disclosure"). Objective of the Policy is to establish no threat window whereby an individual, who is aware of any Protected Disclosure in the Company, is able to raise it to the appropriate channel as outlined in the policy, to ensure appropriate and timely institutional response and remedial action and offer protection to such individual from victimization, harassment or disciplinary proceedings. The Company also has appointed M/s. Thought Arbitrage Consulting, as an Independent External Ombudsman. During the Financial Year 2015-16, no personnel has been denied access to the audit committee for raising concerns under Whistle Blower Policy.

COMPLIANCE

Mandatory Requirements: The company is in full compliance with all applicable mandatory requirements of the Listing Regulations.

Discretionary Requirements: Company has also adopted/followed the following discretionary requirements:

1. The Office of the Chairman is held by a Non-Executive/Non-Promoter director.
2. The Company has appointed separate persons to the post of Chairman and CEO.
3. The Internal Auditors of the Company M/s TRC Chaddha & Co. report directly to the Audit Committee of the Board of the Company.
4. The Company has also constituted a Board level Risk Management Committee, which requirement is otherwise applicable to top 100 listed companies by market capitalization as at the end of the immediate previous financial year.
5. The Company has appointed M/s. Thought Arbitrage Consulting, as independent External Ombudsman for Whistle-Blower Mechanism .

SHAREHOLDERS

Re-appointment/Appointment of Directors: The Companies Act, 2013 provides for appointment of independent directors for a term of upto five consecutive years on the Board of a Company who shall be eligible for re-appointment on passing a special resolution by the shareholders of the company. Further, it provides that no independent director shall be eligible for more than two consecutive terms of five years each.

The proposal for appointment of all Independent Directors for a term of 5 years w.e.f. April 1, 2014 was put before and approved by the members in the Annual General Meeting of the Company held on July 18, 2014. A formal letter of appointment was issued to each of the Independent Director post his appointment as aforesaid. The main terms & conditions of such appointment have also been posted on the website of the Company.

In accordance with the provisions of the Act, not less than 2/3rd (Two-third) of the total number of Directors (other than Independent Directors) shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013 read with Article 119 of the Articles of Association of the Company, Mr. Kapil Kapoor (DIN 00178966) is liable to retire by rotation and, being eligible, offers himself for re-appointment.

The detailed profiles of all these directors are provided in the Notice convening the AGM.

Means of Communication with Shareholders: The Quarterly and Half-yearly/Annual financial results are forthwith communicated to the BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed, as soon as they are approved and taken on record by the Board of Directors. Public notices and financial results are published in leading newspapers, such as Financial Express/ Business Standard/Mint in English and Jansatta in Hindi, etc., along with the official news releases during the year.

The financial results and public notices are also put up on the Company's website www.infoedge.in

For investors, the Company has created a separate e-mail ID investors@naukri.com

Table no. 13 gives details of the publications of the financial results in the year under review.

TABLE 13

PUBLICATIONS OF FINANCIAL RESULTS DURING 2015-16

Quarter/Annual	Date of Board Meeting to approve the result	Date of Publication	English News Paper	Hindi Newspaper
Q1 FY 2015-16	July 27 ,2015	July 28 ,2015	The Financial Express	Jansatta
Q2 FY 2015-16	November 6, 2015	November 7, 2015	Business Standard	Business Standard
Q3 FY 2015-16	January 28, 2016	January 29, 2016	The Financial Express	Jansatta
Q4 & Annual FY 2015-16	May 25, 2016	May 26, 2016	The Financial Express	Jansatta

The quarterly, half yearly and annual financial statements are promptly and prominently displayed on the company's website i.e. www.infoedge.in.

Your Company hosts a quarterly conference call post declaration of quarterly/half yearly/annual results of the Company, along with the discussion on the performance of the different business divisions of the Company by the leadership team. This is followed by the question and answer session by the analysts/ investors logged into the conference call.

Presentations made, if any, to the Institutional Investors/Analysts are hosted on the website of the Company, along with the Audio Recordings and Transcripts of the Investor/Analysts Calls/ Meets hosted by the Company.

Details of any scheduled Analysts Meet/Conference Call are intimated to the Stock Exchanges in advance, followed by the intimation regarding Audio Recordings and/or Transcripts after the Meet/Call as the case may be.

General Shareholders Information:

General Body Meetings: Table No. 14 gives the details of the last three Annual General Meetings of the Company.

TABLE 14

DETAILS OF LAST 3 ANNUAL GENERAL MEETINGS:

Meeting	Date	Time	Venue	No. of Special Resolutions Passed
18th AGM	July 18, 2013	4.30 PM	Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi – 110003	NONE
19th AGM	July 18, 2014	4.30 PM	Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi – 110003	NONE
20th AGM	July 27, 2015	4.30 PM	Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi – 110003	NONE

Special Resolution passed through Postal Ballot

During the year under review the Notice of the Postal Ballot dated March 2, 2016 was sent to shareholders on March 17, 2016. The resolutions contained in said Postal Ballot were approved by the shareholders on April 16, 2016 (i.e. FY17).

Mohd. Nazim Khan, Practicing Company Secretary had been appointed as the Scrutinizer to receive and scrutinize the Postal Ballot Forms in fair and transparent manner.

Details of the Special Resolutions Passed on April 16, 2016 i.e. the last date of receipt of the Postal Ballot Forms/ e-voting and details of the voting are given below in Table no.15:

Table 15

S. No.	Particulars of Resolution	Total Votes Received	Total Votes in Favour	Total Votes Against
1.	Approval for Info Edge Employees Stock Option Scheme 2015	89,793,975	79,902,509	9,891,466
2.	Approval for extending benefit of Info Edge Employees Stock Option Scheme 2015 to employees of Subsidiary Company(ies)	89,793,975	79,902,049	9,891,926
3.	Approval of Scheme of provisioning of money to the Info Edge Employees Stock Option Plan Trust	89,793,975	79,902,477	9,891,498

Procedure for Postal Ballot:

1. The Notice containing the proposed resolutions and explanatory statements were sent to the shareholders at the addresses registered with the Company alongwith a Postal Ballot Form and a postage pre-paid envelope containing the address of the Scrutinizer appointed by the Board for carrying out the Postal Ballot process.
2. The Postal Ballot Forms received within 30 days of despatch were considered by the Scrutinizer;
3. The Company had entered into the agreement with National Securities Depository Ltd. for providing e-voting facility to the shareholders of the Company.
4. The Scrutinizer submitted the report to the authorised director in the absence of the Chairman, who on the basis of the report announced the result.

Whether any Special Resolution is proposed to be conducted through postal ballot

At present, no Special Resolution(s) are proposed to be passed through Postal Ballot.

ADDITIONAL SHAREHOLDER INFORMATION

Annual General Meeting
Date: July 25, 2016
Time: 4.30 PM
Venue: Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi – 110 003

Financial Calendar
Financial year: April 1, 2015 to March 31, 2016

For the year ended March 31, 2016, results were announced for:
- First quarter- July 27, 2015
- Half yearly- November 6, 2015
- Third quarter- January 28, 2016
- Fourth quarter and annual- May 25, 2016

For the year ending March 31, 2017, results will be announced by:
- First quarter- on or before August 14, 2016
- Half yearly- on or before November 14 , 2016
- Third quarter- on or before February 14 , 2017
- Fourth quarter and annual- on or before May 30, 2017

Book Closure
The dates of book closure are from July 19, 2016 to July 25, 2016 inclusive of both days.

Dividend Policy
The Board had revised the dividend policy of the Company in its meeting held on March 12, 2016. The revised dividend policy indicates that the Company strives to maintain a dividend pay-out ratio of 15%-40% of standalone profits after tax, which may be modified in light of exceptional circumstances affecting the financials.

During FY2016, your Company declared and paid two interim dividends. Once, at the rate of Re.1/- (Rupee one only) per equity share of the face value of ₹ 10/- (Rupee Ten only) in the month of November, 2015 and then again in the month of March, 2016 at the rate of ₹ 2/- (Rupees two only) per equity share of the face value of ₹ 10/- (Rupee Ten only), in line with its revised Dividend Policy. Accordingly, your Directors have considered it financially prudent to further add to the strong reserve base of the Company and therefore has not recommended any amount as final dividend for the year ended March 31, 2016.

Listing
At present, the equity shares of the company are listed on BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE). The annual listing fees for the financial year 2016-17 to BSE and NSE has been paid.

TABLE 16
COMPANY'S STOCK EXCHANGE CODES

Name of the Stock Exchange	Stock Code
NSE	Naukri
BSE	532777

ISIN CODE OF THE COMPANY
INFO EDGE (INDIA) LIMITED - INE663F01024

Stock Market Data
Monthly High and Low and the performance of our share price vis-à-vis BSE Sensex and NSE Nifty is given in Table 17 and Chart A and B respectively.

Table 17
HIGHS, LOWS AND VOLUMES OF COMPANY'S SHARES FOR FY 2015-16 AT BSE AND NSE

	BSE				NSE		
	High	Low	Volumes		High	Low	Volumes
Apr-15	928.00	765.00	12,03,258	**Apr-15**	928.80	765.00	19,15,358
May-15	896.30	700.00	9,93,352	**May-15**	897.00	697.05	38,26,490
Jun-15	898.20	765.50	2,76,476	**Jun-15**	898.00	775.00	14,00,343
Jul-15	935.00	797.10	3,87,299	**Jul-15**	938.00	794.10	19,97,488
Aug-15	880.00	710.05	1,13,742	**Aug-15**	876.75	700.00	16,70,597
Sep-15	862.00	728.30	1,58,559	**Sep-15**	862.15	729.05	17,22,627
Oct-15	810.20	731.45	46,977	**Oct-15**	809.00	739.30	12,82,363
Nov-15	906.00	702.05	7,99,225	**Nov-15**	909.00	703.00	24,77,796
Dec-15	900.00	815.50	49,132	**Dec-15**	904.80	816.10	23,57,640
Jan-16	878.80	755.80	1,00,385	**Jan-16**	884.00	756.10	19,74,399
Feb-16	797.10	695.00	1,53,606	**Feb-16**	805.50	695.00	22,83,134
Mar-16	840.00	690.00	88,744	**Mar-16**	841.60	688.10	23,14,881

CHART A
INFO EDGE SHARE PERFORMANCE VERSUS BSE INDEX

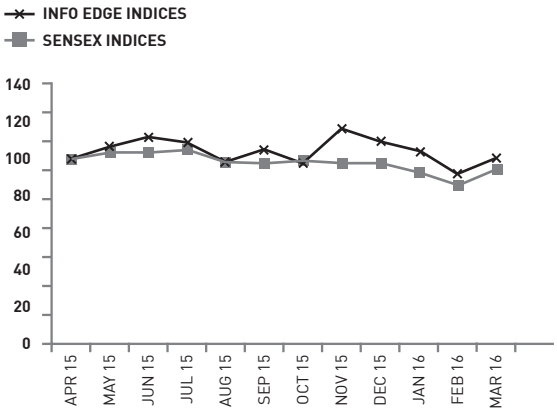
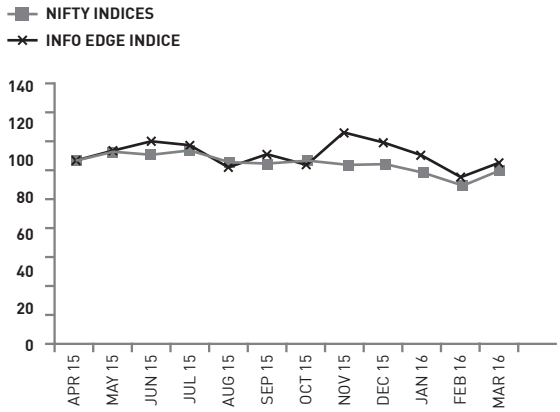


CHART B
INFO EDGE'S SHARE PERFORMANCE VERSUS NSE NIFTY



Note: The share price of Info Edge and index value of BSE Sensex and NSE Nifty have been indexed to 100 on April 1, 2015.

DISTRIBUTION OF SHAREHOLDING

Table 18-21 lists the distribution of the shareholding of the equity shares of the Company by size and by ownership class as on March 31, 2016.

TABLE 18

SHAREHOLDING PATTERN BY SIZE

NUMBER OF SHARES	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	Total Shares	% OF SHARES
UPTO 500	14,385	92.51	1,075,667	0.89
501 – 1000	465	2.99	339,040	0.28
1001 - 2000	219	1.41	322,934	0.27
2001 - 3000	75	0.48	186,270	0.15
3001 - 4000	63	0.41	222,014	0.18
4001 - 5000	32	0.21	145,788	0.12
5001 – 10000	88	0.57	622,595	0.52
10001 – above	222	1.42	118,001,851	97.59
Total	**15,549**	**100.00**	**120,916,159**	**100.00**

TABLE 19

SHAREHOLDING PATTERN BY OWNERSHIP AS ON MARCH 31, 2016

Category	As at March 31, 2016			As at March 31, 2015		
	No. of Shareholders	No. of Shares	% of Shareholding	No. of Shareholders	No. of Shares	% of Shareholding
A. PROMOTERS HOLDING						
Indian Promoters	4*	52,125,403	43.11	4*	52,662,838	43.81
B. NON-PROMOTERS HOLDING						
a) Foreign Institutional Investors (FIIs)	150	42,627,400	35.25	126	35,264,402	29.33
b) Mutual Funds & UTI	43	12,143,473	10.04	52	12,181,509	10.13
c) Corporate Bodies	283	463,755	0.39	290	694,853	0.58
d) Indian Public- Individuals	14,014	2,612,782	2.16	13116	7,770,375	6.46
e) Others/Directors/ NRIsOCBs/FCs/etc.	1,053	10,943,346	9.05	491	11,642,182	9.69
Grand Total	**15,547**	**120, 916,159**	**100**	**14,083**	**120,216,159**	**100**

***** *Sanjeev Bikhchandani and Hitesh Oberoi held shares under two folios each as on March 31, 2016, which has been clubbed together as one folio each.*

TABLE 20

STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY "PROMOTER & PROMOTER GROUP" AS ON MARCH 31, 2016

S.No.	Name of the shareholder	Number of shares	% of Total Shareholding
1.	Mr. Sanjeev Bikhchandani*	34,996,373	28.94
2.	Mr. Sanjeev Bikhchandani (Endeavour Holding Trust)	8,734,880	7.22
3.	Mr. Hitesh Oberoi*	6,900,118	5.71
4.	Ms. Surabhi Motihar Bikhchandani	1,494,032	1.24
	TOTAL	**52,125,403**	**43.11**

***** *Sanjeev Bikhchandani and Hitesh Oberoi held shares under two folios each as on March 31, 2016 which has been clubbed together as one folio each.*

TABLE 21

STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY "PUBLIC" AND HOLDING MORE THAN 1% OF THE TOTAL NUMBER OF SHARES" AS ON MARCH 31, 2016

Sr. No.	Name of the shareholder	Number of shares held	% of total shareholding
1	Nalanda India Equity Fund Limited	3,853,000	3.19
2	Amansa Holdings Private Limited	3,635,343	3.01
3	Kapil Kapoor	3,279,771	2.71
4	Aranda Investments (Mauritius) Pte Ltd	3,272,000	2.71
5	Matthews India Fund	3,247,208	2.69
6	Anil Lall	3,133,475	2.59
7	HDFC Trustee Company Limited- HDFC Equity Fund*	4,024,244	3.33
8	Wf Asian Smaller Companies Fund Limited	1,892,881	1.57
9	Ambarish Raghuvanshi*	1,662,317	1.37
10	Axis Mutual Fund Trustee Limited A/C Axis Mutual Fund A/C Axis Long Term Equity Fund	1,374,747	1.14
11	Emerging Markets Growth Fund, Inc.	1,337,688	1.11
12	Wf Asian Reconnaissance Fund Limited	1,284,182	1.06
	Total	**30,673,967**	**25.38**

* HDFC Trustee Company Limited- HDFC Equity Fund & Ambarish Raghuvanshi held shares under more than one folio

De-materlisation of Shares As on March 31, 2016, over 99.99% shares of the company were held in de-materialised form.

Outstanding GDRs/ADRs/Warrants The Company has not issued GDRs/ ADRs/ Warrants as of March 31, 2016.

Details of Public Funding Obtained in the last three years: The Company did not raise any funds from public in last three years. The Company made the initial public offering in 2006. However, in the FY 2014-15, the Company raised an amount of ₹ 750/- crore by issuing 10,135,135 equity shares of ₹ 10/- each fully paid up at ₹ 740/- per share (including securities premium of ₹ 730/- per share) to qualified institutional buyers by way of a Qualified Institutional Placement (QIP). Details of utilization of funds are available under note no. 42 of the notes to the financial statements.

Registrar and Transfer Agent: The Company has appointed M/s LINK INTIME INDIA PRIVATE LIMITED as its Registrar and Share Transfer Agent, to whom all shareholders communications regarding change of address, transfer of shares, change of mandate etc. should be addressed.

The address of the Registrar and Share Transfer Agent is as under: -
Link Intime India Private Limited,
44, Community Centre, 2nd Floor
Naraina Industrial Area, Phase-I
New Delhi 110028
Tel. No.: - 011-41410592- 94
Fax No.:- 011-41410591
E-mail id:- delhi@linkintime.co.in
Website:- linkintime.co.in

Share Transfer System: The shares of the Company are compulsorily traded in dematerialized form. Shares received in physical form are transferred within a period of 15 days from the date of lodgement subject to documents being valid and complete in all respects.

Company's Office Addresses: The address of Registered and Corporate Office of the Company are as under:

Registered Office
Info Edge (India) Limited,
GF-12A, 94, Meghdoot Building, Nehru Place,
New Delhi- 110019
Tel No.: - 011-26463894
E-Mail ID: - investors@naukri.com

Corporate Office
Info Edge (India) Limited,
B-8, Sector-132, Noida-201304.
Tel No's: - 0120- 4841100
Fax No: - 0120-3082095
E-Mail ID: - investors@naukri.com

Plant (Branch) Locations: The Company has 64 offices as on March 31, 2016 spread in 44 cities across India apart from international offices in Dubai, Bahrain, Riyadh and Abu Dhabi. The addresses of these offices are available on our corporate website.

TABLE 22

Confirmation of Compliance with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-re gelation 2 of Regulation 46

Particulars	***Regulation Number***	***Compliance status (Yes/No/NA)***
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	*16(1)(b) & 25(6)*	Yes
Board composition	*17(1)*	Yes
Meeting of Board of directors	*17(2)*	Yes
Review of Compliance Reports	*17(3)*	Yes
Plans for orderly succession for appointments	*17(4)*	Yes
Code of Conduct	*17(5)*	Yes
Fees/compensation	*17(6)*	Yes
Minimum Information	*17(7)*	Yes
Compliance Certificate	*17(8)*	Yes
Risk Assessment & Management	*17(9)*	Yes
Performance Evaluation of Independent Directors	*17(10)*	Yes
Composition of Audit Committee	*18(1)*	Yes
Meeting of Audit Committee	*18(2)*	Yes
Composition of nomination & remuneration committee	*19(1) & (2)*	Yes
Composition of Stakeholder Relationship Committee	*20(1) & (2)*	Yes
Composition and role of risk management committee	*21(1),(2),(3),(4)*	Yes
Vigil Mechanism	*22*	Yes
Policy for related party Transaction	*23(1),(5),(6),(7) & (8)*	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	*23(2), (3)*	Yes
Approval for material related party transactions	*23(4)*	Yes
Composition of Board of Directors of unlisted material Subsidiary	*24(1)*	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	*24(2),(3),(4),(5) & (6)*	Yes
Maximum Directorship & Tenure	*25(1) & (2)*	Yes
Meeting of independent directors	*25(3) & (4)*	Yes
Familiarization of independent directors	*25(7)*	Yes
Memberships in Committees	*26(1)*	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	*26(3)*	Yes
Disclosure of Shareholding by Non- Executive Directors	*26(4)*	Yes
Policy with respect to Obligations of directors and senior management	*26(2) & 26(5)*	Yes
Disclosure on the website of the Company	*46(2)*	Yes

CEO's DECLARATION TO COMPLIANCE OF CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and Senior Management and the same is available on our corporate website www.infoedge.in.

I confirm that the Company has in respect of financial year ended March 31, 2016, received from Members of the Board & Senior Management team of the Company a declaration of the compliance with the Code of Conduct as applicable to them.

Hitesh Oberoi
Managing Director &
Chief Executive Officer

Place: Noida
Date: May 25, 2016

CERTIFICATION BY CHIEF EXCECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, Hitesh Oberoi, Chief Executive Officer, Chintan Thakkar, Chief Financial Officer and Sanjeev Bikhchandani, Whole-time Director of Info Edge (India) Limited, to the best of our knowledge and belief, certify that:-

a. We have reviewed financial statements and cash flow statement for the year ended on March 31, 2016 and that to the best of our knowledge and belief:
   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii. these statements together present a true and fair view of the Company's affairs and are incompliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

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

d. We have indicated to the auditors and the Audit committee:-
   i. Significant changes in internal control over financial reporting during the year;
   ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Hitesh Oberoi
Managing Director
& Chief Executive Officer

Chintan Thakkar
Whole-time Director
& Chief Financial Officer

Sanjeev Bikhchandani
Whole-time Director

Date: May 25, 2016
Place: Noida

AUDITORS CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of Info Edge (India) Limited

We have examined the compliance of conditions of Corporate Governance by Info Edge (India) Limited, for the year ended March 31, 2016 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

Place: Gurgaon
Date: June 21, 2016

For and on behalf of Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership No : 077779

director's report

Dear Member(s),

Your Directors are pleased to present the Twenty First Annual Report on the business and operations together with the Company's Audited Financial Statements and the Auditor's Report thereon for the financial year ended March 31, 2016. The results of operations for the year under review are given below:

RESULTS OF OPERATIONS: **(₹ in Million)**

	Standalone		Consolidated	
	FY2016	**FY2015**	**FY2016**	**FY2015**
1. Net Sales	7,234.76	6,113.46	9,382.02	7,324.90
2. Other Income	828.10	764.01	1,070.64	946.42
3. Total income (1+2)	8,062.86	6,877.47	10,452.66	8,271.32
Expenditure:				
a) Network and other charges	229.70	196.31	501.45	341.01
b) Employees Cost	3205.29	2,518.00	7,837.41	4,140.94
c) Advertising and Promotion Cost	1,318.41	841.60	1,816.85	1,113.91
d) Depreciation/Amortization	209.63	173.24	746.53	469.36
e) Other Expenditure	902.91	764.27	2,488.85	1,554.40
4. Total expenditure	5,865.94	4,493.42	13,391.09	7,619.62
5. EBITDA(3-4+3d)	2,406.55	2,557.29	(2,191.90)	1,121.06
6. Finance cost	0.77	0.97	4.53	0.97
7. Profit before tax and exceptional items (3-4-6)	2,196.15	2,383.08	(2,942.96)	650.73
8. Exceptional Item	114.58	(291.61)	1,504.89	55.18
9. Net Profit before tax (7-8)	2,081.57	2,674.69	(4,447.85)	595.55
10. Tax Expense	665.77	736.10	670.18	739.95
11. Net Profit after tax (9-10)	1,415.80	1,938.59	(5,118.03)	(144.40)
12. Share in loss of associate companies	N.A.	N.A.	(12.09)	(0.32)
13. Share of Minority interest in the losses of Subsidiaries	N.A.	N.A.	2,809.98	756.08
14. Excess of Minority Interest in the losses of subsidiaries absorbed	N.A.	N.A.	(197.77)	(370.76)
15. Net profit for the year (11+12+13+14)	1,415.80	1,938.59	(2,517.91)	240.60

FINANCIAL REVIEW

Your Company, on a standalone basis, achieved net sales of ₹ 7234.76 million during the year under review as against ₹ 6113.46 million during the previous financial year, a growth of more than 18% year on year. The total income increased by more than 17% from ₹ 6877.47 million in FY 2015 to ₹ 8062.86 million in FY 2016.

The operating expenses went up by 31% in FY2016 over FY 2015 primarily by reason of additional investment in manpower resources and more focus on advertising and promotion to build brands mainly 99acres.

Operating EBIDTA, for the year, stood at ₹ 1578 million in comparison with ₹ 1793 million in FY2015. Profit before tax (PBT) from ordinary activities is ₹ 2082 million in FY2016 as against ₹ 2675 million in FY2015. Net profit after taxes (PAT), in FY2016, is reported to be ₹ 1416 million (after exceptional expense of ₹ 115 million in FY 2016) in comparison to ₹1939 million in FY 2015 (with a large exceptional income of ₹ 292 million in FY 2015).

DIVIDEND

Your Company has a consistent & impressive track record of divided payment.

During FY2016, your Company declared and paid two interim dividends. Once, at the rate of Re.1/- (Rupee one only) per equity share of the face value of ₹ 10/- (Rupee Ten only) in the month of November, 2015 and then again in the month of March, 2016 at

the rate of ₹ 2/- (Rupees two only) per equity share of the face value of ₹ 10/- (Rupee Ten only), in line with its revised Dividend Policy, which indicates that the Company strives to maintain a dividend pay-out ratio of 15%-40% of standalone profits after tax. Accordingly, your Directors have considered it financially prudent to further add to the strong reserve base of the Company and therefore has not recommended any amount as final dividend for the year ended March 31, 2016.

The total dividend pay-out (excluding Dividend Distribution tax) for the current year is ₹ 362.55 million as against ₹ 360.75 million for the previous year. The amount of Dividend Distribution Tax paid/provided by the Company for the year is ₹ 73.81 million as compared to ₹ 73.59 million during the previous financial year.

TRANSFER TO RESERVE

The Company did not transfer any amount to reserves during the year.

SHARE CAPITAL

During the year under review, the Company issued & allotted 7,00,000 equity shares, from time to time, to Info Edge Employees Stock Option Plan Trust. Pursuant to the above allotment, the issued & paid-up share capital of the Company increased to, as on March 31, 2016, at ₹ 1,209,161,590 divided into 120,916,159 equity shares of ₹ 10/- each.

The fresh shares allotted as aforesaid have been duly listed on the Stock Exchanges.

LISTING OF SHARES

The Company's shares are listed on BSE Ltd. (BSE) & National Stock Exchange of India Ltd. (NSE) with effect from November 21, 2006, post its initial public offering (IPO). The annual listing fees for the financial year 2016-17 to BSE and NSE has been paid.

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were applicable w.e.f. December 1, 2015. Accordingly, all listed entities were required to enter into a Uniform Listing Agreement within six months from the effective date. The Company has entered into the requisite Listing Agreement with both the above Stock Exchanges.

SEGMENT REPORTING

Considering the changing trend in scale of operations in some of the service verticals, the Company has considered its business segments as the primary segments to monitor the performance of each of these business segments on regular basis with effect from quarter ended June 30, 2015 and therefore these have been considered as reportable segments under AS-17 on Segment Reporting. The reportable Segments represent "Recruitment Solutions", "99acres" and the "Others" segment which comprises Jeevansathi and Shiksha service verticals since they individually do not meet the qualifying criteria for reportable segment as per the said Accounting Standard.

OPERATIONS REVIEW

Recruitment Solutions

The flagship portal of the Company, Naukri.com, continues to remain the primary source of revenue and cash generation for the Company in the recruitment classifieds and related services vertical, along with naukrigulf.com, firstnaukri.com and quadranglesearch.com. There have been some improvements in the macroeconomic environment in India, primarily in terms of business sentiments. As a result recruitment business continues to grow at an improved pace in line with improved business confidence level.

During the year under review recruitment solutions grew by 19.4% from ₹ 4449.53 million in FY2015 to ₹ 5311.96 million in FY2016. Operating EBITDA from recruitment solutions in FY2016 was ₹ 2846 million

99acres

The real estate market continued to remain subdued in India with many builders saddled with incomplete inventory. Across various regional real estate markets in India, there is a demand-supply imbalance that has had an impact on the overall trend in the real estate market. However, 99acres.com is at a critical juncture in its growth phase where the Company is making significant investments to improve the competitive positioning. The source of revenue for 99acres.com is from property listings, builders' and brokers' branding and visibility through micro-sites, home page links and banners.

During the year under review, real estate business grew by 10% from ₹ 1004.24 million in FY2015 to ₹ 1106.22 million in FY2016. Operating EBITDA loss from real estate business stood at ₹ (910.8) million in FY 2016 largely on account of additional investments in people & advertising costs.

Others

Your Company also provides matrimonial and education based classifieds and related services through its portals jeevansathi.com and shiksha.com respectively. The other business verticals of the Company have been gaining traction for some time. The Company is actively promoting jeevansathi.com among northern and select western Indian communities and establishing strong leadership position in this market segment. On the other hand, the online education classifieds space is still at an early stage of development. The demand for education and education based information services is increasing in India due to demographics and increase in enrolment in secondary education in India and the growing participation of the private sector is increasing publicity and spending on classifieds and advertising.

With revenues from these other verticals increasing by 23.4%, their combined contribution to the company's net sales was 11.29% in FY2016. Jeevansathi.com grew by 20% & Shiksha.com grew by 29%. The Company would continue to invest more to scale up these businesses.

Detailed analysis of the performance of the Company and its businesses has been presented in the section on Management Discussion and Analysis Report forming part of this Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The consolidated financial statements have been prepared on the basis of the audited financial statements of the Company, its subsidiaries and associate companies, as approved by their respective Boards of Directors. However, for the purpose of consolidation of financial statements of the Company as regards the investments in certain Associate companies i.e. Canvera Digital Technologies Pvt. Ltd., Rare Media Company Pvt. Ltd., Mint Bird Technologies Pvt. Ltd and Kinobeo Software Pvt. Ltd., unaudited financial statements have been considered. For further details please refer note no.43 under notes to the Consolidated Financial Statements for the year ended March 31, 2016.

Pursuant to the provisions of Section 136 of the Act, the Financial Statements of the Company, the Consolidated Financial Statements along with all relevant documents and the Auditors' Report thereon form part of this Annual Report.

FUTURE OUTLOOK

With a new government at the centre with a decisive mandate, there were high expectations from the Indian economy. While the Government has taken number of proactive steps, especially related to the infrastructure development, the structural weaknesses of the economy were fairly acute. Thus, while the economy has started to look up the pace of recovery has been somewhat muted. This subdued business sentiment may prevail for some more time as the trailing economic slowdown continues to evaporate. However, despite such slowdown impact, your Company continues to benefit by the significant digital transformation in the last 15 years. It took 10 years for India to get the first 10 million users and another decade to hit the first 100 million. However, the next 100 million has been added in four years-between 2010 and 2014 and as of October 2015 there were an estimated 317 million internet users. This growth trend is expected to continue. Deeper Internet penetration and enhanced broadband usage continued to show strong secular growth trends. Therefore, the potential for growth of internet enabled businesses is immense. Clearly, the digital economy in India has come of age and for entrenched players like Info Edge there are several opportunities for growth.

At Info Edge, we believe in this potential and are going to invest in all our businesses primarily on people, product development, marketing and brand building. The aim is to be a dominant leader driving the internet led economic growth of the country. The job market continues to show signs of picking up. Your Company also continues to gain share from other forms of recruiting and from competition. The competitive position in Naukri.com continues to be strong and the new product launches will help tap new sources of revenue. As GDP growth picks up, Info Edge should benefit going forward. The Company's investments specifically in product development will continue to help maintain and strengthen the leadership position. Growth of 99acres.com slowed down due to the uncertain market conditions but it gained traffic share; but the Company continues to invest in the business and growth is expected to come back in near future. Info Edge also continues to invest in Jeevansathi.com and Shiksha.com. Some of the investee companies have gained traction and if they need investments, same will be made on a case to case basis.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

As required under section 134(3) of the Act, the Board of Directors inform the members that during the financial year, there have been no material changes, except as disclosed elsewhere in report:

- In the nature of Company's business;
- In the Company's subsidiaries or in the nature of business carried out by them, and
- In the classes of business in which the Company has an interest.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

Your Company has put in place adequate internal financial controls with reference to the financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

The Company has also put in place adequate systems of Internal Control to ensure compliance with policies and procedures which is commensurate with size, scale and complexity of its operations. The Company has appointed an external professional firm as Internal Auditor. The Internal Audit of the Company is regularly carried out to review the internal control systems and processes. The internal Audit Reports along with implementation and recommendations contained therein are periodically reviewed by Audit Committee of the Board.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The developments in the operations/performance of each of the subsidiaries & associates included in the consolidated financial statement are presented below:

Naukri Internet Services Ltd.(NISL), had net revenue of ₹ 100 thousand during the year, similar to the ₹ 100 thousand revenue during the previous financial year. The total income of NISL is ₹ 145 thousand in FY 2016 as compared to ₹143 thousand in FY 2015.

During the year, the Company invested an amount of ₹ 1570 million in NISL by subscribing to 0.0001% cumulative redeemable preference shares. NISL, in turn, further invested an aggregate amount of ₹ 1,554 million in Zomato during the year and now holds 7.02% of the paid-up share capital of Zomato Media Private Limited on a fully converted & diluted basis.

Jeevansathi Internet Services Pvt. Ltd.(JISPL), owns & holds the domain names & related trademarks of the Company. During the year under review, it had net revenue of ₹ 100 thousand, similar to the ₹ 100 thousand revenue during the previous financial year. The total income stood at ₹ 101 thousand in FY 2016 as against ₹ 100 thousand in FY 2015.

Allcheckdeals India Pvt. Ltd., provides brokerage services in the real estate sector in India. During the year under review, it achieved net revenue of ₹ 13.48 million as against ₹ 29.54 million during the previous financial year. The total income is ₹ 36.51 million in FY 2016 as compared to ₹ 44.64 million in FY 2015.

MakeSense Technologies Ltd., (MTL), The Company had transferred its entire shareholding in Etechaces Marketing and Consulting Private Limited ("Policybazaar") to MTL for a total consideration of about ₹ 1,013.39 million. The transfer was completed in two equal tranches, where the first half of shareholding was transferred on 31st March, 2015 for a consideration of ₹ 500 million. (reported in the Company's audited financials for FY15) and the second half of the shareholding was transferred on 1st October, 2015 for a consideration of about ₹ 513.39 million.

During the year, MTL also entered into a definitive agreement with MacRitchie Investments Pte. Ltd., an indirect wholly owned subsidiary of Temasek, an investment company based in Singapore, enabling MacRitchie to subscribe to the shares of Makesense to the extent of 49.99% of its share capital (on a fully converted & diluted basis) for a total consideration of about ₹ 1341.65 million. Consequent to aforesaid transaction, the Company will own 50.01% of MakeSense and Makesense will hold about 19.65% of Policybazaar on a fully diluted & converted basis.

Interactive Visual Solutions Pvt. Ltd., is the owner of a proprietary software which enables a high quality virtual video/3D image of a proposed or existing real estate development to be viewed online by customers.

During the year under review, the total income of the company is ₹ 1 thousand only as compared to ₹ 497 thousand in FY2015.

Startup Investments (Holding) Ltd.,(SIHL), is a holding and investment company. During the year, the Company made following investments through SIHL:

- Subscribed Compulsorily Convertible Debentures (CCDs) in Green leaves Consumer Services Pvt. Ltd. for a consideration of about ₹ 64 million.
- Subscribed Preference Shares in Happily Unmarried Marketing Pvt. Ltd. for a consideration of about ₹ 50 million.

Additionally, the Company transferred the following investments held by it to SIHL during the year:

- About 50% of the shareholding (34,651 preference shares) held by the company in Kinobeo Software Pvt. Ltd. at cost of acquisition of about ₹ 135.0 million.
- About 90% of the shareholding (249,974,932 preference shares and 13,429 equity shares) held by the company in Applect Learning Systems Pvt. Ltd. at cost of acquisition of about ₹ 919.5 million.
- Entire shareholding (6,635 preference shares and 275 equity shares) held by the company in Happily Unmarried Marketing Pvt. Ltd. at the cost of acquisition of about ₹ 113.5 million.

Smartweb Internet Services Ltd.,(SISL), is a company incorporated during the year to carry on the business of providing all kinds and types of internet services. SISL made investment in shares of Canvera Digital Technologies Pvt. Ltd. Additionally, the Company transfered 532,216 preference shares and 34,711 equity shares in aforesaid Investee company to SISL at cost for a consideration of about ₹ 243.78 million.

One more wholly owned subsidiary was incorporated during the year by the name of Startup Internet Services Ltd.

INVESTEE COMPANIES

Your Company has following continuing external strategic investments:

All holding percentages in the investee companies given below are computed on fully converted and diluted basis. It may be noted that the economic interest in these investee companies may or may not be equal to the percentage shareholding on account of the terms of the agreements with them.

Zomato Media Pvt. Ltd.

Zomato Media Pvt. Ltd. owns & operates the website, www.zomato.com. Zomato has started gaining significant acceptance in the market place. It generates revenue from advertisements of restaurants and lead sales. The Company invested an aggregate amount of ₹ 1,554 million in Zomato during the year through its wholly owned subsidiary, Naukri Internet Services Ltd. With this investment, the aggregate investment in Zomato is about ₹ 4838 million. It raised additional funds during the year from other investors. The Company did not participate in said fund raise, accordingly as at the end of the financial year, the aggregate holding of the Company including that of its wholly owned subsidiary stood at about 46% on a fully diluted and converted basis.

During the year under review, Zomato achieved, on consolidated basis, net sales of ₹ 1849.65 million as against ₹ 966.73 million during the previous financial year. The total income increased by 82% from ₹ 1135.74 million in FY 2015 to ₹ 2064.92 million in FY 2016.

Zomato, due to fall in stake to 46% on fully diluted & converted basis, no longer is a subsidiary under the relevant provisions of the Companies Act, 2013. However, in accordance with the applicable Accounting Standards the same has been considered to be a subsidiary for consolidation purposes as the equity share capital holding of the Company in Zomato continues to be more than 50%.

Applect Learning Systems Pvt. Ltd.
Applect owns & operates a website with the name www.meritnation.com which is delivering kindergarten to Class 12 (K-12) study material. The company has an experienced team that specializes in content development and assessment modules in the education space. Your Company has invested an aggregate amount of ₹ 968 million for around 59% stake, on fully diluted & converted basis, in Applect.

During the year under review, it achieved net sales of ₹287 million as against ₹ 216 million during the previous financial year. The total income increased by 30% from ₹ 229 million in FY 2015 to ₹ 298 million in FY 2016.

Applect falls in the category of a Subsidiary Company of the Company.

Etechaces Marketing & Consulting Pvt. Ltd.
Etechaces operates through website, www.policybazaar.com which helps customers understand their need for insurance and other financial products to select products/schemes accordingly, that best suit their requirements. Your Company had invested an aggregate amount of ₹ 325 million in Etechaces.

The Company transferred its entire shareholding in Etechaces to one of its wholly owned subsidiary viz. Makesense Technologies Ltd. for a total consideration of about ₹ 1013.39 million. The said transfer was completed in two equal tranches, where the first half of shareholding was transferred on 31st March, 2015 for a consideration of ₹ 500 million (as reported in the Company's audited financials of FY 14-15) and the second half has been transferred on 1st October, 2015 for a consideration of about ₹ 513.39 million. Further, the said wholly owned subsidiary entered into a definitive agreement with MacRitchie Investments Pte. Ltd., an indirect wholly owned subsidiary of Temasek, an investment company based in Singapore, enabling MacRitchie to subscribe to the shares of Makesense to the extent of 49.99% of its share capital (on a fully converted & diluted basis) for a total consideration of about ₹ 1341.65 million. Consequent to aforesaid transaction, the Company will own 50.01% of MakeSense and Makesense holds about 19.65% of Etechaces.

Kinobeo Software Pvt. Ltd.
Your Company has invested an aggregate amount of ₹ 270 million in www.mydala.com for a 42% stake. This is a website offering discount offers and deals with a focus on the mobile application space. Revenues are generated from merchant commissions and fees from telecom Operators.
During the year, the Company transferred 34,651 preference shares in Kinobeo Software Pvt. Ltd. for a consideration of about ₹ 135.0 million to its wholly owned subsidiary i.e Startup Investments (Holding) Ltd.

Canvera Digital Technologies Pvt. Ltd.
The website www.canvera.com is owned & operated by this company. The website is operational since 2008 and offers solutions to professional photographers. Revenues are generated from sale of printed photo books.

Your Company has invested an aggregate amount of ₹ 901 million in Canvera for a 49% stake. The additional investments made by the Company during the year, were made through its wholly owned subsidiary viz. Smartweb Internet Services Ltd. Additionally, the Company transferred 532,216 preference shares and 34,711 equity shares in aforesaid Investee company to Smartweb Internet Services Ltd. for a consideration of about ₹ 243.78 million. During the year an exceptional loss of ₹ 463 million was booked on account of diminution in value.

Happily Unmarried Marketing Pvt. Ltd.
The Company has invested an amount of ₹ 163 million in www.happilyunmarried.com for 44% stake. This business generates revenues from design and sale of fun creative products as also a men's grooming range ("Ustraa") and has a large addressable market.

During the year, the Company transferred 6,635 preference shares and 275 equity shares in Happily Unmarried Marketing Pvt. Ltd. for a consideration of about ₹ 113.5 million to its wholly owned subsidiary i.e. Startup Investments (Holding) Ltd.

Mint Bird Technologies Pvt. Ltd.
The Company has invested an amount of ₹ 60 million in www.vacationlabs.com for 26% stake. Vacation Labs is developing a software tool for tour & activity operators which apart from automating the online reservations & payments system also provides entire back office operations.

Green Leaves Consumer Services Pvt. Ltd.
The Company has invested an amount of ₹ 64 million in www.bigstylist.com for 25% stake. Bigstylist is an on-demand marketplace for beauty professionals, which gives access to the network of beauty professionals in one's neighbourhood. The Company invested in bigstylist through its wholly owned subsidiary, Startup Investments (Holding) Ltd.

Rare Media Company Pvt. Ltd.
The Company has invested an amount of ₹ 74 million in www.bluedolph.in for 35% stake. It is a service offering secure location tracking and workflow management of mobile employees. The service is delivered by means of the 'Blue Dolphin' application, which is pre-installed on smartphones running the Android Operating System, and the Blue Dolphin Portal, which is an access controlled web portal.

The aforesaid Investee Companies (other than Zomato, Applect) achieved an aggregate revenue of ₹2707.7 million as against ₹ 2124.6 million during the previous financial year. The aggregate operating EBITDA level loss was ₹ (1648.7) million as compared to ₹ (959.2) million during the previous financial year.

The above companies are treated as "Associate Companies" except Green Leaves Consumer Services Pvt. Ltd. and Etechaces Marketing & Consulting Pvt. Ltd. in our Consolidated Financial Statements as per the Accounting Standards issued by the Institute of Chartered Accountants of India and notified by the Ministry of Corporate Affairs.

During the FY2016, your Company invested, directly or indirectly, about ₹ 2302.34 million into the Investee companies.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditors
M/s. Price Waterhouse & Co Bangalore LLP (FRN-007567S/S-200012), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

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

Secretarial Auditors
Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Chandrasekaran Associates, Company Secretaries as the Secretarial Auditors of the Company to undertake Secretarial Audit of the Company for FY2016. The Secretarial Audit Report is annexed herewith as Annexure I.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Internal Auditors
M/s. T.R. Chaddha & Associates, Chartered Accountants perform the duties of internal auditors of the Company and their report is reviewed by the audit committee quarterly.

DIRECTORS & KEY MANAGERIAL PERSONNEL
There were no changes in the composition of the Board during the year under review.

Re-appointment of Executive Directors
Mr. Sanjeev Bikhchandani, Executive Vice-Chairman & Whole-time Director and Mr. Hitesh Oberoi, Managing Director & CEO were appointed for a term of five years each by the shareholders of the Company in their meeting held on July 21, 2011 effective 27th April, 2011. The said term expired on April 26, 2016. Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors, in its meeting held on January 28, 2016, re-appointed Mr. Sanjeev Bikhchandani as Executive Vice-Chairman & Whole-time Director and Mr. Hitesh Oberoi as Managing Director & CEO, subject to the shareholders' approval in the ensuing annual general meeting, for another term of five years effective April 27, 2016 to April 26, 2021.

Directors liable to retire by rotation
In accordance with the provisions of the Act, not less than 2/3rd (Two-third) of the total number of Directors (other than Independent Directors) shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013 read with Article 119 of the Articles of Association of the Company, Mr. Kapil Kapoor (DIN 00178966) is liable to retire by rotation and, being eligible, offers himself for re-appointment.

Declaration by Independent Directors
The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and under the SEBI (LODR), Regulations, 2015.

Familiarization Programme for the Independent Directors
In compliance with the requirements of the Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarization programme are explained in the Corporate Governance Report. The same is also available on the website of the Company and can be accessed by web link Infoedge.in/ir-corporate-governance-ac.asp#A11.

Performance Evaluation of the Board of Directors
Listing Regulations laying down the key functions of the Board mandates that the Board shall monitor and review the Board Evaluation Process and also stipulates that the Nomination and Remuneration Committee of the Company shall lay down the evaluation criteria for performance evaluation of Independent Directors. Section 134 of the Companies Act, 2013 states that a formal evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Further, schedule IV to the Companies Act, 2013 states that performance evaluation of Independent Directors shall be done by the entire Board of

Directors, excluding the director being evaluated.

In accordance with the aforesaid provisions, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

Some of the performance indicators based on which the evaluation takes place are-attendance in the meetings and quality of preparation/participation, ability to provide leadership, work as team player. In addition, few criteria for independent directors include commitment to protecting/enhancing interests of all shareholders, contribution in implementation of best governance practices. Performance criteria for Whole-time Directors includes contribution to the growth of the Company, new ideas /planning and compliances with all policies of the Company.

Separate Meeting of Independent Directors

Pursuant to Schedule IV to the Companies Act, 2013 and Listing Regulations, two meetings of Independent Directors were held during the year i.e. on May 29, 2015 and on January 28,2016, without the attendance of Executive directors and members of Management. In addition, the Company encourages regular separate meetings of its independent directors to update them on all business-related issues and new initiatives. At such meetings, the executive directors and other members of the Management make presentations on relevant issues.

Key Managerial Personnel

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed thereunder:

1. Mr. Hitesh Oberoi, Managing Director & CEO.
2. Mr. Chintan Thakkar, Whole-time Director & CFO.
3. Mr. Murlee Manohar Jain, VP- Secretarial & Company Secretary.

CORPORATE GOVERNANCE

Your Company always places a major thrust on managing its affairs with diligence, transparency, responsibility and accountability thereby upholding the important dictum that an Organization's corporate governance philosophy is directly linked to high performance. The Company understands and respects its fiduciary role and responsibility towards its stakeholders and society at large and strives to serve their interests, resulting in creation of value for all its stakeholders.

In terms of Regulation 34 of the SEBI (LODR) Regulations, a separate section on "Corporate Governance" with a detailed compliance report on corporate governance and a certificate from M/s. Price Waterhouse & Co Bangalore LLP (FRN- 007567S/S-200012) Chartered Accountants, Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance, forms part of this Annual Report. The report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion & Analysis Report for the year under review as stipulated under Listing Regulations with the Stock Exchanges in India is presented in a separate section forming part of this Annual Report.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 6 (six) times during the year under review. In addition to this, two meetings of Independent Director's were also held. The details of the meetings of the Board including of its Committees and Independent Directors' meeting are given in the Report on Corporate Governance section forming part of this Annual Report.

COMPOSITION OF AUDIT COMMITTEE

During the year, all recommendations of Audit Committee were accepted by the Board.

The details of the composition, powers, functions, meetings of the Committee held during the year are given in the Report to Corporate Governance section forming part of this Annual Report.

ESTABLISHMENT OF THE VIGIL MECHANISM

The Company has formulated an effective Whistle Blower Mechanism and a policy that lays down the process for raising concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Company has appointed M/s. Thought Arbitrage Consulting, as an Independent External Ombudsman. This policy is further explained under Corporate Governance section, forming part of this Report and the full text of the Policy is available on the website of the Company at www.infoedge.in

Your Company hereby affirms that no Director/employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For your Company, Corporate Social Responsibility (CSR) means the integration of social, environmental and economic concerns in its business operations. CSR involves operating Company's business in a manner that meets or exceeds the ethical, legal, commercial and public expectations that society has of businesses. In alignment with vision of the Company, Info Edge, through its CSR initiatives, will continue to enhance value creation in the society through its services, conduct & initiatives, so as to promote sustained growth for the society.

The CSR Committee of the Company helps the Company to frame, monitor and execute the CSR activities of the Company. The Committee defines the parameters and observes them for effective discharge of the social responsibility of your Company. The CSR Policy of your Company outlines the Company's philosophy & the mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large as part of its duties as a responsible corporate citizen. The constitution of the CSR Committee is given in the Corporate Governance Report which forms part of this Annual Report.

Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year

Name of Director	Designation	Remuneration of Director/KMP for FY2015-16 (₹ In million)	% increase in remuneration of in the FY 2015-16	Ratio of Remuneration of each Director/to median remuneration of employees	Comparison of Remuneration of KMP against performance of the Company
Mr. Kapil Kapoor	Non-Executive Chairman	0.70	(19.54)% [&]	2.00	
Mr. Arun Duggal	Non-Executive, Independent Director	1.75	6.71% [&]	5.00	
Mr. Sanjeev Bikhchandani	Promoter, Executive Vice-Chairman	18.13	2.31%	51.80	The increase in company's net sales for the Financial Year 15-16 was 18%
Mr. Hitesh Oberoi	Promoter, Managing Director & CEO	18.23	Nil	52.09	
Mr. Chintan Thakkar	Whole Time Director & CFO	15.71	21.78%[$]	44.89	
Mr. Saurabh Srivastava	Non-Executive, Independent Director	1.55	(30.80)% [&]	4.43	
Mr. Naresh Gupta	Non-Executive, Independent Director	1.75	6.71% [&]	5.00	
Ms. Bala Deshpande	Non-Executive, Independent Director	1.40	10.24% [&]	4.00	
Mr. Sharad Malik	Non-Executive, Independent Director	1.45	163.63%[#]	4.14	
Mr. MM Jain	Company Secretary	2.34	18.18%	6.69	The increase in company's net sales for the Financial Year 15-16 was 18%

[&] The non-executive/independent directors are paid sitting fees & commission basis their attendance at the Board/Committee Meetings. Accordingly, variation in their remuneration is on account thereof. There was no increase in the amount of sitting fee/commission payable to them during the year.

[$] Mr. Chintan Thakkar's remuneration was revised by the Board, on the recommendation of the Nomination & Remuneration Committee, in its meeting held on 6th November, 2015 effective April 1, 2015, in accordance with the authority granted by shareholders in their meeting held on July 27, 2015. The % increase has been calculated taking the compensation for the full year including one paid before Mr. Thakkar became a director on October 16, 2014.

[#] Mr. Sharad Malik became a director w.e.f. December 16, 2014. The % increase in his remuneration has been arrived at by comparing the current year's remuneration with remuneration paid to him for his effective tenure during previous financial year.

The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as Annexure II to this Report.

RISK MANAGEMENT POLICY

The Company has an effective risk management procedure, which is governed at the highest level by the Board of Directors, covering the process of identifying, assessing, mitigating, reporting and review of critical risks impacting the achievement of Company's objectives or threaten its existence.

To further strengthen & streamline the procedures about risk assessment and minimization procedures, the Board of Directors constituted a Board level Risk Management Committee (RMC). The details on Risk Management plan of the Company are given in the Report to Corporate Governance section forming part of this Annual Report.

COMPANY'S POLICY RELATING TO REMUNERATION FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The Company's Policy relating to Remuneration for Directors, Key Managerial Personnel and other Employees is given in the Report to Corporate Governance section forming part of this Annual Report.

The percentage increase in the median remuneration of employees in the financial year.

The median remuneration of the employees of the Company during the financial year was ₹ 346,892/-.

The number of permanent employees on the rolls of the Company.

4214

Explanation on the relationship between average increase in remuneration and Company performance.

The increase in company's net sales for the Financial Year 2015-16 was 18% and the average increase given to employees was around 14%. The average increase in remuneration is based on factors such as company's performance, the average increases being given by similar companies in the industry and overall budgetary impact within the Company.

Variation in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase/ decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with last public offer.

Average percentile increase already made in the salaries of the employees other than the Managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification

Particulars	Unit	As at 31st March, 2016	As at 31st March, 2015	Variation
Closing rate of Shares at NSE	₹	766.90	839.90	(8.69%)
Market Capitalization	₹ Mn.	92730.60	100969.60	(8.16%)
Price Earnings Ratio (Based on diluted EPS)	X	65.72	50.63	(29.80%)
Price of share for Public offer	₹	320	320	-
% increase/decrease in share price in comparison to public offer price	%	858.62%*	949.87%*	-

* The % increase in share price in comparison to the public offer price has been adjusted to factor in the two Bonus Issues (1:1) of the Company in years 2010 & 2012.

thereof and point out if there are any exceptional circumstances for increase in managerial remuneration.

The average increase in salaries of employees other than managerial personnel in 2015-16 was around 14%. Percentage increase in the managerial remuneration for the year was 24.15%.

The key parameters for any variable component of remuneration availed by the directors.

The key parameters for the variable component of remuneration availed by the directors are as laid down in the Remuneration Policy for Directors, Key Managerial Personnel and other Employees. The Nomination and Remuneration Committee recommends the payment of variable component, to the Board within the overall limits approved by the shareholders.

The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in the excess of the highest paid director during the year.

-Not Applicable

Affirmation that the remuneration is as per the remuneration policy of the Company.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

PARTICULARS OF THE EMPLOYEES

The particulars of employees required under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013 forms part of this Report. However, pursuant to provisions of Section 136 of the Companies Act, 2013, the Annual Report excluding the aforesaid information, is being sent to all the Members of your Company and others entitled thereto. Any Member interested in obtaining such particulars may write to the Company Secretary of the Company. The same shall also be available for inspection by members at Registered Office of your Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The detail of the investments made by Company are given in the note no. 10A, 10B & 14 of the notes to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

As per the provisions of the Act and the Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at http://infoedge.in/pdfs/Related-Party-Transaction-Policy.pdf.

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of Material Related Party transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is also obtained for related party transactions on an annual basis for transactions which are of repetitive nature and/or entered in the ordinary course of business and are at arm's length basis. The Company has not entered into any material related party transaction, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statements.

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed Form AOC-2 are given in Annexure III.

EXTRACT OF ANNUAL RETURN

As required by Section 92(3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Extract of Annual Return in Form MGT-9 is furnished in Annexure IV to this Report.

EMPLOYEE STOCK OPTION PLAN

Our ESOP schemes help us share wealth with our employees and are part of a retention oriented compensation program. They help us meet the dual objective of motivating key employees and retention while aligning their long term career goals with that of the Company.

ESOP-2007 (Modified In June 2009): This is a SEBI compliant ESOP scheme being used to grant stock based compensation to our Associates since 2007. This was approved by passing a special resolution in the Extra-ordinary General Meeting (EGM) held on March 26, 2007 which was further amended in June 2009 through approval of shareholders by Postal Ballot by introducing Stock Appreciation Rights (SARs)/ Restricted Stock Units (RSUs) and flexible pricing of ESOP/SAR Grants. The scheme is currently used by the Company to make fresh ESOP/SAR grants.

ESOP-2015: This is a new Scheme introduced by the Company during the year. The Scheme was approved and recommended by the Nomination & Remuneration Committee and adopted by the Board of Directors on 27th July, 2015, subject to the approval of the members of the Company. The approval of the members was obtained by way of a postal ballot dated 2nd March, 2016. The results of the Postal Ballot were announced

on April 19, 2016. The Scheme has been formulated to provide equity-based incentives to Employees of the Company i.e. the Options granted under the Scheme may be in the form of ESOPs / SARs / other Share-based form of incentives. The Company shall issue a maximum of 40 lac Options exercisable into equity shares of the Company.

Further, the Company will create, issue & allot equity shares not exceeding 3% of the issued & paid-up Equity Share Capital of the Company as on March 31, 2015, i.e.,36,06,484 (Thirty Six lacs Six Thousand Four Hundred and Eighty Four) including any expansion thereof, in one or more tranches to implement its ESOP Schemes.

The applicable Disclosures as stipulated under the SEBI Guidelines as on March 31, 2015 with regard to the Employees' Stock Option Scheme (ESOS) are annexed with this report as Annexure V.

A certificate from M/s Price Waterhouse & Co Bangalore LLP Chartered Accountants (Firm Registration Number: 007567S/S-200012) with regards to the implementation of the Company's Employee Stock Option Scheme in line with SEBI (Share Based Employees Benefits) Regulations, 2014 would be placed in the ensuing Annual General Meeting.

The shares to which Company's ESOP Scheme relates are held by the Trustees on behalf of Info Edge Employees Stock Option Plan Trust. The individual employees do not have any claim against the shares held by said ESOP Trust unless they are transferred to their respective de-mat accounts upon exercise of vested options by them. Thus, there are no shares in which employees hold beneficial ownership however the Voting rights in respect of which are exercised by someone other than such employees. The ESOP trust did not vote on any resolution moved at the previous annual general meeting or the Postal Ballot issued to approve the ESOP-2015 Scheme.

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

The particulars relating to conservation of energy and technology absorption as required to be disclosed under the Act are part of Annexure VI to the Directors' report. The particulars regarding foreign exchange earnings and expenditure are furnished below:-

(₹ Million)

Particulars	FY2016	FY2015
Foreign exchange earnings		
Sales	653.01	620.24
Total inflow	**653.01**	**620.24**
Internet & Server Charges	149.87	133.80
Advertising and Promotion cost	79.83	53.49
Travel & conveyance	1.75	0.52
Foreign Branch Expenses	117.86	96.86
Others	10.33	22.66
Total Outflow	**359.64**	**307.33**
Net Foreign exchange inflow	**293.37**	**312.91**

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirm that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for that year;

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

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

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

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

GREEN INITIATIVE

The Company has implemented the "Green Initiative" to enable electronic delivery of notice/documents annual reports to shareholders. Electronic copies of the Annual Report 2016 and notice of the 21st Annual General Meeting are sent to all members whose e-mail addresses are registered with the Company/Depository Participant(s). For members, who have not registered their e-mail addresses, physical copies of the Annual Report 2016 and the Notice of the 21st Annual General Meeting are sent in permitted mode. Members requiring a physical copy may send a request to the Company Secretary.

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to section 108 of the Companies Act, 2013 read with relevant rules thereon. The instructions for e-voting are provided in the Notice of the AGM.

APPRECIATION

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, integrity and continuous improvement in all functions and areas as well as the efficient utilization of the Company's resources for sustainable and profitable growth.

Your Directors acknowledge with gratitude and wishes to place on record its appreciation for the dedication and commitment of your Company's employees at all levels which has continued to be our major strength. Your Directors also thank the shareholders, investors, customers, visitors to our websites, business partners, bankers and other stakeholders for their confidence in the Company and its management and look forward for their continuous support.

Date: June 21,2016
Place: HongKong

For and on behalf of Board of Directors
(Kapil Kapoor)
Chairman
DIN: 00178966

ANNEXURE I

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

The Members,
Info Edge (India) Limited
Ground Floor, GF-12A 94,
Meghdoot, Nehru Place,
New Delhi-110020

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by Info Edge (India) Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

(vi) As confirmed and certified by the management, there is no law specifically applicable to the Company based on the Sectors / Businesses.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and effective from 01.07.2015.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited, BSE Limited / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 01.12.2015.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in

advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no specific events / actions took place having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Chandrasekaran Associates
Company Secretaries

Rupesh Agarwal
Membership No. A16302
Certificate of Practice No. 5673

Date: May 25, 2016
Place: Noida

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

Annexure-A

The Members
Info Edge (India) Limited
Ground Floor, GF-12A 94,
Meghdoot, Nehru Place,
New Delhi-110020

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Chandrasekaran Associates
Company Secretaries

Rupesh Agarwal
Membership No. A16302
Certificate of Practice No. 5673

Date: May 25, 2016
Place: Noida

ANNEXURE II

Annual Report on CSR Activities

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

Your company believes that Corporate Social Responsibility is a means to achieve a balance of economic, environmental and social imperatives, while addressing the expectations of shareholders and all stakeholders. It is a responsible way of doing business. Info Edge's CSR policy is aimed at demonstrating care for the community through its focus on education, sports and support to the disadvantaged and marginalized cross section of the society. At Info Edge, our CSR strategy focuses on aligning corporate goals with development goals thereby enabling inclusive growth. Through the CSR initiatives, your company strives to provide equitable opportunities for sustainable growth. With this idea of shared growth, your company has focussed the CSR initiatives in the field of education in this reporting year.

The complete CSR policy of your company is available on its website www.infoedge.in **at the link** http://www.infoedge.in/ir-corporate-governance-csr.asp**.**

Overview of projects or programs proposed to be undertaken

Your company intends to achieve the following objectives through the CSR initiatives:

a) Enhancing the standard of higher education in India for public at large.

b) Rendering professional education and training for capacity building for the nation.

c) Helping build world class centres of excellence in learning through a multi-disciplinary approach.

d) Providing education facilities and support to underprivileged children.

e) Providing support to deprived and marginalized women and children and advocating for their rights.

f) Providing training and rehabilitation services to blind and low vision children and adults.

Details of the Projects under Info Edge CSR initiatives

Ashoka University campus development and operation of the University

Your company has carried on the CSR initiative of development of Ashoka University undertaken last year in this reporting year. The core theme is to help build Ashoka University into a world-class liberal arts university and a beacon of excellence in higher education in India. Ashoka University is run by International Foundation for Research and Education (IFRE), a Section 25 Company incorporated under erstwhile Companies Act 1956, with the primary objective of promoting and improving the education standard in India. The contribution by your company has been deployed at the University for Infrastructure Creation, for building new facilities and for meeting a range of operational expenses.

Ashoka University is now home to 560 highly talented students and is firmly working its way to having 1,800 students on campus over the next three years. For the academic year 2015-2016, the university received 5,500 applications for its highly comprehensive admissions process. The university's faculty strength now stands at 65 (35 fulltime, 25 visiting and 5 co-curricular), with most of them having taught and/or done their PhDs at some of the world's finest institutions like Harvard, Oxford and UPenn. The university is in a critical phase of infrastructure build out with the built up area doubling from last year to nearly 750,000 sq. ft. and is well on its way to completing construction on the current 25 acre campus by 2019.

Support to the Post Primary School Programme

The contribution by your company has been deployed at Social Outreach Foundation (SOF) for the project "Support to the Post Primary School Programme" towards school fees, books and stationery including educational material and school uniform for sixty economically underprivileged children.

SOF is a registered society engaged in providing primary education to underprivileged children and supporting them for post-primary education. The SOF primary school is considered today as one of the best managed schools for less privileged children in Noida. Children who are part of SOF primary school and desire to continue studying in higher classes upon completion of their education from the SOF primary school are admitted to established and recognized schools. SOF provides each child with tuition fees, books, uniforms and additional coaching till Class 12.

Support to the Education-cum-Protection Centre for children by the name of "Mera Sahara"

The contribution by your company has been deployed at Joint Women's Programme (JWP), a registered society, for meeting a range of operational expenses for running the Education-cum-Protection Centre for children by the name of "Mera Sahara" where around 140 children, between the ages of 1-12 years, are educated, protected and made eligible for mainstream schools. Children who qualify to go to mainstream schools are admitted to the nearby Government Schools.

JWP is also engaged in lobbying and advocating for the rights of the deprived and marginalized women and children, in conducting adult education, legal and health education classes for mothers and school dropouts in urban slums and rural areas and in providing training in tailoring and embroidery, *durrie* making and computer classes.

Computer Education for the visually impaired

The contribution by your company has been deployed at the Blind Relief Association for administering the "Diploma in Computer Education (Visual Impairment)".

The Blind Relief Association is a registered society focussing on providing education and training to the visually challenged thereby enabling them to realize their potential and be self-reliant. It is engaged in conducting training programmes for teachers for the visually impaired, providing counselling and direct help to the visually impaired for their employment, conducting computer literacy training programmes for the visually challenged besides providing quality school education and running a range of vocational skill training courses in light engineering and other industrial trades.

2. The Composition of the CSR Committee

The CSR Committee, constituted under Companies Act, 2013, comprised of four directors as on March 31, 2016. The composition of the CSR Committee is as follows:

S. No.	Name	Status	Designation
1	Mr. Saurabh Srivastava	Non-Executive Independent Director	Chairman
2	Mr. Sanjeev Bikhchandani	Founder & Executive Vice Chairman	Member
3	Mr. Hitesh Oberoi	Managing Director & CEO	Member
4	Mr. Chintan Thakkar	Whole-time Director & CFO	Member

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

₹ 1,802.50 million

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)

₹ 36.05 million

5. Details of CSR spent during the financial year

a. Total amount to be spent for the financial year: ₹ 36.05 million

b. Amount unspent, if any: Not Applicable

c. Manner in which the amount spent during the financial year is detailed below:

S. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) State & district where project/ program was undertaken	Amount outlay (budget) project or program wise ₹ million	Amount spent on the projects or programs Subheads: (1) Direct expenditure (2) Overheads ₹ million	Cumulative expenditure up to the reporting period ₹ million	Amount spent: Direct or through implementing agency (with implementing agency details)
(i)	Ashoka University campus development and operation of the University	Higher Education	Kundli, Haryana	31.05	31.05	64.85	Implementing agency – International Foundation for Research and Education, New Delhi
(ii)	Support to the Post Primary School Programme	Post Primary Education	Gautam Budh Nagar, Uttar Pradesh	1.00	1.00	1.00	Implementing agency – Social Outreach Foundation, New Delhi
(iii)	Support to the Education-cum-Protection Centre for children by the name of "Mera Sahara"	Primary Education	Gautam Budh Nagar, Uttar Pradesh	1.50	1.50	1.50	Implementing agency – Joint Women's Programme, New Delhi
(iv)	Computer Education for the visually impaired	Special Education	New Delhi	2.50	2.50	2.50	Implementing agency – The Blind Relief Association, Delhi
	Sub-total			36.05	36.05	69.85	
	Overheads				Nil		
	Total CSR Spend				36.05		

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

Not Applicable

7. Responsibility Statement

We hereby confirm that implementation and monitoring of the CSR policy are in compliance with the CSR objectives and policy of the company.

Hitesh Oberoi
Managing Director
DIN: 01189953

Saurabh Srivastava
Chairman CSR Committee
DIN: 00380453

ANNEXURE III

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto:

1. **Details of contracts or arrangements or transactions at arm's length basis**

(i). **Kinobeo Software Pvt. Ltd.**

(a)	Name of the related party and nature of relationship	Startup Investments (Holding) Ltd, a wholly owned subsidiary of the Company (SIHL).
(b)	Nature of contracts/arrangements/transaction	Transfer of Investment in Kinobeo Software Pvt. Ltd. to SIHL.
(c)	Duration of the Contracts/Arrangements/Transactions	One-time transaction
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	Company has transferred about 50% of shareholding (34,651 preference shares) in Kinobeo Software Pvt. Ltd. at cost of acquisition of about ₹135.0 million.
(e)	Justification for entering into such contracts or arrangements or transactions	The Audit Committee and the Board of Directors have approved the transaction based on the business rationale for this transaction, which when considered in its entirety, including planned strategic actions of the management, provides a sound basis to conclude that the transaction is not prejudicial to the interest of the Company or its shareholders.
(f)	Date(s) of approval by the Board	28.01.2016
(g)	Amount paid as advances, if any	N.A.
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	The transaction value was less than the thresholds prescribed for material transactions requiring shareholders' approval.

(ii) **Applect Learning Systems Pvt. Ltd.**

(a)	Name of the related party and nature of relationship	Startup Investments (Holding) Ltd, a wholly owned subsidiary of the Company (SIHL).
(b)	Nature of contracts/arrangements/transaction	Transfer of Investment in Applect Learning Systems Pvt. Ltd. to SIHL.
(c)	Duration of the Contracts/Arrangements/Transactions	One-time transaction
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	Company has transferred about About 90% of shareholding (249,974,932 preference shares and 13,429 equity shares) in Applect Learning Systems Pvt. Ltd. at cost of acquisition of about ₹919.5 million.
(e)	Justification for entering into such contracts or arrangements or transactions	The Audit Committee and the Board of Directors have approved the transaction based on the business rationale for this transaction, which when considered in its entirety, including planned strategic actions of the management, provides a sound basis to conclude that the transaction is not prejudicial to the interest of the Company or its shareholders.
(f)	Date(s) of approval by the Board	28.01.2016
(g)	Amount paid as advances, if any	N.A.
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	The transaction value was less than the thresholds prescribed for material transactions requiring shareholders' approval.

(iii). **Happily Unmarried Marketing Pvt. Ltd.**

(a)	Name of the related party and nature of relationship	Startup Investments (Holding) Ltd, a wholly owned subsidiary of the Company (SIHL).
(b)	Nature of contracts/arrangements/transaction	Transfer of Investment in Happily Unmarried Marketing Pvt. Ltd. to SIHL.
(c)	Duration of the Contracts/Arrangements/Transactions	One-time transaction
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	Company has transferred entire shareholding (6635 preference shares and 275 equity shares) in Happily Unmarried Marketing Pvt. Ltd. at the cost of acquisition of about ₹113.5 million.
(e)	Justification for entering into such contracts or arrangements or transactions	The Audit Committee and the Board of Directors have approved the transaction based on the business rationale for this transaction, which when considered in its entirety, including planned strategic actions of the management, provides a sound basis to conclude that the transaction is not prejudicial to the interest of the Company or its shareholders.

(f)	Date(s) of approval by the Board	28.01.2016
(g)	Amount paid as advances, if any	N.A.
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	The transaction value was less than the thresholds prescribed for material transactions requiring shareholders' approval.

(iv). **Canvera Digital Technologies Pvt. Ltd.**

(a)	Name of the related party and nature of relationship	Smartweb Internet Services Ltd., a wholly owned subsidiary of the Company (SISL).
(b)	Nature of contracts/arrangements/transaction	Transfer of Investment in Canvera Digital Technologies Pvt. Ltd. to SISL.
(c)	Duration of the Contracts/Arrangements/Transactions	One-time transaction
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	Company has transferred 532,216 preference shares and 34,711 equity shares in aforesaid Investee company also to SISL at cost for a consideration of about ₹243.78 million.
(e)	Justification for entering into such contracts or arrangements or transactions	The Audit Committee and the Board of Directors have approved the transaction based on the business rationale for this transaction, which when considered in its entirety, including planned strategic actions of the management, provides a sound basis to conclude that the transaction is not prejudicial to the interest of the Company or its shareholders.
(f)	Date(s) of approval by the Board	28.01.2016
(g)	Amount paid as advances, if any	N.A.
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	The transaction value was less than the thresholds prescribed for material transactions requiring shareholders' approval.

The above transactions, being between a holding company and its wholly owned subsidiaries, are exempted from the provisions of First Proviso to section 188(1).

2. **Details of material contracts or arrangement or transactions not at arm's length basis**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transaction	
(c)	Duration of the Contracts/Arrangements/Transactions	
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of related party transactions i.e. transactions of the company, with its promoters, the Directors or the management, their relatives or with the subsidiaries of the Company etc. are present under Note no. 31 to Annual Accounts of the Annual Report.

For and on behalf of the Board of Directors

Date: June 21, 2016
Place: Hongkong

Kapil Kapoor
Chairman
DIN:00178966

ANNEXURE IV

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2016

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- L74899DL1995PLC068021

ii. Registration Date:- May 1, 1995

iii. Name of the Company: - Info Edge (India) Ltd.

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-
Ground Floor, GF-12A,
94, Meghdoot Building, Nehru Place,
New Delhi, 110019
Tel. No. +91 120-3082000,
Fax No. +91 120-3082095
Email: investors@naukri.com
Website: http://www.infoedge.in

vi. Whether listed company :- Yes

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:-
Link Intime India Private Limited,
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase – I,
New Delhi- 110028
Tel No.:- +91 (11) 41410592-94
Fax No.:- +91 (11) 41410591
Email Id: - delhi@linkintime.co.in
Website: - linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	IT Services	63121	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Naukri Internet Services Ltd.	U74899DL1999PLC102748	Subsidiary	100	2(87)(ii)
2.	Allcheckdeals India Pvt. Ltd.	U72400DL2008PTC181632	Subsidiary	100	2(87)(ii)
3.	Jeevansathi Internet Services Pvt. Ltd.	U72900DL1999PTC102749	Subsidiary	100	2(87)(ii)
4.	Interactive Visual Solutions Pvt. Ltd.	U72200PN2009PTC134950	Subsidiary	100	2(87)(ii)
5.	Startup Investments (Holding) Ltd	U74140DL2015PLC277487	Subsidiary	100	2(87)(ii)
6.	Smartweb Internet Services Ltd.	U72300DL2015PLC285618	Subsidiary	98	2(87)(ii)
7.	Startup Internet Services Ltd.	U72200DL2015PLC285985	Subsidiary	100	2(87)(ii)
8.	MakeSense Technologies Ltd.	U74999DL2010PLC270018	Subsidiary	50.01	2(87)(ii)
9.	Zomato Media Pvt. Ltd.	U93030DL2010PTC198141	*Associate	46	2(6)
10.	Applect Learning Systems Pvt. Ltd.	U99999DL2001PTC110324	Subsidiary	59	2(87)(ii)
11.	Etechaces Marketing & Consulting Pvt. Ltd.	U51909HR2008PTC037998	Associate	19.65	2(6)
12.	Kinobeo Software Pvt. Ltd.	U72900DL2007PTC157471	Associate	42	2(6)
13.	Canvera Digital Technologies Pvt. Ltd.	U92111KA2007PTC041671	Associate	49	2(6)
14.	Happily Unmarried Marketing Pvt. Ltd.	U51909DL2007PTC167121	Associate	34	2(6)
15.	Mint Bird Technologies Pvt. Ltd.	U72900DL2012PTC235129	Associate	26	2(6)
16.	Rare Media Company Pvt. Ltd.	U72900DL2012PTC234028	Associate	35	2(6)

*During the year under review, Etechaces ceased to be an Associate Company due to shareholding of the company in it falling below 20%.

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. **Category- wise Shareholding**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
A. Promoters (1) Indian									
a. Individual/ HUF	42,433,926	-	42,433,926	35.30	41,896,491	-	41,896,491	34.64	(0.66)
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corporate	-	-	-	-	-	-	-	-	-
e. Banks/ FIs	-	-	-	-	-	-	-	-	-
f. Any Other									
Trust	8,734,880	-	8,734,880	7.27	8,734,880	-	8,734,880	7.22	(0.05)
Relative/ Friends of Promoter	1,494,032	-	1,494,032	1.24	1,494,032	-	1,494,032	1.24	-
Sub-total (A)(1)	**52,662,838**	**-**	**52,662,838**	**43.81**	**52,125,403**	**-**	**52,125,403**	**43.11**	**(0.70)**
(2) Foreign	-	-	-	-	-	-	-	-	-
a. NRI Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	-	-	-	-	-	-	-	-	-
d. Banks/ FIs	-	-	-	-	-	-	-	-	-
e. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	**52,662,838**	**-**	**52,662,838**	**43.81**	**52,125,403**	**-**	**52,125,403**	**43.11**	**(0.70)**
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)									
B. Public Shareholding (1) Institutions									
a. Mutual Funds	12,181,509	-	12,181,509	10.13	12,143,473	-	12,143,473	10.04	(0.09)
b. Banks/ FI	96,950	-	96,950	0.08	6,398	-	6,398	0.01	(0.07)
c. Central Govt.(s)	-	-	-	-	-	-	-	-	-
d. State Govt.(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FIIs	35,264,402	-	35,264,402	29.33	28,015,996	-	28,015,996	23.16	(6.17)
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	**47,542,861**	**-**	**47,542,861**	**39.55**	**40,165,867**	**-**	**40,165,867**	**33.21**	**(6.34)**
2. Non- Institutions									
a. Bodies Corp. i. Indian ii. Overseas	694,853	-	694,853	0.58	463,755	-	463,755	0.38	(0.20)
b. Individuals									
i. Individual Shareholders holding nominal share capital upto ₹1 lakh	1,976,576	11,528	1,988,104	1.65	2,174,429	12038	2,186,467	1.81	0.16
ii. Individual Shareholders holding nominal share capital in excess ₹1 lakh	5,782,271	-	5,782,271	4.81	6,260,044	-	6,260,044	5.18	0.37
c. Others									
i. Clearing Member	82,119	-	82,119	0.07	18,571	-	18,571	0.02	(0.05)
ii. Foreign Portfolio Investor	6,813,097	-	6,813,097	5.67	14,611,404	-	14,611,404	12.08	6.41
iii. NRI	409,535	-	409,535	0.34	602,386	-	602,386	0.50	(0.16)
iv. Directors/ Relatives	4,085,451	-	4,085,451	3.40	4,152,016	-	4,152,016	3.43	0.03
v. Trusts	18,959	-	18,959	0.02	-	-	-	-	(0.02)
vi. Hindu Undivided Family	-	-	-	-	116,736	-	116,736	0.10	0.10
Sub-total (B)(2)	**19,862,861**	**11,528**	**19,874,389**	**16.53**	**28,399,341**	**12,038**	**28,411,379**	**23.50**	**6.97**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
Total Public Shareholding (B)=(B)(1) + (B)(2)	**67,405,722**	**11,528**	**67,417,250**	**56.08**	**68,565,208**	**12,038**	**68,577,246**	**56.71**	**0.63**
C. Shares held by custodian for GDRs& ADRs	-	-	-	-	-	-	-	-	-
D. Non-Promoter-Non Public Shareholder									
Employee Benefit Trust	136,071	-	136,071	0.11	213,510	-	213,510	0.18	0.07
Grand Total (A+B+C)	**12,020,4631**	**11,528**	**120,216,159**	**100.0**	**120,904,121**	**12,038**	**120,916,159***	**100**	-

***** Paid-up equity capital of the Company increased during the year by reason of allotment of fresh shares to Info Edge Employees Stock Option Plan Trust on June 26, 2015 (2,00,000 Equity Shares), September 9, 2015 (2,00,000 Equity Shares), October 12, 2015 (1,00,000 Equity Shares) and February 11, 2016 (2,00,000 Equity Shares).

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Sanjeev Bikhchandani*	35,533,808	29.56	0.00	34,996,373	28.94	0.00	(0.62)
2.	Sanjeev Bikhchandani (Endeavour Holding Trust)	8,734,880	7.27	0.00	8,734,880	7.22	0.00	(0.05)
3.	Hitesh Oberoi*	6,900,118	5.74	0.00	6,900,118	5.71	0.00	(0.03)
4.	Surabhi Motihar Bikhchandani	1,494,032	1.24	0.00	1,494,032	1.24	0.00	0.00
	Total	**52,662,838**	**43.81**	**0.00**	**52,125,403**	**43.11**	**0.00**	**(0.70)**

*Sanjeev Bikhchandani and Hitesh Oberoi held shares under two folios each.

iii. **Change in Promoter's Shareholding**

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1.	**Sanjeev Bikhchandani**	**35,533,808**	**29.56**					
				16/06/2015	Transfer to Employees	(10,000)	35,523,808	29.55
				26/06/2015	The total holding diluted by 0.05% consequent to allotment of 200000 shares to Info Edge Employee Stock Option Plan Trust	No Change	35,523,808	29.50
				18/08/2015	Transfer to Employees	(9,400)	35,514,408	29.49
				09/09/2015	The total holding diluted by 0.05% consequent to allotment of 200000 shares to Info Edge Employee Stock Option Plan Trust	No Change	35,514,408	29.44
				10/09/2015	Transfer to Employees	(12,900)	35,501,508	29.43
				12/10/2015	The total holding diluted by 0.02% consequent to allotment of 100000 shares to Info Edge Employee Stock Option Plan Trust	No Change	35,501,508	29.41
				11/12/2015	Market Sale	(489,135)	35,012,373	29.00

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
				11/02/2016	The total holding diluted by 0.04% consequent to allotment of 200000 shares to Info Edge Employee Stock Option Plan Trust	No Change	35,012,373	28.96
				03/03/2016	Transfer to Employees	(8,600)	35,003,773	28.95
				22/03/2016	Transfer to Employees	(7,400)	34,996,373	28.94
2.	**Hitesh Oberoi**	**6,900,118**	**5.74**					
				Holding as on March 31, 2016 (Refer Note 1)	The total holding diluted by 0.03% consequent to allotment made as per Note 1.	No Change in number of shares	6,900,118	5.71
3.	**Sanjeev Bikhchandani (Endeavour Holding Trust)**	**8,734,880**	**7.27**					
				Holding as on March 31, 2016 (Refer Note 1)	The total holding diluted by 0.05% consequent to allotment made as per Note 1.	No Change in number of shares	8,734,880	7.22
4.	**Surabhi Motihar Bikhchandani**	**1,494,032**	**1.24**					
				Holding as on March 31, 2016 (Refer Note 1)	The total holding diluted by 0.001% consequent to allotment made as per Note 1.	No Change in number of shares	1,494,032	1.24

Note 1: Change in holding of Sanjeev Bikhchandani (Endeavour Holding Trust), Hitesh Oberoi and Surabhi Bikhchandani was consequent to allotment of shares on June 26, 2015, September 09, 2015, October 12, 2015, and February 11, 2016 to Info Edge Employee Stock Option Plan Trust. There was no change in the holding of the said three promoters of the Company consequent to sale or purchase of shares.

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Increase	Decrease	Shareholding at the end of the year	
		No. of Shares	%of total shares of the Company			No. of Shares	% of total shares of the Company
1.	HDFC Trustee Company Limited – HDFC Equity Fund	5,166,644	4.30	-	1,142,400	4,024,244	3.33
2.	Nalanda India Equity Fund Limited	3,853,000	3.21	-	-	3,853,000	3.19
3.	Aranda Investments (Mauritius) Pte Ltd.	3,272,000	2.72	-	-	3,272,000	2.71
4.	Anil Lall	3,133,475	2.61	-	-	3,133,475	2.59
5.	Reliance Capital Trustee Co. Ltd A/C Reliance equity Opportunities Fund	3,021,252	2.51	-	1,357,055	1,664,197	1.38
6.	Matthews India Fund	2,997,208	2.49	250,000	-	3,247,208	2.69
7.	Ambarish Raghuvanshi	1,662,317	1.38	-	-	1,662,317	1.37
8.	FIL Investments (Mauritius)Ltd	1,629,312	1.36	-	440,527	1,188,785	0.98
9.	Fidelity Investment Trust Fidelity International Discovery Fund	1,609,886	1.34	-	1,609,886	Nil	-
10.	Amansa Holdings Private Limited	1,472,877	1.23	2,162,466	-	3,635,343	3.01

v. **Shareholding of Directors and Key Managerial Personnel**

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1.	**Kapil Kapoor**	3,279,771	2.73					
				-	The total holding diluted by 0.02% consequent to allotments made during the year.	-	3,279,771	2.71
2.	**Sanjeev Bikhchandani**	**Refer table iii above.**						
3.	**Hitesh Oberoi (Managing Director & CEO)**	**Refer table iii above.**						
4.	**Arun Duggal**	64,024	0.053					
				-	The total holding diluted by 0.0001% consequent to allotments made during the year.	-		0.053
5.	**Bala Deshpande**	129,496	0.11					
				-	The total holding diluted by 0.0001% consequent to allotments made during the year.	-	129,496	0.11
6.	**Chintan Thakkar (Whole time Director & CFO)**	NIL	**-**	N.A.	N.A.	NIL	NIL	NIL
7.	**Naresh Chand Gupta**	NIL	**-**	22/09/2015	Exercise of ESOP	63,500	63,500	0.05
				12/10/2015	The total holding diluted by 0.0001% consequent to allotment made during the year.	No Change	63,500	0.05
				11/02/2016	The total holding diluted by 0.0001% consequent to allotment made during the year.	No Change	63,500	0.05
				29/02/2016	Sale	26,305	37,195	0.03
8.	**Sharad Malik**	612,160	0.51	08/06/2015	Sale	2,500	609,660	0.51
				26/06/2015	The total holding diluted by 0.0001% consequent to allotment made during the year.	No Change	609,660	0.51
				06/08/2015	Sale	2,500	607,160	0.50
				09/09/2015 & 12/10/2016	The total holding diluted by 0.0001% consequent to allotment made during the year.	No Change	607,160	0.50
				23/11/2015	Sale	2,500	604,660	0.50
				08/02/2016	Sale	2,500	602,160	0.50

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
				11/02/2016	The total holding diluted by 0.0001% consequent to allotment made during the year.	No Change	602,160	0.50
9.	**Saurabh Srivastava**	NIL	NIL	22/09/2015	Exercise of ESOP	62,904	62,904	0.05
				12/10/2015	The total holding diluted by 0.0001% consequent to allotment made during the year.	No Change	62,904	0.05
				11/02/2016	The total holding diluted by 0.0001% consequent to allotment made during the year.	No Change	62,904	0.05
				18/02/2016	Sale	11,000	51,904	0.04
				03/03/2016	Sale	1,534	50,370	0.04
				04/03/2016	Sale	3,194	47,176	0.04
				08/03/2016	Sale	5,806	41,370	0.03
				09/03/2016	Sale	2,000	39,370	0.03
10.	**Murlee Manohar Jain (Company Secretary)**	1	0.00	N.A.	N.A.	NIL	NIL	NIL

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal amount	6,976,862	-	-	6,976,862
ii. Interest due but not paid		-	-	
iii. Interest accrued but not due	50,259	-	-	50,259
Total (i+ii+iii)	**7,027,121**	**-**	**-**	**7,027,121**
Change in Indebtedness during the financial year				
Addition	6,305,800	-	-	6,305,800
Reduction	5,156,514	-	-	5,156,514
Net Change	**1,149,286**	**-**	**-**	**1,149,286**
Indebtedness at the end of the financial year				
(i) Principal Amount	8,126,149	-	-	8,126,149
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	57,187	-	-	57,187
Total (i+ii+iii)	**8,183,336**	**-**	**-**	**8,183,336**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director and/or Manager: ₹Million

S. No.	Particulars of Remuneration	Name of Managing Director/ Whole time Director			Total Amount
		Mr. Sanjeev Bikhchandani	Mr. Hitesh Oberoi	Mr. Chintan Thakkar	
1.	**Gross Salary**	18.13	18.23	15.71	52.07
a)	Salary as per provisions contained under Section 17(1) of the Income- tax Act, 1961	9.94	10.24	11.77	31.95
b)	Value of perquisites u/s 17(2) of Income- tax Act, 1961	0.04	0.04	0.04	0.12
c)	Profits in lieu of salary under Section 17 (3) of Income-tax Act, 1961	-	-	-	-
2.	**Stock Option**	-	-	163,000 ESOP/ SAR	-
3.	**Sweat Equity**	-	-	-	-
4.	**Commission as a % of profit**	7.50	7.50	3.50	18.50
5.	**Others, please specify**	0.65	0.45	0.40	1.50
	Total (A)	**18.13**	**18.23**	**15.71**	**52.07**
	Ceiling as per the Act	Maximum amount payable to Executive Directors subject to a maximum of 10% of net profits as per section 198 of Companies Act, 2013 – ₹214.31 million			

B. REMUNERATION TO OTHER DIRECTORS ₹Million

S. No.	Particulars of Remuneration	Name of Director						Total Amount
	Independent Directors	Mr. Arun Duggal	Ms. Bala Deshpande	Mr. Naresh Chand Gupta	Mr. Sharad Malik	Mr. Saurabh Srivastava	Mr. Kapil Kapoor	
1.	Fee for attending board committee meetings	0.85	0.70	0.85	0.75	0.85	-	**4.00**
2.	Commission	0.90	0.70	0.90	0.70	0.70	-	**3.90**
3.	Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A.	-	**Nil**
	Total (1)	**1.75**	**1.40**	**1.75**	**1.45**	**1.55**	**-**	**7.90**
	Non-Executive Director							
1.	Fee for attending board committee meetings	**-**	-	-	-	-	0.70	**0.70**
2.	Commission	**-**	-	-	-	-	N.A.	N.A.
3.	Others, please specify	**-**	-	-	-	-	N.A.	N.A.
	Total (2)	**-**	-	-	-	-	0.70	0.70
	Total (B)= (1+2)	**1.75**	**1.40**	**1.75**	**1.45**	**1.55**	**0.70**	**8.60**
	Ceiling as per the Act	Maximum amount payable to Independent/Non-Executive Directors subject to a maximum of 1% of net profits as per section 198 of Companies Act, 2013 – ₹21.43 million						
	Total Managerial Remuneration to all Directors	Total Managerial Remuneration paid/Payable to all Directors – ₹60.67 million						
	Overall Ceiling as per the Act	Maximum amount payable to Directors subject to a maximum of 11% of net profits as per section 198 of Companies Act, 2013 – ₹235.74 million						

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ WTD ₹Million

S. NO.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Mr. Hitesh Oberoi (CEO & MD)	Mr. Chintan Thakkar	Mr. Murlee Manohar Jain (Company Secretary)	
1.	**Gross Salary**	Please refer table VI. A. for details	Please refer table VI. A. for details	2.34	2.34
a)	Salary as per provisions contained under Section 17(1) of the Income-tax Act, 1961	-	-	2.34	2.34
b)	Value of perquisites u/s 17(2) of Income- tax Act, 1961	-	-	-	-
c)	Profits in lieu of salary under Section 17 (3) of Income- tax Act, 1961	-	-	-	-
2.	**Stock Option**	-	-	-	-
3.	**Sweat Equity**	-	-	-	-
4.	**Commission as % of profits**	-	-	-	-
5.	**Others, please specify**	-	-	-	-
	Total	**-**	**-**	**2.34**	**2.34**

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

ANNEXURE V

INFORMATION REGARDING THE EMPLOYEES STOCK OPTION SCHEMES

PARTICULARS	NUMBER
Options/Stock Appreciation Rights outstanding at beginning of year (April 1, 2015)	2,945,778
Add:	
Options/Stock Appreciation Rights Granted	2,436,350
Sub-total 1	**5,382,128**
Less:	
Options/Stock Appreciation Rights Exercised	773,221
Options/Stock Appreciation Rights lapsed/Forfeited	143,360
Options/Stock Appreciation Rights Expired	4,963
Sub-total 2	**921,544**
Options/Stock Appreciation Rights outstanding at the end of year (Sub-total 1-2)	4,460,584
Options/Stock Appreciation Rights exercisable at the end of year (March 31, 2016)	1,397,916
Total number of shares arising as a result of exercise of option	624,453
Money realised by exercise of options	122,955,917

Options/SAR Vested:

During the year 2015-16, an aggregate of 207,362 options vested in the respective grantees.

Variation of terms of Options/SAR:

No variation was made during the year to the terms of the Options/SAR granted to the Eligible Employees.

Exercise Price:

During the year 2015-16, fresh ESOP/SAR were made under ESOP 2007 at the following prices:

Exercise Price Range (₹)	No. of SAR Granted
2.50-300	482,213
301-600	285,145
601-999	5,863
Total	**773,221**

Employee wise details of the options granted to:

(i) **Key Managerial Personnel:**

KEY MANAGERIAL PERSONNEL	NUMBER
Managing Director & CEO	N.A.*
Whole-time Director	N.A.*
Whole-time Director & CFO	163,000
Company Secretary	Nil

*****Managing Director & CEO and Whole-time Director, also being Promoters of the Company are not entitled to participate in the ESOP Scheme of the Company.

(ii) **Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year. –** Nil

(iii) **Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (including outstanding warrants and conversions) of the Company at the time of grant. –** Nil

Other Details-

1	Earnings Per share (EPS)	Basic - ₹11.76, Diluted - ₹11.67	
2	Method of calculation of employee compensation cost	The Company has calculated the employee compensation cost using the intrinsic value of stock options.	
3	Difference, if any, between employee compensation cost (calculated using the intrinsic value of stock options) and the employee compensation cost (calculated on the fair value of the options)	₹177.92 Million	
4	The impact of this difference on profits and on EPS of the Company	Profit for the year would be lower by ₹177.92 Million (Previous year ₹123.95 Million) and the EPS would be ₹10.29 (Previous year ₹15.65) and diluted EPS would be ₹10.20 (previous year ₹15.53)	
5 a	Weighted-average exercise prices of options whose exercise price –	**ESOP 2007**	**ESOP 2007 SAR**
	i) either equals market price; or	-	795.67
	i) exceeds market price ; or	-	794.95
	ii) is less than market price ; or	10	-

5 b	Weighted fair values of options whose exercise price –	**ESOP SAR**	**ESOP 2007 SAR**
	i) either equals market price; or	-	313.13
	ii) exceeds market price ; or	-	285.94
	iii) is less than the market price of the stock	771.11	-
6	Description of method & significant assumptions used during the year to estimate value of options including the following weighted-average information:	**ESOP SAR**	**ESOP 2007 SAR**
	i) risk-free interest rate;	7.50%	7.57%
	ii) expected life (in years);	4.01	4.71
	iii) expected volatility	33.14%	32.24%
	iv) expected dividend yield	0.43%	0.43%
	v) the price of the underlying share in the market at the time of option grant.	792.05	793.06
7	Impact on the profits and EPS if the Company had followed the accounting policies specified in Clause 13 of the SEBI ESOP Guidelines	N.A.	

ANNEXURE VI

DISCLOSURE OF PARTICULARS WITH REGARD TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy

The Company, being a responsible Corporate Citizen, makes conscious efforts to reduce its energy consumption though its nature of operations are not energy-intensive. Some of the measures undertaken by the Company on a continuous basis including during the year are listed below:

i. Rationalization of usage of electrical equipments– air-conditioning system, office illumination, beverage dispensers, desktops.
ii. Regular monitoring of temperature inside the buildings and controlling the air-conditioning System.
iii. Planned Preventive Maintenance (PPM) schedule put in place for electro-mechanical equipments.
iv. Usage of energy efficient illumination fixtures.
v. Signage timings rationalization.
vi. Power factor rationalization.

Research and Development (R & D)

The Company operates in the dynamic internet/information technology industry, where new developments happen on a continuous basis. The Company evaluate these developments on a continuous basis & factor-in their suitability to it. Accordingly, research and development of new services, designs, frameworks, processes and methodologies continue to be of importance to the Company. This allows us to enhance quality, productivity and customer satisfaction through continuous improvements/innovation.

i) R&D initiative

Our Technical Team works to optimize the existing software applications and to be able to optimally use the existing hardware on a continuous basis.

ii) Specific areas for R&D at the company & the benefits derived there from

Our search engine team has worked on bringing about significant improvements to the job and resume searches offered on the website by exploring newer and better ways to search.

iii) Future plan of action

We constantly keep working on finding/evaluating new technologies, processes, frameworks and methodologies to enable us in improving the quality of our offerings and user satisfaction. We have a pipeline of new initiatives that are being developed and launched.

In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

a) The details of the technology imported: N.A.
b) The year of import: N.A.
c) Whether the technology been fully absorbed: N.A.
d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A.

iv) Expenditure on R&D for the year ended March 31, 2016

Our Research and Development activities are not capital intensive and we do not specifically provide for the same in our books.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF INFO EDGE (INDIA) LIMITED

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Info Edge (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.

4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143 (3) of the Act, we report that:
    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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

    (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

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

i The Company does not have any pending litigations as at March 31, 2016 which would impact its financial position. Also refer Note 33.

ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2016.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number : 077779

Place : Noida
Date : May 25, 2016

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Info Edge (India) Limited on the standalone financial statements for the year ended March 31, 2016

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

1. We have audited the internal financial controls over financial reporting of Info Edge (India) Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was 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 internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number : 077779

Place : Noida
Date : May 25, 2016

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Info Edge (India) Limited on the standalone financial statements as of and for the year ended March 31, 2016

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) The title deeds of immovable properties, as disclosed in Note 9 on fixed assets to the financial statements, are held in the name of the Company.

ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.

iii. The Company has granted unsecured loans, to 4 companies covered in the register maintained under Section 189 of the Act. There are no firms /LLPs/ other parties covered in the register maintained under Section 189 of the Act.

(a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.

(b) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated for 1 party, and the party is repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable. In respect of loans given to the remaining 3 parties, no schedule for repayment of principal and payment of interest has been stipulated by the Company. Therefore, in absence of stipulation of repayment terms we do not make any comment on the regularity of repayment of principal and payment of interest.

(c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax and service tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, sales tax, duty of customs , duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, duty of customs, duty of excise, value added tax which have not been deposited on account of any dispute. The particulars of dues of income tax, and service tax as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:

Name of the Statue	Nature of dues	Amount under Dispute	Unpaid amount	Financial year	Forum where the dispute is pending
Finance Act, 1994	Business Support Services Advertisement Services	27,310,388	21,900,520	2003-2012	Custom Excise and Service Tax Appellate Tribunal
Finance Act, 1994	Wrong availment of Cenvat Credit	1,290,882	1,290,882	April 1, 2010 to March 31, 2011	Commissioner – Service Tax
Finance Act, 1994	Export of services provided to Special Economic Zone (SEZ)	16,671,871	16,671,871	April, 2012 to March, 2013	Commissioner – Service Tax
Income Tax Act, 1961	Depreciation on intangible assets	3,961,444	-	2004-2005	CIT(Appeals)
Income Tax Act, 1961	Depreciation on intangible assets	2,270,447	-	2005-2006	CIT(Appeals)
Income Tax Act, 1961	Disallowance under section (u/s) 14A	10,255,844	13,027,201	2006-2007	High Court*
Income Tax Act, 1961	Depreciation on intangible assets	6,608,480		2006-2007	AO / CIT(Appeals)
Income Tax Act, 1961	Disallowance of Employee Stock Option Scheme (ESOP) expenses	3,557,313	3,557,313	2009-2010	Income Tax Appellate Tribunal *
Income Tax Act, 1961	Disallowance of ESOP expenses, Disallowance u/s 14A	21,707,080	21,707,080	2010-2011	Income Tax Appellate Tribunal
Income Tax Act, 1961	Disallowance of ESOP expenses Disallowance u/s 14A	1,817,560	1,817,560	2011-2012	CIT(A)
Income Tax Act, 1961	Disallowance u/s 14A Disallowance of ESOP expenses, Fee paid to Registrar of Companies, Trademark expenses and stale cheques	14,884,030	14,884,030	2012-2013	CIT(A)
Income Tax Act, 1961	Computation made on presumptive basis	182,217 SAR	-	2008-13	Deputy Director of the Department of Zakat and Income Tax

* intimation received subsequent to March 31, 2016.

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.

ix. The Company has not raised any moneys by way of initial public offer and further public offer (including debt instruments). In our opinion, and according to the information and explanations given to us, the moneys raised by way of term loans have been applied for the purposes for which they were obtained.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv. The Company has made private placement of shares during the year ended March 31, 2015, in compliance with the requirements of Section 42 of the Act. The amounts raised have been used for the purpose for which funds were raised.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number : 077779

Place : Noida
Date : May 25, 2016

INFO EDGE (INDIA) LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

Amount in ₹ Million (Mn)

Particulars	Note	As at March 31, 2016	As at March 31, 2015
		(₹ 'Mn)	(₹ 'Mn)
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share capital	3	1,209.16	1,202.16
(b) Reserves and surplus	4	16,430.95	15,421.85
(2) NON-CURRENT LIABILITIES			
(a) Long-term borrowings	5	3.79	2.82
(b) Other long term liabilities	7	56.42	64.95
(3) CURRENT LIABILITIES			
(a) Trade payables	6		
- total outstanding dues of micro enterprises and small enterprises and		-	0.06
- total outstanding dues of creditors other than micro enterprises and small enterprises		269.88	340.16
(b) Other current liabilities	7	2,178.45	1,840.61
(c) Short-term provisions	8	428.58	547.92
Total		**20,577.23**	**19,420.53**
II. ASSETS			
(1) NON-CURRENT ASSETS			
(a) Fixed assets			
(i) Tangible assets	9	902.04	817.57
(ii) Intangible assets	9	19.90	22.41
(iii) Capital work-in-progress		94.88	94.88
(iv) Intangible assets under development		3.35	-
(b) Non-current investments	10	5,736.16	5,409.67
(c) Deferred tax assets	11	59.56	63.72
(d) Long-term loans and advances	12	140.56	112.63
(e) Other non-current assets	13	1,528.17	56.14
(2) CURRENT ASSETS			
(a) Current investments	14	357.28	8,973.19
(b) Trade receivables	15	118.13	97.69
(c) Cash and bank balances	16	9,522.20	3,007.49
(d) Short-term loans and advances	12	346.84	155.39
(e) Other current assets	13	1,748.16	609.75
Total		**20,577.23**	**19,420.53**
Significant accounting policies	2		

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

For Price Waterhouse & Co Bangalore LLP
Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number 077779

Place : Noida
Date : May 25, 2016

For and on behalf of the Board of Directors

Hitesh Oberoi
Managing Director

Chintan Thakkar
Director & CFO

M.M Jain
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

Amount in ₹ Million (Mn)

Particulars	Note	Year ended March 31, 2016 (₹ 'Mn)	Year ended March 31, 2015 (₹ 'Mn)
I. Revenue from operations	17	7,234.76	6,113.46
II. Other income	18	828.10	764.01
III. Total revenue (I + II)		**8,062.86**	**6,877.47**
IV. EXPENSES			
Employee benefits expense	19	3,205.29	2,518.00
Finance costs	20	0.77	0.97
Depreciation and amortisation expense	21	209.63	173.24
Advertising and promotion cost	22	1,318.41	841.60
Administration and other expenses	23	902.91	764.27
Network, internet and other direct charges	24	229.70	196.31
Total expenses		**5,866.71**	**4,494.39**
V. Profit before exceptional items and tax (III-IV)		**2,196.15**	**2,383.08**
VI. Exceptional items	43	114.58	(291.61)
VII. Profit before tax (V-VI)		**2,081.57**	**2,674.69**
VIII. Tax expense			
(1) Current tax		661.61	736.28
(2) Deferred tax	11	4.16	(0.18)
IX. Profit for the year from continuing operations (VII-VIII)		**1,415.80**	**1,938.59**
X. Profit for the year (IX)		**1,415.80**	**1,938.59**
XI. Earnings per equity share: Nominal value of share ₹ 10/- (Previous Year ₹ 10/-)	30		
(1) Basic		11.76	16.82
(2) Diluted		11.67	16.59
Significant accounting policies	2		

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

For Price Waterhouse & Co Bangalore LLP
Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number 077779

Place : Noida
Date : May 25, 2016

For and on behalf of the Board of Directors

Hitesh Oberoi
Managing Director

Chintan Thakkar
Director & CFO

M.M Jain
Company Secretary

INFO EDGE (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

S.No.	Particulars	Year ended March 31, 2016	Year ended March 31, 2015
		Amount (₹ 'Mn)	Amount (₹ 'Mn)
A.	**Cash flow from operating activities:**		
	Net profit before exceptional items and tax	**2,196.15**	**2,383.08**
	Adjustments for:		
	Depreciation and amortisation expense	209.63	173.24
	Lease Equalisation charges	(5.26)	6.43
	Interest expense	0.77	0.97
	Interest income	(531.76)	(234.95)
	Dividend income from mutual funds	(200.59)	(189.56)
	Loss/(profit) on sale of fixed assets (net)	1.40	(0.39)
	Profit on sale of long term investments (net)	(51.47)	(113.22)
	Profit on sale of current investment (net)	(43.12)	(218.05)
	Provision made/(written back) for doubtful debts	(0.67)	5.67
	Liabilities no longer required written back	-	(2.38)
	Provision for gratuity & compensated absence / leave encashment	42.85	21.22
	Employee stock option scheme compensation	11.87	1.91
	Operating profit before working capital changes	**1,629.80**	**1,833.97**
	Adjustments for changes in working capital :		
	- Increase in Trade receivables	(19.77)	(53.02)
	- Increase in Long-term loans and advances	(29.93)	(53.78)
	- Increase in Short-term loans and advances	(32.39)	(75.89)
	- Increase/(Decrease) in Trade payables	(63.04)	94.40
	- Increase/(Decrease) in Other long term liabilities	(8.53)	12.65
	- Increase in Other current liabilities	337.33	374.84
	- Increase in Short-term provisions	98.06	34.77
	Cash generated from operating activities	**1,911.53**	**2,167.94**
	- Taxes Paid (Net of TDS)	(820.68)	(778.00)
	Net cash from operating activities	**1,090.85**	**1,389.94**
B.	**Cash flow from Investing activities:**		
	Purchase of fixed assets	(298.44)	(123.28)
	Proceeds from sale of fixed assets	2.06	4.10
	Proceeds from sale of investments	19,711.46	17,496.43
	Purchase of investments	(11,000.96)	(23,517.77)
	Investments in fixed deposits (net)	(7,873.45)	(636.23)
	Interest received	282.28	188.95
	Dividend received	200.59	189.56
	Amount received on disposal of investments in associate company	1,013.39	0.01
	Amount paid on acquisition of subsidiary and associate companies	(2,336.86)	(2,031.59)
	Net cash used in investing activities	**(299.93)**	**(8,429.82)**
C.	**Cash flow from financing activities:**		
	Proceeds from long term borrowings	6.31	1.96
	Repayment of long term borrowings	(5.16)	(5.15)
	Proceeds from fresh issue of share capital (net of expenses incurred in relation to QIP amounting to ₹ Nil (Previous year - ₹ 155.65 Mn))	25.00	7,497.35
	Interest paid	(0.77)	(0.99)
	Dividend paid	(603.04)	(284.54)
	Dividend tax paid	(122.85)	(52.78)
	Net cash from/used in financing activities	**(700.51)**	**7,155.85**
	Net increase/decrease in cash & cash equivalents	**90.41**	**115.97**
	Opening balance of cash and cash equivalents (April 01, 2015/April 01, 2014)	**356.07**	**240.10**
	Closing balance of cash and cash equivalents	**446.48**	**356.07**
	Cash and cash equivalents comprise		
	Cash in hand	6.36	5.82
	Balance with scheduled banks		
	-in current accounts (Refer Note no 2 below)	414.68	308.91
	-in fixed deposits accounts with original maturity of less than 3 months	25.44	41.34
	Total cash and cash equivalents	**446.48**	**356.07**
	-in Fixed deposits accounts with original maturity more than 3 months	10,580.79	2,707.34
	Total	**11,027.27**	**3,063.41**

Notes:

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 .
2. Balance with scheduled bank in current account includes ₹ 0.53 Mn (previous year ₹ 0.19 Mn) in respect of unclaimed dividend, which is not available for use by the Company.
3. Figures in brackets indicate cash outflow.

For Price Waterhouse & Co Bangalore LLP
Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number 077779

Place : Noida
Date :May 25, 2016

For and on behalf of the Board of Directors

Hitesh Oberoi
Managing Director

Chintan Thakkar
Director & CFO

M.M Jain
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. General Information

Info Edge (India) Ltd (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed in two stock exchanges in India.

The Company was converted to a public limited company and its name was changed to Info Edge (India) Limited with effect from April 27, 2006.

2. Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-non current classification of assets and liabilities.

2.2 Fixed Assets

Tangible Assets are stated at cost of acquisition along with related taxes, duties and incidental expenses related to these assets, net of accumulated depreciation and accumulated impairment losses, if any.

Intangible assets are stated at their cost of acquisition, net of accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

2.3 Depreciation and amortisation

Tangible Assets

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by Management expert which are equal to, except in case of Plant and Machinery, Furniture and Fixtures and Vehicles where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

Assets	Estimated useful life (Years)
Building	60
Computers	3
Plant and Machinery	10
Furniture and Fixtures	8
Office Equipment	5
Vehicles	6

Leasehold land and leasehold improvements are amortized over the lease period or useful lives of the related assets whichever is lower.

Intangible Assets

Intangible Assets are amortised under straight line Method over the estimated useful lives of the assets, which are as follows:

Assets	Estimated useful life (Years)
Enterprise resource planning software	5
Operating and Marketing rights	5
Other software licenses	3

Assets costing less than or equal to ₹ 5,000 are fully depreciated @ 100% pro-rata from date of acquisition

2.4 Impairment of Assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

2.5 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investment are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of investments, such reduction being determined and made for such investment individually.

2.6 Foreign Currency Transactions

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period.

Exchange differences on restatement of all other monetary items are recognized in the Statement of Profit and Loss.

Translation of foreign operations

Foreign operations are classified as 'integral' operation. The financial statements of an integral foreign operation are translated using the principles and procedures as if the transactions of the foreign operation are those of the Company itself.

2.7 Revenue Recognition

The Company earns revenue significantly from the following sources viz.

a) Recruitment solutions through its career web site, Naukri.com:-

Revenue is received primarily in the form of fees, which is recognized prorata over the subscription / advertising agreement, usually ranging between one to twelve months.

b) Matrimonial web site, Jeevansathi.com, Real Estate website, 99acres.com and Education classified website, Shiksha.com:-

Revenue is received in primarily the form of subscription fees, which is recognized over the period of subscription / advertising agreement, usually ranging between one to twelve months.

c) Placement search division, Quadrangle:-

Revenue is received in the form of fees, for placements at various levels in a client's organization. Revenue is booked on the successful completion of the search and selection activity.

d) Real Estate broking division:-

Commission income on property bookings placed with builders/developers is accrued once the related services have been rendered by the Company.

e) Resume Sales Service:-

The revenue from Resume Sale Services is earned in the form of fees and is recognized on completion of the related service.

Revenue in relation to rendering of the services mentioned in (a) & (b) above are measured under the proportionate completion method and rendering of the services mentioned in (c) to (e) above are measured under the completed service contract method.

In respect of a) and b) above, the unaccrued amounts are reflected in the Balance sheet as Income received in advance (deferred sales revenue).

All the above sources of revenue are shown net of service tax and is not recognized in instances where there is uncertainty with regard to ultimate collection. In such cases revenue is recognized on reasonable certainty of collection.

2.8 Other Income

Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding at the rate applicable and where no significant uncertainty as to measurability or collectability exists.

Dividend

Dividend from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.

2.9 Employee Benefits

The Company has Defined Contribution plan for the post-employment benefits namely Provident Fund which is administered through the Regional Provident Fund Commissioner and the contributions towards such fund are charged to the Statement of Profit and Loss. The Company's contribution to state plans namely Employee State Insurance Fund are also charged to the Statement of Profit and Loss. The Company does not carry any further obligations with respect to these funds, apart from contributions made on a monthly basis.

The Company has Defined Benefit plan namely gratuity for eligible employees in accordance with the Payment of Gratuity Act, 1972 the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each year. The Gratuity Fund is recognized by the income tax authorities and is administered through Life Insurance Corporation of India under its Group Gratuity Scheme.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss as income or expense.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

Termination benefits are recognized as an expense immediately.

2.10 Employee Stock Option Based Compensation

Stock options granted to the employees and till March 31, 2014 to the non-executive Directors who accepted the grant under the Company's Stock Option Plan are accounted for as per the accounting treatment prescribed by the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India as required by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The intrinsic value of the option being excess of market value of the underlying share immediately prior to date of grant over its exercise price is recognized as deferred employee compensation with a credit to employee stock option outstanding account. The deferred employee compensation is charged to Statement of Profit and Loss on straight line basis over the vesting period of the option. The options that lapse are reversed by a credit to employee compensation expense, equal to the amortised portion of value of lapsed portion and credit to deferred employee compensation expense equal to the un-amortised portion.

2.11 Taxes on Income

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent there is a reasonable/virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

2.12 Provisions and Contingent Liabilities

Provisions are recognized when there is a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.13 Leases

a) **Operating leases**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments under an operating leases are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the period of lease.

b) **Finance leases**

Assets acquired on lease where the Company has substantially all the risks and rewards incident to ownership are classified as finance leases. Such assets are capitalized at the inception of the lease at lower of the fair value of the leased asset at the inception of the lease and the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease payment is apportioned between the finance charge and the reduction of the outstanding liability. The outstanding liabilities included in other long term borrowings. The finance charge is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2.14 Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies for the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relates to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under unallocated expenses/income.

2.15 Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash in hand and demand deposits with bank with original maturities of three months or less.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

2.16 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's EPS comprises of the net profit for the year after tax. The number of equity shares used in computing Basic EPS is the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for the previous year is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

For the purpose of calculating basic EPS, shares allotted to ESOP trust pursuant to the employee share based payment plan are not included in the shares outstanding till the employees have exercised their right to obtain shares, after fulfilling the requisite vesting conditions. Till such time, the shares so allotted are considered as dilutive potential equity shares for the purpose of calculating diluted EPS.

2.17 Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

3. SHARE CAPITAL

Particulars	As at March 31, 2016 (₹ 'Mn)	As at March 31, 2015 (₹ 'Mn)
AUTHORISED CAPITAL 150.00 Mn Equity Shares of ₹ 10/- each (Previous year - 150.00 Mn Equity Shares of ₹ 10/- each)	**1,500.00**	**1,500.00**
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL 120.92 Mn Equity Shares of ₹ 10/- each fully paid up (Previous year - 120.22 Mn Equity Shares of ₹ 10/- each fully paid up)	1,209.16	1,202.16
	1,209.16	**1,202.16**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 (₹ 'Mn)	As at March 31, 2015 No of Shares	As at March 31, 2015 (₹ 'Mn)
Equity Shares				
At the beginning of the year	120,216,159	1,202.16	109,181,024	1,091.81
Add: Issued during the year (Refer Note no. 41)	700,000	7.00	11,035,135	110.35
Outstanding at the end of the year	**120,916,159**	**1,209.16**	**120,216,159**	**1,202.16**

b. Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend 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, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

c. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

Particulars	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012
Equity Shares allotted as fully paid bonus shares by capitalisation of securities premium	-	-	-	54,590,512	-
	-	**-**	**-**	**54,590,512**	**-**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

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

Particulars	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
- Sanjeev Bikhchandani	34,996,373	28.94	35,533,808	29.56
- Sanjeev Bikhchandani (Trust)	8,734,880	7.22	8,734,880	7.27
- Hitesh Oberoi	6,900,118	5.71	6,900,118	5.74
	50,631,371	**41.87**	**51,168,806**	**42.57**

4. RESERVES AND SURPLUS

Particulars	As at March 31, 2016 (₹ 'Mn)		As at March 31, 2015 (₹ 'Mn)	
Securities Premium Account				
Opening Balance	8,151.16		764.16	
Add : Addition during the year	18.00		7,542.65	
Less: Utilisation for writing off expenses on issue of equity shares (Refer Note no 42)	-	8,169.16	155.65	8,151.16
General Reserve				
Opening Balance	317.99		302.87	
Add: Transfer from Statement of Profit and Loss (Stock Options Outstanding Account)	9.55	327.54	15.12	317.99
Stock Options Outstanding Account				
Opening Balance	14.81		28.02	
Add: Transfer during the year	11.87		1.91	
Less: Transfer to Statement of Profit and Loss	9.55	17.13	15.12	14.81
Surplus in Statement of Profit and Loss				
Opening Balance	6,937.89		5,434.73	
Add: Net profit after tax transferred from Statement of Profit and Loss	1,415.80		1,938.59	
Transfer from Stock Option Outstanding Account	9.55		15.12	
Less: Appropriations				
Proposed Dividend -Nil (Previous year ₹ 2 per share)	-		240.43	
Dividend Paid (Note 41)	0.40		0.90	
Interim Dividend	362.55		119.92	
Dividend Tax	73.62		74.18	
Transfer to General Reserve (Employee Stock Options Outstanding Account)	9.55	7,917.12	15.12	6,937.89
		16,430.95		**15,421.85**

5. LONG TERM BORROWINGS

Particulars	Non-Current Portion		Current Maturities	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
SECURED LOANS				
Term loans from banks	3.79	2.82	4.34	4.16
Current maturities transferred to Other current liabilities	-	-	(4.34)	(4.16)
	3.79	**2.82**	**-**	**-**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

a. Term Loans from banks are secured by hypothecation of vehicles taken on lease.

b. Term loans carry interest rates ranging from 7% to 12%. The loan is repayable along with interest with in 2 to 3 years from the date of loan.

Leased assets included in vehicles where the Company is a lessee under finance leases are:

Finance lease liabilities- minimum lease payments:	**As at March 31, 2016 (₹ Mn)**	**As at March 31, 2015 (₹ Mn)**
Not later than 1 year	4.94	4.67
Later than 1 year and not later than 5 years	4.09	3.00
Total minimum lease payments	**9.03**	**7.67**
Less: Future finance charges on finance leases	0.90	0.69
Present value of finance lease liabilities	**8.13**	**6.98**
Representing lease liabilities:		
- Current	4.34	4.16
- Non Current	3.79	2.82
	8.13	**6.98**
The present value of finance lease liabilities may be analysed as follows:		
Not later than 1 year	4.34	4.16
Later than 1 year and not later than 5 years	3.79	2.82
	8.13	**6.98**

6. TRADE PAYABLES

Particulars	**Long-Term**		**Short-Term**	
	As at March 31, 2016 (₹ Mn)	**As at March 31, 2015 (₹ Mn)**	**As at March 31, 2016 (₹ Mn)**	**As at March 31, 2015 (₹ Mn)**
Trade Payables				
- total outstanding dues of micro enterprises and small enterprises and	-	-	-	0.06
- total outstanding dues of creditors other than micro enterprises and small enterprises	37.87	41.69	269.88	340.16
Non current portion transferred to non current liabilities	(37.87)	(41.69)	-	-
	-	**-**	**269.88**	**340.22**

7. OTHER LIABILITIES

Particulars	**Long-Term**		**Short-Term**	
	As at March 31, 2016 (₹ Mn)	**As at March 31, 2015 (₹ Mn)**	**As at March 31, 2016 (₹ Mn)**	**As at March 31, 2015 (₹ Mn)**
Trade Payables (non-current portion)	37.87	41.69	-	-
Current maturities of term loans transferred from long term borrowings	-	-	4.34	4.16
Interest accrued but not due on loans	-	-	0.06	0.05
Income received in advance (deferred sales revenue)	18.55	23.26	2,044.71	1,727.82
Unpaid dividend*	-	-	0.53	0.19
Amount due to subsidiaries (unsecured)	-	-	-	0.04
Advance from customer	-	-	14.91	18.32
Employee benefits payable	-	-	13.89	20.23
Amount payable to ESOP trust			-	0.01
Others				
- Service tax payable	-	-	33.46	16.68
- TDS payable	-	-	52.71	41.17
- Other statutory dues	-	-	13.84	11.94
	56.42	**64.95**	**2,178.45**	**1,840.61**

* Will be credited to Investor Education and Protection Fund as and when due

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

8. PROVISIONS

Particulars	Long-Term		Short-Term	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Provision for employee benefits (Refer Note 37)				
- Provision for gratuity	-	-	41.99	20.18
- Provision for compensated absence / leave encashment	-	-	46.81	25.77
Other provisions				
Accrued bonus & incentives	-	-	339.78	212.31
Proposed dividend	-	-	-	240.43
Dividend tax	-	-	-	49.23
	-	**-**	**428.58**	**547.92**

9 (1). FIXED ASSETS

(₹ Mn)

Description	GROSS BLOCK (AT COST)				DEPRECIATION/AMORTISATION				NET BLOCK
	As at April 1, 2015	Additions during the year April 1, 2015 to March 31, 2016	Deletions during the year April 1, 2015 to March 31, 2016	As at March 31, 2016	Up to April 1, 2015	Depreciation/ Amortisation for the year April 1, 2015 to March 31, 2016	Accumulated depreciation/ amortisation on deletions	As at March 31, 2016	As at March 31, 2016
OWN ASSETS									
Tangible Assets									
Leasehold land	346.95	-	-	346.95	31.17	5.15	-	36.32	310.63
Building	91.19	-	-	91.19	16.89	1.34	-	18.23	72.96
Leasehold improvements	300.06	13.27	12.70	300.63	127.98	45.11	11.63	161.46	139.17
Computers	364.44	224.95	70.85	518.54	228.91	99.75	70.04	258.62	259.92
Plant and machinery	52.75	2.75	1.86	53.64	33.20	2.75	1.77	34.18	19.46
Furniture and fixtures	102.53	7.50	3.54	106.49	52.98	10.23	3.48	59.73	46.76
Office equipment	114.14	12.18	5.05	121.27	77.56	13.00	4.90	85.66	35.61
Vehicles	0.73	-	0.03	0.70	0.73	-	0.03	0.70	-
Assets taken on finance lease									
Vehicles	26.51	8.32	3.52	31.31	12.31	3.72	2.25	13.78	17.53
Total (A)	**1,399.30**	**268.97**	**97.55**	**1,570.72**	**581.73**	**181.05**	**94.10**	**668.68**	**902.04**
OWN ASSETS (ACQUIRED)									
Intangible assets									
Goodwill	0.26	-	-	0.26	0.26	-	-	0.26	-
Enterprise resource planning software	27.64	-	-	27.64	25.60	1.57	-	27.17	0.47
Operating and marketing rights	27.56	-	-	27.56	27.56	-	-	27.56	-
Other software licenses	65.28	26.07	6.24	85.11	44.91	27.01	6.24	65.68	19.43
Total (B)	**120.74**	**26.07**	**6.24**	**140.57**	**98.33**	**28.58**	**6.24**	**120.67**	**19.90**
Total (A)+(B)	**1,520.04**	**295.04**	**103.79**	**1,711.29**	**680.06**	**209.63**	**100.34**	**789.35**	**921.94**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

9 (2). FIXED ASSETS **(₹ Mn)**

Description	GROSS BLOCK (AT COST)				DEPRECIATION/AMORTISATION				NET BLOCK
	As at April 1, 2014	Additions during the year April 1, 2014 to March 31, 2015	Deletions during the year April 1, 2014 to March 31, 2015	As at March 31, 2015	Up to April 1, 2014	Depreciation/ Amortisation for the year April 1, 2014 to March 31, 2015	Accumulated depreciation/ amortisation on deletions April 1, 2014 to March 31, 2015	As at March 31, 2015	As at March 31, 2015
OWN ASSETS									
Tangible Assets									
Leasehold land	346.95	-	-	346.95	26.03	5.14	-	31.17	315.78
Building	91.19	-	-	91.19	15.55	1.34	-	16.89	74.30
Leasehold improvements	291.97	8.09	-	300.06	79.02	* 48.96	-	127.98	172.08
Computers	293.43	107.87	36.86	364.44	198.04	67.55	36.68	228.91	135.53
Plant and machinery	52.85	0.77	0.87	52.75	31.60	2.46	0.86	33.20	19.55
Furniture and fixtures	96.94	5.66	0.07	102.53	44.98	8.07	0.07	52.98	49.55
Office equipment	100.34	16.51	2.71	114.14	71.15	9.04	2.63	77.56	36.58
Vehicles	0.73	-	-	0.73	0.73	-	-	0.73	-
Assets taken on finance lease									
Vehicles	28.38	6.12	7.99	26.51	12.82	4.04	4.55	12.31	14.20
Total (A)	**1,302.78**	**145.02**	**48.50**	**1,399.30**	**479.92**	**146.60**	**44.79**	**581.73**	**817.57**
OWN ASSETS (ACQUIRED)									
Intangible assets									
Goodwill	0.26	-	-	0.26	0.26	-	-	0.26	-
Enterprise resource planning software	27.64	-	-	27.64	21.27	4.33	-	25.60	2.04
Operating and marketing rights	27.56	-	-	27.56	27.56	-	-	27.56	-
Other software licenses	47.36	17.92	-	65.28	22.60	22.31	-	44.91	20.37
Total (B)	**102.82**	**17.92**	**-**	**120.74**	**71.69**	**26.64**	**-**	**98.33**	**22.41**
Total (A)+(B)	**1,405.60**	**162.94**	**48.50**	**1,520.04**	**551.61**	**173.24**	**44.79**	**680.06**	**839.98**

*includes ₹ 7.38 Mn relating to prior period

Note :- During the y.e. March 31, 2015, in accordance with the provision of Schedule II of the Companies Act, 2013 and based on internal and external technical evaluation, the management has reassessed the remaining useful life of its assets with effect from April 1, 2014, which required a change in the useful lives of certain assets from the previous estimates. Had the Company continued with the previously assessed useful lives, the charge for depreciation for the year ended March 31, 2015 would have been higher by ₹22.23 Mn.

10. NON CURRENT INVESTMENTS* - Shares

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Share	Face Value per share (In ₹ **)	(₹ 'Mn)	(₹ 'Mn)	Number of Share	Face Value per share (In ₹ **)	(₹ 'Mn)	(₹ 'Mn)
Other than trade investments (Unquoted) (valued at cost unless otherwise stated)								
Investments in Equity instruments of Subsidiary Companies								
Jeevansathi Internet Services Private Limited	9,800	10	0.10		9,800	10	0.10	
-Two hundred shares (Previous year- Two hundred shares) are held by the nominees of the Company								
Naukri Internet Services Limited	9,994	10	0.10		9,994	10	0.10	
-Six shares (Previous year- Six shares) are held by the nominees of the Company								
Allcheckdeals India Private Limited	9,847,499	10	98.47		9,847,499	10	98.47	
-One share (Previous year- One share) is held by Naukri Internet Services Limited								

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Share	Face Value per share (In ₹ **)	(₹ 'Mn)	(₹ 'Mn)	Number of Share	Face Value per share (In ₹ **)	(₹ 'Mn)	(₹ 'Mn)
Makesense Technologies Limited	499,994	10	82.41		499,994	10	82.41	
-Six shares (Previous year Six share) are held by the nominees of the Company								
-Share premium of ₹ 154.82/- per share (Previous year- ₹ 154.82) per share								
Zomato Media Private Limited	164,451	1	868.80		164,451	1	868.80	
-Share premium of ₹ 5282.02/- (Previous year- ₹ 5282.02) per share computed on average basis								
Applect Learning Systems Private Limited	5,871	10	48.52		19,300	10	618.10	
-Share premium of ₹ 8,255.31/- (Previous year- ₹ 32,015.88) per share computed on average basis								
Startup Investments (Holding) Limited	49,994	10	0.50		49,994	10	0.50	
-Six shares (Previous year- Six shares) are held by the nominees of the Company								
Smartweb Internet Services Limited	48,994	10	0.49		-	-	-	
-Six shares (Previous year- Nil) are held by the nominees of the Company								
Startup Internet services Limited	49,994	10	0.50		-	-	-	
-Six shares (Previous year- Nil) are held by the nominees of the Company								
Info Edge (India) Mauritius Limited (under liquidation)	1,112,001	USD 1	45.60		1,112,001	USD 1	45.60	
Less: Provision for diminution in value of investment			(45.60)				(45.60)	
				1,099.89				1,668.48
Investments in Equity instruments of Associate Companies								
eTechAces Marketing and Consulting Private Limited	-	-	-		5,975	10	100.00	
-Share premium of ₹ Nil/- per share (Previous Year- ₹ 16726.40/-) computed on average basis								
Happily Unmarried Marketing Private Limited	-	-	-		275	10	3.50	
-Share premium of ₹ Nil/- (Previous Year-₹ 12,709.04/-) per share computed on average basis								
Canvera Digital Technologies Private Limited	-	-	-		34,711	1	40.54	
-Share premium of ₹ Nil/- (Previous Year-₹ 1,167/-) per share computed on average basis								
				-				144.04
Investments in Preference shares of Subsidiary Companies								
Applect Learning Systems Private Limited	-	-	-		10,000	1	100.00	
-0.1% cumulative convertible preference shares with share premium of ₹ Nil /- (Previous Year- ₹ 9 999 /-) per share computed on average basis								
Startup Investments (Holding) Limited	1,203,136	100	123.23		3,136	100	0.31	
-0.0001% cumulative redeemable preference shares								
Naukri Internet Services Limited	34,324,000	100	3,432.40		18,624,000	100	1,862.40	
-0.0001% cumulative redeemable preference shares								
Smartweb Internet Services Limited	2,350,000	100	235.61		-	-	-	
-0.0001% cumulative redeemable preference shares								

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Share	Face Value per share (In ₹ **)	(₹ 'Mn)	(₹ 'Mn)	Number of Share	Face Value per share (In ₹ **)	(₹ 'Mn)	(₹ 'Mn)
Startup Internet services Limited -0.0001% cumulative redeemable preference shares	30,000	100	3.00		-	-	-	
Zomato Media Private Limited - 0.0001% cumulative convertible preference shares with share premium of ₹ 26,969.94 /- (Previous Year-₹ 26,969.94 /-) per share computed on average basis	21,225	10	572.65	4,366.89	21,225	10	572.65	2,535.36
Investments in Preference shares of Associate Companies								
eTechAces Marketing and Consulting Private Limited -0.1% compulsorily convertible preference shares with share premium of ₹ Nil (Previous Year- ₹ 26,755.94/-)per share computed on average basis	-	-	-		2,673	100	71.79	
Kinobeo Software Private Limited -0.1% optionally convertible cumulative redeemable preference shares with share premium of ₹ 1,835.50/- (Previous Year-₹ 2,494.61/-) per share computed on average basis	73,150	10	135.00		107,801	10	270.00	
Canvera Digital Technologies Private Limited –0.1% optionally convertible cumulative redeemable preference shares with share premium of ₹ Nil/- (Previous Year- ₹ 1,182.73/-) per share computed on average basis	-	-	-		532,216	1	630.00	
Mint Bird Technologies Private Limited -optionally convertible cumulative redeemable preference shares	6,000,000	10	60.00		-		-	
Rare Media Company Private Limited -0.01% optionally convertible cumulative redeemable preference shares	743,808	100	74.38		-		-	
Happily Unmarried Marketing Private Limited - 0.1% optionally convertible cumulative redeemable preference shares with share premium of ₹ Nil/- (Previous Year- ₹ 15,689.36/-) per share computed on average basis	-	-	-	269.38	5,733	10	90.00	1,061.79
				5,736.16				**5,409.67**

*Long-term Investments (As per AS-13)
** Unless otherwise stated

Aggregate amount of quoted investments		**-**		**-**
Market value of quoted investments		**-**		
Aggregate amount of unquoted investments		**5,781.76**		**5,455.27**
Aggregate provision for diminution in value of investments		**45.60**		**45.60**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

11. DEFERRED TAX ASSETS

Particulars	As at March 31, 2016 (₹ 'Mn)	As at March 31, 2015 (₹ 'Mn)
Deferred tax asset		
- Opening balance	63.72	63.54
- Adjustment for the current year	(4.16)	0.18
	59.56	**63.72**

Significant components of deferred tax assets are shown in the following table:

Particulars	As at March 31, 2016 (₹ 'Mn)	As at March 31, 2015 (₹ 'Mn)
Deferred tax asset		
Provision for compensated absence / leave encashment	9.94	6.48
Provision for lease equalisation	16.24	17.73
Provision for doubtful debts	2.42	2.60
Depreciation	22.40	29.31
Employee stock option scheme compensation (ESOP)	5.45	4.20
Others	3.11	3.40
Net deferred tax asset	**59.56**	**63.72**

12. LOANS & ADVANCES

Particulars (Unsecured, considered good unless otherwise stated)	Long-Term		Short-Term	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Capital advances				
Considered good	13.81	15.81	-	-
Considered doubtful	55.18	55.18	-	-
Less: Provision for doubtful capital advances	(55.18)	(55.18)	-	-
Security deposits	111.37	80.83	0.99	26.92
Loans/ advance to subsidiary companies	-	-	38.33	27.20
Unsecured loan given	-	-	10.13	-
Others				
- Amount recoverable in cash or in kind or for value to be received	15.38	15.99	71.71	61.11
- Balance with service tax authorities	-	-	49.87	23.41
- Advance tax	-	-	4,653.87	3,843.81
Less: provision for tax	-	-	(4,479.06)	(3,828.06)
- Advance tax - fringe benefits	-	-	29.69	29.69
Less: provision for tax - fringe benefits	-	-	(28.69)	(28.69)
	140.56	**112.63**	**346.84**	**155.39**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

13. OTHER NON CURRENT/ CURRENT ASSETS

Particulars (Unsecured, considered good)	Non-Current		Current	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Non current portion of fixed deposits transferred from cash & bank balances (Refer Note 38)	1,505.07	55.92	-	-
Interest accrued on fixed deposits	23.10	0.22	336.35	109.75
Amount receivable from subsidiary companies towards sale of shares	-	-	* 1,411.81	# 500.00
	1,528.17	**56.14**	**1,748.16**	**609.75**

* Refer Note 46

Refer Note 43

14. CURRENT INVESTMENTS

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)
Investment in Mutual Funds (quoted) - Fixed Maturity Plans*								
(valued at cost unless otherwise stated)								
DWS Fixed Maturity Plan- Series 63- Direct Growth	-	-	-		2,000,000	10.00	20.00	
DSP BlackRock FMP - Series 154 - 12.5M - Dir - Growth	-	-	-		2,500,000	10.00	25.00	
IDFC Fixed Term Plan Series 84 Direct Plan-Growth	-	-	-		2,000,000	10.00	20.00	
Axis Fixed Term Plan - Series 62 (383 Days)-Direct Growth - W2DG	-	-	-		2,500,000	10.00	25.00	
DSP BlackRock FMP - Series 161 - 12M - Dir - Growth	-	-	-		3,000,000	10.00	30.00	
DSP BlackRock FMP - Series 163 - 12M - Dir - Growth	-	-	-		5,000,000	10.00	50.00	
HDFC FMP 369D April 2014 (2) Series 31 - Direct - Growth	-	-	-		5,000,000	10.00	50.00	
HDFC FMP 367D April 2014 (1) Series 31 - Direct - Growth	-	-	-		5,000,000	10.00	50.00	
HDFC FMP 370D May 2014 (1) Series 31 - Direct - Growth	-	-	-		5,000,000	10.00	50.00	
HDFC FMP 370D June 2014 (2) Series 31 - Direct - Growth	-	-	-		3,000,000	10.00	30.00	
ICICI Prudential FMP Series 74 - 369 Days Plan B Direct Plan Cumulative	-	-	-		2,500,000	10.00	25.00	
ICICI Prudential FMP Series 74 - 369 Days Plan K Direct Plan Cumulative	-	-	-		5,000,000	10.00	50.00	
ICICI Prudential FMP Series 74 - 370 Days Plan S Direct Plan Cumulative	-	-	-		3,000,000	10.00	30.00	
ICICI Prudential FMP Series 74 - 370 Days Plan X Direct Plan Cumulative	-	-	-		5,000,000	10.00	50.00	
Birla Sun Life Interval Income Fund - Annual Plan-X-(Maturity Date 01-Sep-2016) -Gr-Direct	2,500,000	10.00	25.00		2,500,000	10.00	25.00	
Birla Sun Life Fixed Term Plan - Series KZ (1103 days) - Gr. DIRECT	-	-	-		2,500,000	10.00	25.00	
Birla Sun Life Fixed Term Plan - Series LQ (368 days) - Gr. DIRECT	-	-	-		2,500,000	10.00	25.00	
Birla Sun Life Interval Income Fund - Annual Plan-X-(Maturity Date 01-Sep-2016) -Gr-Direct	4,550,336	10.99	50.00	75.00	4,550,336	10.99	50.00	630.00

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)
Investment in Mutual Funds (Unquoted) (Valued at lower of cost and fair value, unless stated otherwise) - Debt Schemes (Liquid/ Liquid Plus)								
DWS Ultra Short Term Fund - Direct Plan - Daily Dividend - Reinvestment	-	-	-		31,155,813	10.02	312.12	
DWS Treasury Fund - Cash - Direct Plan - Daily Dividend - Reinvestment	-	-	-		478,892	100.39	48.08	
DSP BlackRock Money Manager Fund-Direct Plan-Daily Dividend	-	-	-		341,408	1,004.23	342.86	
Birla Sun Life Saving Fund-Daily Dividend-Direct Plan-Reinvestment	-	-	-		4,210,761	100.28	422.27	
SBI Ultra Short Term Debt Fund - Direct Plan - Daily Dividend	-	-	-		458,231	1,001.98	459.14	
Kotak Banking & PSU Debt Fund-Direct Plan - Daily Dividend	-	-	-		15,841,167	10.06	159.34	
Kotak Floater Long Term - Direct Plan - Daily Dividend	-	-	-		15,138,647	10.08	152.60	
Canara Robeco Liquid - Direct Growth	-	-	-		92,338	1,624.46	150.00	
Sundaram Ultra Short-Term Fund Direct Plan - Daily Dividend	-	-	-		31,073,468	10.04	312.10	
ICICI Prudential Flexible Income - Direct Plan - Growth	174,219	287	50.00		189,724	263.54	50.00	
ICICI Prudential Liquid Plan - Direct Plan-Daily Dividend	594,262	100.07	59.46		511,350	100.06	51.16	
ICICI Prudential Flexible Income-Direct Plan-Daily Dividend	-	-	-		4,740,050	105.74	501.15	
ICICI Prudential Banking and PSU Debt Fund - Direct Plan - Weekly Dividend	-	-	-		39,297,015	10.36	407.25	
ICICI Prudential Ultra Short Term - Direct Plan - Growth	-	-	-		3,813,448	14.31	54.59	
Birla Sun Life Cash Plus-Daily Dividend Direct Plan Reinvestment	-	-	-		3,489,344	100.20	349.61	
HDFC Cash Management Fund Savings Plan Direct Plan Daily Dividend Reinvestment	21,452	1,063.64	22.82		59,786,640	10.64	635.91	
Franklin Templeton India Ultra Short Bond Fund Super Institutional Plan - Direct Daily Dividend Plan	-	-	-		31,071,100	10.04	311.93	
HDFC Cash Management Fund - Savings Plan - Direct Plan - Growth	32,637	3,063.97	100.00		-	-	-	
HDFC Floating Rate Income Fund-Short Term Plan-Wholesale Option-Direct Plan-Dividend Reinvestment	4,959,875	10.08	50.00		29,925,012	10.08	301.66	
Axis Treasury Advantage Fund - Direct Daily Dividend - TADR	-	-	-		310,573	1,004.68	312.03	
Axis Liquid Fund-Direct Daily Dividend - CFDR	-	-	-		73,108	1,000.20	73.12	
IDFC Ultra Short Term Fund-Daily Dividend-Direct Plan	-	-	-		51,747,321	10.05	520.28	
Kotak Liquid Scheme Plan A-Direct Plan-Daily Dividend	-	-	-		26,979	1,222.81	32.99	
IDFC Cash Fund-Daily Dividend-Direct Plan	-	-	-		277,638	1,000.55	277.79	
Franklin Templeton India Treasury Management Account - Super Institutional Plan - Direct - Daily Dividend Plan	-	-	-		132,507	1,001.51	132.71	
Reliance Liquidity Fund-Direct Plan Daily Dividend Reinvestment Option-LQAD	-	-	-		161,846	1,000.51	161.93	
Reliance Medium Term Fund - Direct Plan Daily Dividend Plan - IPAD	-	-	-		17,854,482	17.09	305.16	
Reliance Money Manager Fund - Direct Plan Dividend Plan-LPAD	-	-	-		216,981	1,002.11	217.44	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)
L&T Ultra Short Term Fund Direct Plan - Daily Dividend Reinvestment Plan	-	-	-		30,186,489	10.34	312.14	
JPMorgan India Treasury Fund - Direct Plan - Daily Dividend Reinvestment Option	-	-	-		15,484,346	10.07	155.99	
Tata Floater Fund Direct Plan - Daily Dividend	-	-	-		207,267	1,003.53	207.99	
UTI-Treasury Advantage Fund - Institutional Plan - Direct Plan - Daily Dividend Reinvestment	-	-	-		415,073	1,002.35	416.05	
SBI Premier Liquid Fund-Direct Plan-Daily Dividend	-	-	-		26,675	1,003.25	26.76	
Religare Invesco Liquid Fund - Direct (Growth)	-	-	-		5,237	1,909.47	10.00	
Baroda Pioneer Liquid Fund - Plan B Growth	-	-	-		6,344	1,592.16	10.10	
Pramerica Liquid Fund - Direct Plan - Growth Option	-	-	-		13,421	1,490.19	20.00	
DSP Blackrock Liquidity Fund-Direct Plan-Daily Dividend	-	-	-	282.28	128,903	1,000.32	128.94	8343.19
				357.28				**8,973.19**

Aggregate amount of quoted investments	75.00					630.00
Market value of quoted investments	88.82					683.05
Aggregate amount of unquoted investments	282.28					8,343.19
Aggregate provision for diminution in value of investments	-					-
* Long-term Investments (as per AS-13)	75.00					630.00

15. TRADE RECEIVABLES

Particulars	Non-Current		Current	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Outstanding for a period exceeding six months from the date they are due for payment				
- Unsecured, considered doubtful	-	-	4.57	4.27
Provision for doubtful debts	-	-	(4.57)	(4.27)
Total (A)	**-**	**-**	**-**	**-**
Other Receivables, unsecured				
- considered good	-	-	118.13	97.69
- considered doubtful	-	-	2.43	3.39
Provision for doubtful debts	-	-	(2.43)	(3.39)
Total (B)	**-**	**-**	**118.13**	**97.69**
Total (A) + (B)	**-**	**-**	**118.13**	**97.69**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

16. CASH & BANK BALANCES (Refer Note No 38)

Particulars	Non-Current		Current	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Cash & cash equivalents				
Cash on hand	-	-	6.36	5.82
Balances with banks:				
-In current accounts	-	-	414.15	308.72
-In fixed deposit accounts with original maturity of less than 3 months	-	-	25.44	41.34
Other bank balances				
-In fixed deposit accounts with original maturity more than 12 months*	1,505.07	55.92	8,030.86	1,159.87
Non current portion transferred to non current assets	(1,505.07)	(55.92)		
Balances in fixed deposit accounts with original maturity more than 3 months but less than 12 months	-	-	1,044.86	1,491.55
Unpaid dividend accounts	-	-	0.53	0.19
* Includes ₹ 218.37 Mn (previous year ₹ 207.57 Mn) as margin money with bank				
	-	**-**	**9,522.20**	**3,007.49**

17. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
Sale of services *	7,234.76	6,113.46
	7,234.76	**6,113.46**

* primarily subscription based services

18. OTHER INCOME

Particulars	Year ended March 31, 2016 (₹ 'Mn)	Year ended March 31, 2015 (₹ 'Mn)
Interest income on fixed deposits with banks	531.07	231.45
Interest income on unsecured loan given to subsidiary companies	0.69	3.50
Dividend income from current investment	200.59	189.56
Profit on sale of long term investment (net)	51.47	113.22
Profit on sale of current investment (net)	43.12	218.05
Profit on sale of fixed assets (net)	-	0.39
Miscellaneous income	1.16	7.84
	828.10	**764.01**

19. EMPLOYEE BENEFITS EXPENSE (Refer Note 37)

Particulars	Year ended March 31, 2016 (₹ 'Mn)	Year ended March 31, 2015 (₹ 'Mn)
Salaries, wages and bonus	2,514.53	1,972.99
Contribution to provident and other funds	120.04	95.47
Sales incentives	362.85	294.70
Staff welfare and benefits	143.86	109.05
Employee stock option scheme compensation	11.87	1.91
Other employee related expenses	52.14	43.88
	3,205.29	**2,518.00**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

20. FINANCE COSTS

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
	(₹ 'Mn)	(₹ 'Mn)
Interest on fixed loans	0.77	0.97
	0.77	**0.97**

21. DEPRECIATION AND AMORTISATION

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
	(₹ 'Mn)	(₹ 'Mn)
Depreciation of tangible assets*	181.05	146.60
Amortisation of intangible assets	28.58	26.64
	209.63	**173.24**

*includes ₹ Nil (Previous year ₹ 7.38 Mn) relating to prior period

22. ADVERTISING AND PROMOTION COST

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
	(₹ 'Mn)	(₹ 'Mn)
Advertisement expenses	1,222.79	827.93
Promotion & marketing expenses	95.62	13.67
	1,318.41	**841.60**

23. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
	(₹ 'Mn)	(₹ 'Mn)
Electricity and water	71.23	58.22
Rent (Refer Note 26)	240.19	212.56
Repairs and maintenance (building)	44.12	26.01
Repairs and maintenance (machinery)	40.92	32.24
Legal and professional charges	62.90	46.28
Rates & taxes	0.14	0.25
Insurance	3.19	3.50
Communication expenses	81.32	69.04
Travel & conveyance	108.59	85.17
Bad debts /provision for doubtful debts	(0.67)	5.67
Collection & bank related charges	32.59	29.14
Loss on sale of fixed assets (net)	1.40	-
Miscellaneous expenses	180.94	162.39
Expenditure towards Corporate Social Responsibility activities (Refer Note 45)	36.05	33.80
	902.91	**764.27**

24. NETWORK, INTERNET AND OTHER DIRECT CHARGES

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
	(₹ 'Mn)	(₹ 'Mn)
Internet and server charges	207.84	179.85
Others	21.86	16.46
	229.70	**196.31**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

25. CAPITAL COMMITMENTS/ ADVANCES

As on March 31, 2016 there is a capital advance of ₹ 13.81 Mn (Previous year ₹ 15.81 Mn) outstanding against capital account contracts. This primarily includes the following:

a) ₹ 1.34 Mn towards Furniture & Interior work (Previous year ₹ 3.94 Mn towards Furniture & Interior work) [capital commitment - ₹ 0.78 Mn (Previous year ₹ 3.8 Mn]

b) ₹ 1.18 Mn towards Software & Software Licences (Previous year ₹ 1.44 Mn towards ERP Software). [capital commitment : ₹ 1.08 Mn (Previous year ₹ Nil]

c) ₹ 10.42 Mn towards networking work (Previous year ₹ 10.43 Mn towards networking work).[capital commitment-Nil (Previous year Nil)]

d) ₹ 0.87 Mn towards purchase of 2 Cars & cameras (Previous year ₹ Nil).[capital commitment-₹ 2.49 Mn (Previous year Nil)]

e) Capital commitment towards Furniture & interior work ₹ 6.10 Mn (Previous year Nil)

26. OPERATING LEASE

Operating Leases where the Company is a lessee:

The Company has entered into lease transactions mainly for leasing of office premises for periods between 11 months to 11 years. The terms of lease include terms of renewal, increase in rents in future periods and terms of cancellation. The operating lease payments recognized in the Statement of Profit and Loss amount to ₹ 240.50 Mn (included in Note 23 – Administration and Other Expenses ₹ 240.19 Mn and in Note-19 Employee Benefits Expense ₹ 0.31 Mn [(previous year ₹ 212.86 Mn (included in Note 23 – Administration and Other Expenses ₹ 212.56 Mn and in Note-19 Employee Benefits Expense ₹ 0.30 Mn)].

27. Expenditure in Foreign Currency

Particulars	Year Ended March 31, 2016 (₹ Mn)	Year Ended March 31, 2015 (₹ Mn)
Internet and server Charges	149.87	133.80
Advertising and promotion cost	79.83	53.49
Travel & conveyance	1.75	0.52
Foreign Branch Expenses	117.86	96.86
Others	10.33	22.66
Total	**359.64**	**307.33**

28. Earnings in Foreign Exchange

Particulars	Year Ended March 31, 2016 (₹ Mn)	Year Ended March 31, 2015 (₹ Mn)
Export of Services	653.01	620.24
Total	**653.01**	**620.24**

In view of the innumerable transactions, export of services has been disclosed in proportion to the overall deferral of Income trend, being the most readily available basis to disclose this amount on an accrual basis.

29. Auditor's Remuneration

Particulars	Year Ended March 31, 2016 (₹ Mn)	Year Ended March 31, 2015 (₹ Mn)
As Auditors		
- Audit Fees	3.82	3.17
- Tax Audit Fees	0.30	0.28
Other Services		
- Certification*	0.40	0.35
Reimbursement of Expenses*	0.53	0.62
Total	**5.05**	**4.42**

*excludes Nil [previous year ₹.5.04 Mn (including reimbursement of expenses ₹ 0.04 Mn)] towards services rendered in relation of QIP issue adjusted against Securities Premium (Refer Note 42).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

30. Basic and Diluted Earnings per share (EPS):

Particulars	Year Ended March 31, 2016 (₹ Mn)	Year Ended March 31, 2015 (₹ Mn)
Profit attributable to Equity Shareholders (₹ Mn)	1,415.80	1,938.59
Basic		
Weighted average number of Equity Shares outstanding during the year (Nos.)	120,343,902	115,239,370
Basic EPS of ₹ 10 each (₹)	11.76	16.82
Diluted		
Weighted average number of Equity Shares outstanding during the year (Nos.)	120,343,902	115,239,370
Add : Weighted average number of potential equity shares on account of employee stock options	1,024,652	1,596,390
Weighted average number of shares outstanding for diluted EPS	**121,368,554**	**116,835,760**
Diluted EPS of ₹ 10 each (₹)	11.67	16.59

31. (1) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 (as amended ("accounting standards") and where control exists for the year ended March 31, 2016:

Subsidiaries

Jeevansathi Internet Services Private Limited (JISPL)
Naukri Internet Services Limited (NISL)
Info Edge (India) Mauritius Limited (IEIML) (Under liquidation)
Allcheckdeals India Private Limited (ACDIPL)
Applect Learning Systems Private Limited (ALSPL) (till 30.03.2016) (Refer Note 46)
Makesense Technologies Limited (MTL)
Interactive Visual Solutions Private Limited (Subsidiary of ACDIPL)
Startup Investments (Holding) Limited (SIHL)
Smartweb Internet Services Limited (SWISL)
Startup Internet Services Limited(SISL)
Zomato Media Private Limited (ZMPL)
PT. Zomato Media Indonesia (w.e.f. 08 May 2014) (subsidiary of ZMPL)
Zomato Chile SpA (subsidiary of ZMPL)
Zomato Internet Private Limited (subsidiary of ZMPL)
Zomato Ireland Limited (subsidiary of ZMPL)
Zomato Media (Private) Limited (subsidiary of ZMPL)
Zomato Media Portugal, Unipessoal, Lda (subsidiary of ZMPL)
Zomato Middle East FZ-LLC incorporated on 20th July 2015 (100% subsidiary of ZMPL)
Zomato Midia Brasil Ltda (subsidiary of ZMPL)
Zomato New Zeland Media Private Limited (subsidiary of ZMPL)
Cibando UK Limited (100% subsidiary of Zomato Ireland Limited)
Lunchtime. cz s.r.o (100% subsidiary of Zomato Ireland Limited)
Mekanist B.V. (100% subsidiary of Zomato Ireland Limited)
Zomato Australia Pty Limited (100% subsidiary of Zomato Ireland Limited)
Zomato Austria GmbH
Zomato Canada Inc. (100% subsidiary of Zomato Ireland Limited)
Zomato Colombia SAS
Zomato Denmark ApS incorporated on 10th September 2015 (100% subsidiary of Zomato Ireland Limited)
Zomato Finland Oy
Zomato Gastronauci Sp Z.O.O (100% subsidiary of Zomato Ireland Limited)
Zomato Hungary Korlátolt Felel□sség□ Társaság
Zomato, Inc.
Zomato International RO SRL
Zomato Ireland Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Subsidiaries
Zomato Malaysia SDN. BHD.
Zomato Norway AS
Zomato Peru S.A.C.
Zomato Philippines Inc. (incorporated on 7th July 2015 100% subsidiary of Zomato Ireland Limited)
Zomato Slovakia S.R.O (100% subsidiary of Zomato Ireland Limited)
Zomato South Africa (Pty) Ltd. incorporated on 12th June 2015 (100% subsidiary of Zomato Ireland Limited)
Zomato Spain SL (w.e.f 02 June 2015)
Zomato Sweden AB
Zomato UK Limited (100% subsidiary of Zomato Ireland Limited)
Zomato Vietnam Company Limited incorporated on 15th May 2015 (100% subsidiary of Zomato Ireland Limited)
Zomato Jordon
MEKANISTNET INTERNET HIZMETLERI TICARET ANONIM SIRKETI
NEXTABLE, INC.
Zomato USA, LLC

Joint Venture
Zomato Qatar LLC (w.e.f. 17 July 2014) (Joint venture of ZMPL)

Associates
Kinobeo Software Private Limited (MYDALA)
Happily Unmarried Marketing Private Limited (HUMPL) (till 30.03.2016) (Refer Note 46)
Canvera Digital Technologies Private Limited (CDTPL) (till 30.03.2016) (Refer Note 46)
Mint Bird Technologies Private Limited (MBTPL)
Rare Media Company Private Limited (RARE MEDIA)

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Ms Surabhi Bikhchandani (Spouse of Mr. Sanjeev Bikhchandani)
Mr Sushil Bikhchandani (Brother of Mr Sanjeev Bikhchandani)
Mr Hitesh Oberoi
Ms Divya Batra (Sister of Mr. Hitesh Oberoi)
Mr Chintan Thakkar

Enterprises over which KMP & Relatives have significant influence
Minik Enterprises (Proprietorship concern of Mr. Sushil Bikhchandani)
Oyster Learning Private Limited
Endevaour Holding Trust [Sanjeev Bikhchandani (Trust)]
International Foundation for Research and Education (IFRE)-Ashoka University
-(Sanjeev Bikhchandani and Hitesh Oberoi are founders/trustee)

Independent Directors- Non Executive
Arun Duggal
Sharad Malik
Bala Deshpande
Naresh Gupta
Saurabh Srivastava

Non-Executive Directors
Kapil Kapoor

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business:

Amount (₹ Mn)

Sr. No	Nature of relationship / transaction			Subsidiary Companies	Associate Companies	KMP & Relatives	Independent Directors Non Executive	Non Executive Directors	Enterprise over which KMP & Relatives have significant influence	Total
1	**License Fees Paid:**									
	JISPL	₹	0.10							
	NISL	₹	0.10	0.20	-	-	-	-	-	0.20
2	**Remuneration Paid:**									
	Sanjeev Bikhchandani	₹	18.13							
	Hitesh Oberoi	₹	18.23							
	Chintan Thakkar*	₹	15.71							
	Surabhi Bikhchandani	₹	1.57	-	-	53.64	-	-	-	53.64
3	**Unsecured loans/Advances given**									
	ACDIPL	₹	0.02							
	IVSPL	₹	0.23							
	MTL	₹	0.11							
	ALSPL	₹	17.00	17.36	-	-	-	-	-	17.36
4	**Repayment received of unsecure loan/ advances given**									
	ACDIPL	₹	0.02							
	MTL (including interest)	₹	8.10	8.12	-	-	-	-	-	8.12
5	**Receipt of Service:**									
	Minik Enterprises	₹	1.63							
	Oyester Learning	₹	0.92							
	Divya Batra	₹	0.80							
	RARE MEDIA	₹	0.74	-	0.74	0.80	-	-	2.55	4.09
6	**Dividend Paid**									
	Sanjeev Bikhchandani	₹	176.56							
	Hitesh Oberoi	₹	34.50							
	Surabhi Bikhchandani	₹	7.47							
	Arun Duggal	₹	0.32							
	Naresh Gupta	₹	0.14							
	Saurabh Srivastava	₹	0.14							
	Bala Deshpande	₹	0.39							
	Endeavour Holding Trust	₹	43.67							
	Sharad Malik	₹	3.03							
	Kapil Kapoor	₹	16.40	-	-	218.53	4.02	16.40	43.67	282.62
7	**Services Rendered:**									
	ACDIPL	₹	1.16							
	ALSPL	₹	1.53							
	ZMPL	₹	1.45							
	CDTPL	₹	1.02							
	MBTPL	₹	0.05							
	HUMPL	₹	0.03							
	Oyester Learning	₹	0.01							
	MYDALA	₹	0.16	4.14	1.26	-	-	-	0.01	5.41
8	**Investment in Equity Shares:**									
	SWISL	₹	0.50							
	SISL	₹	0.50	1.00	-	-	-	-	-	1.00
9	**Investment in Preference Shares:**									
	NISL	₹	1,570.00							
	ALSPL	₹	249.97							
	MBTPL	₹	60.00							
	SISL	₹	3.00							
	SWISL	₹	235.61							
	RARE MEDIA	₹	74.38							
	SIHL	₹	122.92							
	HUMPL	₹	19.99	2,181.50	154.37	-	-	-	-	2,335.87

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Amount (₹ Mn)

Sr. No	Nature of relationship / transaction			Subsidiary Companies	Associate Companies	KMP & Relatives	Independent Directors Non Executive	Non Executive Directors	Enterprise over which KMP & Relatives have significant influence	Total
10	**Sitting Fees Paid:**									
	Arun Duggal	₹	0.85							
	Bala Deshpande	₹	0.70							
	Kapil Kapoor	₹	0.70							
	Naresh Gupta	₹	0.85							
	Sharad Malik	₹	0.75							
	Saurabh Srivastava	₹	0.85	-	-	-	4.00	0.70	-	4.70
11	**Commission Payable**									
	Arun Duggal	₹	0.90							
	Bala Deshpande	₹	0.70							
	Naresh Gupta	₹	0.90							
	Sharad Malik	₹	0.70							
	Saurabh Srivastava	₹	0.70	-	-	-	3.90	-	-	3.90
12	**Rent Received**									
	ZMPL	₹	0.02							
	ACDIPL	₹	0.02							
	JISPL	₹	0.02							
	IVSPL	₹	0.02							
	SIHL	₹	0.02							
	SWIL	₹	0.01							
	SISL	₹	0.01							
	NISL	₹	0.02							
	MTL	₹	0.02	0.16	-	-	-	-	-	0.16
13	**Interest on Unsecured loan/business Advance:**									
	ALSPL	₹	0.12							
	ACDIPL	₹	0.11							
	IVSPL	₹	0.07							
	MTL	₹	0.25	0.55	-	-	-	-	-	0.55
14	**Sale/transfer of Investment**									
	SWIL(Share of CDTPL)	₹	243.78							
	SIHL(Share of ALSPL)	₹	919.54							
	SIHL(Share of SWIL)	₹	0.01							
	SIHL(Share of MYDALA)	₹	135.00							
	SIHL(Share of HUMPL)	₹	113.49							
	MTL (Share of etechaces)	₹	513.39	1,925.21	-	-	-	-	-	1,925.21
15	**Purchase of Intangible assets under development**									
	MTL	₹	3.35	3.35	-	-	-	-	-	3.35
16	**Payment towards Corporate Social Responsibility activities (refer note no. 45)**									
	IFRE	₹	31.05	-	-	-	-	-	31.05	31.05

*excluding 163,000 options/SAR (Previous year Nil) granted during the year for which ₹ 0.03 Mn (Previous year Nil) has been charged to 'Employee stock option scheme compensation' (Refer Note 19)

1. Amounts paid to / on behalf of Info Edge Employee Stock Option Trust during the year are as below:

   Dividend paid ₹ 0.92

2. Interactive Visual Solutions Pvt. Ltd.(IVSPL) : Right to use the 'Interactive Technology' by virtue of share purchased through ACDIPL

C) Amount due to / from related parties as at March 31, 2016

Sr. No	Nature of relationship / transaction	Subsidiary Companies	Associate Companies	Key Management Personnel & Relatives	Enterprises over which KMP & Relatives have significant influence	Total
	Debit balances					
1	Outstanding Advances/Receivables	1,450.14	-	-	-	1,450.14
	Maximum amount outstanding during the year	3,509.90		-	-	3,509.90
	Credit balances					
2	Outstanding Payable	-	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

31 (2) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 (as amended) ("accounting standards") and where control exists for the year ended March 31, 2015:

Subsidiaries
Jeevansathi Internet Services Private Limited (JISPL)
Naukri Internet Services Limited (NISL) (Formerly known as Naukri Internet Services Private. Limited)
Info Edge (India) Mauritius Limited (IEIML) (Under liquidation)
Allcheckdeals India Private Limited (ACDIPL)
Applect Learning Systems Private Limited (ALSPL)
Makesense Technologies Lmited (MTL) (Formerly known as Makesense Technologies Private. Limited)
Interactive Visual Solutions Private Limited (Subsidiary of ACDIPL)
Startup Investments (Holding) Limited (SIHL)
Zomato Media Private Limited (Formerly DC Foodiebay Online Services Private Limited (ZMPL))
Zomato Midia Brasil Ltda (subsidiary of ZMPL)
Zomato Media Portugal Unipessoal Lda (subsidiary of ZMPL)
Zomato New Zeland Media Private Limited (w.e.f. 15 October 2014) (subsidiary of ZMPL)
Zomato Ireland Limited (w.e.f 09 May 2014) (subsidiary of ZMPL)
PT Zomato Media Indonesia (w.e.f. 08 May 2014) (subsidiary of ZMPL)
Zomato Media (Private) Limited (w.e.f. 10 May 2013) (subsidiary of ZMPL)
Zomato Chile Spa (w.e.f. 23 May 2014) (subsidiary of ZMPL)
Zomato Australia Pty Limited (100% subsidiary of Zomato Ireland Limited, w.e.f. 09 December 2014)
Zomato Canada Inc. (100% subsidiary of Zomato Ireland Limited, w.e.f.26 June 2014)
Zomato UK Limited (100% subsidiary of Zomato Ireland Limited, w.e.f. 06 August 2014)
Lunchtime Cz S.R.O (100% subsidiary of Zomato Ireland Limited, w.e.f. 19 August 2014)
Zomato Slovakia S.R.O (100% subsidiary of Zomato Ireland Limited, w.e.f 19 August 2014)
Zomato Gastronauci Sp Z.O.O (100% subsidiary of Zomato Ireland Limited, w.e.f 05 September 2014)
Cibando UK Limited (100% subsidiary of Zomato Ireland Limited, w.e.f. 19 December 2014)
Mekanist B.V. (100% subsidiary of Zomato Ireland Limited, w.e.f. 23 January 2015)
Mekanistnet Internet Hizmetleri Ticaret Anonim Sirketi (100% subsidiary of Mekanist B.V. Netherland, w.e.f. 23 Januray 2015)

Associates
eTechAces Marketing & Consulting Private Limited (EMCPL)*
Kinobeo Software Private Limited (MYDALA)
Happily Unmarried Marketing Private Limited (HUMPL)
Canvera Digital Technologies Private Limited (CDTPL)

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Ms Surabhi Bikhchandani (Spouse of Mr. Sanjeev Bikhchandani)
Mr Sushil Bikhchandani (Brother of Mr Sanjeev Bikhchandani)
Mr Hitesh Oberoi
Ms Divya Batra (Sister of Mr. Hitesh Oberoi)
Mr. Ambarish Raghuvanshi (till May 31, 2014)
Mr Chintan Thakkar (w.e.f. October 16, 2014)

Enterprises over which KMP & Relatives have significant influence
Minik Enterprises (Proprietorship concern of Mr. Sushil Bikhchandani)
Endevaour Holding Trust [Sanjeev Bikhchandani (Trust)]
International Foundation for Research and Education (IFRE)-Ashoka University
-(Sanjeev Bikhchandani and Hitesh Oberoi are founders/trustee)

Independent Directors- Non Executive
Arun Duggal
Ashish Gupta (till October 16, 2014)
Sharad Malik (w.e.f.December 16, 2014)
Bala Deshpande
Naresh Gupta
Saurabh Srivastava

Non-Executive Directors
Kapil Kapoor
* subsequent to the year end, the Company has ceased to have significant influence

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

B) Details of transactions with related party for the year ended March 31, 2015 in the ordinary course of business:

Amount (₹ Mn)

Sr. No	Nature of relationship / transaction		Subsidiary Companies	Associate Companies	KMP & Relatives	Independent Directors Non Executive	Non Executive Directors	Enterprise over which KMP & Relatives have significant influence	Total
1	**License Fees Paid:**								
	JISPL	₹ 0.10							
	NISL	₹ 0.10	0.20	-	-	-	-	-	0.20
2	**Remuneration Paid:**								
	Sanjeev Bikhchandani	₹ 17.72							
	Hitesh Oberoi	₹ 18.23							
	Chintan Thakkar	₹ 5.99							
	Ambarish Raghuvanshi	₹ 1.70							
	Surabhi Bikhchandani	₹ 1.48	-	-	45.12	-	-	-	45.12
3	**Advance given for business purposes (net):**								
	Hitesh Oberoi	₹ 0.03	-	-	0.03	-	-	-	0.03
4	**Unsecured loans/Advances given**								
	NISL	₹ 0.50							
	ACDIPL	₹ 1.40							
	IVSPL	₹ 0.74							
	MTL	₹ 5.04							
	ZMPL	₹ 480.00	487.68	-	-	-	-	-	487.68
5	**Repayment received of unsecure loan/ advances given**								
	NISL	₹ 0.50							
	ZMPL	₹ 480.00	480.50	-	-	-	-	-	480.50
6	**Receipt of Service:**								
	Minik Enterprises	₹ 1.11							
	ACDIPL	₹ 8.86							
	Divya Batra	₹ 0.67	8.86	-	0.67	-	-	1.11	10.64
7	**Dividend Paid**								
	Sanjeev Bikhchandani	₹ 90.53							
	Hitesh Oberoi	₹ 17.25							
	Surabhi Bikhchandani	₹ 3.74							
	Arun Duggal	₹ 0.20							
	Bala Deshpande	₹ 0.26							
	Endeavour Holding Trust	₹ 21.84							
	Sharad Malik	₹ 0.61							
	Kapil Kapoor	₹ 8.42	-	-	111.52	1.07	8.42	21.84	142.85
8	**Services Rendered:**								
	ACDIPL	₹ 2.79							
	ALSPL	₹ 0.26							
	EMCPL	₹ 0.31							
	ZMPL	₹ 0.96							
	HUMPL	₹ 0.01							
	MYDALA	₹ 0.11	4.01	0.43	-	-	-	-	4.44
9	**Investment in Equity Shares:**								
	SIHL	₹ 0.50							
	ACDIPL	₹ 28.00	28.50	-	-	-	-	-	28.50
10	**Investment in Preference Shares:**								
	NISL	₹ 1,862.40							
	CDTPL	₹ 100.00							
	SIHL	₹ 0.31							
	HUMPL	₹ 40.00	1,862.71	140.00	-	-	-	-	2,002.71

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Sr. No	Nature of relationship / transaction			Subsidiary Companies	Associate Companies	KMP & Relatives	Independent Directors Non Executive	Non Executive Directors	Enterprise over which KMP & Relatives have significant influence	Total
11	**Sitting Fees Paid:**									
	Arun Duggal	₹	0.94							
	Bala Deshpande	₹	0.62							
	Kapil Kapoor	₹	0.87							
	Naresh Gupta	₹	0.94							
	Sharad Malik	₹	0.25							
	Saurabh Srivastava	₹	1.34	-	-	-	4.09	0.87	-	4.96
12	**Commission Payable**									
	Arun Duggal	₹	0.70							
	Bala Deshpande	₹	0.65							
	Naresh Gupta	₹	0.70							
	Sharad Malik	₹	0.30							
	Saurabh Srivastava	₹	0.90	-	-	-	3.25	-	-	3.25
13	**Rent Received**									
	ZMPL	₹	0.02							
	ACDIPL	₹	0.02							
	JISPL	₹	0.02							
	NISL	₹	0.02							
	MTL	₹	0.02	0.10	-	-	-	-	-	0.10
14	**Interest on Unsecured loan/business Advance:**									
	ZMPL	₹	3.43							
	ACDIPL	₹	0.05							
	NISL	₹	* 0.00							
	IVSPL	₹	0.01							
	MTL	₹	0.01	3.50	-	-	-	-	-	3.50
15	**Sale of Investment(Shares in EMCPL)**									
	MTL (Refer Note no. 42 B)	₹	500.00	500.00	-	-	-	-	-	500.00
16	**Payment towards Corporate Social Responsibility activities (refer note no. 45)**									
	IFRE	₹	33.80	-	-	-	-	-	33.80	33.80

* Amount is below the rounding off norm adopted by the Company

1. Amounts paid to / on behalf of Info Edge Employee Stock Option Trust during the year are as below:
   Dividend paid ₹ 0.89 Mn
2. Amount due to Info Edge Employee Stock Option Trust as on March 31, 2015 is ₹ 0.01 Mn.
3. Amount paid to Allcheckdeals Employee Stock Option Trust for purchase of shares of ACDIPL during the year is ₹ 0.37 Mn.
4 Makesense Technologies Ltd. (MSTL) : Right to use the search engine by virtue of share purchased.

C) Amount due to / from related parties as at March 31, 2015 **Amount (₹ Mn)**

Sr. No	Nature of relationship / transaction	Subsidiary Companies	Associate Companies	Key Management Personnel & Relatives	Enterprises over which KMP & Relatives have significant influence	Total
	Debit balances					
1	Outstanding Advances/Receivables	527.20	-	-	-	527.20
	Maximum amount outstanding during the year	1,012.42		-	-	1,012.42
	Credit balances					
2	Outstanding Payable	0.04	-	-	0.15	0.19

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

32. (1) Employee Stock Option Scheme (ESOP)

The Company has set up a trust to administer the ESOP scheme under which Stock appreciation rights(SAR)/options have been granted to employees and till March 31, 2014 to the non-executive Directors . Under this scheme the employees can purchase equity shares by exercising the SAR/options as vested at the price specified in the grant. The options granted till March 31, 2016 have a vesting period of maximum of 3 years from the date of grant.

- Number of SAR/options granted, exercised and forfeited during the year:-

	2015-16		2014-15	
	Number	Weighted Average Price (₹)	Number	Weighted Average Price (₹)
Options/SAR outstanding at beginning of year	2,945,778	441.83	3,196,171	254.15
Add:				
Options/SAR granted	2,436,350	739.76	1,063,000	808.12
Less:				
Options/SAR exercised	773,221	236.08	1,116,223	241.90
Options/SAR forfeited	143,360	622.40	197,170	506.12
Options/SAR expired	4,963	61.16		
Options/SAR outstanding at the end of year	4,460,584	634.84	2,945,778	441.83
Options/SAR exercisable at the end of year	1,397,916	411.24	1,605,278	233.73

The options outstanding at the end of year had exercise prices in the range of ₹ 10/- to ₹ 956.15/- (previous year ₹ 2.5/- to ₹ 956.15/-) and a weighted average remaining contractual life of 4.78 years (previous year 4.32 years).

Exercise Amount Range (₹)	Options outstanding as at March 31, 2016	Options outstanding as at March 31, 2015
2.50-300	937,852	1,264,723
301-600	392,150	728,255
601-999	3,130,582	952,800
Grand Total	**4,460,584**	**2,945,778**

In accordance with the above mentioned ESOP Scheme, ₹ 11.87 Mn (previous year ₹ 1.91 Mn) has been charged to the Statement of Profit and Loss in relation to the options vested during the year ended March 31, 2016 as Employee Stock Option Scheme Compensation.

(2) (A) - In respect of SAR/options vested during the year, had the fair value method been used, the profit for the year would be lower by ₹ 177.92 Mn (previous year ₹ 123.95 Mn). Basic EPS would be ₹ 10.29 (previous year ₹ 15.65) and the Diluted EPS would be ₹ 10.20 (previous year ₹ 15.53)

(B) - The fair value of each option is estimated on the date of grant using the Black Scholes model with the below listed assumptions:

	2015-16		2014-15	
	ESOP 2007	ESOP 2007 SAR	ESOP 2007	ESOP 2007 SAR
Weighted average fair value of the options at the grant dates	771.11	311.33	830.34	282.67
Dividend Yield (%)	0.43%	0.43%	0.35%	0.35%
Risk free rate	7.50%	7.57%	7.73%	8.52%
Expected life (years)	4.01	4.71	4.00	3.49
Expected volatility	33.14%	32.24%	32.02%	31.94%
Weighted average share price	792.05	793.06	849.45	817.55

33. The Company has received various legal notices of claims/lawsuits filed against including suits relating to infringement of Intellectual Property Rights (IPR), Consumer suits, etc.in relation to the business activities carried on by it. In the opinion of the management, no material liability is likely to arise on account of such claims/law suits.

34 The Company has considered business segment as the primary segment. The Company is primarily in the business of internet based service delivery operating in four service verticals through various web portals in respective verticals namely recruitment solutions comprising primarily naukri.com, other recruitment related portals and ancillary services related to recruitment, 99acres.com for real estate related services, Jeevansathi.com for matrimony related services and Shiksha.com for education related services.

Considering the changing trend in scale of operations in some of the service verticals, the management has started monitoring the performance of each of these verticals on regular basis with effect from quarter ended June 30, 2015 and therefore these have been considered as reportable segments under Accounting Standard 17 on Segment Reporting. The reportable segments represent "Recruitment Solutions" and "99acres" and the "Others" segment which comprises primarily Jeevansathi and Shiksha service verticals since they individually do not meet the qualifying criteria for reportable segment as per the said Accounting Standard. Further, prior year comparatives for the year ended

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

March 31, 2015 for the reportable segments are not disclosed as the management has started monitoring effectively from the current year and further it is impracticable to compute strictly comparable numbers.

Amount in ₹ (Mn)

S.No.	Particular	2015-16
1	**Segment Revenue:**	
	Recruitment solutions	5,311.96
	99acres for real estate	1,106.22
	Others	816.58
	Segment Revenue-Total	**7,234.76**
2	**Results (Profit/(Loss)) after tax:**	
	Recruitment Solutions	2751.91
	99acres for real estate	(980.05)
	Others	(174.99)
	Total Segment Result	**1596.87**
	Less: unallocable expenses	227.43
	Add : unallocated Income	826.71
	Exceptional Item - Income/(Loss)	(114.58)
	Profit Before Tax	**2081.57**
	Tax Expense	665.77
	Profit after tax	**1415.80**
3	**Assets**	
	Recruitment solutions	411.43
	99acres for real estate	233.11
	Others	100.44
	Total Segment Assets	**744.98**
	Unallocable assets	19,832.25
	Total assets	**20,577.23**
4	**Liabilities**	
	Recruitment solutions	1985.82
	99acres for real estate	461.13
	Others	398.07
	Total Segment Liabilities	**2845.02**
	Unallocable liabilites	92.10
	Total Liabilities	**2937.12**
5	**Capital Expenditure**	
	Recruitment solutions	125.49
	99acres for real estate	103.33
	Others	44.33
	Total Segment Capital Expenditure	**273.15**
	Capital Expenditure unallocable	21.89
	Total Capital Expenditure	**295.04**
6	**Depreication & amortisation**	
	Recruitment solutions	94.06
	99acres for real estate	68.35
	Others	27.49
	Total Segment depreciation & amortisation	**189.90**
	Depreciation & amortisation unallocable	19.73
	Total depreciation & amortisation	**209.63**
7	**Other Significant non cash Expenses other than Depreciation**	
	Recruitment solutions	-
	99acres for real estate	-
	Others	-
	Total	**-**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

The Company has considered geographical segments as the secondary segment, under which the domestic segment includes sales to customers located in India and the overseas segment includes sales to customers located outside India

Amount (₹ Mn)

Particulars	2015-16				2014-15			
	Domestic	Overseas	Unallocated	Total	Domestic	Overseas	Unallocated	Total
Revenue from customers (sale of services)	6,581.75	653.01	-	7,234.76	5,493.22	620.24	-	6,113.46
Segment assets	12,713.35	74.17	7,789.72	20,577.24	4,347.22	82.48	14,990.83	19,420.53
Capital expenditure during the year	294.15	0.89		295.04	161.07	1.87	-	162.94

Notes :-

a) Domestic segment includes sales and services to customers located in India

b) Overseas segment includes sales and services rendered to customers located outside India

c) Unallocated assets include dividend bank accounts, investments, Interest accrued and Deferred Tax asset.

d) Segment assets includes fixed assets, trade receivables, cash and bank balances (except dividend bank account), loans & advances and other current assets

e) Capital expenditure during the year includes fixed assets (tangible and intangible assets) and net additions to capital work in progress.

35. As at March 31, 2016 the Company had ₹ 0.04 (previous year ₹ 0.05 Mn) outstanding with Kotak Mahindra Bank, ₹ 0.45 Mn (previous year ₹ 0.10 Mn) outstanding with Yes Bank & ₹ 0.04 Mn (previous year ₹ 0.04 Mn) with ICICI Bank as unclaimed dividend. These amounts are not available for use by the Company and will be credited to Investor Education & Protection Fund as and when due.

36. The aggregate managerial remuneration under section 197 of the Companies Act, 2013 to the Directors including Managing Director is:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Whole Time Directors (including Managing Director)		
Salary	32.07	25.70
Reimbursements	1.50	1.34
Bonus	18.50	16.60
Total Remuneration (A)	**52.07**	**43.64**
Non Whole Time Directors:		
Commission	3.90	3.25
Sitting Fee	4.70	4.96
Total Remuneration (B)	**8.60**	**8.21**
Total Managerial Remuneration Paid/Payable (A+B)	**60.67**	**51.85**

The above amounts exclude Company's contribution and provision for gratuity for the year, which is determined annually on actuarial basis.

Statement showing computation of Net Profit in accordance with section 198 of the Companies Act, 2013 for computing the Director's remuneration:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Net Profit before tax	2,081.57	2,674.69
Add: Depreciation as per accounts	209.63	173.24
Add: Whole time Director's Remuneration	33.57	43.64
Add: Directors sitting Fee	4.70	4.96
Add: Commission to Non Whole time Directors	3.90	3.25
Add: Bad debt/Provision for bad debts	(0.67)	5.67
Less: Depreciation as per Schedule II of the Companies Act, 2013	209.63	147.38
Less: Profit on sale of fixed assets (net)	-	0.39
Less: Profit on sale of Investment (net)	(19.99)	622.88
Net Profit for the year under section 198	**2,143.06**	**2,134.80**

Maximum amount payable to Non whole time Directors (restricted to 1%)	21.43	21.35
Maximum amount payable to Whole time Directors	214.31	213.48
(restricted to 10%)		
Maximum Amount payable to Directors	**235.74**	**234.83**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

37. Employee Benefits

The Company has classified the various benefits provided to employees as under:

A. Defined Contribution Plans

a) Provident Fund

During the year, the Company has recognized the following amounts in the Statement of Profit and Loss –

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
	(₹ Mn)	(₹ Mn)
Employers' Contribution to Provident Fund	72.42	51.20

Included in 'Contribution to provident and other funds' under Employee Benefits Expense (Refer Note 19)

B. State Plans

a) Employer's Contribution to Employee State Insurance

During the year, the Company has recognized the following amounts in the Statement of Profit and Loss –

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
	(₹ Mn)	(₹ Mn)
Employers' Contribution to Employee State Insurance	4.73	6.38

Included in 'Contribution to provident and other funds' under Employee Benefits Expense (Refer Note 19)

C. Defined Benefit Plans

Contribution to Gratuity Funds – Life Insurance Corporation of India, Group Gratuity Scheme

Particulars	Employees' Gratuity Fund	
	2015-16	2014-15
Discount Rate (per annum)	7.75%	8.00%
Rate of increase in Compensation levels		
	10% for the first 5 years,	10% for the first 5 years,
	& 7% thereafter	& 7% thereafter
Rate of Return on Plan Assets	7.50%	7.50%
Expected Average future working life of employees (years)	11.15	10.89

D. Other Long term benefits

Leave Encashment/ Compensated Absences for Employees

Particulars	Leave Encashment / Compensated Absences	
	2015-16	2014-15
Discount Rate (per annum)	7.75%	8.00%
Rate of increase in Compensation levels		
	10% for First 5 years,	10% for First 5 years,
	& 7% thereafter	& 7% thereafter

The estimates of future salary increases considered in the actuarial valuation takes into account factors like inflation, future salary increases, seniority, promotions and other relevant factors on long term basis.The expected return on plan assets is based on the actuarial expectation of the average long term rate of return on investments of the fund during the estimated time of the obligations.

(A) Changes in the Present Value of Obligation	Employees' Gratuity Fund	Employees' Gratuity Fund
	2015-16	2014-15
	(₹ Mn)	(₹ Mn)
Present Value of Obligation at the beginning of the year	**131.00**	**97.68**
Interest Cost	12.03	9.97
Past Service Cost	Nil	Nil
Current Service Cost	26.12	18.65
Curtailment Cost / (Credit)	Nil	Nil
Settlement Cost / (Credit)	Nil	Nil
Benefits paid	(17.60)	(13.09)
Actuarial (gain)/ loss on obligations	13.16	17.79
Present Value of Obligation at the end of the year	**164.71**	**131.00**

(B) Changes in the Fair value of Plan Assets	Employees' Gratuity Fund	Employees' Gratuity Fund
	2015-16	2014-15
	(₹ Mn)	(₹ Mn)
Fair Value of Plan Assets at the beginning of the year	**110.82**	**91.98**
Expected Return on Plan Assets	8.55	7.23
Actuarial Gains and (Losses)	0.50	1.63
Contributions	20.45	23.07
Benefits Paid	(17.60)	(13.09)
Fair Value of Plan Assets at the end of the year	**122.72**	**110.82**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(C) Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	Employees' Gratuity Fund 2015-16 (₹ Mn)	Employees' Gratuity Fund 2014-15 (₹ Mn)
Present Value of funded obligation at the end of the year	**(164.71)**	**(131.00)**
Fair Value of Plan Assets as at the end of the period	122.72	110.82
Funded Status		
Present Value of unfunded obligation at the end of the year	Nil	Nil
Unrecognized Actuarial (gains) / losses	Nil	Nil
Unfunded Net Asset / (Liability) Recognized in Balance Sheet*	**(41.99)**	**(20.18)**
*included in Provision for Employee Benefits (Refer Note 8)		

(D) Expense recognized in the Statement of Profit and Loss	Employees' Gratuity Fund 2015-16 (₹ Mn)	Employees' Gratuity Fund 2014-15 (₹ Mn)
Current Service Cost	26.12	18.65
Past Service Cost	Nil	Nil
Interest Cost	12.03	9.97
Expected Return on Plan Assets	(8.55)	(7.23)
Curtailment Cost / (Credit)	Nil	Nil
Settlement Cost / (Credit)	Nil	Nil
Net actuarial (gain)/ loss recognized	12.66	16.16
Total Expenses recognized in the Statement of Profit and Loss #	**42.26**	**37.55**

#Included in Contribution to Provident and Other Funds under Employee Benefits Expense (Refer Note 19)

In respect of leave encashment/compensated absence, the present value of obligation as at March 31, 2016 is ₹ 46.81* Mn (previous year 25.77* Mn). The expense recognized in the Statement of Profit and Loss is ₹ 46.38** Mn (previous year ₹ 26.53** Mn)

*included in Provision for Employee Benefits (Refer Note 8)

**Included in 'Staff welfare and benefits' under Employee Benefits Expense (Refer Note 19)

(E) Amounts recognized in current year and previous four years	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2014 (₹ Mn)	As at March 31, 2013 (₹ Mn)	As at March 31, 2012 (₹ Mn)
Gratuity					
Defined Benefit Obligation	**(164.71)**	**(131.00)**	**(97.68)**	**(91.31)**	(77.05)
Plan Asset	122.72	110.82	91.98	74.33	61.89
Surplus / (Deficit)	(41.99)	(20.18)	(5.70)	(16.98)	(15.16)
Experience adjustments in plan liabilities	Nil	Nil	Nil	Nil	Nil
Experience adjustments in plan assets	Nil	Nil	Nil	**Nil**	**Nil**

(F) Expected Contribution to the fund in the next year	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Gratuity	41.99	20.18

(G) Major Category of Plan Asset as a % of total Plan Assets				
Category of Assets (% Allocation)	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2016 (₹ Mn)**	**As at March 31, 2015 (₹ Mn)**
	%			
Insurer Managed Funds	100.00%	100.00%	122.72	110.82
Others	-	-	-	-
Total	**100.00%**	**100.00%**	**122.72**	**110.82**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

38. The details of Bank Balances as referred to in Note 16 & Note 13 to the financial statements are as below:-

Bank Balances :

-In Current Accounts

Balance with Banks	Domestic/Overseas	As at March 31, 2016	As at March 31, 2015
		(₹ Mn)	(₹ Mn)
ICICI Bank Ltd	Domestic	336.60	228.09
HSBC Bank	Domestic	0.40	0.30
Bank of India	Domestic	0.08	1.81
HDFC Bank Ltd	Domestic	12.16	4.79
Punjab National Bank	Domestic	0.44	0.03
Oriental Bank of Commerce	Domestic	0.05	0.03
Bank of Baroda	Domestic	0.25	0.68
State Bank of Hyderabad	Domestic	0.25	0.03
State Bank of India	Domestic	0.71	0.92
The Saudi Hollandi Bank	Overseas	43.59	43.15
HSBC Bank	Overseas	14.59	24.51
Emirates Bank	Overseas	0.08	0.04
Bank of Baroda	Overseas	4.95	4.34
Total		**414.15**	**308.72**

(Refer Balances with Banks in Current Accounts (Current) under Note No 16 on Cash and Bank Balances)

-In Fixed deposit accounts

Fixed Deposit in India	As at March 31, 2016	As at March 31, 2015
	(₹ Mn)	(₹ Mn)
Bank of India	2,719.20	50.00
ICICI Bank Ltd	1,465.88	798.86
State Bank of Hyderabad	1,339.28	789.97
HDFC Bank Ltd	1,519.66	194.20
Oriental Bank of Commerce	956.00	103.36
HSBC Bank	7.21	7.21
Bank of Baroda	1,943.70	188.47
Punjab National Bank	655.30	616.61
Total	**10,606.23**	**2,748.68**

The above comprises of :-

Particulars	As at March 31, 2016	As at March 31, 2015
	(₹ Mn)	(₹ Mn)
- Fixed Deposit Accounts with original maturity of less than 3 months	25.44	41.34
- Fixed Deposit Accounts with original maturity for more than 12 months	9,535.93	1,215.79
- Fixed Deposit Accounts with original maturity for more than 3 months but less than 12 months	1,044.86	1,491.55
Total	**10,606.23**	**2,748.68**

(Refer Note No 16 on Cash and Bank Balances & Note No 13 on Other non-current assets)

39. The Company has made long term strategic investments in certain subsidiaries/associate companies, which are in their initial/developing stage of operation and would generate growth and returns over a period of time. These subsidiaries/associates have incurred significant expenses for building the brand and market share which have added to the losses of these entities, thereby resulting in erosion of their net worth as at March 31, 2016. Based on the potential of the business model of these entities to generate profits, coupled with recent third party valuations, management is of the opinion that considering the nature of the industry and the stage of operations of these entities there is no diminution in carrying value of the investments as compared to their current net worth and therefore no provision is required at this stage.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

40. Regulation 34(3) read with para A of Schedule V to SEBI Listing Regulations, 2015

Particulars	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Loans and advances in the nature of loans to subsidiaries		
Advance to Subsidiary- Allcheckdeals India Pvt Ltd		
Balance at the year end	20.12	18.69
Maximum amount outstanding at any time during the year	20.12	23.93
Advance to Subsidiary- Makesense Technologies Ltd.		
Balance at the year end	-	7.74
Maximum amount outstanding at any time during the year	7.86	7.74
Advance to Subsidiary- Interactive Visual Solutions Pvt. Ltd.		
Balance at the year end	1.06	0.75
Maximum amount outstanding at any time during the year	1.06	0.75
Advance to Subsidiary- Startup Investment (Holding) Ltd.		
Balance at the year end	-	-
Maximum amount outstanding at any time during the year	0.02	-
Advance to Subsidiary- Startup Internet Services Ltd		
Balance at the year end	-	-
Maximum amount outstanding at any time during the year	0.01	-
Advance to Subsidiary- Smartweb Internet Services Ltd		
Balance at the year end	-	-
Maximum amount outstanding at any time during the year	0.01	-
Advance to Subsidiary- Applect Learning Systems Pvt. Ltd.		
Balance at the year end	17.11	-
Maximum amount outstanding at any time during the year	17.11	-
Advance to Subsidiary- Zomato Media Pvt. Ltd.		
Balance at the year end	0.05	0.02
Maximum amount outstanding at any time during the year	0.05	480.00

41. During the year, the Company has issued 500,000 (Previous year- 300,000) and 200,000 (Previous year – 600,000) equity shares of ₹ 10/- (Previous year ₹ 10/-) each fully paid up at ₹ 10/- (Previous year ₹ 10/-) per share and ₹100 (Previous year ₹ 250/-) per share respectively to Info Edge Employees Stock Option Plan Trust, which have been duly listed in the respective Stock Exchanges, ranking pari passu with the existing equity shares of the Company. Out of the above, dividend of ₹ 0.40 Mn (Previous year ₹ 0.90 Mn) was paid on 200,000 (Prevoius year 6000,000)equity shares for which no dividend was proposed as on March 31, 2015, since shares were issued subsequent to that date, ranking pari passu with the existing equity shares of the Company and were entitled to such dividends and corporate benefits.

42. During the year ended March 31, 2015 , the Company had issued 10,135,135 equity shares of ₹ 10/- each fully paid up at ₹ 740/- per share (including securities premium of ₹ 730/- per share) to qualified institutional buyers on September 12, 2014 pursuant to Qualified Institutional Placement (QIP) document, dated September 10th, 2014, as per provisions of section 42 of Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, and Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 which have been listed in the respective Stock Exchanges on September 16, 2014.

Expenses incurred in relation to QIP amounting to ₹ 155.65 Mn had been adjusted from Securities Premium Account during the year ended March 31, 2015.The utilisation out of such net amount of ₹ 7,344.35 Mn till March 31, 2016 is given below. The balance amount of QIP proceeds remains invested in Mutual Funds (Debt) & Term Deposits with banks.

Utilisation of funds upto	March 31, 2016 ₹ (Mn)	March 31, 2015 ₹ (Mn)
Working capital and general corporate purposes (99acres)	899.46	53.44
Balance Unutilised funds as at the year end	**6,391.45**	**7,290.91**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

43.

Exceptional items includes	March 31, 2016 ₹ (Mn)	March 31, 2015 ₹ (Mn)
Profit on sale of investments (Refer note a below)	(341.60)	(346.79)
Less: Provision for Bonus ((Refer note b below)	29.42	-
Less: Diminution in value other than temporary of an investment in an associate (Refer note c below)	426.76	-
Less: Provision for doubtful capital advance ((Refer note d below)	-	55.18
Total [(Income)/Expense]	**114.58**	**(291.61)**

a) During the year, the Company has transferred its investment [5,975 (Previous year- 5975) equity and 2,673 (Previous year- 2672) compulsorily convertible preference shares] in eTechaces Marketing & Consulting Private Limited (EMCPL) to its subsidiary Makesense Technologies Limited (MTL) formely known as Makesense Technologies Pvt. Ltd. for a consideration of ₹ 513.39 Mn (Previous Year-₹ 500 Mn) thereby resulting in a profit of ₹ 341.60 Mn (Previous year- ₹ 346.79 Mn), which is shown as an exceptional item in the Statement of Profit and Loss. The Audit Committee and the Board of Directors had approved the transaction during the year ended March 31, 2015, taking a holistic view of the same, based on the business rationale, which when considered in its entirety, provides a sound basis to conclude that the transaction is not prejudicial to the interest of the Company or its shareholders and demonstrates the intention of the Company to transact at arm's length with its subsidiary.

b) This represents an additional provision for bonus related to April 1, 2014 to March 31, 2015 amounting to ₹ 29.42 Mn pursuant to retrospective amendment to"The Payment of Bonus Act, 1965" notified on January 1, 2016.

c) During the year, diminution in the carrying value of investment amounting to ₹ 426.76 Mn has been made in respect of Canvera Digital Technologies Private Limited for decline considered as other than temporary (represented by investments in equity shares of ₹ 25.61 Mn and Preference shares of ₹ 401.15 Mn).

d) An advance of ₹ 55.18 Mn , was given to a party in earlier years who was appointed as the consultant/contractor for a project to construct an office building on a Company's leased land. On the basis of the current and future business plans of the Company, it is unlikely that the Company will require construction of this office building in the near future. Considering change in business plans and the low recovery of this advance from the party, the Company has deemed it appropriate to provide for the remaining advance of ₹ 55.18 Mn, which is shown as an exceptional item in the Statement of Profit and Loss for the year ended March 31, 2015.

44. Based on the information available with the Company, the Company has certain dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particular	Year ended March 31, 2016	Year ended March 31, 2015
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end		0.06
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

45. As per Section 135 of the Companies Act, 2013 ('Act'), a corporate social responsibility (CSR) committee had been formed by the Company in previous year. The main areas for CSR activities, as per the CSR policy of the Company are promoting education, training to promote sports and contribution to appropriate funds set up by the Central Government, further the CSR Committee may consider other CSR activities subject to the condition that such activities relate to the subjects enumerated in Schedule VII of the Act.

Details of corporate social responsibility (CSR) are as below :

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
	₹ (Mn)	₹ (Mn)
Gross Amount required to be spent by the Company during the year	36.05	33.80
Amount spent (paid) by the Company during the year on campus development & operations (both capital & operating expenditure in relations to various associations as detailed below)	36.05	33.80

S.No	Vendor Name	Year ended March 31, 2016	Year ended March 31, 2015
		₹ (Mn)	₹ (Mn)
1	Social Outreach Foundation	1.00	-
2	Joint Women's Programme	1.50	-
3	International Foundation for Research & Education	31.05	33.80
4	The Blind Relief Association	2.50	-
	Total	**36.05**	**33.80**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

46. During the year

a) the Company has transferred its enitre shareholding (i.e. 34,711 equity shares & 532,216 preference shares) (Previous year Nil) of Canvera Digital Technologies Private Limited to its subsidiary Smartweb Internet Services Limited at book value amounting to ₹ 243.78 Mn (Previous year Nil)

b) the Company has transferred its enitre shareholding (i.e. 275 equity shares & 6,635 pref shares) (Previous year Nil) of Happily Unmarried Marketing Private Limited to its wholly owned subsidiary Startup Investment (Holding) Limited at book value amounting to ₹ 113.49 Mn (Previous year Nil)

c) the Company has transferred 13,429 equity shares & 249,974,932 preference share (Previous year Nil) of Applect Learning Systems Private Limited to its wholly owned subsidiary Startup Investment (Holding) Limited at book value amounting to ₹ 919.54 Mn.(Previous year Nil)

d) the Company has transferred 34,651 preference shares (Previous year Nil) of Kinobeo Software Private Limited to its wholly owned subsidiary Startup Investment (Holding) Limited at book value amounting to ₹ 135 Mn.(Previous year Nil)

e) the Company has transferred 1000 preference shares (Previous year Nil) of Smartweb Internet Services Limited to its wholly owned subsidiary Startup Investment (Holding) Limited at book value amounting to ₹ 0.01 Mn (Previous year Nil)

The above transfers, which are duly approved by Audit Committee and Board of Directors, have been made in line with the decision of the Company about creating a corporate structure where under the Company's investments are to be transferred to and held by the different wholly owned subsidiaries of the Company which will ensure that the stakeholders are adequately appraised about each of these investments in a focused & timely manner. Further this segregation of main business of the Company from the cluster of investments held by the Company will result into effective communication about its entire portfolio to its stakeholders.

47. Unhedged foreign currency exposure

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
	Amount in (Mn)	₹ (Mn)	Amount in (Mn)	₹ (Mn)
Trade receivables	AED 0.16	2.94	AED 0.11	1.85
	BHD *0.00	0.23	OMR 0.01	1.18
	OMR 0.01	1.00	SAR 0.08	1.30
	USD 0.18	11.81	USD 0.04	2.45
Bank Balances	SAR 2.47	43.59	SAR 2.59	43.15
	BHD 0.01	1.09	BHD 0.01	1.76
	AED 1.03	18.54	AED 1.59	27.14

* Amount is below the rounding off norm adopted by the Company

48. Previous year figures have been regrouped/rearranged to confirm to the current year classification.

For Price Waterhouse & Co Bangalore LLP
Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number 077779

Place : Noida
Date : May 25, 2016

For and on behalf of the Board of Directors

Hitesh Oberoi
Managing Director

Chintan Thakkar
Director & CFO

M.M. Jain
Company Secretary

INDEPENDENT AUDITORS' REPORT

To the Members of Info Edge (India) Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Info Edge (India) Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and associate companies; (refer Note 25 to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 8 of the Other Matters paragraph below, other than the unaudited financial statements as certified by the management and referred to in sub-paragraph 9 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group and its associates as at March 31, 2016 and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other Matter

8. We did not audit the financial statements of 8 subsidiaries whose financial statements reflect total assets of ₹ 7,785.10 Million and net assets of ₹ 7,076.41 Million as at March 31, 2016, total revenue of ₹ 2,065.17, net loss of ₹ 5,806.76 and net cash out flows amounting to ₹ 792.81 for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of ₹ 0.49 Million for the year ended March 31, 2016 as considered in the consolidated financial statements, in respect of 1 associate company whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and associate company and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors.

9. The consolidated financial statements also include the Group's share of net loss of ₹ 11.6 Million for the year ended March 31, 2016 as considered in the consolidated financial statements, in respect of 4 associate companies whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these associate companies and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid associates, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

10. As required by Section143(3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group and associate companies incorporated in India including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiaries included in the Group and associate companies incorporated in India including relevant records relating to the preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

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

i. There were no pending litigations as at March 31, 2016 which would impact the consolidated financial position of the Group and its associates.

ii. The Group and its associates did not have any long-term contracts including derivative contracts as at March 31, 2016.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2016. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by its subsidiary companies and associate companies incorporated in India during the year ended March 31, 2016.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number : 077779

Place : Noida
Date : May 25, 2016

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Info Edge (India) Limited on the consolidated financial statements for the year ended March 31, 2016

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

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Info Edge (India) Limited (hereinafter referred to as "the Holding Company") its subsidiary companies and its associate companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was 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 internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 and the audit evidence obtained by the other auditors in terms of their reports insofar as it relates to 8 subsidiary companies and one associate company and insofar as it relates to the unaudited 4 associate companies is based on representation received from the management referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 8 subsidiary companies and 1 associate company and insofar as it relates to the unaudited 4 associate companies is based on representation received from the management (also refer para 8 & 9 of the Independent Auditors' Report above), which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this matter.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number : 077779

Place : Noida
Date : May 25, 2016

INFO EDGE (INDIA) LIMITED

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

Amount in ₹ Million (Mn)

Particulars	Note	As at March 31, 2016	As at March 31, 2015
		(₹ Mn)	(₹ Mn)
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share capital	3	1,209.16	1,202.16
(b) Reserves and surplus	4	10,400.78	12,948.98
(2) MINORITY INTEREST		6,861.75	4,188.28
(3) NON-CURRENT LIABILITIES			
(a) Long-term borrowings	5	3.79	2.82
(b) Long-term provisions	6	22.35	20.91
(c) Other long term liabilities	8	141.93	113.67
(4) CURRENT LIABILITIES			
(a) Trade payables			
- total outstanding dues of micro enterprises and small enterprises and		-	0.06
- total outstanding dues of creditors other than micro enterprises and small enterprises	7	605.62	994.00
(b) Other current liabilities	8	2,764.22	2,126.59
(c) Short-term provisions	6	461.06	571.40
Total		**22,470.66**	**22,168.87**
II.ASSETS			
GOODWILL ON CONSOLIDATION		1,464.67	1,462.01
(1) NON-CURRENT ASSETS			
(a) Fixed assets			
(i) Tangible assets	9	1,259.90	988.60
(ii) Intangible assets	9	2,225.67	3,305.11
(iii) Capital work-in-progress		109.03	119.35
(iv) Intangible assets under development		3.35	3.35
(b) Non-current investments	10	1,580.52	1,129.56
(c) Deferred tax assets	11	59.56	63.68
(d) Long-term loans and advances	12	314.25	179.08
(e) Other non-current assets	13	1,529.39	58.23
(2) CURRENT ASSETS			
(a) Current investments	14	837.28	10,615.55
(b) Trade receivables	15	235.11	237.33
(c) Cash and bank balances	16	11,791.12	3,582.28
(d) Short-term loans and advances	12	710.24	307.39
(e) Other current assets	13	350.57	117.35
Total		**22,470.66**	**22,168.87**
Significant Accounting Policies	2		

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

For Price Waterhouse & Co Bangalore LLP
Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number 077779

For and on behalf of the Board of Directors

Hitesh Oberoi
Managing Director

Chintan Thakkar
Director & CFO

Sanjeev Bikhchandani
Director

M.M. Jain
Company Secretary

Place : Noida
Date : May 25, 2016

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	Note	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
I. Revenue from operations	17	9,382.02	7,324.90
II. Other income	18	1,070.64	946.42
III. Total revenue (I + II)		**10,452.66**	**8,271.32**
IV. EXPENSES			
Employee benefits expense	19	7,837.41	4,140.94
Finance costs	20	4.53	0.97
Depreciation and amortisation expense	21	746.53	469.36
Advertising and promotion cost	22	1,816.85	1,113.91
Administration and other expenses	23	2,488.85	1,554.40
Network, internet and other direct charges	24	501.45	341.01
Total expenses		**13,395.62**	**7,620.59**
V. Profit/(loss) before exceptional items and tax (III - IV)		**(2,942.96)**	**650.73**
VI. Exceptional items	38	1,504.89	55.18
VII. Profit/(loss) before tax (V - VI)		**(4,447.85)**	**595.55**
VIII. Tax expense			
(1) Current Tax		666.06	738.45
(2) Deferred Tax	11	4.12	1.50
IX. Loss for the year from continuing operations (VII-VIII)		**(5,118.03)**	**(144.40)**
X. Share in loss of Associate Companies	26	(12.09)	(0.32)
XI. Share of Minority Interest in loss of Subsidiaries		2,809.98	756.08
XII. Excess of Minority Interest in the losses of Subsidiaries absorbed	25 (B)	(197.77)	(370.76)
XIII. Profit/(loss) for the year		**(2,517.91)**	**240.60**
XIV. Earnings per equity share : Nominal value of share ₹ 10/- (Previous year ₹ 10/-)	29		
1) Basic		**(20.92)**	**2.09**
2) Diluted		**(20.78)**	**2.06**
Significant Accounting Policies	2		

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

For Price Waterhouse & Co Bangalore LLP
Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number 077779

Place : Noida
Date : May 25, 2016

For and on behalf of the Board of Directors

Hitesh Oberoi
Managing Director

Chintan Thakkar
Director & CFO

Sanjeev Bikhchandani
Director

M.M. Jain
Company Secretary

INFO EDGE (INDIA) LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

S.No.	Particulars	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
A.	**Cash flow from operating activities:**		
	Net Profit before exceptional item and tax	**(2,942.96)**	**650.73**
	Adjustments for:		
	Depreciation and amortisation expense	746.53	469.36
	Lease equalisation charges	(5.26)	6.43
	Interest expense	4.53	0.97
	Interest income	(660.61)	(258.82)
	Dividend income from mutual funds	(200.59)	(189.56)
	Advance written off	40.70	0.22
	Goodwill on investment amortised	-	5.15
	(Profit)/loss on sale of fixed assets (net)	16.58	(0.18)
	Profit on sale of long term investment (net)	(51.47)	(113.22)
	Profit on sale of current investment (net)	(111.98)	(364.88)
	Bad debts/provision for doubtful debts	76.97	33.94
	Liabilities written back to the extent no longer required	(38.46)	(4.45)
	Provision for gratuity & leave encashment	59.75	31.60
	Employee stock option scheme compensation expense	174.30	252.79
	Operating profit before working capital changes	**(2,891.97)**	**520.08**
	Adjustments for changes in working capital :		
	- Increase in Trade receivables	(74.75)	(179.60)
	- (Increase)/Decrease in Long-term loans and advances	(28.99)	(45.21)
	- (Increase)/Decrease in Short-term loans and advances	(364.30)	(176.72)
	- Decrease / (Increase) in Current Assets	(11.90)	-
	- Increase in Trade payables	(364.96)	624.98
	- Increase in Other long term liabilities	2.55	3.95
	- Increase in Other current liabilities	664.94	516.84
	- Increase in Long-term provisions	(3.53)	7.67
	- Increase in Short-term provisions	114.41	29.86
	Cash generated from operating activities	**(2,958.50)**	**1,301.85**
	- Taxes Paid (Net)	(847.07)	(791.53)
	Net cash from operating activities	**(3,805.57)**	**510.32**
B.	**Cash flow from Investing activities:**		
	Purchase of fixed assets	(868.31)	(4,419.43)
	Proceeds from sale of fixed assets	59.20	5.43
	Proceeds from sale of investments	21,422.68	22,031.33
	Purchase of current investments	(11,480.96)	(27,783.76)
	Purchase of non-current investments	(154.66)	-
	Maturity of/(investment in) fixed deposits (Net)	(9,532.40)	(311.01)
	Interest received	418.01	218.74
	Dividend received	200.59	189.56
	Amount received on disposal of shares of associate companies	-	0.01
	Amount paid on acquisition of shares of associate enterprises	(749.64)	(315.73)
	Net cash used in investing activities	**(685.49)**	**(10,384.86)**
C.	**Cash flow from financing activities:**		
	Proceeds from long term borrowings	6.31	782.65
	Repayment of long term borrowings	(5.53)	(785.84)
	Proceeds from fresh issue of share capital (net of expenses incurred in relation to QIP amounting to ₹ Nil (Previous year - ₹ 155.65 Mn))	25.00	7,497.35
	Proceeds from share application money received by the subsbidiary, pending allotment	-	1,491.92
	Receipt from issue of shares in subsidiaries from minority shareholders	5,285.69	1,602.06
	Interest paid	(4.52)	(0.99)
	Dividend paid	(603.04)	(284.54)
	Dividend tax paid	(122.85)	(52.78)
	Net cash used in financing activities	**4,581.06**	**10,249.83**
	Net Increase in cash & cash equivalents	**90.00**	**375.29**
	Opening balance of cash and cash equivalents (April 01, 2015/April 01, 2014)	**834.50**	**584.69**
	Add: Foreign currency monetary item translation difference on foreign subsidiaries	**34.80**	**(125.48)**
	Closing balance of cash and cash equivalents	**959.30**	**834.50**
	Cash and cash equivalents comprise		
	Cash in hand	10.24	9.76
	Balance with scheduled banks		
	-in current/savings accounts (Refer note 2 and 3 below)	906.41	782.63
	-in Fixed deposits accounts with original maturity of less than 3 months	42.65	42.11
	Total cash and cash equivalents	**959.30**	**834.50**
	In fixed deposits accounts with original maturity exceeding than 3 months	12,338.11	2,805.70
	Total	**13,297.41**	**3,640.20**

Notes :

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as ammended] and other relevant provision of the Companies Act, 2013.
2. Balance with scheduled bank in current account includes-:
   a) ₹ 0.53 Mn (previous year ₹ 0.19 Mn) in respect of unclaimed dividend, which is not available for use by the Company.
   b) ₹ 5.72 Mn (previous year ₹ Nil) as "restricted cash held in separate accounts". Refer note 16.
3. Figures in brackets indicate cash outflow.

For Price Waterhouse & Co Bangalore LLP
Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number 077779

Place : Noida
Date : May 25, 2016

For and on behalf of the Board of Directors

Hitesh Oberoi
Managing Director

Chintan Thakkar
Director & CFO

Sanjeev Bikhchandani
Director

M.M. Jain
Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. General Information

Info Edge (India) Limited (the Company) was incorporated under the laws of India on May 1, 1995 and has ten subsidiaries and Five associate companies (The Group) as at March 31, 2016. The subsidiaries are Jeevansathi Internet Services Private Limited, Naukri Internet Services Limited, Info (Edge) India Mauritius Ltd(under liquidation), Startup Investment (Holding) Ltd, Allcheckdeals India Private Ltd (having one subsidiary) , Applect Learning Systems Private Ltd, Zomato Media Private Limited (formerly known as DC Foodiebay Online Services Private Limited) (Having Nine subsidiaries, 28 step down subsidiaries and 1 joint venture) and Makesense Technologies Private Limited, Startup Internet Services Limited, Smartweb Internet Services Limited, The associate companies are Kinobeo Software Private Limited, Happily Unmarried Marketing Private Limited, Canvera Digital Technologies Private Limited, Mint Bird Technologies Private Limited and Rare Media Company Private Limited.

2. Significant Accounting Policies

2.1 Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-non current classification of assets and liabilities.

The financial statements of the parent company and the subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions in full as per Accounting Standard 21 on Consolidated Financial Statements. Unrealized profit/Losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the group.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements. Differences in accounting policies have been disclosed separately.

Investment in associates (entity over which the Company exercises significant influence, which is neither a subsidiary nor a joint venture) are accounted for using the equity method as per Accounting Standard 23 on Accounting for Investments in Associates in Consolidated Financial Statements. The consolidated financial statements include the share of profit/loss of associate companies, which are accounted under the 'Equity method' as per which the share of profit/loss of the associate company has been adjusted to the carrying amount of investment. Further, for the purpose of consolidation, the proportionate share of profit / loss of associate companies to the extent of investment in equity shares has been considered.

Investments in jointly controlled entities have been accounted using proportionate consolidation method whereby the Group includes its share of the assets, liabilities, income and expenses of the jointly controlled entities in its consolidated financial statements as per AS 27 on 'Financial Reporting of Interests in Joint Ventures' after elimination of intra-group balances, intra-group transactions and unrealized profit or loss on transactions between the group companies to the extent of the Company's proportionate share, except where cost cannot be recovered.

Minorities' interest in net profits of consolidated subsidiaries for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Group. Their share of net assets is identified and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the holding company.

Reserves shown in the consolidated balance sheet represent the Group's share in the respective reserves of the Group companies.

The financial Statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the company i.e. year ended March 31, 2016.

2.2 Goodwill

a) On Consolidation

Goodwill represents the difference between the cost of acquisition and the Company's share in the net worth of a subsidiary/ associate company at each stage of making the investment in the subsidiary/associate company. For this purpose, the Group's share of net worth is determined on the basis of the latest financial statements prior to the acquisition after making necessary adjustments for material events, if any, between the date of such financial statements and the date of the respective acquisition.

Assessment is done at each balance sheet date as to whether there is any indication that goodwill may be impaired. If any such indication exists, an estimate of the recoverable amount is made and goodwill whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use.

2.3 Fixed Assets

Tangible Assets are stated at cost of acquisition along with related taxes, duties and incidental expenses related to these assets, net of accumulated depreciation and accumulated impairment losses, if any.

Intangible assets are stated at their cost of acquisition, net of accumulated amortization and accumulated impairment losses, if any.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are shown separately in the financial statements. Any expected loss is recognized immediately in the Statement of Profit and Loss.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognized in the Statement of Profit and Loss.

2.4 Depreciation and amortisation

Tangible Assets

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation carried out by an external valuer which are equal to / lower than the life prescribed under Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets:

Assets	Estimated life (Years)
Building	60
Computers	2-3
Office Equipment	2-5
Vehicles	6-8
Plant and Machinery	3-15
Furniture & Fixtures	3-10

Leasehold land and leasehold improvements are amortised over the lease period or useful lives of the related assets, whichever is lower.

Intangible Assets

Intangible Assets are amortized under straight line Method over the estimated useful lives of the assets, which are as follows:

Assets	Estimated life (Years)
Other Software Licenses	3-6
Enterprise Resource Planning Software	5
Operating and Marketing Rights	5
Trademark/ Brand	5
Customer contract and relationships	5
Technology platform	5
Content review	5
Goodwill	5

Assets costing less than or equal to ₹ 5,000 are depreciated / amortised @ 100% pro-rata from date of acquisition.

The consolidated financial statements have been prepared using the same accounting policies as that of the Company except for depreciation on the assets of Applect Learning Systems Private Ltd which is being provided on written down value method at the rates and in the manner as prescribed in Schedule II to the Companies Act, 2013, total of such depreciation being ₹27.74 Mn (previous year - ₹25.65 Mn) which has a consequential impact on the written down value of these fixed assets.

2.5 Impairment of Assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

2.6 Investments

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investment are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of investments, such reduction being determined and made for such investment individually.

2.7 Foreign Currency Transactions

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period.

Exchange differences on restatement of all other monetary items are recognized in the Statement of Profit and Loss.

Translation of foreign operations

Foreign operations are classified as either "integral' or 'non-integral' operation. Exchange differences arising on a monetary item that, in substance, forms part of an enterprise's net investment in a non-integral foreign operation are accumulated in the foreign currency translation reserve until the disposal of the net investment, at which time they are recognized as income or as expenses. The financial statements of an integral foreign operation are translated using the principles and procedures as if the transactions of the foreign operation are those of the company itself.

The assets and liabilities of a non-integral foreign operation are translated into the reporting currency at the exchange rate prevailing at the reporting date. Their statement of profit and loss are translated at exchange rates prevailing at the dates of transactions or weighted average weekly rates, where such rates approximate the exchange rate at the date of transaction. The exchange differences arising on translation are accumulated in the foreign currency translation reserve. On disposal of a non-integral foreign operation, the accumulated foreign currency translation reserve relating to that foreign operation is recognized in the statement of profit and loss.

2.8 Revenue Recognition

The Group earns revenue significantly from the following sources viz.

a) Recruitment solutions through its career web site, Naukri.com:-

Revenue is received in the form of fees, which is recognized pro-rata over the subscription / advertising agreement, usually ranging between one to twelve months.

b) Matrimonial web site, Jeevansathi.com and Real Estate website, 99acres.com and Education classified website, Shiksha.com:- Revenue is received in the form of subscription fees, which is recognized over the period of subscription / advertising agreement, usually ranging between one to twelve months.

c) Online / Offline Coaching Services :-

Revenue from the online and offline coaching is received in the form of subscription fee which is recognized over the period that coaching is imparted.

d) Placement search division, Quadrangle:-

Revenue is received in the form of fees, for placements at various levels in a client's organization. Revenue is booked on the successful completion of the search and selection activity.

e) Real Estate Broking division :-

Commission income on property bookings placed with builders/developers is accrued once the related services have been rendered by the Company.

f) Resume Sales Service:-

The revenue from Resume Sale Services is earned in the form of fees and is recognized on completion of the related service.

g) Online Food Service :-

i. The revenue from operating an internet portal providing all sorts of information about restaurants and caterers for display of advertisement are recognized on display of advertisement.

Revenues from subscription contracts are recognized on accrual basis in accordance with terms of agreement entered into with customer.

ii. In case of Zomato USA, LLC (subsidiary of Zomato Media Private Ltd), the display advertisement revenue is recognized on pay per click model when the third party successfully avail the sponsored services or product offerings such as table reservation and online food ordering.

Revenue in relation to rendering of the services mentioned in (a) to (c) and (g) (i) above are measured under the proportionate completion method and rendering of the services mentioned in (d) to (g) (ii) except (g) (i) above are measured under the completed service contract method.

In respect of a) to c) and g (i)) above, the unaccrued amounts are reflected in the Balance sheet as Income received in advance (deferred sales revenue).

All the above sources of revenue are shown net of service tax and is not recognized in instances where there is uncertainty with regard to ultimate collection. In such cases revenue is recognized on reasonable certainty of collection.

2.9 Other income

Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding at the rate applicable and where no significant uncertainty as to measurability or collectability exists.

Dividend

Dividend from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

2.10 Employee Benefits

The Group has Defined Contribution plan for the post-employment benefits namely Provident Fund which is administered through the Regional Provident Fund Commissioner and the contributions towards such fund are charged to the Statement of Profit and Loss. The Company's contribution to state plans namely Employee State Insurance Fund are also charged to the Statement of Profit and Loss. The Company does not carry any further obligations with respect to these funds, apart from contributions made on a monthly basis.

Employees' State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

The Group has Defined Benefit plan namely gratuity for eligible employees in accordance with the Payment of Gratuity Act, 1972 the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each year. The Gratuity Fund is recognized by the income tax authorities and is administered through Life Insurance Corporation of India under its Group Gratuity Scheme for the employees of the company and one of its subsidiary, while for the other subsidiary companies it is unfunded.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss as income or expense.

Accumulated compensated absences, which are expected to be availed or enchased within 12 months from the end of the year, are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or uncashed beyond 12 months from the end of the year, are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

In case of foreign Subsidiary companies, Contribution are made as per the Respective country laws and Regulations. The same is charged to statement of profit and loss on accrual basis. There is no obligation beyond the Contribution made by these companies.

2.11 Employee Stock Option Based Compensation

Stock options granted to the employees and till March 31, 2014 to the non-executive Directors who accepted the grant under the Company's Stock Option Plan are accounted for as per the accounting treatment prescribed by the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India as required by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The intrinsic value of the option being excess of market value of the underlying share immediately prior to date of grant over its exercise price is recognized as deferred employee compensation with a credit to employee stock option outstanding account. The deferred employee compensation is charged to Statement of Profit and Loss on straight line basis over the vesting period of the option. The options that lapse are reversed by a credit to employee compensation expense, equal to the amortized portion of value of lapsed portion and credit to deferred employee compensation expense equal to the un-amortized portion.

In case of Zomato Media Private Limited cost of equity-settled transactions is measured using the fair value method in accordance with the SEBI (Shared Based Employee Benefits) Regulation, 2014 and the Guidance Note on Accounting for Employee Share-based payments. The cumulative expense recognized for equity-settled transaction at each reporting date until the vesting date reflects the extent to which the vesting period has expired and company's best estimate of the number of equity instrument that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense. Total of such employee stock option based compensation expense which has been measured using fair value method is ₹ 135.33 Mn (previous year -₹ 229.06 Mn).

2.12 Taxes on Income

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. In cases where there are carry forward losses under tax laws, all deferred tax certainly supported by convincing evidance that they can be realised against future taxable profilts. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

2.13 Provisions and Contingencies

Provisions are recognized when there is a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

2.14 Leases

a) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments under operating leases are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the period of lease.

b) Finance leases

Assets acquired on lease where the Company has substantially all the risks and rewards incident to ownership are classified as finance leases. Such assets are capitalized at the inception of the lease at lower of the fair value of the leased asset at the inception of the lease and the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease payment is apportioned between the finance charge and the reduction of the outstanding liability. The outstanding liabilities included in other long term borrowings. The finance charge is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period

2.15 Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies for the Group. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relates to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under unallocated expenses/income.

2.16 Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash in hand and demand deposits with bank with original maturities of three months or less.

2.17 Earnings per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's EPS comprises of the net profit for the year after tax. The number of equity shares used in computing Basic EPS is the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for the previous year is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

For the purpose of calculating basic EPS, shares allotted to ESOP Trust pursuant to the employee share based payment plan are not included in the shares outstanding till the employees have exercised their right to obtain shares, after fulfilling the requisite vesting conditions. Till such time, the shares so allotted are considered as dilutive potential equity shares for the purpose of calculating diluted EPS.

2.18 Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

3. SHARE CAPITAL

Particulars	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
AUTHORISED CAPITAL		
150.00 Million Equity Shares of ₹ 10/- each (Previous year - 150.00 Million Equity Shares of ₹ 10/- each)	**1,500.00**	**1,500.00**
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
120.92 Million Equity Shares of ₹ 10/- each fully paid up	1,209.16	1,202.16
(Previous year - 120.22 Million Equity Shares of ₹ 10/- each fully paid up)		
	1,209.16	**1,202.16**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

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

Particulars	As at March 31, 2016 (No of Shares)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (No of Shares)	As at March 31, 2015 (₹ Mn)
Equity Shares				
At the beginning of the year	120,216,159	1,202.16	109,181,024	1,091.81
Add: Issued during the year (Refer Note 39 & 40)	700,000	7.00	11,035,135	110.35
Outstanding at the end of the year	**120,916,159**	**1,209.16**	**120,216,159**	**1,202.16**

b. Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend 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, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

c. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:-

Particulars	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012
Equity Shares allotted as fully paid bonus shares by capitalisation of securities premium	-	-	-	54,590,512	-
	-	**-**	**-**	**54,590,512**	**-**

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

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
- Sanjeev Bikhchandani	34,996,373	28.94	35,533,808	29.56
- Sanjeev Bikhchandani (Trust)	8,734,880	7.22	8,734,880	7.27
- Hitesh Oberoi	6,900,118	5.71	6,900,118	5.74
	50,631,371	**41.87**	**51,168,806**	**42.57**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

4. RESERVES AND SURPLUS

Particulars	(₹ Mn)	As at March 31, 2016 (₹ Mn)	(₹ Mn)	As at March 31, 2015 (₹ Mn)
Securities Premium Account				
Opening Balance	8,151.16		764.16	
Add : Addition during the period (Refer Note no. 39 & 40)	18.00		7,542.65	
Less: Utilisation for writing off expenses on issue of equity shares (Refer Note no. 39)	-	8,169.16	155.65	8,151.16
General Reserve				
Opening Balance	318.12		303.00	
Add: Transfer from Statement of Profit and Loss (Stock Options Outstanding Account)	9.55	327.67	15.12	318.12
Stock Options Outstanding Account				
Opening Balance	343.16		105.49	
Add: Transfer during the year	174.30		252.79	
Less: Transfer to Statement of Profit and Loss	9.55	507.91	15.12	343.16
Foreign Currency Translation Reserve		82.11		(131.87)
Surplus in Statement of Profit and Loss				
Opening Balance	4,268.41		4,463.24	
Add: Net Profit/(loss) after tax transferred from Statement of Profit and Loss	(2,517.91)		240.60	
Transfer from Stock Option Outstanding Account	9.55		15.12	
Less: Appropriations				
Proposed Dividend- Nil (Previous year ₹ 2 per share)	-		240.43	
Dividend Paid (Refer Note No. 40)	0.40		0.90	
Interim Dividend	362.55		119.92	
Dividend Tax	73.62		74.18	
Transfer to General Reserve (Employee Stock Options Outstanding Account)	9.55	1,313.93	15.12	4,268.41
		10,400.78		**12,948.98**

5. LONG TERM BORROWINGS

Particulars	Non-Current Portion		Current Maturities	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
SECURED LOANS				
Term Loans from banks	3.79	2.82	4.34	4.16
Current maturities transferred to other current liabilities	-	-	(4.34)	(4.16)
	3.79	**2.82**	**-**	**-**

a. Term Loans from banks are secured by hypothecation of vehicles taken on lease.
b. Term loans carry interest rates ranging from 7% to 12%. The loans are repayable along with interest with in 2 to 3 years from the date of loan.

Leased Assets included in vehicles where the Company is a lessee under finance leases are:

Finance lease liabilities-minimum lease payments	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Not later than 1 year	4.94	4.67
Later than 1 year and not later than 5 years	4.09	3.00
Total minimum lease payments	**9.03**	**7.67**
Less: Future finance charges on finance leases	0.90	0.69
Present value of finance lease liabilities	**8.13**	**6.98**
Representing lease liabilities:		
- Current	4.34	4.16
- Non Current	3.79	2.82
	8.13	**6.98**
The present value of finance lease liabilities may be analyzed as follows:		
Not later than 1 year	4.34	4.16
Later than 1 year and not later than 5 years	3.79	2.82
	8.13	**6.98**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

6. PROVISIONS

Particulars	Long-Term		Short-Term	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Provision for employee benefits (Refer note no. 37)				
Provision for gratuity	21.98	15.41	51.06	20.78
Provision for leave encashment / compensated absence	-	1.60	51.94	27.44
Other provisions				
Accrued bonus & incentives	-	-	354.35	233.52
Provision for contingencies (refer note no. 41)	-	3.90	3.71	-
Others provisions	0.37	-	-	-
Proposed dividend	-	-	-	240.43
Dividend tax	-	-	-	49.23
	22.35	**20.91**	**461.06**	**571.40**

7. TRADE PAYABLES

Particulars	Long-Term		Short-Term	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Trade Payables				
- total outstanding dues of micro enterprises and small enterprises and	-	-	-	0.06
- total outstanding dues of creditors other than micro enterprises and small enterprises	89.36	64.03	605.62	994.00
Non current portion transferred to non current liabilities	(89.36)	(64.03)	-	-
	-	**-**	**605.62**	**994.06**

8. OTHER LIABILITIES

Particulars	As at March 31, 2016 (₹ 'Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ 'Mn)	As at March 31, 2015 (₹ Mn)
Trade Payables (non-current portion)	89.36	64.03	-	-
Current maturities of term loans transferred from long term borrowings	-	-	4.34	4.16
Interest accrued but not due on loans	-	-	0.06	0.05
Income received in advance (deferred sales revenue)	48.57	42.14	2,438.66	1,931.03
Unpaid dividend*	-	-	0.53	0.19
Advance from customers	-	-	52.10	34.05
Employee benefits payable	-	-	43.79	41.78
Amount payable towards purchase of share	4.00	7.50	3.50	3.50
Others				
- Service tax payable	-	-	17.90	17.90
- TDS payable	-	-	51.34	51.34
- Other statutory dues	-	-	152.00	42.59
	141.93	**113.67**	**2,764.22**	**2,126.59**

* Will be credited to Investor Education and Protection Fund as and when due (refer note no. 35)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

9. FIXED ASSETS

(Amount ₹ Mn)

Description	GROSS BLOCK (AT COST)					DEPRECIATION/AMORTISATION						NET BLOCK
	As at April 1, 2015	Additions during the year April 1, 2015 to March 31, 2016	Deletions/ Write off during the year April 1, 2015 to March 31, 2016	Exchange fluctuation reserve	As at March 31, 2016	Up to April 1, 2015	Depreciation/ amortisation for the year April 1, 2015 to March 31, 2016	Accumulated depreciation/ amortisation on deletions	Ex-change fluctua-tion	Impair-ment Loss	Up to March 31, 2016	As at March 31, 2016
OWN ASSETS												
Tangible Assets												
Leasehold land	346.95	-	-	-	346.95	31.17	5.15	-	-	-	36.32	310.63
Building	91.19	-	-	-	91.19	16.89	1.34	-	-		18.23	72.96
Leasehold improvements	356.78	180.84	17.19	0.02	520.45	148.44	92.74	12.78	(0.03)	-	228.37	292.08
Computers	555.88	453.44	184.87	1.07	825.52	314.64	234.02	124.80	1.72	-	425.58	399.94
Plant and machinery	69.00	14.76	4.09	0.03	79.70	42.20	10.11	3.67	0.02	-	48.66	31.04
Furniture and fixtures	127.05	28.88	6.08	0.14	149.99	64.56	26.39	5.32	0.51	-	86.14	63.85
Office equipment	138.20	126.05	20.68	0.12	243.69	95.66	92.40	12.12	0.15	-	176.09	67.60
Vehicles	3.94	2.01	0.27	0.04	5.72	1.03	0.46	0.05	0.01	-	1.45	4.27
Assets taken on finance lease												
Vehicles	26.51	8.32	3.52	-	31.31	12.31	3.72	2.25	-	-	13.78	17.53
Total (A)	**1,715.50**	**814.30**	**236.70**	**1.42**	**2,294.52**	**726.90**	**466.33**	**160.99**	**2.38**	-	**1,034.62**	**1,259.90**
OWN ASSETS (Acquired)												
Intangible Assets												
Goodwill	1,794.34	-	-	106.26	1,900.60	100.65	(105.90)	-	18.84	586.94	600.53	1,300.07
Operating and marketing rights	27.56	-	-	-	27.56	27.56	-	-	-	-	27.56	-
Enterprise resource planning software	27.64	-	-	-	27.64	25.59	1.57	-	-	-	27.16	0.48
Other software licenses	94.90	56.28	7.12	2.25	146.31	65.40	44.59	7.12	(3.83)	-	99.04	47.27
Trademark/ Brand	1,105.05	1.88	0.33	62.30	1,168.90	70.95	222.42	0.26	6.06	24.16	323.33	845.57
Customer contract and relationships	331.89	-	-	18.71	350.60	18.46	69.76	-	1.05	261.32	350.59	0.01
Technology platform/ Restaurant listing platform	203.65	-	-	10.99	214.64	13.98	38.91	-	0.72	161.02	214.63	0.01
Content/reviews	45.49	-	-	2.74	48.23	2.82	8.85	-	0.29	4.01	15.97	32.26
Total (B)	**3,630.52**	**58.16**	**7.45**	**203.25**	**3,884.48**	**325.41**	**280.20**	**7.38**	**23.13**	**1,037.45**	**1,658.81**	**2,225.67**
Total (A) + (B)	**5,346.02**	**872.46**	**244.15**	**204.67**	**6,179.00**	**1,052.31**	**746.53**	**168.37**	**25.51**	**1,037.45**	**2,693.43**	**3,485.57**

*includes ₹ Nil (Previous year ₹ 7.38 Mn) relating to prior period

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

9. FIXED ASSETS

(Amount ₹ Mn)

Description	GROSS BLOCK (AT COST)					DEPRECIATION/AMORTISATION				NET BLOCK
	As at April 1, 2014	Assets acquired on acquistion (net)	Additions during the year April 1, 2014 to March 31, 2015	Deletions Write off during the year April 1, 2014 to March 31, 2015	As at March 31, 2015	Up to April 1, 2014	Depreciation/ amortisation for the year April 1, 2014 to March 31, 2015	Accumulated depreciation/ amortisation on deletions	Up to March 31, 2015	As at March 31, 2015
OWN ASSETS										
Tangible Assets										
Leasehold land	346.95	-	-	-	346.95	26.03	5.14	-	31.17	315.78
Building	91.19	-	-	-	91.19	15.55	1.34	-	16.89	74.30
Leasehold improvements	309.51	0.76	46.51	-	356.78	87.17	* 61.27	-	148.44	208.34
Computers	370.80	1.30	224.53	40.75	555.88	241.01	113.42	39.79	314.64	241.24
Plant and machinery	62.61	0.58	6.83	1.02	69.00	35.68	7.38	0.86	42.20	26.80
Furniture and fixtures	105.39	0.24	21.77	0.35	127.05	51.29	13.39	0.12	64.56	62.49
Office equipment	117.00	0.44	23.96	3.20	138.20	80.16	18.46	2.96	95.66	42.54
Vehicles	2.25	-	1.92	0.23	3.94	0.86	0.22	0.05	1.03	2.91
Assets taken on finance lease										
Vehicles	28.38	-	6.12	7.99	26.51	12.82	4.04	4.55	12.31	14.20
Total (A)	**1,434.08**	**3.32**	**331.64**	**53.54**	**1,715.50**	**550.57**	**224.66**	**48.33**	**726.90**	**988.60**
OWN ASSETS (Acquired)								-		
Intangible Assets										
Goodwill	0.26		1,794.08	-	1,794.34	0.26	100.39	-	100.65	1,693.69
Operating and marketing rights	27.56	-	-	-	27.56	27.56	-	-	27.56	-
Enterprise resource planning software	27.64	-	-	-	27.64	21.26	4.33	-	25.59	2.05
Other software licenses	63.46	3.60	27.88	0.04	94.90	31.63	33.77	-	65.40	29.50
Trademark/ Brand	-	7.86	1,097.19	-	1,105.05	-	70.95	-	70.95	1,034.10
Customer contract and relationships	-	-	331.89	-	331.89	-	18.46	-	18.46	313.43
Technology platform/ Restaurant listing platform	-	-	203.65	-	203.65	-	13.98	-	13.98	189.67
Content/reviews	-	-	45.49	-	45.49	-	2.82	-	2.82	42.67
Total (B)	**118.92**	**11.46**	**3,500.18**	**0.04**	**3,630.52**	**80.71**	**244.70**	**-**	**325.41**	**3,305.11**
Total (A) + (B)	**1,553.00**	**14.78**	**3,831.82**	**53.58**	**5,346.02**	**631.28**	**469.36**	**48.33**	**1,052.31**	**4,293.71**

*includes ₹ 7.38 Mn (Previous year Nil) relating to prior period

Note :- During the year, in accordance with the provision of Schedule II of the Companies Act, 2013 and based on internal and external technical evaluation, the management has reassessed the remaining useful life of its assets with effect from April 1, 2014, which required a change in the useful lives of certain assets from the previous estimates. Had the Company continued with the previously assessed useful lives, the charge for depreciation for the year ended March 31, 2015 would have been higher by ₹10.43 Mn.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

10. NON CURRENT INVESTMENTS* - Shares

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Share	Face Value per share (In ₹ **)	(₹ 'Mn)	(₹ 'Mn)	Number of Share	Face Value per share (In ₹ **)	(₹ 'Mn)	(₹ 'Mn)
Other than trade investments (Unquoted) (valued at cost unless otherwise stated)								
Investments in Equity Shares of Subsidiary Companies (Refer Note No. 25)								
Info Edge (India) Mauritius Limited (Under liquidation)	1,112,001	USD 1	45.60		1,112,001	USD 1	45.60	
Less: Provision for diminution in value of investment			(45.60)	-			(45.60)	-
Investments in Equity Shares of Associate Companies								
eTechAces Marketing and Consulting Private Limited.#	11,950	10	-		11,950	10	-	
-Share premium of ₹ 16,726.40/- per share(Previous Year- ₹16726.40/-) computed on average basis								
Happily Unmarried Marketing Private Limited	275	10	0.92		275	10	1.41	
-Share premium of ₹ 12,709.04/- (Previous Year-₹ 12,709.12/-) per share computed on average basis								
Canvera Digital Technologies Private Limited	34,711	1	1.56		34,711	1	13.16	
-Share premium of ₹ 1,167/- (Previous Year-₹ 1,167/-) per share computed on average basis								
				2.48				14.57
Investments in Preference Shares of Associate Companies								
eTechAces Marketing and Consulting Private Limited #	7,740	100	436.74		5,345	100	124.99	
-0.1% compulsory convertible preference shares with share premium of ₹ 23,284.81/- (Previous Year- ₹ 23,284.81/-)per share computed on average basis								
Kinobeo Software Private Limited	107,801	10	270.00		107,801	10	270.00	
-0.1% optionally convertible cumulative redeemable preference shares with share premium of ₹ 2,494.61/- (Previous Year-₹ 2,494.61/-per share computed on average basis)								
Canvera Digital Technologies Private Limited	982,063	1	458.85		532,216	1	630.00	
–0.1% optionally convertible cumulative redeemable preference shares with share premium of ₹ 1,182.73 /- (Previous Year- ₹ 1,178.98/-) per share computed on average basis								
Less: Provision for diminution in value of investment			(36.57)				-	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Share	Face Value per share (In ₹ **)	(₹ 'Mn)	(₹ 'Mn)	Number of Share	Face Value per share (In ₹ **)	(₹ 'Mn)	(₹ 'Mn)
Happily Unmarried Marketing Private Limited								
- 0.1% optionally covertible cumulative redeemable preference shares with share premium of ₹ 15,689.36 /- (Previous Year- ₹ 12,719.12/-) per share computed on average basis	8,690	10	159.98		5733	10	90.00	
Rare Media Company Private Limited								
-0.01% optionally convertible cumulative redeemable preference shares	743,808	100	74.38		-	-	-	
Mint Bird Technologies Private Limited								
-optionally convertible cumulative redeemable preference shares	6,000,000	10	60.00		-	-	-	
				1,423.38				1,114.99
Other Investments								
Investments in Debentures								
Green Leaves Consumer Services Private Limited	640,000	100	64.00	64.00				
Investments in Preference Shares								
Grab A Grub Services Private Limited	5,417	20	90.66	90.66			-	
Investments in Equity Shares								
Study Places Inc.	3,865,484	1461.04	49.81		3,865,484	1461.04	49.81	
Less: Provision for diminution in value of investment			(49.81)	-			(49.81)	-
				1,580.52				**1,129.56**

** Unless otherwise stated
# ceases to be an associate duirng the year
*Long-term Investments (as per AS-13)

Aggregate amount of quoted investments		**-**		**-**
Market value of quoted investments		**-**		**-**
Aggregate amount of unquoted investments		**1,712.50**		**1,224.97**
Aggregate provision for diminution in value of investments		**131.98**		**95.41**

11. DEFERRED TAX ASSETS

Particulars	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Deferred tax assets		
- Opening Balance	63.68	63.53
- Adjustment for the current year*	(4.12)	0.15
	59.56	**63.68**

*includes ₹ Nil (Previous year ₹ 1.65 Mn) of deferred tax asset written off by a subsidiary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Significant components of deferred tax assets are shown in the following table:

Particulars	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Deferred tax assets		
Provision for leave encashment/compensated absence	9.94	6.48
Provision for lease equalisation	16.24	17.73
Provision for doubtful debts	2.42	2.60
Depreciation	22.40	29.31
Employee stock option scheme compensation (ESOP)	5.34	4.20
Other	3.26	3.36
Net deferred tax assets	**59.60**	**63.68**

12. LOANS AND ADVANCES

Particulars	Long-Term		Short-Term	
(Unsecured, considered good unless otherwise stated)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Capital advances				
Considered good	16.78	18.96	-	-
Considered doubtful	55.18	55.18	-	-
Less: Provision for doubtful capital advances	(55.18)	(55.18)	-	-
Security deposits	254.59	119.06	63.17	42.39
Advance to associate company	-	8.66	0.82	0.01
Unsecured loan given	-	-	10.13	-
Others				
- Advance recoverable in cash or in kind or for value to be received	42.79	18.52	302.12	152.30
- Balance with service tax authorities	-	-	50.66	24.14
- Advance tax	-	13.88	4,774.44	3,924.68
- Less: Provision for tax	-	-	(4,503.70)	(3,848.81)
- Amount recoverable/(payable) from/to ESOP Trust	0.09	-	11.60	11.68
- Advance tax - fringe benefits	-	-	29.69	29.69
- Less: provision for tax - fringe benefits	-	-	(28.69)	(28.69)
	314.25	**179.08**	**710.24**	**307.39**

13. OTHER NON CURRENT/CURRENT ASSETS

Particulars	Non-Current		Current	
(Unsecured, considered good)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Non current portion of fixed deposits transferred from cash and bank balances	1,506.29	57.92	-	-
Interest accrued on fixed deposits	23.10	0.31	337.17	117.35
Assets held for sale	-	-	13.40	-
	1,529.39	**58.23**	**350.57**	**117.35**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

14. CURRENT INVESTMENTS

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)
Investment in Mutual Funds (Quoted) - Fixed Maturity Plans*								
(valued at cost unless otherwise stated)								
DWS Fixed Maturity Plan- Series 63- Direct Growth	-	-	-		2,000,000	10.00	20.00	
DSP BlackRock FMP - Series 154 - 12.5M - Dir - Growth	-	-	-		2,500,000	10.00	25.00	
IDFC Fixed Term Plan Series 84 Direct Plan-Growth	-	-	-		2,000,000	10.00	20.00	
Axis Fixed Term Plan - Series 62 (383 Days)-Direct Growth - W2DG	-	-	-		2,500,000	10.00	25.00	
DSP BlackRock FMP - Series 161 - 12M - Dir - Growth	-	-	-		3,000,000	10.00	30.00	
DSP BlackRock FMP - Series 163 - 12M - Dir - Growth	-	-	-		5,000,000	10.00	50.00	
HDFC FMP 369D April 2014 (2) Series 31 - Direct - Growth	-	-	-		5,000,000	10.00	50.00	
HDFC FMP 367D April 2014 (1) Series 31 - Direct - Growth	-	-	-		5,000,000	10.00	50.00	
HDFC FMP 370D May 2014 (1) Series 31 - Direct - Growth	-	-	-		5,000,000	10.00	50.00	
HDFC FMP 370D June 2014 (2) Series 31 - Direct - Growth	-	-	-		3,000,000	10.00	30.00	
ICICI Prudential FMP Series 74 - 369 Days Plan B Direct Plan Cumulative	-	-	-		2,500,000	10.00	25.00	
ICICI Prudential FMP Series 74 - 369 Days Plan K Direct Plan Cumulative	-	-	-		5,000,000	10.00	50.00	
ICICI Prudential FMP Series 74 - 370 Days Plan S Direct Plan Cumulative	-	-	-		3,000,000	10.00	30.00	
ICICI Prudential FMP Series 74 - 370 Days Plan X Direct Plan Cumulative	-	-	-		5,000,000	10.00	50.00	
Birla Sun Life Interval Income Fund - Annual Plan-X-(Maturity Date 01-Sep-2016) -Gr-Direct	2,500,000	10.00	25.00		2,500,000	10.00	25.00	
B1234Y Birla Sun Life Fixed Term Plan - Series KZ (1103 days) - Gr. DIRECT	-	-	-		2,500,000	10.00	25.00	
B1253Y Birla Sun Life Fixed Term Plan - Series LQ (368 days) - Gr. DIRECT	-	-	-		2,500,000	10.00	25.00	
Birla Sun Life Interval Income Fund - Annual Plan-X-(Maturity Date 01-Sep-2016) -Gr-Direct	4,550,336	10.99	50.00		4,550,336	10.99	50.00	
				75.00				630.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)
Investment in Mutual Funds (Unquoted) (Valued at lower of cost and fair value, unless stated otherwise) - Debt Schemes (Liquid/Liquid Plus)								
HDFC Cash Management Fund Saving Plan-Growth	-	-	-		14,564	25.81	0.38	
HDFC Liquid Fund-Direct Plan-Growth Option	-	-	-		1,456,733	27.46	40.00	
Kotak Floater Short Term-Direct Plan-Growth	-	-	-		444	2,227.30	0.99	
ICICI Prudential Liquid - Direct Plan- Growth Option	-	-	-		291,586	205.77	60.00	
ICICI Prudential Money Market Fund-Direct Plan-Growth	-	-	-		1,294,175	193.17	250.00	
Religare Invesco-Liquid Fund-Direct Plan Growth	95,809	2,066.61	198.00		130,101	1,921.58	250.00	
IndiaBulls Liquid Fund - Direct Plan - Growth	16,948	1,475.14	25.00		-	-	-	
L&T Cash Fund Direct Plan- Growth Liquid category	37,028	1,215.27	45.00		-	-	-	
L&T Liquid Fund - Direct Plan - Growth	21,676	2,076.06	45.00		-	-	-	
SBI-Magnum Insta Cash Fund-Direct Plan Growth	-	-	-		80,911	2,089.93	250.00	
SBI-Premium Liquid Fund--Direct Plan Growth	-	-	-		45,762	2,185.23	100.00	
Franklin India Ultra Short Bond Fund Super Institutional Plan	-	-	-		10,787,487	18.54	200.00	
Franklin India Ultra Short Bond Fund Super Institutional Plan	-	-	-		19,284	2,074.31	40.00	
Reliance Liquid Fund-Treasury Plan-Direct Growth	1,357	3,684.60	5.00		73,715	3,405.00	250.99	
Birla Sun Life Cash Manager-Direct Growth Plan	-	-	-		585,663	341.49	200.00	
DWS Ultra Short Term Fund - Direct Plan - Daily Dividend - Reinvestment	-	-	-		31,155,813	10.02	312.12	
DWS Treasury Fund - Cash - Direct Plan - Daily Dividend - Reinvestment	-	-	-		478,892	100.39	48.08	
DSP BlackRock Money Manager Fund-Direct Plan-Daily Dividend	-	-	-		341,408	1,004.23	342.86	
Birla Sun Life Saving Fund-Daily Dividend-Direct Plan	-	-	-		4,210,761	100.28	422.27	
LD 47RD SBI Ultra Short Term Debt Fund - Direct Plan - Daily Dividend	-	-	-		458,231	1,001.98	459.14	
Kotak Banking & PSU Debt Fund-Dir Dail Div	-	-	-		15,841,167	10.06	159.34	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)
Kotak Floater Long Term - Direct Plan - Daily Dividend	-	-	-		15,138,647	10.08	152.60	
Canara Robeco Liquid - Direct Growth	-	-	-		92,338	1,624.46	150.00	
Sundaram Ultra Short-Term Fund Direct Plan - Daily Dividend	-	-	-		31,073,468	10.04	312.10	
ICICI Prudential Flexible Income - Direct Plan - Growth	174,219	287	50.00		189,724	263.54	50.00	
ICICI Prudential Liquid Plan - Direct Plan-Daily Dividend	594,262	100.07	59.46		511,350	100.06	51.16	
ICICI Prudential Flexible Income-Direct Plan-Daily Dividend	-	-	-		4,740,050	105.74	501.15	
ICICI Prudential Banking and PSU Debt Fund - Direct Plan - Weekly Dividend	-	-	-		39,297,015	10.36	407.25	
ICICI Prudential Ultra Short Term - Direct Plan - Growth	-	-	-		3,813,448	14.31	54.59	
B153DZ Birla Sun Life Cash Plus-Daily Dividend Direct Plan	-	-	-		3,489,344	100.20	349.61	
HDFC Cash Management Fund Savings Plan Direct Plan Daily Dividend Reinvestment	21,452	1,063.64	22.82		59,786,640	10.64	635.91	
Franklin India Treasury Management Account - Super Institutional Plan - Direct Growth	72,199	2,243.79	162.00		-	-	-	
HDFC Cash Management Fund - Savings Plan - Direct Plan - Growth	32,637	3,063.97	100.00		-	-	-	
Franklin Templeton India Ultra Short Bond Fund Super Institutional Plan - Direct Daily Dividend Plan	-	-	-		31,071,100	10.04	311.93	
HDFC Floating Rate Income Fund-Short Term Plan-Wholesale Option-Direct Plan-Dividend Reinvestment	4,959,875	10.08	50.00		29,925,012	10.08	301.66	
Axis Treasury Advantage Fund - Direct Daily Dividend - TADR	-	-	-		310,573	1,004.68	312.03	
Axis Liquid Fund-Direct Daily Dividend - CFDR	-	-	-		73,108	1,000.20	73.12	
IDFC Ultra Short Term Fund-Daily Dividend-Direct Plan	-	-	-		51,747,321	10.05	520.28	
Kotak Liquid Scheme Plan A-Direct Plan-Daily Dividend	-	-	-		26,979	1,222.81	32.99	
IDFC Cash Fund-Daily Dividend-Direct Plan	-	-	-		277,638	1,000.55	277.79	
Franklin Templeton India Treasury Management Account - Super Institutional Plan - Direct - Daily Dividend Plan	-	-	-		132,507	1,001.51	132.71	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	As at March 31, 2016				As at March 31, 2015			
	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)	Number of Unit	Amount per unit (In ₹)	(₹ 'Mn)	(₹ 'Mn)
Reliance Liquidity Fund-Direct Plan Daily Dividend Reinvestment Option-LQAD	-	-	-		161,846	1,000.51	161.93	
Reliance Medium Term Fund - Direct Plan Daily Dividend Plan - IPAD	-	-	-		17,854,482	17.09	305.16	
Reliance Money Manager Fund - Direct Plan Dividend Plan-LPAD	-	-	-		216,981	1,002.11	217.44	
L&T Ultra Short Term Fund Direct Plan - Daily Dividend Reinvestment Plan	-	-	-		30,186,489	10.34	312.14	
JPMorgan India Treasury Fund - Direct Plan - Daily Dividend Reinvestment Option	-	-	-		15,484,346	10.07	155.99	
Tata Floater Fund Direct Plan - Daily Dividend	-	-	-		207,267	1,003.53	207.99	
UTI-Treasury Advantage Fund - Institutional Plan - Direct Plan - Daily Dividend Reinvestment	-	-	-		415,073	1,002.35	416.05	
LD72SD SBI Premier Liquid Fund-Direct Plan-Daily Dividend	-	-	-		26,675	1,003.25	26.76	
Religare Invesco Liquid Fund - Direct (Growth)	-	-	-		5,237	1,909.47	10.00	
Baroda Pioneer Liquid Fund - Plan B Growth	-	-	-		6,344	1,592.16	10.10	
Pramerica Liquid Fund - Direct Plan - Growth Option	-	-	-		13,421	1,490.19	20.00	
DSP Blackrock Liquidity Fund-Direct Plan-Daily Dividend	-	-	-		128,903	1,000.32	128.94	
	-	-	-	762.28	-	-	-	9,985.55
				837.28				**10,615.55**

Aggregate amount of quoted investments				**75.00**				**630.00**
Market value of quoted investments				**88.82**				**683.05**
Aggregate amount of unquoted investments				**762.28**				**9,985.55**
Aggregate provision for dimunition in value of investments				**-**				**-**

*** Long-term Investments as per AS-13**				**75.00**				**630.00**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

15. TRADE RECEIVABLES

Particulars	Non-current		Current	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Outstanding for a period exceeding six months from the date they are due for payment				
- Unsecured considered good	-	-	-	-
- considered doubtful	-	-	84.44	92.21
	-	-	84.44	92.21
Provision for doubtful debts	-	-	(84.44)	(92.21)
Total (A)	**-**	**-**	**-**	-
Other Receivables				
- Unsecured considered good	-	-	235.11	237.33
- considered doubtful	-	-	19.69	3.73
	-	-	254.80	241.06
Provision for doubtful debts	-	-	(19.69)	(3.73)
Total (B)	**-**	**-**	**235.11**	**237.33**
Total (A) + (B)	**-**	**-**	**235.11**	**237.33**

16. CASH AND BANK BALANCES

Particulars	Non-Current		Current	
	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)	As at March 31, 2016 (₹ Mn)	As at March 31, 2015 (₹ Mn)
Cash and cash equivalents				
Cash in hand	-	-	10.24	9.76
Balances with banks:				
- in current accounts	-	-	881.17	775.28
- in saving accounts			18.99	7.16
- Restricted Cash held in separate accounts**	-	-	5.72	-
- in fixed deposit accounts with original maturity of less than 3 months	-	-	42.65	42.11
Other bank balances				
- in fixed deposit accounts with original maturity of more than 12 months*	1,506.29	57.92	8,056.91	1,226.68
- Non current portion transferred to non current assets	(1,506.29)	(57.92)	-	-
- in fixed deposit accounts with original maturity of more than 3 months but less than 12 months	-	-	2,774.91	1,521.10
Unpaid dividend accounts (refer note no. 35)	-	-	0.53	0.19
* Includes ₹ 219.42 million (previous year ₹ 208.42 million) as margin money with bank/ pledged with municipal authorities				
	-	**-**	**11,791.12**	**3,582.28**

** As per the directives of Reserve Bank of India, ZMPL operates all online payments received from customers through a Nodal account. Balance lying in such account is ₹ 19.96 Mn (Previous year ₹NIL) out of which ₹ 14.24 Mn (Previous year ₹NIL) is amount due to merchants and balance as at 31st March, 2016 is disclosed as "Restricted Cash held in separate accounts" in the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

17. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
Sale of services*	9,382.02	7,324.90
	9,382.02	**7,324.90**

* primarily subscription based services

18. OTHER INCOME

Particulars	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
Interest income on fixed deposits with banks	658.81	258.82
Interest Others	1.80	-
Liabilities written back to the extent no longer required	38.46	4.45
Dividend income from current investment	200.59	189.56
Profit on sale of long term investment (net)	51.47	113.22
Profit on sale of current investment (net)	111.98	364.88
Profit on sale of fixed assets (net)	-	0.18
Miscellaneous income	7.53	15.31
	1,070.64	**946.42**

19. EMPLOYEE BENEFITS EXPENSE (Refer note 37)

Particulars	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
Salaries, wages and bonus	6,468.01	3,201.36
Contribution to provident and other funds	386.24	152.09
Sales incentives and commissions	391.97	311.15
Staff welfare and benefits	280.40	154.84
Employee stock option scheme compensation	174.30	252.79
Other employee related expenses	136.49	68.71
	7,837.41	**4,140.94**

20. FINANCE COSTS

Particulars	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
Interest on fixed loans	4.53	0.97
	4.53	**0.97**

21. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
Depreciation of tangible assets*	466.33	224.66
Amortisation of intangible assets	280.20	244.70
	746.53	**469.36**

*includes ₹ Nil (Previous year ₹ 7.38 Mn) relating to prior period

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

22. ADVERTISING AND PROMOTION COST

Particulars	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
Advertisement expenses	1,720.08	1,100.19
Promotion & marketing expenses	96.77	13.72
	1,816.85	**1,113.91**

23. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
Electricity and water	108.77	79.48
Rent (refer note 28)	664.97	389.02
Repairs and maintenance (building)	112.03	58.51
Repairs and maintenance (machinery)	171.26	34.42
Legal and professional charges	313.47	318.01
Rates & taxes	0.25	0.28
Insurance	35.67	8.04
Communication expenses	100.04	85.17
Travel & conveyance	389.67	220.09
Bad debts /provision for doubtful debts	76.97	33.94
Loss on sale of fixed assets (net)	16.58	-
Collection & bank related charges	58.67	36.94
Advance written-off	40.70	0.22
Miscellaneous expenses*#	363.75	256.48
Expenditure towards Corporate Social Responsibility activities (refer note 44)	36.05	33.80
	2,488.85	**1,554.40**

***** includes goodwill written off ₹ Nil (previous year ₹ 5.15 Mn) (refer note 26)

including ₹ Nil Mn (Previous year: ₹ 5.47 Mn) pertaining to prior periods

24. NETWORK, INTERNET AND OTHER DIRECT CHARGES

Particulars	Year ended March 31, 2016 (₹ Mn)	Year ended March 31, 2015 (₹ Mn)
Internet and server charges	474.85	320.17
Others	26.60	20.84
	501.45	**341.01**

25. Info Edge (India) Limited (the Company) has ten subsidiaries and five associate companies (The 'Group'), as given in the following table:

Name of the Company	Percentage of Equity ownership interest as on March 31, 2016	Percentage of Preference ownership interest as on March 31, 2016	Relationship	Date of Incorporation	Country of Incorporation	Date of initial Investment
Naukri Internet Services Limited (NISL)*	99.94	100.00	Wholly Owned Subsidiary	December 9, 1999	India	January 30, 2002
Jeevansathi Internet Services Private Limited (JISPL)*	98.00	-	Wholly Owned Subsidiary	December 9, 1999	India	September 13, 2004
Info (Edge) India Mauritius Limited (IEIML)* (Under Liquidation)#	99.99	-	Wholly Owned Subsidiary	October 30, 2007	Mauritius	January 18, 2008
Allcheckdeals India Private Limited (ACDIPL)*	99.99	-	Wholly Owned Subsidiary	August 1, 2008	India	January 12, 2009

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Name of the Company	Percentage of Equity ownership interest as on March 31, 2016	Percentage of Preference ownership interest as on March 31, 2016	Relationship	Date of Incorporation	Country of Incorporation	Date of initial Investment
Interactive Visual Solutions Private Limited (IVSPL)*	99.99	-	Wholly Owned Subsidiary of ACDIPL	November 11, 2009	India	June 25, 2014
Makesense Technologies Limited (MTL)*	99.94	-	Wholly Owned Subsidiary	September 21, 2010	India	March, 22 2013
Startup Investments (Holding) Limited (SIHL)*	99.94	100.00	Wholly Owned Subsidiary	March 04, 2015	India	March 25, 2015
Startup Internet Services Limited (SISL)*	99.94	100.00	Wholly Owned Subsidiary	October 05, 2015	India	October 08, 2015
Smartweb Internet Services Limited(SWISL)*	99.94	100.00	Wholly Owned Subsidiary	September 23, 2015	India	September 24, 2015
Applect Learning Systems Private Limited (ALSPL)**	54.16	100.00	Subsidiary	April 4, 2001	India	June 12, 2008
Zomato Media Pvt Limited (ZMPL) ##	54.53	30.64	Subsidiary	January 18, 2010	India	July 31, 2010
Kinobeo Software Private Limited (KSPL)***	-	81.43	Associate	January 05, 2007	India	March 31, 2012
Happily Unmarried Marketing Private Limited (HUMPL)***	2.33	99.09	Associate	August 17, 2007	India	December 27, 2012
Canvera Digital Technologies Private Limited (CDTPL)***	3.33	93.77	Associate	February 05, 2007	India	November 7, 2012
Mint Bird Technologies Private Limited(MBTPL)***	-	100.00	Associate	May 01, 2012	India	May 08, 2015
Rare Media Company Private Limited(RARE MEDIA)***	-	100.00	Associate	April 04, 2012	India	September 30, 2015

* (A) the remaining shares are held by the nominees of the Company.

** (B) Excess of the losses applicable to the minority shareholders of Applect Learning Systems Private Limited (ALSPL) has been adjusted against the Company's interest

*** (C) By virtue of power to participate in the financial and/or operating policies.

The entity is under liquidation therefore Info Edge (India) Limited does not have any control on the entity. Hence the same has not been considered for consolidation.

Percentage of ownership interest computed considering all the subsidiaries of ZMPL.

26. Particulars of Investment in Equity Shares of Associate as on March 31, 2016: **Amount (₹ Mn)**

Particulars	HUMPL		CDTPL	
	FY 15-16	FY 14-15	FY 15-16	FY 14-15
Cost of Investment at the beginning of the year	**1.41**	**2.28**	**13.16**	**17.76**
Add: Investment made during the year	-	-	-	-
Less: Share of post-acquisition loss	0.49	0.32	11.60	-
Less: Goodwill written off	-	0.55	-	4.60
Carrying Value at the end of the year	**0.92**	**1.41**	**1.56**	**13.16**
Goodwill (included in Carrying value of investment)	**0.92**	**1.41**	**1.56**	**13.16**

27. CAPITAL COMMITMENTS/ ADVANCES

As on March 31, 2016 there is a capital advance of ₹ 16.78 Mn (Previous year ₹ 18.96 Mn) outstanding against capital account contracts. This primarily includes the following:

(i) ₹ 1.40 Mn towards Furniture & Interior work (Previous year ₹ 4.07 Mn towards Furniture & Interior work) [capital commitment - ₹ 0.78 Mn (Previous year ₹ 3.80 Mn]

(ii) ₹ 1.18 Mn towards Software & Software Licenses (Previous year ₹ 1.44 Mn towards ERP Software). [capital commitment : ₹ 1.08 Mn (Previous year ₹ Nil)]

(iii) ₹ 10.42 Mn towards networking work (Previous year ₹ 10.43 Mn towards networking work) (capital commitment-Nil (Previous year ₹Nil)

(iv) ₹ 0.87 Mn towards purchase of 2 Cars & cameras (Previous year ₹ Nil) [capital commitment - ₹ 2.49 Mn (Previous year ₹ Nil)]

(v) Capital commitment towards Furniture & interior work ₹ 6.10 Mn (Previous year ₹Nil)

(vi) ₹2.91 Mn towards others (Previous year ₹ 3.02 Mn) [capital commitment - ₹ 2.90 Mn (Previous year ₹ 2.90 Mn)]

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

28. OPERATING LEASE

Operating leases where the Company is a lessee:

The Group has entered into lease transactions mainly for leasing of office premises for periods between 11 months to 11 years. The terms of lease include terms of renewal, increase in rents in future periods and terms of cancellation. The operating lease payments recognized in the Statement of Profit and Loss amount to ₹ 665.28 Mn (included in Note 23 – Administration and Other Expenses ₹ 664.97 Mn and in Note 19 – Employee Benefits Expenses ₹ 0.31 Mn [(Previous Year ₹ 389.31 Mn) (included in Note 23 – Administration and Other Expenses ₹ 389.02 Mn and in Note 19 – Employee Benefits Expenses ₹ 0.29 Mn)].

29. Basic and Diluted Earnings per share (EPS):

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
Profit/(Loss) attributable to Equity Shareholders (₹ Mn)	(2517.91)	240.60
Basic		
Weighted average number of Equity Shares outstanding during the year (Nos.)	120,343,902	115,239,370
Basic EPS of ₹ 10 each (₹)	(20.92)	2.09
Diluted		
Weighted average number of Equity Shares outstanding during the year (Nos.)	120,343,902	115,239,370
Add : Weighted average number of potential equity shares on account of employee stock options	1,024,652	1,596,390
Weighted average number of shares outstanding for diluted EPS	**121,368,554**	**116,835,760**
Diluted EPS of ₹ 10 each (₹)	(20.78)	2.06

30. (1) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Group as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 (as amended) ("accounting standards") and where control exists for the year ended March 31, 2016:

Associates

Kinobeo Software Private Limited (MYDALA)
Happily Unmarried Marketing Private Limited (HUMPL)
Canvera Digital Technologies Private Limited (CDTPL)
Rare Media Company Private Limited (Rare Media)
Mint Bird Technologies Private Limited (MBTPL)

Key Management Personnel (KMP) & Relatives

Mr. Sanjeev Bikhchandani
Ms. Surabhi Bikhchandani (Spouse of Mr. Sanjeev Bikhchandani)
Mr. Sushil Bikhchandani (Brother of Mr. Sanjeev Bikhchandani)
Mr. Hitesh Oberoi
Ms. Divya Batra (Sister of Mr. Hitesh Oberoi)
Mr. Chintan Thakkar

Enterprises over which KMP & Relatives have significant influence

Minik Enterprises (Proprietorship concern of Mr. Sushil Bikhchandani)
Endeavor Holding Trust [Sanjeev Bikhchandani (Trust)]
Oyster Learning Private Limited
International Foundation for Research and Education (IFRE)-Ashoka University

- Sanjeev Bikhchandani and Hitesh Oberoi are founders/trustee

Independent Directors- Non Executive

Arun Duggal
Sharad Malik
Bala Deshpande
Naresh Gupta
Saurabh Srivastava

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Non-Executive Directors
Kapil Kapoor

Joint Venture Partner (JV of ZMPL)
Qatar Aspect, LLC

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business:

Amount (₹ Mn)

Sr. No	Nature of relationship/transaction		Associate Companies	KMP & Relatives	Independent Directors-Non Executive	Non-Executive Directors	Enterprises over which KMP & Relatives have significant influence	JV Partner	Total
1	**Remuneration Paid:**								
	Sanjeev Bikhchandani	₹ 18.13							
	Hitesh Oberoi	₹ 18.23							
	Chintan Thakkar*	₹ 15.71							
	Surabhi Bikhchandani	₹ 1.57	-	53.64	-	-	-	-	53.64
2	**Receipt of Services:**								
	Minik Enterprises	₹ 1.63							
	Oyster Learning	₹ 0.92							
	Divya Batra	₹ 0.80							
	Rare Media	₹ 0.74	0.74	0.80	-	-	2.55	-	4.09
3	**Dividend Paid:**								
	Sanjeev Bikhchandani	₹ 176.56							
	Hitesh Oberoi	₹ 34.50							
	Surabhi Bikhchandani	₹ 7.47							
	Arun Duggal	₹ 0.32							
	Naresh Gupta	₹ 0.14							
	Saurabh Srivastava	₹ 0.14							
	Bala Deshpande	₹ 0.39							
	Kapil Kapoor	₹ 16.40							
	Endeavour Holding Trust	₹ 43.67							
	Sharad Malik	₹ 3.03	-	218.53	4.02	16.40	43.67	-	282.62
4	**Investment in Preference Shares**								
	RARE MEDIA	₹ 74.38							
	HUMPL	₹ 69.98							
	CDTPL	₹ 230.00							
	MBTPL	₹ 60.00	434.36	-	-	-	-	-	434.36
5	**Sitting Fees paid:**								
	Arun Duggal	₹ 0.85							
	Bala Deshpande	₹ 0.70							
	Kapil Kapoor	₹ 0.70							
	Naresh Gupta	₹ 0.85							
	Saurabh Srivastava	₹ 0.85							
	Sharad Malik	₹ 0.75	-	-	4.00	0.70	-	-	4.70
6	**Commission payable:**								
	Arun Duggal	₹ 0.90							
	Bala Deshpande	₹ 0.70							
	Naresh Gupta	₹ 0.90							
	Saurabh Srivastava	₹ 0.70							
	Sharad Malik	₹ 0.70	-	-	3.90	-	-	-	3.90
7	**Services Rendered:**								
	CDTPL	₹ 1.02							
	MBTPL	₹ 0.05							
	MYDALA	₹ 0.16							
	OYESTER Learning	₹ 0.01							
	HUMPL	₹ 0.03	1.26	-	-	-	0.01	-	1.27
8	**Payment Towards Corporate Social Responsibility Activities(refer note no. 44):**								
	IFRE	₹ 31.05	-	-	-	-	31.05	-	31.05

*excludes 163,000 (Previous year NIL) options/SAR granted during the year for which ₹ 0.03 Mn (previous year NIL) has been charged to 'Employee stock option scheme compensation' (Refer Note 19)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. There are no balance due from/to any of the related parties.
2. Amounts paid to / on behalf of Info Edge Employee Stock Option Trust during the year are as below:
   (a) Dividend paid ₹ 0.92 Mn
3. Amount due from Allcheckdeals Employee Stock Option Trust as on March 31, 2016 is ₹ 0.39 Mn.
4. Amount due from Applect Employees Stock Option Plan Trust as on March 31, 2016 is ₹ 11.67 Mn.
5. Amount due from Qatar Aspect, LLC (JV Partner) as on March 31, 2016 is ₹ 0.65 Mn.

30 (2) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Group as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 (as amended) ("Accounting standards") and where control exists for the year ended March 31, 2015:

Associates

eTechAces Marketing & Consulting Private Limited (EMCPL)*
Kinobeo Software Private Limited (MYDALA)
Happily Unmarried Marketing Private Limited(HUMPL)
Canvera Digital Technologies Private Limited(CDTPL)

Key Management Personnel (KMP) & Relatives

Mr. Sanjeev Bikhchandani
Ms. Surabhi Bikhchandani (Spouse of Mr. Sanjeev Bikhchandani)
Mr. Sushil Bikhchandani (Brother of Mr. Sanjeev Bikhchandani)
Mr. Hitesh Oberoi
Ms. Divya Batra (Sister of Mr. Hitesh Oberoi)
Mr. Ambarish Raghuvanshi (till May 31, 2014)
Mr. Chintan Thakkar (w.e.f. October 16, 2014)

Enterprises over which KMP & Relatives have significant influence

Minik Enterprises (Proprietorship concern of Mr. Sushil Bikhchandani)
Endeavor Holding Trust [Sanjeev Bikhchandani (Trust)]

International Foundation for Research and Education (IFRE)-Ashoka University

- Sanjeev Bikhchandani and Hitesh Oberoi are founders/trustee

Independent Directors- Non Executive

Arun Duggal
Ashish Gupta (till October 16, 2014)
Bala Deshpande
Naresh Gupta
Saurabh Srivastava
Sharad Malik (w.e.f. December 16, 2014)

Non-Executive Directors

Kapil Kapoor

Joint Venture Partner (JV of ZMPL)

Qatar Aspect, LLC (w.e.f. July 17, 2014)

*subsequent to the year end, the Company has ceased to have significant influence

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

B) Details of transactions with related party for the year ended March 31, 2015 in the ordinary course of business:

Amount (₹ Mn)

Sr. No	Nature of relationship / transaction		Associate Companies	KMP & Relatives	Independent Directors-Non Executive	Non-Executive Directors	Enterprises over which KMP & Relatives have significant influence	JV Partner	Total
1	**Remuneration Paid:**								
	Sanjeev Bikhchandani	₹ 17.72							
	Hitesh Oberoi	₹ 18.23							
	Chintan Thakkar	₹ 5.99							
	Ambarish Raghuvanshi	₹ 1.70							
	Surabhi Bikhchandani	₹ 1.48	-	45.12	-	-	-	-	45.12
2	**Advances given for business purposes:**								
	Hitesh Oberoi	₹ 0.03	-	0.03	-	-	-	-	0.03
3	**Receipt of services:**								
	Minik Enterprises	₹ 1.11							
	Divya Batra	₹ 0.67	-	0.67	-	-	1.11	-	1.78
4	**Dividend Paid:**								
	Sanjeev Bikhchandani	₹ 90.53							
	Hitesh Oberoi	₹ 17.25							
	Surabhi Bikhchandani	₹ 3.74							
	Arun Duggal	₹ 0.20							
	Bala Deshpande	₹ 0.26							
	Kapil Kapoor	₹ 8.42							
	Endeavour Holding Trust	₹ 21.84							
	Sharad Malik	₹ 0.61	-	111.52	1.07	8.42	21.84	-	142.85
5	**Investment in Preference Shares**								
	HUMPL	₹ 40.00							
	CDTPL	₹ 100.00	140.00					-	140.00
6	**Sitting Fees paid:**								
	Arun Duggal	₹ 0.94							
	Bala Deshpande	₹ 0.62							
	Kapil Kapoor	₹ 0.87							
	Naresh Gupta	₹ 0.94							
	Saurabh Srivastava	₹ 1.34							
	Sharad Malik	₹ 0.25	-	-	4.09	0.87	-	-	4.96
7	**Commission payable:**								
	Arun Duggal	₹ 0.70							
	Bala Deshpande	₹ 0.65							
	Naresh Gupta	₹ 0.70							
	Saurabh Srivastava	₹ 0.90							
	Sharad Malik	₹ 0.30	-	-	3.25	-	-	-	3.25
8	**Services Rendered:**								
	MYDALA	₹ 0.11							
	EMCPL	₹ 0.31							
	HUMPL	₹ 0.01	0.43	-	-	-	-	-	0.43
9	**Loan given**								
	Qatar Aspect, LLC	₹ 8.66	-	-	-	-	-	8.66	8.66
10	**Payment towards Corporate Social Responsibility activities**								
	IFRE	₹ 33.80	-	-	-	-	33.80	-	33.80

1. There are no balance due from/to any of the related parties.
2. Amounts paid to / on behalf of Info Edge Employee Stock Option Trust during the year are as below:
   (a) Dividend paid ₹ 0.89 Mn
3. Amount due to Info Edge Employee Stock Option Trust as on March 31, 2015 is ₹ 0.1 Mn.
4. Amount paid to Allcheckdeals Employee Stock Option Trust during the year is ₹ 0.37 Mn by Info Edge (India) Ltd towards purchase of share.
5. Amount due from Allcheckdeals Employee Stock Option Trust as on March 31, 2015 is ₹ 0.39 Mn.
6. Amount given to Applect Employees Stock Option Plan Trust during the Year is ₹ 0.02 Mn.
7. Amount due from Applect Employees Stock Option Plan Trust as on March 31, 2015 is ₹ 11.67 Mn.
8. Amount due from Qatar Aspect, LLC (JV Partner) as on March 31, 2015 is ₹ 8.70 Mn

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

31. (1) Employee Stock Option Scheme (ESOP) 2007

The Company has set up a trust to administer the ESOP scheme under which options have been granted to employees and till March 31, 2015 to the non-executive Directors. Under this scheme the employees can purchase equity shares by exercising the options as vested at the price specified in the grant. The options granted till March 31, 2016 have a vesting period of maximum of 3 years from the date of grant.

- Number of SAR/options granted, exercised and forfeited during the year:-

Particulars	2015-16		2014-15	
	Number	Weighted Average Price (₹)	Number	Weighted Average Price (₹)
Options/SAR outstanding at beginning of year	2,945,778	441.83	3,196,171	254.15
Add:				
Options/SAR granted *	2,436,350	739.76	1,063,000	808.12
Less:				
Options/SAR exercised	773,221	236.08	1,116,223	241.9
Options/SAR forfeited	143,360	622.4	197,170	506.12
Options/SAR forfeited	4,963	61.16	-	-
Options/SAR outstanding at the end of year	4,460,584	634.84	2,945,778	441.83
Options/SAR exercisable at the end of year	1,397,916	411.24	1,605,278	233.73

* During the year the Company granted 2,263,100 (Previous Year 1,063,000) Stock Appreciation Rights (SAR) with a maximum exercise period of seven years (Previous Year Five Years).

The options outstanding at the end of year had exercise prices in the range of ₹ 10/- to ₹ 956.15/- (previous year ₹ 2.5/- to ₹ 956.15/-) and a weighted average remaining contractual life of 4.78 years (previous year 4.32 years).

Exercise Amount Range (₹)	Options outstanding as at March 31, 2016	Options outstanding as at March 31, 2015
2.5-300	937,852	1,264,723
301-600	392,150	728,255
601-999	3,130,582	952,800
Grand Total	**4,460,584**	**2,945,778**

In accordance with the above mentioned ESOP Scheme, ₹ 11.87 Mn (previous year ₹ 1.91 Mn) has been charged to the Statement of Profit and Loss in relation to the options vested during the year ended March 31, 2016 as Employee Stock Option Scheme Compensation.

31. (2) All Check Deals private Limited (ACD) ESOP Plan 2009

Allcheckdeals Private Limited (ACD) has set up a trust to administer the ESOP scheme under which options have been granted to employees. Under this scheme the employees can purchase equity shares by exercising the options as vested at the price specified in the grant. The options granted till March 31, 2015 had a vesting period of maximum of 3 years from the date of grant.

- Number of options granted, exercised and forfeited during the year:-

Particulars	2015-16		2014-15	
	Number	Weighted Average Price (₹)	Number	Weighted Average Price (₹)
Options outstanding at beginning of year	-	10	2,300	10
Add:				
Options granted	-	-	-	-
Less:				
Options exercised	-	-	-	-
Options cancelled/forfeited	-	10	2300	10
Options outstanding at the end of year	-	-	-	-
Option exercisable at the end of year	-	-	-	-

In accordance with the above mentioned ESOP Scheme, ₹ Nil (Previous Year Nil) has been charged to the Statement of Profit and Loss in relation to the options vested during the year ended March 31, 2016 as Employee Stock Option Scheme Compensation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

31 (3). Applect Learning Systems Private Limited (ALSPL) - ESOP Scheme 2009

The board vide its resolution dated 29 December 2009 approved ESOP 2009 for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors.

The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

- Number of options granted, exercised and forfeited during the year:-

Particulars	2015-16		2014-15	
	Number	Weighted Average Price (₹)	Number	Weighted Average Price (₹)
Options outstanding at beginning of year	2,419	10	1,280	10
Add:				
Options granted	198	10	1,139	10
Less:				
Options exercised	132	10	-	-
Options forfeited	75	10	-	-
Options outstanding at the end of year	2410	10	2,419	10
Option exercisable at the end of year	2410	10	2,419	10

In accordance with the above mentioned ESOP Scheme, ₹ 27.10 Mn (Previous Year ₹21.82 thousand) has been charged to the Statement of Profit and Loss in relation to the options granted during the year ended March 31, 2016 as Employee Stock Option Scheme Compensation.

31 (4) Zomato Media Private Limited(ZMPL) - ESOP-2014

The ZMPL instituted the Employee Stock Option Plan to grant equity based incentives to its eligible employees. The ESOP scheme-FOODIEBAY Employee Stock Option Plan 2014 ("The Scheme") has been approved by the Board of Directors of the ZMPL at their meeting held on 22 April 2014 and by the shareholders of the ZMPL by way of special resolution passed at their Annual General Meeting held on June 27, 2014 to grant aggregating 27,089 options (not exceeding 2% of the issued, subscribed and paid up equity share capital of the ZMPL as on March 31, 2014), representing one share for each option upon exercise by the employee of the Company at an exercise price determined by the Board. The Scheme covers grant of options to the specified permanent employees of the ZMPL and Directors of the Company.

The options granted under the Scheme shall vest not less than one year and not more than four years from the date of grant of options. Option can be exercised at the time of liquidity or 9 years from the date of vesting, whichever is earlier. Once the options vest as per the Scheme, they would be exercisable by the Option Grantee at any time and the equity shares arising on exercise of such options shall not be subject to any lock-in period.

The movement in the options granted to the Employee during the year is set out below:

Particulars	During FY2015-16				
	Plan 4	Plan 5	Plan 6	Plan 7	Plan 8
Date of grant	1-Apr-15	1-Jul-15	1-Oct-15	1-Nov-15	1-Jan-16
Date of Board Approval	22-Apr-14	22-Apr-14	22-Apr-14	22-Apr-14	22-Apr-14
Date of Shareholder's approval	27-Jun-14	27-Jun-14	27-Jun-14	27-Jun-14	27-Jun-14
Number of options granted	1,594	1,059	1,044	32	3,772
Method of Settlement (Cash/Equity)	Equity	Equity	Equity	Equity	Equity
Vesting Period	48 months	48 months	48 months	48 months	48 months

Particulars	During FY2014-15		
	Plan 1	Plan 2	Plan 3
Date of grant	1-Jul-14	1-Oct-14	1-Jan-15
Date of Board Approval	22-Apr-14	22-Apr-14	22-Apr-14
Date of Shareholder's approval	27-Jun-14	27-Jun-14	27-Jun-14
Number of options granted	15,701	2,386	3,098
Method of Settlement (Cash/Equity)	Equity	Equity	Equity
Vesting Period	13 months to 48 months	48 months	48 months

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

The details of activity under various plans have been summarized below:

Particulars	During Year ended 31-03-2016									
	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price
Outstanding at the beginning of the year	-	-	-	-	-	-	-	-	-	-
Granted during the year	1,594	142,585.00	1,059	142,585.00	1,044	136,395.00	32	0.01	3,772	136,395.00
Forfeited during the year	-	-	-	-	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-	-	-	-	-
Expired/Lapsed during the year	-	-	-	-	-	-	-	-	-	-
Outstanding at the end of the year	1,594	142,585.00	1,059	142,585.00	1,044	136,395.00	32	0.01	3,772	136,395.00
Exercisable at the end of the year										
Weighted average remaining contractual life	-	-	-	5 to 6 years		5 to 6 years	-	5 to 6 years	-	5 to 6 years

Particulars	During Year ended 31-03-2015					
	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price
Outstanding at the beginning of the year	-	-	-	-	-	-
Granted during the year	15,701	15,834.00	2,386	26,540.26	3,098	97,713.00
Forfeited during the year	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-
Expired/Lapsed during the year	2,158	15,834.00	1,771	26,540.26	1,423	97,713.00
Outstanding at the end of the year	15,701	15,834.00	2,386	26,540.26	3,098	97,713.00
Exercisable at the end of the year	-	-	-	-	-	-
Weighted average remaining contractual life	-	5 to 6 years	-	6 years	-	6 years

The details of exercise price for stock options outstanding at the end of the year 31 March 2016:

Particulars	Plan 1	Plan 2	Plan 3	Plan 4	Plan 5	Plan 6	Plan 7	Plan 8
Range of exercise prices (₹)	3,584 to 26,981	13,144 to 26,981	97,713	142,585	142,585	136,395	0.01	136395
Number of options outstanding	15,701	2,386	3,098	1,594	1,059	1,044	32	3772
Weighted average remaining contractual life of options (in years)	5.44	6	6	5.5	5.625	5.75	5.54	5.88
Weighted average exercise price (₹)	15,833.66	26,540.26	97,713	142,585	142,585	136,395	0.01	136,395

The weighted average fair value of stock options granted during the year was ₹ 0.09 (previous year ₹ Nil)

32. (A) In respect of options vested during the year, had the fair value method been used, the loss for the year would be higher by ₹ 177.92 Mn (Previous year: Profit for the year would be lower by ₹ 123.94 Mn). Basic EPS would be (₹ 22.40) (Previous year ₹ 1.01) and the Diluted EPS would be (₹ 22.25) (Previous year ₹ 1.00)

(B) The fair value of each option is estimated on the date of grant using the Black Scholes model with the below listed assumptions:

(1) Employee Stock Option Scheme 2007	2015-16		2014-15	
	ESOP 2007	ESOP 2007 SAR	ESOP 2007	ESOP 2007 SAR
Weighted average fair value of the options at the grant dates	770.97	311.14	830.34	282.67
Dividend Yield (%)	0.43%	0.43%	0.35%	0.35%
Risk free rate	7.50%	7.57%	7.73%	8.52%
Expected life (years)	4.01	4.71	4.00	3.49
Expected volatility	33.14%	32.24%	32.02%	31.94%
Weighted average share price	791.90	792.97	849.45	817.55

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(2) Employees Stock Option Scheme 2009 (ESOP)*	2015-16	2014-15
Weighted average fair value of the options at the grant dates (₹)	40,818.12	55,540.75
Dividend yield	0%	0%
Risk free rate	8.17%	8.92%
Expected life (years)	7.00	7.00
Expected volatility	65.98%	65.04%
Weighted average share price	40,812.48	55,335.40

*For Applect Learning Systems Private Limited

(3) ESOP-2014**	Plan 1	Plan 2	Plan 3	Plan 4	Plan 5	Plan 6	Plan 7	Plan 8
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Expected volatility	27.04%	27.13%	27.30%	42.28%	42.35%	41.41%	41.43%	40.94%
Risk-free interest rate	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%
Weighted average share price (₹)	30,533	98,458	98,458	93,331	93,331	93,331	93,331	93,331
Exercise price (₹)	3,584 to 26,981	13,144 to 26,981	97,713	142,585	142,585	136,395	0	136,395
Expected life of options granted in years	5 to 6 years	6	6	5 to 6 years	5 to 6 years	5 to 6 years	5 to 6 years	5 to 6 years

** For Zomato Media Private Limited

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

33. The Group has received various legal notices of claims/lawsuits filed against including suits relating to infringement of Intellectual Property Rights (IPR), Consumer suits, etc.in relation to the business activities carried on by it. In the opinion of the management, no material liability is likely to arise on account of such claims/law suits.

34. The Group has considered business segment as the primary segment. The Group is primarily in the business of internet based service delivery operating in four service verticals through various web portals in respective verticals namely recruitment solutions comprising primarily naukri.com, other recruitment related portals and ancillary services related to recruitment, 99acres.com for real estate related services, Jeevansathi.com for matrimony related services and Shiksha.com for education related services, merination.com for online/offline coaching services and zomato.com for online food services.

Considering the changing trend in scale of operations in some of the service verticals, the management has started monitoring the performance of each of these verticals on regular basis with effect from quarter ended June 30, 2015 and therefore these have been considered as reportable segments under Accounting Standard 17 on Segment Reporting. The reportable segments represent "Recruitment Solutions", "99acres", "Onlnie restaurant discovery" and the "Others" segment which comprises primarily Jeevansathi and Shiksha & Coaching service verticals since they individually do not meet the qualifying criteria for reportable segment as per the said Accounting Standard. Further, prior year comparatives for the year ended March 31, 2015 for the reportable segments are not disclosed as the management has started monitoring effectively from the current year and further it is impracticable to compute strictly comparable numbers.

Amount in ₹ (Mn)

S. No.	Particular	Consolidated 2015-16
1	**Segment Revenue:**	
	Recruitment solutions	5311.96
	99acres for real estate	1106.22
	Online restaurant discovery	1849.65
	Others	1118.57
	Total	**9386.70**
	Less: Intersegment sales	4.68
	Segment Revenue-Total	**9382.02**
2	**Results (Profit/(Loss)) after tax:**	
	Recruitment Solutions	2,751.91
	99acres for real estate	(980.05)
	Online restaurant discovery	(4,922.74)
	Others	(596.81)
	Total Segment Result	**(3,747.69)**
	Less: unallocable expenses	227.43
	Add : unallocated Income	1,032.16
	Exceptional Item - Income/(Loss)	(1,504.89)
	Profit Before Tax	**(4,447.85)**
	Tax Expense	670.18
	Profit after tax	**(5,118.03)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

S. No.	Particular	Consolidated 2015-16
3	**Assets**	
	Recruitment solutions	411.43
	99acres for real estate	233.11
	Online restaurant discovery	6538.71
	Others	2369.60
	Total Segment Assets	**9552.85**
	Unallocable assets	12917.81
	Total assets	**22470.66**
4	**Liabilities**	
	Recruitment solutions	1985.82
	99acres for real estate	461.13
	Online restaurant discovery	707.32
	Others	7614.35
	Total Segment Liabilities	**10768.62**
	Unallocable liabilites	92.10
	Total Liabilities	**10860.72**
5	**Capital Expenditure**	
	Recruitment solutions	125.49
	99acres for real estate	103.33
	Online restaurant discovery	533.54
	Others	88.21
	Total Segment Capital Expenditure	**850.57**
	Capital Expenditure unallocable	21.89
	Total Capital Expenditure	**872.46**
6	**Depreciation & amortization**	
	Recruitment solutions	94.06
	99acres for real estate	68.35
	Online restaurant discovery	508.35
	Others	56.04
	Total Segment depreciation & amortization	**726.80**
	Depreciation & amortization unallocable	19.73
	Total depreciation & amortization	**746.53**
7	**Other Significant non-cash Expenses other than Depreciation**	
	Recruitment solutions	-
	99acres for real estate	-
	Others	-
	Total	

The Group has considered geographical segments as the secondary segment, under which the domestic segment includes sales to customers located in India and the overseas segment includes sales to customers located outside India.

Amount (₹ Mn)

Particulars	FY 2015-16					FY 2014-15			
	Domestic	Overseas	Unallocated	Adjustment	Total	Domestic	Overseas	Unallocated	Total
Revenue from customers	7,754.56	1,643.22	-	(15.76)	9,382.02	6,525.77	799.13	-	7,324.90
Segment assets	21,370.40	11,142.42	4,213.78	(14,225.94)	22,470.66	4,379.40	4,427.82	13,361.65	22,168.87
Capital expenditure during the year	569.28	303.18	-	-	872.46	316.94	4,127.69	-	4,444.63

Notes:-

a) Domestic segment includes sales and services to customers located in India

b) Overseas segment includes sales and services rendered to customers located outside India

c) Unallocated assets include dividend bank accounts, investments, Interest accrued and Deferred Tax asset.

d) Segment assets includes fixed assets, trade receivables, cash and bank balances (except dividend bank account), loans & advances and other current assets

e) Capital expenditure during the year includes fixed assets (tangible and intangible assets) and net additions to capital work in progress.

35. As at March 31, 2016 the Company had ₹ 0.04 Mn (previous year ₹ 0.05 Mn) outstanding with Kotak Mahindra Bank, ₹ 0.45 Mn (previous year ₹ 0.10 Mn) outstanding with Yes Bank & ₹ 0.04 Mn (previous year ₹ 0.04 Mn) with ICICI Bank as unclaimed dividend. These amounts are not available for use by the Company and will be credited to Investor Education & Protection Fund as and when due.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

36. The aggregate managerial remuneration under section 197 of the Companies Act, 2013 to the Directors including Managing Director is:

Amount (₹ Mn)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Whole Time Directors (including Managing Director)		
Salary	32.07	25.70
Reimbursements	1.50	1.34
Bonus	18.50	16.60
Total Remuneration (A)	**52.07**	**43.64**
Non Whole Time Directors:		
Commission	3.90	3.25
Sitting Fee	4.70	4.96
Total Remuneration (B)	**8.60**	**8.21**
Total Managerial Remuneration Paid/Payable (A+B)	**60.67**	**51.85**

The above amounts exclude company's contribution and provision for gratuity for the year, which is determined annually on actuarial basis.

37. (A) Employee Benefits

The Group has classified the various benefits provided to employees as under:

A. Defined Contribution Plans **Amount (₹ Mn)**

a) Provident Fund

During the year, the Group has recognised the following amounts in the Statement of Profit and Loss –

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
Employers' Contribution to Provident Fund*	317.46	97.76

*Included in Contribution to Provident and Other Funds under Employee Benefits Expense (Refer Note 19)

B. State Plans **Amount (₹ Mn)**

a) Employers' Contribution to Employee State Insurance

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss –

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
Employers' Contribution to Employee State Insurance*	5.40	7.48

*Included in Contribution to Provident and Other Funds under Employee Benefits Expense (Refer Note 19)

C. Defined Benefit Plans

Contribution to Gratuity Funds – (with respect to parent & three subsidiaries)

Particulars	Employee's Gratuity Fund	
	2015-16	2014-15
Discount Rate (per annum)	7.60% to 8.00%	7.75% to 8.00%
Rate of increase in Compensation levels	7% to 10% in first 5 years, & 7% thereafter	6.5% to 10% in first 5 years, & 6.5% to 7% thereafter
Rate of Return on Plan Assets	7.5%	7.5%
Expected Average remaining working lives of employees (years)	11.15 to 30.94	10.89 to 31.59

The estimates of future salary increases considered in the actuarial valuation takes into account factors like inflation, future salary increases, seniority, promotions and other relevant factors on long term basis. The expected return on plan assets is based on the actuarial expectation of the average long term rate of return on investments of the fund during the estimated time of the obligations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(1) Changes in the Present Value of Obligation	Employees' Gratuity Fund Amount (₹ Mn)	Employees' Gratuity Fund Amount (₹ Mn)
	2015-16	2014-15
Present Value of Obligation as at beginning of the year	**146.99**	**105.97**
Interest Cost	13.28	10.73
Past Service Cost	-	-
Current Service Cost	38.10	26.58
Curtailment Cost / (Credit)	-	-
Settlement Cost / (Credit)	-	-
Benefits paid	(17.87)	(13.13)
Actuarial (gain)/ loss on obligations	9.53	16.84
Present Value of Obligation as at the end of the year	**190.03**	**146.99**

(2) Changes in the Fair value of Plan Assets	Employees' Gratuity Fund Amount (₹ Mn)	Employees' Gratuity Fund Amount (₹ Mn)
	2015-16	2014-15
Fair Value of Plan Assets at the beginning of the year	**112.09**	**92.88**
Expected Return on Plan Assets	8.64	7.31
Actuarial Gains and (Losses)	0.54	1.61
Contributions	20.45	23.38
Benefits Paid	(17.60)	(13.09)
Fair Value of Plan Assets at the end of the year	**124.12**	**112.09**

(3) Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	Employees' Gratuity Fund Amount (₹ Mn)	Employees' Gratuity Fund Amount (₹ Mn)
	2015-16	2014-15
Present Value of funded Obligation at the beginning of the year	**(165.04)**	**(131.21)**
Fair Value of Plan Assets as at the end of the period	124.12	112.09
Funded Status	-	-
Present Value of unfunded Obligation	**(24.99)**	**(15.78)**
Unrecognized Actuarial (gains) / losses	-	-
Unfunded Liability Recognized in Balance Sheet*	****(65.91)**	****(34.90)**

*Included in Provision for gratuity (Refer Note 6)

** including the excess of assets over liabilities of one subsidiary amounting to ₹ 1.06 Mn* (Previous year ₹ 1.06 Mn) which has not been recognized as these are lying in an income tax approved irrevocable trust fund.

(4) Expense recognized in the Statement of Profit and Loss	Employees' Gratuity Fund Amount (₹ Mn)	Employees' Gratuity Fund Amount (₹ Mn)
	2015-16	2014-15
Current Service Cost	38.10	26.59
Past Service Cost	-	-
Interest Cost	13.28	10.73
Expected Return on Plan Assets	(8.64)	(7.31)
Curtailment Cost / (Credit)	-	-
Settlement Cost / (Credit)	-	-
Net actuarial (gain)/ loss recognized in the period	9.00	15.22
Total Expenses recognized in the Statement of Profit and Loss #	****51.74**	****45.23**

#Included in Contribution to Provident and Other Funds under Employee Benefits Expense (Refer Note 19)

** including the income not recognised of one subsidiary amounting to ₹ 0.00 Mn* (Previous year ₹ 1.06 Mn) in the previous year as these are lying in an income tax approved irrevocable trust fund.

*Amount is below the rounding off norm adopted by the Group.

In respect of leave encashment/compensated absence the present value of obligation is ₹ 51.94 Mn (Previous Year ₹ 29.04 Mn) as at March 31, 2016 included in provision for employee benefits (Refer Note 6). The expense recognized in the Statement of Profit and Loss is ₹ 49.49 Mn (Previous Year ₹ 27.88 Mn) included in Staff Welfare and Benefits under Employee Benefits Expense (Refer Note 19).

(5) Amounts recognized in current year and previous four years	As at March 31,2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Gratuity					
Defined Benefit Obligation	(190.03)	(146.99)	(105.97)	(96.49)	(79.71)
Plan Asset	124.12	112.09	92.88	75.66	62.88
Surplus / (Deficit)	(65.91)	(34.90)	(13.10)	(20.84)	(16.83)
Experience adjustments in plan liabilities	Nil	Nil	Nil	Nil	Nil
Experience adjustments in plan assets	Nil	Nil	Nil	Nil	Nil

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(6) Expected Contribution to the fund in the next year	As at March 31, 2016	As at March 31, 2015
Gratuity	73.04	36.90

(7) Major Category of Plan Asset as a % of total Plan Assets				
Category of Assets (% Allocation)	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
	%		(₹ Mn)	(₹ Mn)
Insurer Managed Funds	100%	100%	124.12	112.09
Others	-	-	-	-
Total	**100%**	**100%**	**122.72**	**110.82**

D. Other long term benefits

Leave Encashment/ Compensated Absences for Employees

Particulars	Leave Encashment / Compensated Absences	
	2015-16	2014-15
Discount Rate (per annum)	7.75% to 8.00%	7.75% to 8.00%
Rate of increase in Compensation levels	7% to 10% in first 5 years, & 7% thereafter	6.5% to 10% in first 5 years, & 6.5% to 7% thereafter

38.

Exceptional items	March 31, 2016 ₹ (Mn)	March 31, 2015 ₹ (Mn)
Provision for Bonus (Refer note a below)	29.73	-
Diminution in value other than temporary of an investment in an associate (Refer note b below)	437.72	-
Impairment of Intangible Assets (Refer note c below)	1037.45	-
Provision for doubtful capital advance (Refer note d below)	-	55.18
Total	**1504.90**	**55.18**

a) This represents an additional provision for bonus related to April 1, 2014 to March 31, 2015 amounting to ₹ 29.73 Mn (pertaining to IEIL ₹ 29.42 Mn & ACDIPL ₹ 0.31 Mn) pursuant to retrospective amendment to "The Payment of Bonus Act, 1965" notified on January 1, 2016.

b) During the year, diminution in the carrying value of investment amounting to ₹ 437.72 Mn has been made in respect of Canvera Digital Technologies Private Limited for decline considered as other than temporary

i) IEIL: - ₹ 401.15 Mn represented by investments in Preference shares (excluding ₹ 25.61 which have been adjusted against share of losses in earlier years)

ii) SWISL: ₹ 36.57 Mn represented by investments in Preference shares of ₹ 36.57 Mn

c) Impairment of intangible assets (Brand, Customer Contract & Relationship, Technology Platform, Content/Reviews, Restaurants Listing Platform and Goodwill) of ZMPL

d) An advance of ₹ 55.18 Mn , was given to a party in earlier years who was appointed as the consultant/contractor for a project to construct an office building on a Company's leased land. On the basis of the current and future business plans of the Company, it is unlikely that the Company will require construction of this office building in the near future. Considering change in business plans and the low recovery of this advance from the party, the Company has deemed it appropriate to provide for the remaining advance of ₹ 55.18 Mn, which is shown as an exceptional item in the Statement of Profit and Loss for the year ended March 31, 2015.

39. During the year ended March 31, 2015 , the Company had issued 10,135,135 equity shares of ₹ 10/- each fully paid up at ₹ 740/- per share (including securities premium of ₹ 730/- per share) to qualified institutional buyers on September 12, 2014 pursuant to Qualified Institutional Placement (QIP) document, dated September 10th, 2014, as per provisions of section 42 of Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, and Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 which have been listed in the respective Stock Exchanges on September 16, 2014.

Expenses incurred in relation to QIP amounting to ₹ 155.65 Mn had been adjusted from Securities Premium Account during the year ended March 31, 2015.The utilization out of such net amount of ₹ 7,344.35 Mn till March 31, 2016 is given below. The balance amount of QIP proceeds remains invested in Mutual Funds (Debt) & Term Deposits with banks.

Utilization of funds up to March 31, 2016	March 31, 2016 ₹ Mn	March 31, 2015 ₹ Mn
Working capital and general corporate purposes (99acres)	899.46	53.44
Balance Unutilized funds as on March 31, 2016	6,391.45	**7,290.91**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

40. During the year, the Company has issued 500,000 (Previous year- 300,000) and 200,000 (Previous year – 600,000) equity shares of ₹ 10/- (Previous year ₹ 10/-) each fully paid up at ₹ 10/- (Previous year ₹ 10/-) per share and ₹100 (Previous year ₹ 250/-) per share respectively to Info Edge Employees Stock Option Plan Trust, which have been duly listed in the respective Stock Exchanges, ranking pari passu with the existing equity shares of the Company. Out of the above, dividend of ₹ 0.40 Mn (Previous year ₹ 0.90 Mn) was paid on 200,000 (Previous year 600,000) equity shares for which no dividend was proposed as on March 31, 2015, since shares were issued subsequent to that date, ranking pari passu with the existing equity shares of the Company and were entitled to such dividends and corporate benefits.

41. In case of Zomato Midia Brasil Ltda.(ZMBL subsidiary of ZMPL), provision for contingencies of ₹ 3.71 Mn (Previous year ₹ 3.90 Mn) is in relation to possible labor and social security claims of employees as a result of employment contracts, prior to establishment of the Company, given the fact that they were all admitted to the Company. The provision is based on labor rights of calculations such as vacation, 13 month salary and other labor rights, and any rights not matched by the Company.

The amount is estimated by management and its legal counsel, considered sufficient to cover possible labor lawsuits in analysis of current situation.

42. The accounts of some of the subsidiaries and the associate companies considered in consolidation have been prepared on a going concern basis despite significant erosion in their net worth. The applicability of the going concern assumption is considered to be appropriate on the basis of the business activities of these companies, together with the factors likely to affect their future development and performance along with their financial position and projected cash flows. These have been reviewed by the respective Board of Directors and they have a reasonable expectation that these companies have adequate resources to continue in operational existence for the foreseeable future.

43. For the purpose of consolidation of financial statements of the Group as regards the investments in

Associate companies: Unaudited Profit after tax of CDTPL, RARE MEDIA, MBTPL, & Mydala have been considered. It is unlikely that the audited results for CDTPL would be materially different from unaudited financial statements and for RARE MEDIA, MBPTL & Mydala it is not relevant for the purpose of this financial statements since the Group does not have equity shareholding.

44. As per Section 135 of the Companies Act, 2013 ('Act'), a corporate social responsibility (CSR) committee had been formed by the Company in previous year. The main areas for CSR activities, as per the CSR policy of the Company are promoting education, training to promote sports and contribution to appropriate funds set up by the Central Government, further the CSR Committee may consider other CSR activities subject to the condition that such activities relate to the subjects enumerated in Schedule VII of the Act.

Details of corporate social responsibility (CSR) are as below:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
	₹ (Mn)	₹ (Mn)
Gross Amount required to be spent by the Company during the year	36.05	33.80
Amount spent(paid) by the Company during the year on campus development & operations (both capital & operating expenditure in relations to various associations as detailed below)	36.05	33.80

S.No	Vendor Name	Year ended March 31, 2016	Year ended March 31, 2015
		₹ (Mn)	₹ (Mn)
1	Social Outreach Foundation	1.00	-
2	Joint Women's Programme	1.50	-
3	International Foundation for Research & Education	31.05	33.80
4	The Blind Relief Association	2.50	-
	Total	**36.05**	**33.80**

45. Additional Information pursuant to Schedule III of Companies Act, 2013:

As at 31 March 2016

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets **	Amount in ₹ (In Mns)	As % of consolidated profit or loss **	Amount in ₹ (In Mns)
Parent				
Info Edge (India) Ltd.	78.52%	17,640.15	(64.40)%	1,415.84
Subsidiaries				
Indian				
Jeevansathi Internet Services Pvt. Ltd	0.00%	0.24	0.00%	0.03
Naukri Internet Services Ltd.	15.13%	3,399.82	0.71%	(15.60)
Makesense Technologies Ltd.	5.94%	1,335.39	0.08%	(1.76)
Allcheckdeals India Private Limited	0.20%	45.35	(1.08)%	23.82

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

As at 31 March 2016

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets **	Amount in ₹ (In Mns)	As % of consolidated profit or loss **	Amount in ₹ (In Mns)
Interactive Visual Solutions Pvt. Ltd. (wholly owned subsidiary of Allcheckdeals India Private Limited)	(0.06)%	(13.20)	0.07%	(1.56)
Startup Investment (Holding) Ltd.	0.54%	121.17	0.10%	(2.27)
Smartweb Internet Services Ltd.	0.87%	196.09	1.82%	(40.02)
Startup Internet Services Ltd.	0.01%	2.84	0.03%	(0.66)
Applect Learning Systems Private Limited	(1.01)%	(226.63)	19.62%	(431.43)
Zomato India Private Limited (consolidated)*	26.06%	5,855.02	260.36%	(5,723.76)
Joint Ventures (as per proportionate consolidation/ investment as per the equity method)				
Foreign				
Qatar Media WLL (JV of ZMPL)	(0.11)%	(23.63)	0.96%	(21.16)
Minority interests in all subsidiaries				
Applect Learning Systems Private Limited (Refer Note 25B)	0.00%	-	0.00%	-
Makesense Technologies Ltd.	(5.97)%	(1,341.65)	0.00%	-
Zomato India Private Limited	(24.57)%	(5,520.10)	(118.82)%	2,612.21
Associates (Investment as per equity method)				
Mint Bird Technologies Pvt. Ltd.	0.27%	60.00	0.00%	-
Rare Media Company Private Limited	0.33%	74.38	0.00%	-
Kinobeo Software Private Ltd.	1.20%	270.00	0.00%	-
Canvera Digital Technologies Pvt Ltd	1.93%	432.84	0.53%	(11.60)
Happily Unmarried Marketing Pvt. Ltd	0.72%	160.90	0.02%	(0.49)
TOTAL	**100%**	**22,468.98**	**100%**	**(2,198.41)**
Adjustment arising out of consolidation	-	**(10,859.04)**	-	**(319.50)**
TOTAL	-	**11,609.94**	-	**(2,517.91)**

*Net assets and Profit / (Loss) is consolidated amount of the subsidiary, including its step down subsidiaries.

** Percentage has been determined before considering adjustments arising out of consolidation.

As at 31 March 2015

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets**	Amount in ₹ (In Mns)	As % of consolidated profit or loss**	Amount in ₹ (In Mns)
Parent				
Info Edge (India) Limited	78.90%	16,624.01	201.23%	1,938.59
Subsidiaries				
Indian				
Jeevansathi Internet Services Private Ltd	0.00%	0.21	0.00%	0.03
Naukri Internet Services Limited	8.76%	1,845.42	(1.83)%	(17.66)
Makesense Technologies Limited	(0.02)%	(4.49)	(0.54)%	(5.20)
Allcheckdeals India Private Limited	0.10%	21.53	1.43%	13.75
Interactive Visual Solutions Private Limited (wholly owned subsidiary of Allcheckdeals India Private Limited)	(0.06)%	(11.64)	(0.31)%	(2.97)
Startup Investment (Holding) Limited	0.00%	0.50	(0.03)%	(0.31)
Applect Learning Systems Private Limited	(0.34)%	(72.27)	(24.90)%	(239.87)
Zomato India Private Limited (consolidated)*	27.15%	5,722.38	(153.11)%	(1,475.03)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

As at 31 March 2015

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets**	Amount in ₹ (In Mns)	As % of consolidated profit or loss**	Amount in ₹ (In Mns)
Joint Ventures (as per proportionate consolidation/ investment as per the equity method)				
Foreign				
Qatar Aspect LLC (JV of ZMPL)	0.03%	6.56	(0.39)%	(3.73)
Minority interests in all subsidiaries				
Applect Learning Systems Private Limited	0.00%	-	11.41%	109.96
Zomato India Private Limited*	(19.87)%	(4,188.28)	67.07%	646.12
Associates (Investment as per equity method)				
Etechaces Marketing and Consulting Private Limited	0.59%	124.99	0.00%	-
Kinobeo Software Private Limited	1.28%	270.00	0.00%	-
Canvera Digital Technologies Pvt Ltd	3.05%	643.16	0.00%	-
Happily Unmarried Marketing Private Ltd	0.43%	91.41	(0.03)%	(0.32)
Total	**100%**	**21,073.49**	**100%**	**963.36**
Adjustment arising out of consolidation	**-**	**(6,922.35)**	**-**	**(722.76)**
Consolidated Net Assets / Profit after tax	**-**	**14,151.14**	**-**	**240.60**

*Net assets and Profit / (Loss) is consolidated amount of the subsidiary, including its step down subsidiaries.

** Percentage has been determined before considering adjustments arising out of consolidation.

46. In case of subsidiary companies of ZMPL audited by other auditors, following matter of emphasis was given in their auditors report :

(a) Zomato Midia Brasil Ltda had its operation reduced since August 2014. As at 31 March 2016, the balance of the shareholders equity, negative, also called Unsecured Liabilities, registered in the entity's financial statements was ₹ 1.07 Mn (BRL 5,545). The continuity of the business activities depend on new contracts to be acquired.

(b) Zomato Media Portugal – Unipessol, Lda, is in the situation of loss of half the capital, as provided in article 35 of the Commercial Companies Code.

(c) Mekanistnet internet hizmetleri ticaret anonim sirketi, has recurring losses from operations in the statutory books of accounts and based on the statutory financial statements, two thirds of the sum of the capital and statutory reserves are unsecured which indicates a capital loss per Turkish Commercial Code Article 376. The Company's shareholder Mekanist BV, is in the process of transferring Euro 1.21 Mn to the Company as share capital, with respect to the shareholders resolution of Zomato Ireland Limited dated May 22, 2015.

The management of ZMPL is fully committed towards providing necessary financial and operational support to all the above companies on an ongoing basis.

47. Previous year figures have been regrouped / rearranged to conform to the current year classification.

For Price Waterhouse & Co Bangalore LLP
Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number 077779

Place : Noida
Date : May 25, 2016

For and on behalf of Board of Directors

Hitesh Oberoi
Managing Director

Chintan Thakkar
Director & CFO

Sanjeev Bikhchandani
Director

M.M. Jain
Company Secretary

ZOMATO MEDIA PRIVATE LIMITED

DIRECTOR'S REPORT

To,

The Members,

Your Directors take pleasure in presenting the 6th Annual Report along with the audited Financial Statements for the Financial Year ended on March 31, 2016.

Financial Highlights

The Highlights of your Company's Financial result for the Financial Year ended March 31, 2016 are as follows:-

Particulars	For the Financial Year ended on March 31, 2016 (Amount in Lacs)	For the Financial Year ended on March 31, 2015 (Amount in Lacs)
Total Revenues Earned (including Other Income)	15,429	9,491
Less : Total Expenses	42,007	16,622
Proft/Loss before Tax	**(26,578)**	**(7,131)**
Tax Expense	NIL	NIL
Proft/Loss after taxation but before prior period items	**(26,578)**	**(7,131)**
Prior Priod items	(10)	(55)
Proft/Loss carried over to Balance Sheet	**(26,588)**	**(7,186)**

State of Company's Affairs and Future Outlook

During the year under review, Total Revenue of the Company increased from INR 9,491 Lacs to INR 15,429 Lacs, recording a growth of 63% approx. whereas the Total Expenses increased from INR 16,622 Lacs to INR 42,007 Lacs. The Company has incurred a Net Loss of INR 26,588 Lacs during the year under review. Your Directors expect that the new initiatives for improvement of overall business activities will result in improvement in financial results in the coming years.

Dividend

In view of the losses during the year, your Directors do not recommended any dividend for the year under review.

Amounts Transferred to Reserves

During the year under review, the Company has not transferred any amount to the any Reserve.

Changes in Capital Structure

During the year under review, following are the changes in Authorised / Subscribed /Issued / Paid-up Capital of the Company:-

Changes in Authorised Share Capital

- The Authorised Capital was increased by addition of 28,460 (Twenty Eight Thousand Four Hundred and Sixty) fully paid up Class D 0.0001% Compulsorily Convertible Cumulative Preference Shares of ₹ 10/- each on September 3, 2015;

Changes in Paid-up Capital

The Paid-up share capital of the company was increased as under:

- Allotment 27,327 Class C 0.0001% Compulsory Convertible Cumulative Preference Shares of ₹10 each issued at a premium of ₹ 1,13,729.2195 each on April 30, 2015;
- Allotment of 22,728 Class D 0.0001% Compulsory Convertible Cumulative Preference Shares of ₹10 each, issued at a premium of ₹136,385.64 each on September 7, 2015;
- Allotment of 5,732 Class D 0.0001% Compulsory Convertible Cumulative Preference Shares of ₹10 each, issued at a premium of ₹136,385.64 each on September 9, 2015
- Allotment of 9,313 Equity shares of Re. 1 each on March 4, 2016.

The Capital Structure of the Company as on March 31, 2016 is as under:

Authorised Share Capital

Type of Shares	No. of Shares	Nominal value (per share)
Equity Shares	4,00,000	Re. 1/-
Preference Shares:		
0.1% Optionally Convertible Cumulative Redeemable Preference Shares	2,00,000	Re. 1/-
Compulsorily Convertible Cumulative Preference Shares	1,00,000	₹ 10/-
Class B 0.0001% Compulsorily Convertible Cumulative Preference Shares	32,800	₹ 10/-
Class C 0.0001% Compulsorily Convertible Cumulative Preference Shares	27,327	₹ 10/-
Class D 0.0001% Compulsorily Convertible Cumulative Preference Shares	28,460	₹ 10/-

Issued, Subscribed and Paid-up Share Capital

Type of Shares	No. of Shares	Nominal value (per share)
Equity	3,07,616	Re. 1/-
Compulsorily Convertible Cumulative Preference Shares	78,791	₹ 10/-
Class B 0.0001% Compulsorily Convertible Cumulative Preference Shares	32,791	₹ 10/-
Class C 0.0001% Compulsorily Convertible Cumulative Preference Shares	27,327	₹ 10/-
Class D 0.0001% Compulsorily Convertible Cumulative Preference Shares	28,460	₹ 10/-

Disclosure regarding issue of Employee Stock Options

Details regarding issue of Employee Stock Options, required to be furnished, as per the provisions of Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014) are as under:

Options granted	:	7,501
Options vested	:	6,541
Options exercised	:	NIL
The total number of shares arising as a result of exercise of option	:	NIL
Options lapsed	:	5,352
The exercise price	:	Not Applicable
Variation of terms of options	:	Not Applicable
Money realized by exercise of options	:	Not Applicable
Total number of options in force	:	23,334

Employee wise details of options granted to:

(i) Key Managerial Personnel: No options have been granted to a KMP

(ii) Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year: NIL.

(iii) Identified employees, who were granted option, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant: NIL

Further, details for Employee Stock Options forms part of the Notes to Accounts of the Financial Statements.

Disclosure regarding issue of Sweat Equity Shares

The Company has not issued any sweat equity shares during the Financial Year under review. Accordingly, the Disclosures requirements as specified under Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014) are not applicable.

Number of Board Meetings

During the previous year under review, 12 (twelve) Board Meetings were convened and held viz. April 22, 2015, April 29, 2015, April 30, 2015, May 27, 2015, June 30, 2015, August 7, 2015, September 2, 2015, September 7, 2015 (at 2.30 PM), September 7, 2015 (at 5.30 PM), September 9, 2015, November 24, 2015 and March 4, 2016. The intervening gap between the Meetings was within the period prescribed under Companies Act, 2013 read with Secretarial Standards.

Explanations or comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their report.

There was no qualifications/reservations or adverse remarks made by the Auditors in their report. The Auditor's Report is enclosed with the Financials forming a part thereto and is self- explanatory.

Key Managerial Personnel and Directors

During the financial year under review, Mr. Umesh Hora, resigned as Chief Financial Officer of the Company w.e.f. November 17, 2015. The Board of Directors placed on record their deep appreciation for the invaluable contribution and guidance extended by him during his tenure. Further, there is no appointment or resignation of Directors during the year.

Remuneration Policy

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company; therefore the Company has not devised any policy.

Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your Directors confirm that:

a) in the preparation of the Annual Accounts for the Financial Year ended on March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and the statement of the of the profit /loss of the Company for that period;

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

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

e) The Directors have laid down adequate internal financial controls with respect to Financial Statements.

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

Declaration of Independent Director

The provisions of Section 149 pertaining to the appointment of Independent Director do not apply to our Company.

Board Committees

The Board has the following Committees:-

a) Audit Committee

The Audit Committee was constituted pursuant to the Articles of Association of the Company for the following:

- To review the conduct of the Company's business;
- To review all books and records pertaining to the Company and the conduct of the Company's business; and
- To review all management letters, filings, reports and other information provided by the auditors (statutory or internal) of the Company.

During the year under review, the Audit Committee met three (3) times during the financial year on August 7, 2015, November 24, 2015 and March 4, 2016.

Mr. Mohit Anand Bhatnagar, has resigned as a member of Audit Committee w.e.f. March 4, 2016.

b) Compensation Committee

The Committee is responsible for the following:

- To decide number of options to be given to each Employee/ Associate
- To decide the terms of options to be given to each Employee/ Associate.
- To decide/ intimate the vesting period of the said options.

During the year under review, the Compensation Committee met 5 (five) times during the financial year on April 1, 2015, July 1, 2015, October 1, 2015, November 1, 2015 and January 1, 2016.

c) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility Committee was formulated pursuant to the provisions of the Companies Act, 2013. CSR Policy was formulated at the meeting of Board of Directors held on November 24, 2015 for the purposes of undertaking CSR activities in compliance with the Companies Act, 2013.

During the year under review, the CSR Committee met 1 (one) time during the year on November 24, 2015.

d) Advisory Committee

The Advisory Committee was formulated at the meeting of the Board of Directors held on November 24, 2015 with the scope of providing Technology based Consultancy to improve overall business operations and process enhancement. The constitution of the Advisory Committee is not a mandatory requirement as per the provisions of the Companies Act, 2013.

Composition of the Committees:

Committee	Member
Audit Committee	Mr. Deepinder Goyal Mr. Sudhir Bhargava Ms. Ireena Vittal Mr. Kaushik Dutta
Compensation Committee	Mr. Deepinder Goyal Mr. Pankaj Chaddah
CSR Committee	Mr. Deepinder Goyal Mr. Pankaj Chaddah Mr. Sudhir Bhargava
Advisory Committee	Mr. Akhil Gupta

Particulars of Loan, Guarantees and Investments

All Particulars including disclosures, as specified under Section 186 of the Companies Act, 2013 and rules made thereunder, forms part of the Notes to Accounts of the Financial Statements of the Company.

Particulars of Contracts or Arrangements with Related Parties

During the Financial year under review, the details of related party transactions forms part of the Notes to Accounts of the Financial Statementss of the Company.

Material changes and commitments, if any,

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

Extract of Annual Return

The extract of Annual Return, in format MGT -9, for the Financial Year 2015-16 forms part of this Report and enclosed as **Annexure- 1**.

Particulars of Employees

The table containing the name of every employee employed throughout the financial year and in receipt of remuneration of ₹ 60 lakh or more, or employed for part of the year and in receipt of ₹ 5 lakh or more in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is available at the registered office of the Company for inspection by members and a copy of same shall be made available, without any fee, if required.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

a) **Conservation of Energy:**

Steps taken for conservation of energy	**NA**
Steps taken for utilizing alternate sources of energy	**NA**
Capital investment on energy conservation equipment	**NA**

b) **Technology Absorption:**

Efforts made towards technology absorption	**NA**
Benefits derived	**NA**
Expenditure on Research &Development, if any	**NA**
In case of imported technology:	**NA**
- Details of technology imported, if any	**NA**
- Year of import	**NA**
- Whether imported technology fully absorbed	**NA**
- Areas where absorption of imported technology has not taken place, if any	**NA**

c) **Foreign Exchange Earnings/ Outgo:**

Earnings	INR 51,43,82,767
Outgo	INR 78,23,99,604

Risk Management Policy

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximise the realization of opportunities. The Company has laid down a comprehensive Risk Management Policy which is reviewed by the Management of the Company, from time to time, to ensure that executive management controls risk through means of properly defined framework. The major risks have been identified by the Company and its mitigation measures have been discussed in the areas such as risk intrinsic to the nature of tasks to be undertaken, risk associated with management approach, external risk that could affect the activity, the company or the assumptions on which the business plans were made.

Change of Corporate Office of the Company

During the year under review, the Corporate Office of the Company is shifted from "139-P, Sector-43, Gurgaon- 122002" to "22nd Floor, One Horizon Center, Golf Course Road, Phase V, Gurgaon – 122003".

Deposits

The Company has not accepted any Deposits under section 73 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014. There were no unclaimed or unpaid deposits as on March 31, 2016.

Corporate Social Responsibility (CSR) Policy

The extract of Corporate Social Responsibility (CSR) activities for the Financial Year 2015-16 forms part of this Report and enclosed as **Annexure- 2**.

Details of Subsidiaries, Joint Venture or Associates

During the year under review, the list of Subsidiaries/ Joint Venture/ Associates incorporated / acquired is enumerated below:

i. Zomato Internet Private Limited
ii. Zomato Spain SL
iii. Zomato South Africa (Pty) Limited
iv. Zomato Philippines Inc.
v. Zomato Middle East FZ-LLC
vi. Zomato Denmark Aps
vii. Zomato Vietnam Company Limited
viii. Zomato Ireland Limited- Jordan
ix. Zomato Media Private Limited- Singapore

Further, a statement including the salient features of the Financial Statements of the Subsidiaries/ Joint Venture/ Associates of the Company in the prescribed Form AOC–1 forms part of the Financial Statements of the Company. The statement also provides the details of performance, financial positions of each of the stated entities. Attached as **Annexure – 3.**

Statutory Auditors & Auditors Report

M/s S.R. Batliboi & Associates LLP, Chartered Accountants (FRN-101049W/E300004) were appointed as Statutory Auditors of the Company at the 4th Annual General Meeting of the Company to hold office until the conclusion of Annual General Meeting for the FY 2018-2019. In terms of Section 139(2) of the Companies Act, 2013 read with Rule 6 of the Companies Act Rules, 2014, and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), their appointment is subject to ratification by members at every Annual General Meeting. Accordingly, the Board recommends ratification of their appointment as Statutory Auditors of the Company by the shareholders at the ensuing Annual General Meeting of the Company.

The Notes to Accounts on Financial Statements as referred in the Auditors' Report are self-explanatory and do not call for any further comments. Auditors have not reported any instance to the Company covered under section 143 (12) of the Act.

Cost Auditors

The Provisions related to Cost Auditors are not applicable to the Company.

Acknowledgment

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and support extended by all regulatory and Governmental authorities, Bankers and the shareholders of the Company. We look forward to their continuous support in the future.

Your Directors also wish to express their deep appreciation for the valuable contribution made by the entire management team and the employees of the Company. Your Directors look to the future with confidence and optimism.

For and on behalf of the Board of Directors
For Zomato Media Private Limited

Sd/-
Deepinder Goyal
Director
DIN: 02613583

Sd/-
Pankaj Chaddah
Director
DIN: 02625858

Date: May 19, 2016
Place: Gurgaon

ZOMATO MEDIA PRIVATE LIMITED

ANNEXURE-1

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN FOR YEAR ENDED ON 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	U93030DL2010PTC198141
ii)	Registration Date	18/01/2010
iii)	Name of the Company	ZOMATO MEDIA PRIVATE LIMITED
iv)	Category/ Sub Category of Company	Company Limited by Shares Indian Non- Government Company
v)	Registered Office Address	Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi- 110019
vi)	Whether listed	No
vii)	Name, Address & contact details of the Registrar & Transfer Agent, if any	N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No.	Name and Description of Main products/ services	NIC Code of the Product/ Service	% to total turnover of company
1.	Advertising Services	7310	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S.No.	Name and Address of Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Info Edge (India) Limited Ground Floor, 12-A, 94, Meghdoot, Nehru Place, New Delhi-110 019	L74899DL1995PLC068021	Holding	39.09%	Section 2(46)
2.	Zomato Midia Brasil Ltda Avenida Paulista No. 2444 18 andar, conjunto 181, Bairro Cerqueira Cesar, Sao Paulo, CEP 01310 - 300	-N.A.-	Subsidiary	100%	Section 2(87)
3.	Zomato Media Portugal, Unipessoal, Lda Avenida 24 de Julho N102 E, 1200- 478, Lisoba	-N.A.-	Subsidiary	100%	Section 2(87)
4.	PT. Zomato Media Indonesia AXA Tower, Kuningan City 45th Floor, Jl. Prof. Dr. Satrio Kav. 18, Kel. Karet Kuningan, Kec. Setiabudi	-N.A.-	Subsidiary	100%	Section 2(87)
5.	Zomato Media (Private) Limited 2nd Floor, Mclarens Building, 123, Bauddhal Oka, Mawatha, Colombo 04	-N.A.-	Subsidiary	100%	Section 2(87)
6.	Zomato Chile SpA Av. Andrés Bello 2711 – Pisos 8 y 9 – Torre Costanera – CP 7550611 – Las Condes – Santiago – Chile	-N.A.-	Subsidiary	100%	Section 2(87)
7.	Zomato NZ Media Private Limited Alliot NZ Limited (Chartered Accountant), Level 2, 142 Broadway Newmarket, Auckland 1023, NZ	-N.A.-	Subsidiary	100%	Section 2(87)
8.	Zomato Ireland Limited 6, The Courtyard Building, Camanhall Road, Sandyford, Dublin-18, Ireland	-N.A.-	Subsidiary	100%	Section 2(87)
9.	Zomato Canada Inc. 82, Peter Street, Suite 400, Toronto ON M5V 2G5	-N.A.-	Subsidiary	100%	Section 2(87)
10.	Zomato UK Limited Devonshire House, 60 Goswell Road, London	-N.A.-	Subsidiary	100%	Section 2(87)
11.	Zomato Colombia SAS Calle 100, No. 8A-55, Torre C, Officinia 714, Bogotá DC, Colombia	-N.A.-	Subsidiary	100%	Section 2(87)
12.	Zomato Sweden AB C/o Advokatfirman Lindahl KB, Box 1065, 101, 39, Stockholm	-N.A.-	Subsidiary	100%	Section 2(87)

ZOMATO MEDIA PRIVATE LIMITED

S.No.	Name and Address of Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
13.	Zomato Malaysia Sdn. Bhd. Suite 1005, 10th Floor, Wisma Hamzah-Kwong Hing, No. 1, Leboh Ampang, 50100 Kuala Lumpur, Malaysia	-N.A.-	Subsidiary	100%	Section 2(87)
14.	Zomato Australia PTY Limited 1198, Toorak Road, Camberwell, VIC, 3124	-N.A.-	Subsidiary	100%	Section 2(87)
15.	Lunchtime.cz s.r.o. Brno-m□sto, Údolní 326/11, postcode 602 00	-N.A.-	Subsidiary	100%	Section 2(87)
16.	Zomato Slovakia s.r.o. Prazska 11 Bratislava 811 04 Slovakia	-N.A.-	Subsidiary	100%	Section 2(87)
17.	Gastronauci Sp z.o.o. Plac Inwalidów 10, 01-552 Warszawa	-N.A.-	Subsidiary	100%	Section 2(87)
18.	Zomato Hungary Korlátolt Felel□sség□ Társaság (Zomato Hungry Kft.) 1163, Budapest, Cziraki utca. 24-32 A/ 1. 11.em.122 Hungary	-N.A.-	Subsidiary	100%	Section 2(87)
19.	Zomato Finland Oy C/o Asianajotoimisto MK-Law, oy Hirasalantine 11 02420 Jorvas, Finland	-N.A.-	Subsidiary	100%	Section 2(87)
20.	Zomato Peru S.A.C. Av. De la Floresta No. 497, 5th Floor, district of San Borja, Lima, Perú	-N.A.-	Subsidiary	100%	Section 2(87)
21.	Zomato International RO SRL District 1, Ion Campineanu Street, no. 11, 4th floor, room 410, module "S", zip code 010031, Bucharest	-N.A.-	Subsidiary	100%	Section 2(87)
22.	Zomato Austria GmbH Simmeringer Hauptstraße 24, 1110 Wien	-N.A.-	Subsidiary	100%	Section 2(87)
23.	Zomato Ireland Limited- Jordan Amman – Mammdoh Al-Saraireh St. Bldg. 11-Um Al Summaq	-N.A.-	Subsidiary	100%	Section 2(87)
24.	Cibando Limited Lloyds Avenue House, 6 Lloyds Avenue, London EC3N 3AX	-N.A.-	Subsidiary	100%	Section 2(87)
25.	Zomato, Inc. 2711, Centerville Road, Suite 400, The City of Wilmington, Country of New castle, Delaware, 19808	-N.A.-	Subsidiary	100%	Section 2(87)
26.	Zomato Netherlands B.V. Jan van goyen kade 8, 1075, HP Amsterdam	-N.A.-	Subsidiary	100%	Section 2(87)
27.	Zomato USA, LLC 2711, Centerville Road, Suite 400, The City of Wilmington, Country of New castle, Delaware, 19808	-N.A.-	Associate	N.A.	Section 2(6)
28.	Nextable, Inc. 2711, Centerville Road, Suite 400, The City of Wilmington, Country of New castle, Delaware, 19808	-N.A.-	Associate	N.A.	Section 2(6)
29.	Zomato Internet Hizmetleri Ticaret Anonim Sirketi □stanbul □i□li Büyükdere Cad.Ecza Sok. Safter Hanno.6 K.4	-N.A.-	Associate	N.A.	Section 2(6)
30.	Zomato Norway AS C/o Advokatfirmaet Haavind AS, Bygdoy alle 2, 0257 Oslo	-N.A.-	Subsidiary	100%	Section 2(87)
31.	Zomato Media Private Limited 1 Raffles Place, #28-02, one Raffles Place, Singapore (048616)	-N.A.-	Subsidiary	100%	Section 2(87)

S.No.	Name and Address of Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
32.	Zomato Spain SL Paseo De La castellana 352, Madrid, Spain	-N.A.-	Subsidiary	100%	Section 2(87)
33.	Zomato South Africa (Pty) Ltd 1, Bompas Road Dunkeld West, Randburg, Gauteng, 2196	-N.A.-	Subsidiary	100%	Section 2(87)
34.	Zomato Philipppines Inc. Honda Cars Building- #2 President Sergio Osmeña Highway Magallanes	-N.A.-	Subsidiary	100%	Section 2(87)
35.	Zomato Middle East FZ-LLC Executive Desk No. 21, Ground Floor, Building No. 16, Dubai, United Arab Emirates	-N.A.-	Subsidiary	100%	Section 2(87)
36.	Zomato Denmark ApS c/o Lexsos Lawyers Jernbanegade 4, DK-5000, Odense C	-N.A.-	Subsidiary	100%	Section 2(87)
37.	Zomato Vietnam Company Limited 507/18 Le Quang Dinh, Ward 1, Go Vap District, Ho Chi Minh City, Vietnam	-N.A.-	Subsidiary	100%	Section 2(87)
38.	Zomato Media WLL PO Box No. 82365, Doha City, Qatar	-N.A.-	Joint Venture	49%	Section 2(6)
39.	Zomato Internet Private Limited	U74900DL2015PTC286208	Subsidiary	100%	Section 2(87)
40.	Naukri Internet Services Limited	U74899DL1999PLC102748	Associate	N.A.	Section 2(6)

IV. SHAREHOLDING PATTERN

(Equity Share Capital Break up as percentage to Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	81661	81661	27.38%	0	81661	81661	26.55%	-0.83%
b) Central Govt.or	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt.(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corporates	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Bank/FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other.....	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL (A) (1):-	0	81661	81661	27.38%	0	81661	81661	26.55%	-0.83%
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other- Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks/FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any other...	0	0	0	0.00%	0	0	0	0.00%	0.00%
				0.00%				0.00%	0.00%
SUB TOTAL (A) (2)	0	0	0		0	0	0		
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**0**	**81661**	**81661**	**27.38%**	**81661**	**0**	**81661**	**26.55%**	**-0.83%**
B. PUBLIC SHAREHOLDING									
(1) Institutions									

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks/FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
C) Central Govt.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt.(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIIS	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL (B)(1):	0	0	0	0.00%	0	0	0	0.00%	0.00%
(2) Non Institutions									
a) Bodies corporates									
i) Indian	0	167730	167730	56.23%	0	167730	167730	54.53%	-1.70%
ii) Overseas	0	10574	10574	3.54%	0	10574	10574	3.44%	-0.10%
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakhs	0	5885	5885	1.97%	4310	1575	5885	1.91%	-0.06%
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Others **(TRUST)**	0	32453	32453	10.88%	0	41766	41766	13.58%	2.70%
									0.00%
SUB TOTAL (B)(2):	0	216642	216642	72.62%	4310	221645	225955	73.45%	0.83%
Total Public Shareholding (B)= (B)(1)+(B)(2)	**0**	**216642**	**216642**	**72.62%**	**4310**	**221645**	**225955**	**73.45%**	**0.83%**
C. Shares held by Custodian for GD₹ & AD₹	**0**	**0**	**0**	**0.00%**	**0**	**0**	**0**	**0.00%**	**0.00%**
Grand Total (A+B+C)	**0**	**298303**	**298303**	**100.00%**	**85971**	**221645**	**307616**	**100.00%**	**0.00%**

ii) Shareholding of Promoters

Sl.No.	Shareholder's Name	Shareholding at beginning of year			Shareholding at end of year			% change in shareholding during the year
		No of Shares	% of total shares of company	% of shares pledged encumbered to total shares	No of Shares	% of total shares of company	% of shares pledged encumbered to total shares	
1.	Deepinder Goyal	61245	20.53%	0%	61245	19.91%	0%	-0.62%
2.	Pankaj Chaddah	20416	6.84%	0%	20416	6.64%	0%	-0.20%

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl.No.	Particulars	Shareholding		Changes in Shareholding	
		No. of Shares	% of total shares of company	No of Shares	% of total shares of company
1.	At beginning of year	81661	27.38%	NIL	NIL
2.	Less/Add changes during the year	-	-	NIL	NIL
3.	At end of year	81661	26.55%	NIL	NIL

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Particulars	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No of Shares at beginning (01.04.2015)/ end of the year (31.03.2016)	% of total shares of company				No of Shares at beginning (01.04.2015)/ end of the year (31.03.2016)	% of total shares of company
1	Info Edge (India) Limited	164451	55.13%	01.04.2015		Nil movement during the year	164451	55.13%
		164451	53.46%	31.03.2016			164451	53.46%
2	Foodiebay Employees ESOP Trust	32453	10.88%	01.04.2015			32435	10.88%
				04.03.2016	9313	Allotment	41766	13.58%
		41766	13.58%	31.03.2016			41766	13.58%
3	SCI Growth Investments II	7295	2.45%	01.04.2015		Nil movement during the year	7295	2.45%
		7295	2.37%	31.03.2016			7295	2.37%
4	Gunjan Patidar	4310	1.44%	01.04.2015		Nil movement during the year	4310	1.44%
		4310	1.40%	31.03.2016			4310	1.40%
5	Naukri Internet Services Limited	3279	1.10%	01.04.2015		Nil movement during the year	3279	1.10%
		3279	1.07%	31.03.2016			3279	1.07%
6	VY Investments Mauritius Limited	2459	0.82%	01.04.2015		Nil movement during the year	2459	0.82%
		2459	0.80%	31.03.2016			2459	0.80%
7	Vivek Khare	953	0.32%	01.04.2015		Nil movement during the year	953	0.32%
		953	0.31%	31.03.2016			953	0.31%
8	Sequoia Capital India Growth Investment Holdings I	820	0.27%	01.04.2015		Nil movement during the year	820	0.27%
		820	0.27%	31.03.2016			820	0.27%
9	Sharad Malik	622	0.21%	01.04.2015		Nil movement during the year	622	0.21%
		622	0.20%	31.03.2016			622	0.20%

v) Shareholding of Directors and Key Managerial Personnel*:

Sl. No.	Particulars	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No of Shares at beginning (01.04.2015)/ end of the year (31.03.2016)	% of total shares of company				No of Shares at beginning (01.04.2015)/ end of the year (31.03.2016)	% of total shares of company
1	Deepinder Goyal	61245	20.53%	31.03.2015		Nil movement during the year	61245	20.53%
		61245	19.91%	31.03.2016			61245	19.91%
2	Pankaj Chaddah	20416	6.84%	01.04.2015		Nil movement during the year	20416	6.84%
		20416	6.64%	31.03.2016			20416	6.64%

* None of the other directors and Key Managerial Personnel of the Company hold any shares in the Company.

V. Indebtedness

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

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	**Nil**	**Nil**	**Nil**	**Nil**
Change in Indebtedness during the financial year • Addition • Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	**Nil**	**Nil**	**Nil**	**Nil**

VI. Remuneration of Directors and Key Managerial Personnel

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Deepinder Goyal*	Pankaj Chaddah*	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	47,96,700 Nil Nil	52,28,401 Nil Nil	1,00,25,101 Nil Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total (A)	47,96,700	52,28,401	1,00,25,101
	Ceiling as per the Act	N/A	N/A	N/A

*Mr. Deepinder Goyal had voluntarily waived off his remuneration and Mr. Pankaj Chaddah had voluntarily reduced his remuneration from ₹ 70,00,000/- to ₹ 35,00,000/- w.e.f. October 1, 2015.

B. *Remuneration to other directors:*

Sl. No.	Particulars of Remuneration	Name of the Director				Total Amount
	Independent Directors • Fee for attending board / committee Meetings • Commission • Others, please specify	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
	Total (1)	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
	Total (2)	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	Total (B)=(1+2)	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	Total Managerial Remuneration	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	Overall Ceiling as per the Act					

C. *Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD*

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO**	
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	47,08,837 NIL NIL	47,08,837 NIL NIL
	Stock Option	N.A.	N.A.		
	Sweat Equity	N.A.	N.A.	NIL	NIL
	Commission - as % of profit - others, specify...	N.A.	N.A.	NIL	NIL
	Others, please specify	N.A.	N.A.	NIL	NIL
	Total	**N.A.**	**N.A.**	**47,08,837**	**47,08,837**

** Mr. Umesh Hora has resigned as Chief Financial Officer w.e.f. November 17, 2015.

VII. **Penalties / Punishment/ Compounding of offences:**

Type	Section of Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Office in Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors
For Zomato Media Private Limited

Sd/-
Deepinder Goyal
Director
DIN: 02613583

Sd/-
Pankaj Chaddah
Director
DIN: 02625858

Date: May 19, 2016
Place: Gurgaon

ZOMATO MEDIA PRIVATE LIMITED

Annexure- 2

REPORT ON CSR ACTIVITIES

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs –** Zomato Media Private Limited' CSR Policy strives for the betterment of society and has the vision of promoting an inclusive and sustainable development of the environment it operates. The CSR policy of the Company strives for the economic development that have positive impact on the society at large with special focus on addressing hunger, malnutrition, poverty, education and health apart form other areas through its activities. Zomato CSR' Policy is available on the website of the Company i.e. www.zomato.com

2. **The Composition of the CSR Committee –**

   The CSR Committee composed of:

Sl. No.	Name of Member	Designation
1	Pankaj Chaddah	Chairman
2	Deepinder Goyal	Member
3	Sudhir Bhargava	Member

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

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – NIL**

5. **Details of CSR spent during the financial year** –

   (a) Total amount to be spent for the financial year; NIL

   (b) Amount unspent , if any; NIL

   (c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local Area or other (2)Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs **Sub Heads:** (1) Direct Expenditure on projects or programs (2) Overheads:	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2							
3	Total						

   *Give details of implementing agency:

6. In View of the losses, the Company has not spent any amount on CSR activities.

7. The implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company

Pankaj Chaddah
Chairman - CSR Committee
DIN - 02625858

Deepinder Goyal
Director
DIN - 02613583

Annexure- 3

FORM AOC-I

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

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

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Exchange Rate	Closing Rate	Average Rate	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after taxation	Proposed Dividend	% of shareholding
1	Zomato Midia Brasil Ltda	31-Mar-16	Brazilian real		18.38	18.33	19,942,275	(21,021,078)	2,723,217	2,723,217	-	-	(974,183)	-	(974,183)	-	100%
2	Zomato Chile SpA	31-Mar-16	Chilean Peso		0.10	0.10	50,575,307	(50,107,857)	6,197,830	6,197,830	-	2,836,765	(24,797,953)	-	(24,797,953)	-	100%
3	PT. Zomato Media Indonesia	31-Mar-16	Indonesian Rupiah		0.00	0.00	70,058,214	(65,290,896)	20,401,360	20,401,360	-	29,083,178	(43,615,002)	-	(43,615,002)	-	100%
4	Zomato Ireland Limited	31-Mar-16	Euro		75.06	72.16	7,288,553,950	(1,173,346,160)	6,149,598,654	6,149,598,654	3,962,881,368	37,365,965	(1,074,259,661)	-	(1,074,259,661)	-	100%
5	Zomato NZ Media Private Limited	31-Mar-16	NZD		45.71	44.25	223,699,710	(207,380,064)	28,150,544	28,150,544		78,355,023	(132,921,156)	-	(132,921,156)	-	100%
6	Zomato Media Portugal, Unipessoal, LDA	31-Mar-16	Euro		75.06	72.16	90,823,360	(94,047,267)	14,438,997	14,438,997		26,214,598	(49,876,703)	-	(49,876,703)	-	100%
7	Zomato Media (Private) Limited	31-Mar-16	Sri Lankan Rupee		0.43	0.46	3,348,100	(2,441,188)	1,162,697	1,162,697	-	102,201	(1,734,925)	-	(1,734,925)	-	100%
8	Zomato Middle East FZ-LLC	31-Mar-16	AED		17.99	17.79	135,566,250	(182,870,297)	67,793,216	67,793,216		-	(180,159,535)	-	(180,159,535)		
9	Zomato Canada Inc.	31-Mar-16	CAD		50.97	49.86	287,950,302	(287,802,441)	29,639,344	29,639,344	-	14,713,525	(225,523,293)	-	(225,523,293)	-	100%
10	Zomato UK Limited	31-Mar-16	GBP		94.97	98.48	188,032,118	(191,104,215)	1,128,991	1,128,991	-	3,858,771	(105,609,179)	-	(105,609,179)	-	100%
11	Zomato Colombia SAS	31-Mar-16	Colombian Peso		0.02	0.22	1,460,000	(395,000)	1,065,000	1,065,000	-	-	-	-	-	-	100%
12	Zomato Malaysia Sdn. Bhd.	31-Mar-16	Malaysian Ringgit		16.89	16.17	19,578,800	(18,484,395)	1,952,385	1,952,385	-	22,133	(8,453,731)	-	(8,453,731)	-	100%
13	Zomato Sweden AB	31-Mar-16	Swedish Krona		8.13	7.72	432,690	(121,321)	311,369	311,369	-	-	(90,339)	-	(90,339)	-	100%
14	Lunchtime. cz s.r.o	31-Mar-16	Czech Republic Koruna		2.77	2.66	43,960,690	(41,927,938)	12,408,075	12,408,075	-	22,753,568	(36,124,065)	-	(36,124,065)	-	100%
15	Zomato Australia PTY Limited	31-Mar-16	AUD		50.68	48.06	648,027,720	(659,315,276)	112,968,848	112,968,848	-	194,235,963	(653,521,736)	-	(653,521,736)	-	100%
16	Zomato Slovakia s.r.o	31-Mar-16	Euro		75.06	72.16	68,054,820	(69,368,054)	1,407,323	1,407,323	-	4,826,684	(57,980,434)	-	(57,980,434)	-	100%
17	Zomato Hungry Kft.	31-Mar-16	Hungarian Forint		0.24	0.23	725,100	(53,828)	671,272	671,272	-	-	(43,570)	-	(43,570)	-	100%
18	Gastronauci Sp z.o.o	31-Mar-16	Polish Zloty		17.60	17.06	54,534,059	(51,492,772)	10,667,726	10,667,726	-	6,561,749	(37,164,615)	-	(37,164,615)	-	100%
19	Zomato Finland Oy	31-Mar-16	Euro		75.06	72.16	177,011	(100,302)	76,709	76,709	-	-	(106,645)	-	(106,645)	-	100%
20	Zomato Peru S.A.C.	31-Mar-16	Peruvian Nuevo Sol		19.32	19.67	22,469	(2,315)	20,154	20,154	-	-	-	-	-	-	100%
21	Zomato Austria GmbH	31-Mar-16	Euro		75.06	72.16	1,233,334	(30,316)	1,203,018	1,203,018	-	-	(106,212)	-	(106,212)	-	100%
22	Zomato Ireland Limited-Jordan	31-Mar-16	Jordanian Dinar		93.14	91.90	4,523,841	128,909	4,652,750	4,652,750	-	-	-	-	-	-	100%

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Exchange Rate	Closing Rate	Average Rate	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after taxation	Proposed Dividend	% of shareholding
23	Zomato International RO SRL	31-Mar-16	Romanian lei		16.77	16.18	3,000	354	3,354	3,354	-	-	-	-	-	-	100%
24	Zomato, Inc.	31-Mar-16	USD		66.10	65.34	2,612,235,000	(1,004,479,482)	1,607,755,518	1,607,755,518	1,560,593,490	-	(956,659,618)	-	(956,659,618)	-	100%
25	Zomato Netherlands B.V.	31-Mar-16	Euro		75.06	72.16	5,552,323	374,936,446	381,165,260	381,165,260	379,990,838	-	(3,373,476)	-	(3,373,476)	-	100%
26	Cibando Ltd	31-Mar-16	Euro		75.06	72.16	126,463,486	(117,467,714)	15,296,602	15,296,602	-	1,239,917	(126,930,264)	-	(126,930,264)	-	100%
27	Zomato Internet Hizmetleri Ticaret Aninom Sirketi	31-Mar-16	Turkish Lira		23.36	22.98	390,941,583	(387,039,519)	24,852,516	24,852,516	-	26,738,486	(108,780,464)	-	(108,780,464)	-	100%
28	Zomato USA, LLC	31-Mar-16	USD		66.10	65.34	2,317,490,836	(2,198,912,738)	2,195,735,327	2,195,735,327	-	39,242,574	(1,995,229,481)	-	(1,995,596,467)	-	100%
29	Nextable, Inc.	31-Mar-16	USD		66.10	65.34	57,499,904	(71,915,726)	9,965,138	9,965,138	-	10,489,355	(72,633,682)	-	(72,633,682)	-	100%
30	Zomato Norway AS	31-Mar-16	NOK		7.97	7.89	250,512	(26,751)	223,761	223,761		-	(15,095)	-	(15,095)		100%
31	Zomato Media Private Limited	31-Mar-16	SGD		49.02	47.12	49	(2,954,556)	706,913	706,913		-	(486,799)	-	(486,799)		100%
32	Zomato Spain SL	31-Mar-16	Euros		75.06	72.16	216,466	(68,378)	148,088	148,088		-	(74,103)	-	(74,103)		100%
33	Zomato South Africa (PTY) Limited	31-Mar-16	ZAR		4.45	4.78	105,342,300	(94,000,614)	16,864,803	16,864,803		5,786,579	(97,675,786)	-	(97,675,786)		100%
34	Zomato Philippines Inc.	31-Mar-16	PHP		1.44	1.41	126,132,886	(63,422,637)	77,696,471	77,696,471		10,330,716	(66,945,143)	-	(66,945,143)		100%
35	Zomato Denmark ApS	31-Mar-16	DKK		10.04	10.04	502,000	-	502,000	502,000		-	-	-	-		100%
36	Zomato Vietnam Company Limited	31-Mar-16	Vietnamese Dongg		0.03	0.03	3,374,350	(202,883)	3,171,467	3,171,467		-	14,817	-	14,817		100%
37	Zomato Internet Private Limited	31-Mar-16	INR		1.00	1.00	100,000	-	100,000	100,000		-	-	-	-		100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations.
2. Names of subsidiaries which have been liquidated or sold during the year.

ZOMATO MEDIA PRIVATE LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ZOMATO MEDIA PRIVATE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Zomato Media Private Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and jointly controlled entities, comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. The respective Board of Directors of the companies included in the Group and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (a) of the Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, and jointly controlled entities as at March 31, 2016, their consolidated loss, and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, we report, to the extent applicable, that:

(a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

(b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group's company incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its' subsidiary company incorporated in India, refer to our separate report in "Annexure 1" to this report;

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

i. The Holding Company does not have any pending litigations which would impact its financial position

ii. The Holding Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses

iii. There were no amounts which were required to be transferred to the investor Education and Protection Fund by the Holding Company incorporated in India.

Other Matter

(a) The accompanying consolidated financial statements include total assets of ₹.122,470,811 as at March 31, 2016, and total revenues and net cash outflows of ₹.127,728,895 and ₹.32,089,639 for the year ended on that date, in respect of certain subsidiaries and their branch offices (collectively referred to as 'subsidiaries) and Turkey, branch of the India Parent, which have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

(b) The accompanying consolidated financial statements include total assets of ₹ 15,870,937 as at March 31, 2016, and total revenues and net cash outflows of ₹ 235,107 and ₹ 7,620,754 for the year ended on that date, in respect of 15 subsidiaries, which have not been audited, which unaudited financial statements and other unaudited financial information have been furnished to us. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

(c) The accompanying consolidated financial statements include total assets of ₹.97,987,687 as at March 31, 2016, and total revenues and net cash outflows of ₹.89,580,454 and ₹.15,828,660, respectively for the year ended on that date, in respect of subsidiaries, and branch office of India parent (collectively, the, "Components"), derived from the financial statements of those Components, which have been audited by other auditors. Such audited financial statements, other financial information and the auditor's report(s) thereon have been furnished to us by the holding Company's management. Certain of these Components are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors who have submitted their audit reports, prepared under generally accepted auditing standards applicable in their respective countries, to the shareholders of these entities. The holding company's management has converted the financial statements and other financial information of the Components located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We audited the adjustments, which were applied to prepare the 2016 consolidated financial statements, made by the Holding Company's management to convert the financial statements of these Components from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. Our opinion on the consolidated financial statements, report in terms of sub-sections (3) and (11) of Section 143 of the Act and matters stated under the section "Other Legal and Regulatory Requirements" above, in so far as it relates to the aforesaid Components, is based solely on the reports of such other auditors. Our opinion is not modified in respect of this matter.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management

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

per Yogesh Midha
Partner
Membership Number: 094941
Place: Gurgaon
Date: May 19, 2016

ANNEXURE-1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ZOMATO MEDIA PRIVATE LIMITED

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

To the Members of Zomato Media Private Limited

In conjunction with our audit of the consolidated financial statements of Zomato Media Private Limited as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Zomato Media Private Limited (hereinafter referred to as the "Holding Company") and its subsidiary Zomato Internet Private Limited, which are the companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary Zomato Internet Private Limited are the companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

per Yogesh Midha
Partner
Membership Number: 094941
Place: Gurgaon
Date: May 19, 2016

ZOMATO MEDIA PRIVATE LIMITED

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

CIN: U93030DL2010PTC198141

Particulars	Notes	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Equity and liabilities			
Shareholders' funds			
Share capital	3	1,971,993	1,408,759
Reserves and surplus	4	5,829,421,241	4,235,616,139
		5,831,393,234	**4,237,024,898**
Share application money pending allotment			
Share application money pending allotment	3(i)	-	1,491,917,343
		-	**1,491,917,343**
Non-current liabilities			
Trade payables	5	48,567,265	20,927,227
Long-term provisions	6	14,999,384	13,112,419
		63,566,649	**34,039,646**
Current liabilities			
Short term borrowings	7	-	365,511
Trade payables	8		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		242,363,976	563,339,271
Other current liabilities	8	387,942,953	157,160,476
Short-term provisions	6	13,446,270	2,511,260
		643,753,199	**723,376,518**
Total		**6,538,713,082**	**6,486,358,405**
Assets			
Non current assets			
Fixed assets			
-Tangible assets	9	319,743,890	149,982,969
-Intangible assets	10	2,823,568,084	3,897,430,915
-Capital work-in-progress		14,218,389	21,048,280
Non-current investments	11	90,662,500	-
Loans and advances	12	167,507,762	39,303,511
Other non-current assets	13	1,256,913	2,102,421
		3,416,957,538	**4,109,868,096**
Current investments	14	480,000,000	1,642,353,080
Trade receivables	15	115,706,003	130,601,950
Cash and bank balances	16	2,203,001,883	477,769,824
Loans and advances	12	266,858,527	123,482,361
Other current assets	13	56,189,131	2,283,094
		3,121,755,544	**2,376,490,309**
Total		**6,538,713,082**	**6,486,358,405**
Summary of significant accounting policies	**2.1**		

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

As per our report of even date

For S.R. Batliboi & Associates LLP
Firm registration number: 101049W / E300004
Chartered Accountants

per Yogesh Midha
Partner
Membership No.: 94941

Place: Gurgaon
Date: May 19, 2016

For and on behalf of the Board of Directors of
Zomato Media Private Limited

Deepinder Goyal
(Director)
(DIN-02613583)

Pankaj Chaddah
(Director)
(DIN-02625858)

Harsh Kapoor
(Director Finance)
(ACA - 500577)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

CIN: U93030DL2010PTC198141

Particulars	Notes	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Income			
Revenue from operations	17	1,849,654,440	966,729,315
Other income	18	215,266,510	169,014,044
Total		**2,064,920,950**	**1,135,743,359**
Expenses			
Employee benefits expense	19	4,076,799,598	1,302,535,667
Depreciation and amortization expense	20	508,353,796	268,667,659
Finance costs	21	25,041,462	10,598,481
Other expenses	22	2,161,191,410	1,024,924,099
Exceptional items	23	1,037,449,703	-
Total		**7,808,835,969**	**2,606,725,906**
Loss before tax		**(5,743,915,019)**	**(1,470,982,547)**
Tax expense			
- Current tax		-	624,007
- Deferred tax asset written off		-	1,681,823
Total tax expense		**-**	**2,305,830**
Loss after taxation but before prior period items		**(5,743,915,019)**	**(1,473,288,377)**
Prior period items	24	**1,003,560**	**5,471,126**
Loss for the year		**(5,744,918,579)**	**(1,478,759,503)**
Earnings per equity share (nominal value of share Re. 1) (31 March 2015: Re. 1)	25		
Basic/diluted (loss) per equity share		(19,212.78)	(5,171.43)
Computed on the basis of total loss for the year			

Summary of significant accounting policies **2.1**

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

As per our report of even date

For S.R. Batliboi & Associates LLP
Firm registration number: 101049W / E300004
Chartered Accountants

per Yogesh Midha
Partner
Membership No.: 94941

Place: Gurgaon
Date: May 19, 2016

For and on behalf of the Board of Directors of
Zomato Media Private Limited

Deepinder Goyal
(Director)
(DIN-02613583)

Pankaj Chaddah
(Director)
(DIN-02625858)

Harsh Kapoor
(Director Finance)
(ACA - 500577)

ZOMATO MEDIA PRIVATE LIMITED

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2016

CIN: U93030DL2010PTC198141

PARTICULARS	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Cash flow from operating activities		
Loss after tax and prior period items	(5,744,918,579)	(1,476,453,673)
Non-cash adjustment to reconcile Loss after tax and prior period items to net cash flows		
Depreciation and amortization	508,353,796	268,667,659
Loss/ (Profit) on sale of fixed assets (net)	13,912,977	(112,605)
Interest expense	3,756,970	6,605,831
Employee stock option expense	135,332,243	229,056,996
Bad debts written off	57,709,755	3,128,357
Impairment of intangible assets	1,037,449,703	-
Advances Written off	40,695,976	216,077
Provision for doubtful debts and advances	22,089,305	25,952,873
Interest (income)	(119,277,904)	(14,273,018)
Net gain on sale of current investments	(68,864,164)	(146,834,896)
Operating loss before working capital changes	**(4,113,759,922)**	**(1,104,046,399)**
Movement in working capital :		
Increase/ (decrease) in trade payables	(320,975,295)	538,670,166
Increase/ (decrease) in provisions	13,353,478	11,232,731
Increase/ (decrease) in other current liabilities	258,422,515	103,401,830
Decrease / (increase) in trade receivables	(64,903,113)	(137,714,748)
Decrease / (Increase) in Current Assets	(4,028,921)	(180,673)
Decrease / (Increase) in loans & advances	(295,333,473)	(101,124,672)
Cash used in operation	**(4,527,224,473)**	**(689,761,765)**
Direct taxes paid (net of refund)	(22,514,039)	(6,751,878)
Net cash from/(used) in operating activities (A)	**(4,549,738,769)**	**(696,513,643)**
Cash flow from investing activities		
Purchase of fixed assets including capital work-in-progress and capital advance	(526,811,262)	(4,276,001,845)
Proceeds from sale of fixed assets	57,103,058	833,849
Investment in bank deposits (having original maturity of more than three months)	784,256	(2,009,123)
Redemption/maturity of bank deposits (having original maturity of more than three months)	(1,714,580,313)	174,261,159
Purchase of current investments	(480,000,000)	(4,265,991,659)
Purchase of non current investments	(90,662,500)	-
Proceeds from sale/maturity of current investments	1,711,217,244	4,534,932,353
Interest received	74,606,383	14,146,137
Net cash from/(used) in investing activities (B)	**(968,343,134)**	**(3,819,829,129)**
Cash flows from financing activities		
Proceeds from issuance of equity share capital including security premium	5,364	82,225,770
Proceeds from issuance of preference share capital including security premium	5,498,054,118	3,203,819,965
Proceeds from share application money pending allotment	-	1,491,917,343
Proceeds from short term borrowings	-	780,094,278
Repayment of short term borrowings	(365,511)	(780,000,000)
Interest paid	(3,756,970)	(6,605,831)
Net cash from/(used) in financing activities (C)	**5,493,937,001**	**4,771,451,525**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(24,144,903)**	255,108,754
Foreign currency monetary item translation difference on foreign subsidiaries	34,796,648	(125,483,316)
Cash and cash equivalents at the beginning of year	448,691,861	319,066,423
Cash and cash equivalents at end of year	**459,343,606**	**448,691,861**
Components of cash and cash equivalents		
Cash on hand	3,826,477	3,916,989
Cheque in hand	-	723,577
With banks - on current account	430,802,486	436,895,760
With banks - Restricted Cash held in separate accounts	5,716,169	-
With banks - on saving account	18,998,474	7,155,535
Total cash and cash equivalents (note 16)	**459,343,606**	**448,691,861**
Summary of significant accounting policies	**2.1**	

As per our report of even date

For S.R. Batliboi & Associates LLP
Firm registration number: 101049W / E300004
Chartered Accountants

per Yogesh Midha
Partner
Membership No.: 94941

Place: Gurgaon
Date: May 19, 2016

For and on behalf of the Board of Directors of
Zomato Media Private Limited

Deepinder Goyal
(Director)
(DIN-02613583)

Pankaj Chaddah
(Director)
(DIN-02625858)

Harsh Kapoor
(Director Finance)
(ACA - 500577)

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

1. Corporate information

Zomato Media Private Limited, its subsidiaries (including its branches) and a jointly controlled entity (hereinafter collectively referred to as 'the Group') are operating an internet portal providing all sorts of information, including but not limited to details of menus, contacts, discount offers, quality of service & food about restaurants & caterers, and other service providers, online ordering of food from select restaurants, to be availed by users of the website in making informed decisions about their dining options and related facilities and by restaurants, hotels and other caterers to advertise themselves to the target audience in India & abroad.

2. Principles of Consolidation

The consolidated financial statement relates to Zomato Media Private Limited ('the Company'), its subsidiary companies and jointly controlled entities ('the Group Companies') collectively referred to as 'the Group'. The consolidated financial statements have been prepared on the following basis:-

(i) The financial statements of the parent and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses after eliminating intra-group balances / transactions and resulting profits in full. Unrealized profit / losses resulting from intra-group transactions has also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the group.

(ii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements. Differences in accounting policies have been disclosed separately.

(iii) The difference between the cost to the Group of investment in Subsidiaries and the proportionate share in the equity of the investee company as at the date of acquisition of stake, if any, is recognized in the consolidated financial statements as Goodwill or Capital Reserve, as the case may be. Goodwill arising on consolidation is tested for impairment at the Balance Sheet date.

(iv) Minorities' interest in net profits of consolidated subsidiaries for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Group. Their share of net assets is identified and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the holding company.

(v) Investments in jointly controlled entities have been accounted using proportionate consolidation method whereby the Group includes its share of the assets, liabilities, income and expenses of the jointly controlled entities in its consolidated financial statements as per AS 27 on 'Financial Reporting of Interests in Joint Ventures' after elimination of intra-group balances, intra-group transactions and unrealized profit or loss on transactions between the group companies to the extent of the Company's proportionate share, except where cost cannot be recovered.

(vi) The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company i.e. year ended March 31, 2016.

The entities considered in the Consolidated Financial Statements are listed below:

S. No.	Name of the Company	Country	Relationship	Percentage of effective ownership interest held (directly or indirectly)
1	Zomato Midia Brasil Ltd	Brazil	Subsidiary of Zomato Media Private Limited	100%
2	Pt Zomato Media Indonesia	Indonesia	Subsidiary of Zomato Media Private Limited	100%
3	Zomato NZ Media Private Limited	New Zealand	Subsidiary of Zomato Media Private Limited	100%
4	Zomato Media (Private) Limited	Sri Lanka	Subsidiary of Zomato Media Private Limited	100%
5	Zomato Portugal Media, Unipessoal Lda	Portugal	Subsidiary of Zomato Media Private Limited	100%
6	Zomato Chile Spa	Chile	Subsidiary of Zomato Media Private Limited	100%
7	Zomato Middle East FZ-LLC	Dubai	Subsidiary of Zomato Media Private Limited	100%
8	Zomato Ireland Limited (including Turkey and Lebanon branch)	Ireland	Subsidiary of Zomato Media Private Limited	100%
9	Zomato Internet Private Limited	India	Subsidiary of Zomato Media Private Limited	100%
10	Zomato UK Limited	United Kingdom	Subsidiary of Zomato Ireland Limited	100%
11	Zomato Canada Inc.	Canada	Subsidiary of Zomato Ireland Limited	100%
12	Zomato Malaysia Sdn. Bhd.	Malaysia	Subsidiary of Zomato Ireland Limited	100%
13	Zomato Slovakia S.R.O.	Slovakia	Subsidiary of Zomato Ireland Limited	100%
14	Zomato Colombia S.A.S	Colombia	Subsidiary of Zomato Ireland Limited	100%
15	Lunchtime.Cz S.R.O.	Czech Republic	Subsidiary of Zomato Ireland Limited	100%
16	Gastronauci Sp.Z.O.O.	Poland	Subsidiary of Zomato Ireland Limited	100%
17	Zomato Australia Pty Limited	Australia	Subsidiary of Zomato Ireland Limited	100%
18	Zomato Sweden Ab	Sweden	Subsidiary of Zomato Ireland Limited	100%
19	Zomato Hungary Kft.	Hungary	Subsidiary of Zomato Ireland Limited	100%
20	Zomato International Ro S.R.L.	Romania	Subsidiary of Zomato Ireland Limited	100%
21	Zomato Finland Oy	Finland	Subsidiary of Zomato Ireland Limited	100%
22	Zomato Austria Gmbh	Austria	Subsidiary of Zomato Ireland Limited	100%
23	Zomato Peru S.A.C.	Peru	Subsidiary of Zomato Ireland Limited	100%

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

S. No.	Name of the Company	Country	Relationship	Percentage of effective ownership interest held (directly or indirectly)
24	Zomato Netherlands B.V.	Netherlands	Subsidiary of Zomato Ireland Limited	100%
25	Cibando Ltd.	United Kingdom	Subsidiary of Zomato Ireland Limited	100%
26	Zomato, Inc.	USA	Subsidiary of Zomato Ireland Limited	100%
27	Zomato Spain SL	Spain	Subsidiary of Zomato Ireland Limited	100%
28	Zomato Ireland Limited – Jordan	Jordan	Subsidiary of Zomato Ireland Limited	100%
29	Zomato Vietnam Company Limited	Vietnam	Subsidiary of Zomato Ireland Limited	100%
30	Zomato Philippines Inc.	Philippines	Subsidiary of Zomato Ireland Limited	100%
31	Zomato South Africa (Pty) Ltd.	South Africa	Subsidiary of Zomato Ireland Limited	100%
32	Zomato Denmark ApS	Denmark	Subsidiary of Zomato Ireland Limited	100%
33	Zomato Media Pvt. Ltd.	Singapore	Subsidiary of Zomato Ireland Limited	100%
34	Norway - Zomato Norway AS	Norway	Subsidiary of Zomato Ireland Limited	100%
35	Zomato Internet Hizmetleri Ticaret Anonim Sirketi	Turkey	Subsidiary of Zomato Netherlands B.V	100%
36	Zomato USA, LLC	USA	Subsidiary of Zomato Inc.	100%
37	Nextable, Inc.	USA	Subsidiary of Zomato Inc.	100%
38	Zomato Media WLL	Qatar	Joint Venture of Zomato Media Private Limited	49%

2.1 Summary of significant accounting policy:

Change in Accounting Policy

I. Intangible assets

Till the year ended 31 March 2015, purchased goodwill was being amortized over a period of 5 years on a straight line basis. In the current year, management has changed the policy and has decided to test the goodwill for impairment at each reporting date as against the policy of amortizing over a period of 5 years which was being followed hitherto.

Had the company continued to use the earlier estimate of amortizing purchased goodwill, the loss for the year (net of tax of INR Nil) would have been higher by INR 113,972,309.

(a) **Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) **Tangible fixed assets**

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the assets to its working condition for the intended use.

Subsequent expenditure related to an item of fixed assets is added to its book value only if increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses of existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenditure are incurred.

Gain or losses if any from de-recognition of fixed assets are measured as the difference between the net disposal proceed and the carrying amount of the assets and are recognized in the statement of profit and loss when the assets are de-recognized.

(c) **Depreciation on tangible fixed assets**

Depreciation is provided using the Straight Line Method as per the useful life of the assets estimated by the management. The company has used the following rates (except in Brazil, Chile, Czech Republic, Poland, Portugal, Slovakia, Netherlands and Turkey) to provide depreciation on its fixed assets. The management has assessed that impact of such difference in rates is not material in context of overall financial statements.

Fixed Assets	Useful lives estimated by management
Air Conditioner	3 years
Electrical Equipments	3 years
Furniture & Fittings	3 years
Computers	2 years
Motor Vehicles	8 years
Telephone Instruments	2 years
Leasehold Improvement	4 Years or life based on lease period, whichever is lower

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

Based on the expected useful life of these assets, the company has considered below useful lives for different classes of assets.

- The useful lives of electrical equipments, furniture & fittings, computers, air conditioner and telephone instruments are estimated as 3, 3, 2,3 and 2 years respectively. These lives are lower than those indicated in schedule II.

Depreciation on the assets purchased during the year is provided on pro rata basis from the date of purchase of fixed assets. Individual assets costing upto ₹ 5,000 are depreciated fully in year of purchase.

(d) **Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is there fair value as at the date of amalgamation. Following, initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on a straight line basis over a period of two years. The group uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the company amortizes the intangible asset over the best estimate of its useful life.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Intangible assets acquired in a business combination are initially valued and recognized at fair market value using generally accepted valuation methods appropriate for the type of intangible asset. Intangible assets with definite lives are amortized over the estimated useful lives.

The Company's intangible assets are amortized over their estimated useful lives as listed (except in Brazil, Chile, Czech Republic, Poland, Portugal, Slovakia, Netherlands and Turkey) below using a straight line method. The management has assessed that impact of such difference in rates is not material in context of overall financial statements.

Nature of Assets	Life
Brand	5 years
Consumer contracts and relationship	5 years
Technology platform	5 years
Content review	5 years
Trademarks	5 years

(e) **Goodwill**

Goodwill (included under Intangible Assets) represents the difference between the group's share in the net worth of subsidiary and the cost of acquisition at each point of time of making the investment in subsidiary. For this purpose, the Group's share of net worth of subsidiary is determined on the basis of latest financial statements of the subsidiary prior to the acquisition, after making necessary adjustments for material events between of the date of such financial statements and date of respective acquisition.

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable tangible and intangible net assets purchased. Goodwill is not amortized but is tested for impairment on an annual basis

(f) **Leases**

Where the Group is lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

(g) **Impairment of tangible and intangible assets**

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the group estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount,

nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

(h) **Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(i) **Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The group collects service tax and value added tax on behalf of the government and, therefore, these are not economic benefits flowing to the group. Hence, they are excluded from revenue.

The following specific revenue recognition criteria must also be met before revenue is recognized :

Advertisement Income

Revenue from operating an internet portal providing all sorts of information about restaurants and caterers for display of advertisements are recognized on display of advertisements.

In case of Zomato USA, LLC, the display advertisement revenue is recognized on pay per click model. The company generates third party service fee by displaying or promoting their services or product offerings on its website. The revenue is recognized when number of users who click on the third party sponsored services or product offerings and thereby successfully avail the services such as table reservation and online food ordering.

Subscription revenue

Revenues from subscription contracts are recognized on accrual basis in accordance with terms of agreement entered into with customer.

Online Ordering

Revenues from Online Ordering are recognized in the form of commission income on accrual basis in accordance with the terms of agreement entered into with customers.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized when the group's right to receive dividend is established by the reporting date.

(j) **Foreign currency translation**

Foreign currency transactions & balances

i. Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii. Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences

The group accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

a. Exchange differences arising on monetary item that, in substance, form part of the Company's net investment in non-integral foreign operations is accumulated in the foreign currency translation reserve in the financial statements until the disposal of the net investment, at which time they are recognized as income or as expenses.

b. All other exchange differences are recognized as income or as expenses in the period in which they arise.

Translation of integral and non-integral foreign operation

The group classifies all its foreign operations as either "integral foreign operations" or "non-integral foreign operations."

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the company itself.

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

The assets and liabilities of a non-integral foreign operation are translated into the reporting currency at the exchange rate prevailing at the reporting date. Their statement of profit and loss are translated at exchange rates prevailing at the dates of transactions or weighted average weekly rates, where such rates approximate the exchange rate at the date of transaction. The exchange differences arising on translation are accumulated in the foreign currency translation reserve. On disposal of a non-integral foreign operation, the accumulated foreign currency translation reserve relating to that foreign operation is recognized in the statement of profit and loss.

(k) **Retirement and other employee benefits**

Retirement benefit in the form of provident fund/social security is a defined contribution scheme. The group has no obligation, other than the contribution payable to the provident fund/social security. The group recognizes contribution payable to the provident fund scheme/social security scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The group operates defined benefit plan for its employees, viz., gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried at using the projected unit credit method. Actuarial gain and loss for defined benefit plan is recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

In case of Turkey, the company has to pay social insurance premiums to Turkey Social Insurance Institutions. The company does not have any other obligations as long as the premiums are paid. These premiums are recognized into personnel expenses. These payments are calculated to a percentage of current gross wages and they are recognized as expense when they are incurred.

In case of other foreign subsidiary companies, contributions are made as per the respective country laws and regulations. The same is charged to statement of profit and loss on accrual basis. There is no obligation beyond the Company's contribution.

(l) **Income taxes**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the group recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the group does not have convincing evidence that it will pay normal tax during the specified period.

(m) **Employee Stock compensation cost**

Employees (including senior executives) of the group receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Guidance Note on Accounting for Employee Share-based payments, the cost of equity-settled transactions is measured using the fair value method. The cumulative expense recognized for equity-settled transaction at each reporting date until the vesting date reflects the extent to which the vesting period has expired and company's best estimate of the number of equity instrument that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(n) **Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares is adjusted for events if any that have changed the number of equity shares outstanding without a corresponding change in resources.

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

For the purpose of calculating basic EPS, shares allotted to ESOP trust pursuant to the employee share based payment plan are not included in the shares outstanding till the employees have exercised their right to obtain shares, after fulfilling the requisite vesting conditions. Till such time, the shares so allotted are considered as dilutive potential equity shares for the purpose of calculating diluted EPS.

(o) **Segment reporting**

The Company is engaged in operating an internet portal which is considered as the only reportable segment. Accordingly, the Company's business activities primarily fall within a single business segment. The analysis of geographical segments is based on the areas in which major operating divisions of the group operates. The 'others' segment include those segments, which are not separately reportable as per Accounting Standard 17.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

(p) **Provisions**

A provision is recognized when the group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

(q) **Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The group does not recognize a contingent liability but discloses its existence in the financial statements.

(r) **Cash and cash equivalent**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3 Share capital

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Authorized shares		
400,000 (31 March 2015: 400,000) equity shares of Re. 1 each	400,000	400,000
200,000 (31 March 2015: 200,000) 0.0001% optionally convertible cumulative redeemable preference shares (OCCRPS) of Re. 1 each	200,000	200,000
188,587 (31 March 2015: 160,127) 0.0001 % compulsorily convertible cumulative preference shares (CCCPS) of ₹ 10 each- Class A, B, C and D	1,885,870	1,601,270
	2,485,870	**2,201,270**
Issued, subscribed and fully paid-up shares		
307,616 (31 March 2015: 298,303) equity shares of Re. 1 each	307,616	298,303
Less: Amount recoverable from ESOP trust 31 March 2016: 9,313 of Re. 1 each (31 March 2015: 5,364) shares allotted to trust)	(9,313)	(5,364)
	298,303	**292,939**
167,369 (31 March 2015: 111,582) 0.0001 % compulsorily convertible cumulative preference shares (CCCPS) of ₹ 10 each- Class A, B, C and D	1,673,690	1,115,820
	1,971,993	**1,408,759**
	1,971,993	**1,408,759**

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

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

Equity shares

Particulars	31 March 2016		31 March 2015	
	No.	(Amount in ₹)	No.	(Amount in ₹)
At the beginning of the year	298,303	298,303	291,817	291,817
Issued during the year	-	-	1,122	1,122
Issued during the year - ESOP	9,313	9,313	5,364	5,364
Outstanding at the end of the year	**307,616**	**307,616**	**298,303**	**298,303**

Compulsorily convertible cumulative preference shares

Particulars	31 March 2016		31 March 2015	
	No.	(Amount in ₹)	No.	(Amount in ₹)
At the beginning of the year- Class A	78,791	787,910	78,791	787,910
At the beginning of the year- Class B	32,791	327,910	32,791	327,910
Issued during the year- Class C	27,327	273,270	-	-
Issued during the year- Class D	28,460	284,600	-	-
Outstanding at the end of the year	**167,369**	**1,673,690**	**111,582**	**1,115,820**

b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Re. 1 per share. Each holder of equity is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Terms of conversion/redemption of CCCPS- Class A

(i) During the year ended 31 March 2014, the Company issued 78,791 CCCPS-Class A, of ₹10 each fully paid-up at a premium of ₹ 26,970 per share. CCCPS carry cumulative dividend @ 0.0001% p.a. The company declares and pays dividends in Indian rupees. The preferential dividend is cumulative and shall accrue from year to year whether paid or not paid. All accrued dividends shall be paid in full (together with dividends accrued from prior years) prior to and in preference to any dividend or distribution payable upon shares of any other class or series in the same financial year. In addition to and after payment of the preference dividend, each CCCPS would be entitled to participate pari-passu in any cash or non-cash dividend paid to the holders of share of any other class (including ordinary share) or series on a pro-rata as if converted basis. Subject to the applicable laws, the CCCPS holder shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders of the company (including the ordinary shares). Each CCCPS shall entitle the holder to the number of votes equal to the number of whole or fractional ordinary shares into which such CCCPS could then be converted.

(ii) Each holder of CCCPS are entitled to convert the CCCPS into ordinary shares at any time at the option of the holder of the CCCPS or subject to the compliance of applicable laws each CCCPS automatically be converted into ordinary share, at the conversion price then in effect, upon the earlier of (i) one day prior to the expiry of 20 years from the allotment or (ii) in connection with a listing (or any listing of shares), prior to the filing of prospectus (or equivalent document by whatever name called) by the Company to the competent authority or such later date as may be applicable under applicable laws.

(iii) In the event of the liquidation of the company, total proceeds from the such liquidation, shall be distributed first to the holders of CCCPS, until the holders have received the minimum return.

(iv) The company will issue ordinary share pursuant to the conversion of any CCCPS shall be that number obtained by dividing the total amount actually paid by the holder of CCCPS by the applicable conversion price at the time in effect for such CCCPS which will be as per provision of clause 75 and 76.3 of Article of Association. No fractional share shall be issued upon conversion of CCCPS and number of ordinary share to be issued shall be rounded to the nearest whole share.

d) Terms of conversion/redemption of CCCPS- Class B

(i) During the year ended 31 March 2015, the Company issued 32,791 CCCPS- Class B, of ₹10 each fully paid-up at a premium of ₹ 97,703 per share. CCCPS carry cumulative dividend @ 0.0001% p.a. The company declares and pays dividends in Indian rupees. The preferential dividend is cumulative and shall accrue from year to year whether paid or not paid. All accrued dividends shall be paid in full (together with dividends accrued from prior years) prior to and in preference to any dividend or distribution payable upon shares of any other class or series in the same financial year. In addition to and after payment of the preference dividend, each CCCPS would be entitled to participate pari-passu in any cash or non-cash dividend paid to the holders of share of any other class (including ordinary share) or series on a pro-rata as if converted basis. Subject to the applicable laws, the CCCPS holder shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders of the company (including the ordinary shares). Each CCCPS shall entitle the holder to the number of votes equal to the number of whole or fractional ordinary shares into which such CCCPS could then be converted.

(ii) Each holder of CCCPS are entitled to convert the CCCPS into ordinary shares at any time at the option of the holder of the CCCPS or subject to the compliance of applicable laws each CCCPS automatically be converted into ordinary share, at the conversion price then in effect, upon the earlier of (i) one day prior to the expiry of 20 years from the allotment or (ii) in connection with a listing (or any listing of shares), prior to the filing of prospectus (or equivalent document by whatever name called) by the Company to the competent authority or such later date as may be applicable under applicable laws.

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(iii) In the event of the liquidation of the company, total proceeds from the such liquidation, shall be distributed first to the holders of CCCPS, until the holders have received the minimum return.

(iv) The company will issue ordinary share pursuant to the conversion of any CCCPS shall be that number obtained by dividing the total amount actually paid by the holder of CCCPS by the applicable conversion price at the time in effect for such CCCPS which will be as per provision of clause 77 and 77.3 of Article of Association. No fractional share shall be issued upon conversion of CCCPS and number of ordinary share to be issued shall be rounded to the nearest whole share.

e) Terms of conversion/redemption of CCCPS- Class C

(i) During the year ended 31 March 2016, the Company issued 27,327 CCCPS- Class C, of ₹10 each fully paid-up at a premium of ₹ 113,729 per share. CCCPS carry cumulative dividend @ 0.0001% p.a. The company declares and pays dividends in Indian rupees. The preferential dividend is cumulative and shall accrue from year to year whether paid or not paid. All accrued dividends shall be paid in full (together with dividends accrued from prior years) prior to and in preference to any dividend or distribution payable upon shares of any other class or series in the same financial year.

(ii) Each holder of CCCPS are entitled to convert the CCCPS into equity shares at any time at the option of the holder of the CCCPS subject to the compliance of applicable laws each CCCPS automatically be converted into equity share, at the conversion price then in effect, upon the earlier of (i) one day prior to the expiry of 20 years from the allotment or (ii) in connection with a listing (or any listing of shares), prior to the filing of prospectus (or equivalent document by whatever name called) by the Company to the competent authority or such later date as may be applicable under applicable laws. Each CCCPS shall be converted into Ordinary Shares at the conversion price determined as per detailed terms and conditions of CCCPS.

(iii) The initial conversion price of each CCCPS shall be 113,739.2195/- (Rupees One Lakh Thirteen Thousand Seven Hundred Thirty Nine point Two One Nine Five only) based on USD-₹ conversion rate of ₹ 62.1600 per USD, and to be updated at the time of closing and shall be subject to adjustments from time to time as provided herein, including as provided for furtherance of the Articles. Any adjustments of the conversion prices applicable form time to time, shall be documented by the Board and notify to the holders of CCCPS.

f) Terms of conversion/redemption of CCCPS- Class D

(i) During the year ended 31 March 2016, the Company issued 28,460 CCCPS- Class D, of ₹10 each fully paid-up at a premium of ₹ 1,36,386 per share. CCCPS carry cumulative dividend @ 0.0001% p.a. The company declares and pays dividends in Indian rupees. The Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) pari passu with the preferential dividend on the CCCPS but prior and in preference to any dividend or distribution payable upon Shares of any other class or series in the same fiscal year.

(ii) In addition to and after payment of the Preferential Dividend, each CCCPS would be entitled to participate pari passu in any cash or non-cash dividends paid to the holders of shares of any other class (including Ordinary Shares) or series on a pro rata, on a Fully Diluted Basis.

(iii) No dividend or distribution shall be paid on any Share of any class or series of the Company if and to the extent that as a consequence of such dividend or distribution any CCCPS would be entitled to a dividend hereunder greater than the maximum amount permitted to be paid in respect of CCCPS of an Indian company held by a non-resident under applicable Laws (including without limitation, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India), Regulations, 2000).

(iv) The holders of the CCCPS shall be entitled to vote on all matters that are submitted to the vote of the Shareholders of the Company (including the holders of Ordinary Shares). Subscribers of the CCCPS will be able to exercise voting rights on the Class D CCCPS as if the same were converted into Ordinary Shares. Each CCCPS shall entitle the holder to the number of votes equal to the number of whole or fractional Ordinary Shares into which such CCCPS could then be converted.

g) Shares held by holding company and/or their subsidiaries

Out of equity and preference shares issued by the company, shares held by its holding company and their subsidiaries are as below:

Name of Shareholder	31 March 2016		31 March 2015	
	No.	(Amount in ₹)	No.	(Amount in ₹)
Equity share				
Info Edge (India) Limited (Holding company)				
164,451 (31 March 2015: 164,451) equity share of Re 1/- each	164,451	164,451	164,451	164,451
Naukri Internet Services Limited (subsidiary of holding company)				
3,279 (31 March 2015: 3,279) equity share of Re 1/- each	3,279	3,279	3,279	3,279
Preference shares				
Info Edge (India) Limited (Holding company)				
21,225 (31 March 2015: 21,225) 0.0001 % compulsorily convertible cumulative preference shares of ₹ 10 each- Class A	21,225	212,250	21,225	212,250
Naukri Internet Services Limited (subsidiary of holding company)				
30,058 - Class B & C (31 March 2015: 16,395) 0.0001 % compulsorily convertible cumulative preference shares of ₹ 10 each- Class B	30,058	300,580	16,395	163,950

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

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

Equity shares of Re 1 each fully paid

Name of Shareholder	31 March 2016		31 March 2015	
	No.	% of Holding	No.	% of Holding
Info Edge (India) Limited (Holding company)	164,451	53.46%	164,451	55.13%
Mr. Deepinder Goyal, Director	61,245	19.91%	61,245	20.53%
Mr. Pankaj Chaddah, Director	20,416	6.64%	20,416	6.84%
Foodiebay Employees ESOP Trust	41,766	13.58%	32,453	10.88%

CCCPS of ₹ 10 each fully paid- Class A

Name of Shareholder	31 March 2016		31 March 2015	
	No.	% of Holding	No.	% of Holding
Info Edge (India) Limited (Holding company)	21,225	26.94%	21,225	26.94%
SCI Growth Investment II	57,566	73.06%	57,566	73.06%

CCCPS of ₹ 10 each fully paid- Class B

Name of Shareholder	31 March 2016		31 March 2015	
	No.	% of Holding	No.	% of Holding
Naukri Internet Services Limited (subsidiary of holding company)	16,395	50.00%	16,395	50.00%
Sequoia Capital India Growth Investment Holding I	4,099	12.50%	4,099	12.50%
VY Investments Mauritius Limited	12,297	37.50%	12,297	37.50%

CCCPS of ₹ 10 each fully paid- Class C

Name of Shareholder	31 March 2016		31 March 2015	
	No.	% of Holding	No.	% of Holding
Naukri Internet Services Limited (subsidiary of holding company)	13,663	50.00%	-	0.00%
Sequoia Capital India Growth Investment Holding I	9,291	34.00%	-	0.00%
VY Investments Mauritius Limited	3,826	14.00%	-	0.00%

CCCPS of ₹ 10 each fully paid- Class D

Name of Shareholder	31 March 2016		31 March 2015	
	No.	% of Holding	No.	% of Holding
VY Investments Mauritius Limited	5,732	20.14%	-	0.00%
Dunearn Investments (Mauritius) Pte Ltd.	22,728	79.86%	-	0.00%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

h) For details of shares reserved for issue under the employee stock option (ESOP) plan of the company, please refer note 31.

For details of shares reserved for issue on conversion of CCPS, please refer note 3 (c), 3 (d) , 3('e) & 3 (f) regarding terms of conversion/ redemption of preference shares.

i) The Company has allotted 13,117 CCPS- Class C of ₹ 100 each to existing preference shareholders at a premium of ₹ 113,729 subsequent to 31 March 2015, in accordance with investment agreement.

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(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

4 Reserves and surplus

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Capital reserves	26,095,532	26,095,532
Securities premium account		
Balance as per the last financial statements	6,163,745,312	2,877,733,490
Add: premium on issue of equity shares	-	82,224,648
Add: premium on issue of CCCPS	6,989,413,591	3,203,787,174
Closing balance	**13,153,158,903**	**6,163,745,312**
Employee Stock Options Outstanding		
Gross employee stock compensation for options granted	669,747,551	645,431,275
Less: deferred employee stock compensation	(305,358,312)	(416,374,279)
	364,389,239	**229,056,996**
(Deficit) in the statement of profit and loss		
Balance as per the last financial statements	(2,046,944,491)	(568,184,988)
(Loss) for the year	(5,744,918,579)	(1,478,759,503)
Net (deficit) in the statement of profit and loss	**(7,791,863,070)**	**(2,046,944,491)**
Foreign Currency Monetary Item Translation Difference Account	77,640,637	(136,337,210)
Total reserve and surplus	**5,829,421,241**	**4,235,616,139**

5 Other long term liabilities

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Trade payables	48,567,265	20,927,227
	48,567,265	**20,927,227**

6 Provisions

Particulars	Long-term		Short-term	
	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Provision for employee benefits				
Provision for gratuity (refer note 26)	14,630,403	9,208,518	7,819,919	522,355
Provision for leave encashment	-	-	1,916,173	1,457,402
Other provisions				
Provision for income tax	-	-	-	531,503
Provision for contingencies (refer note 33)	-	3,903,901	3,710,178	-
Others	368,981	-	-	-
	14,999,384	**13,112,419**	**13,446,270**	**2,511,260**

7 Short term borrowings

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Cash credit from bank (unsecured)*	-	277,729
Balance with current account in bank representing bank overdraft	-	87,782
Total short term borrowings	**-**	**365,511**

*Credit from bank is repayable on demand and carries interest @3% per month

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

8 Other current liabilities

Particulars		31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Trade payables			
-Total outstanding dues of micro enterprises and small enterprise (refer note 32 for detail of dues to micro and small enterprises)		-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		242,363,976	563,339,271
Other liabilities			
Payable for capital goods		20,358,148	21,444,345
Advance from customers		35,740,659	14,291,000
Advance from supplier		-	150,000
Unearned revenue		218,016,944	83,611,369
Money held in trust (payable to merchants)	14,241,415		
Less: Assets against money held in trust (refer note 16)	(14,241,415)	-	-
Others			
Tax deducted at source payable		70,512,758	7,781,322
Provident fund payable		13,046,340	3,333,882
Employee state insurance payable		38,469	61,691
Professional tax payable		1,671,223	172,618
VAT payable		10,469,191	1,242,892
Other statutory dues payable		18,089,221	25,071,357
		387,942,953	**157,160,476**
		630,306,929	**720,499,747**

9. Tangible Assets

(Amount in ₹)

Tangible Assets	Leasehold improvements	Air conditioners	Electrical Equipments	Furniture & Fittings	Computers	Motor Vehicles	Telephone Instruments	Total (Tangible)
At 1 April 2014	-	1,634,197	5,100,050	5,997,081	40,412,228	1,518,150	6,843,288	**61,504,994**
Asset Acquired on Acquisition(Net)	766,714	-	177,265	18,578	1,053,033	-	448,266	**2,463,856**
Additions	34,232,828	382,660	4,435,461	15,149,269	109,053,881	1,914,317	5,598,459	**170,766,875**
Disposals	-	-	(3,818)	(104,799)	(1,597,554)	(234,520)	(41,667)	(1,982,358)
Adjustments	-	-	-	-	-	-	-	**-**
Exchange fluctuation reserve*	-	-	(8,893)	(1,516)	(122,659)	5,844	(67,289)	(194,513)
At 1 April 2015	**34,999,542**	**2,016,857**	**9,700,065**	**21,058,613**	**148,798,929**	**3,203,791**	**12,781,057**	**232,558,854**
Additions	155,724,391	1,186,613	7,642,413	19,967,124	204,478,393	2,008,247	107,840,684	**498,847,865**
Disposals	(3,271,825)	-	(1,837,167)	(1,679,513)	(109,777,666)	(236,284)	(14,124,858)	**(130,927,313)**
Adjustments	-	-	-	-	-	-	-	**-**
Exchange Fluctuation Reserve*	23,043	-	28,627	138,554	1,068,709	40,632	120,701	**1,420,266**
At 31 March 2016	**187,475,151**	**3,203,470**	**15,533,938**	**39,484,778**	**244,568,365**	**5,016,386**	**106,617,584**	**601,899,672**
Depreciation								
At 1 April 2014	-	835,180	2,305,426	4,035,690	19,359,787	138,750	3,816,801	**30,491,634**
	7,283,844	492,577	2,467,620	4,633,065	34,511,323	223,556	3,946,957	**53,558,942**
Disposals	-	-	(3,818)	(41,660)	(1,165,441)	(46,085)	(4,110)	**(1,261,114)**
Adjustments	-	-	-	-	-	-	-	**-**
Exchange Fluctuation Reserve	(20,881)	-	(5,331)	(27,916)	(175,823)	(1,025)	17,399	**(213,577)**

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

Tangible Assets	Leasehold improvements	Air conditioners	Electrical Equipments	Furniture & Fittings	Computers	Motor Vehicles	Telephone Instruments	Total (Tangible)
At 1 April 2015	**7,262,963**	**1,327,757**	**4,763,897**	**8,599,179**	**52,529,846**	**315,196**	**7,777,047**	**82,575,885**
Charge for the year	41,033,467	580,195	4,784,292	15,125,504	120,182,346	461,406	75,020,936	**257,188,146**
Disposals	(954,694)	-	(1,704,982)	(997,395)	(50,577,075)	(14,703)	(5,733,879)	**(59,982,728)**
Adjustments	-	-	-	-	-	-	-	**-**
Exchange Fluctuation Reserve	(26,606)	(437)	18,285	509,919	1,719,265	6,804	147,249	**2,374,479**
At 31 March 2016	**47,315,130**	**1,907,515**	**7,861,492**	**23,237,207**	**123,854,382**	**768,703**	**77,211,353**	**282,155,782**
Net Block								
At 31 March 2015	**27,736,579**	**689,100**	**4,936,168**	**12,459,434**	**96,269,083**	**2,888,595**	**5,004,010**	**149,982,969**
At 31 March 2016	**140,160,022**	**1,295,955**	**7,672,446**	**16,247,570**	**120,713,983**	**4,247,683**	**29,406,232**	**319,743,890**

10. Intangible Assets

(Amount in ₹)

Particulars	Software and website	Trademarks	Brand	Customer Contract & Relationship	Technology Platform	Content/ Reviews	Restaurants Listing Platform	Goodwill	Goodwill on Consolidation	Total
At 1 April 2014	**5,856,858**	**3,010,156**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**8,867,014**
Asset Acquired on Acquisition(Net)	3,492,567	7,859,733	-	-	-	-	-	-	-	**11,352,300**
Additions	9,352,150	-	1,097,187,587	331,888,339	195,556,158	45,497,531	8,086,630	1,794,075,375	615,467,019	**4,097,110,789**
Disposals	-	-	-	-	-	-	-	-	-	**-**
Adjustments	-	-	-	-	-	-	-	-	-	**-**
Exchange fluctuation reserve*	(12,188)	-	-	-	-	-	-	-	-	**(12,188)**
At 1 April 2015	**18,689,387**	**10,869,889**	**1,097,187,587**	**331,888,339**	**195,556,158**	**45,497,531**	**8,086,630**	**1,794,075,375**	**615,467,019**	**4,117,317,915**
Additions	30,154,042	1,877,501	-	-	-	-	-	-	2,657,018	**34,688,561**
Disposals	-	(331,086)	-	-	-	-	-	-	-	**(331,086)**
Adjustments	-	-	-	-	-	-	-	-	-	**-**
Exchange fluctuation reserve*	2,249,584	(1,541)	62,301,319	18,707,997	10,922,540	2,743,621	74,575	106,263,542	-	**203,261,637**
At 31 March 2016	**51,093,013**	**12,414,763**	**1,159,488,906**	**350,596,336**	**206,478,698**	**48,241,152**	**8,161,205**	**1,900,338,917**	**618,124,037**	**4,354,937,027**
Depreciation										
At 1 April 2014	2,525,493	2,041,773	-	-	-	-	-	-	-	**4,567,267**
Charge for the year	9,197,125	7,781,471	62,477,545	18,457,956	12,798,253	2,822,533	1,178,937	100,394,897	-	**215,108,716**
Disposals	-	-	-	-	-	-	-	-	-	**-**
Adjustments	-	-	-	-	-	-	-	-	-	**-**
Exchange Fluctuation Reserve	(481,899)	692,916	-	-	-	-	-	-	-	**211,017**
At 1 April 2015	**11,240,719**	**10,516,160**	**62,477,545**	**18,457,956**	**12,798,253**	**2,822,533**	**1,178,937**	**100,394,897**	**-**	**219,887,000**
Charge for the year	17,117,029	1,346,202	221,072,922	69,765,680	37,456,597	8,844,779	1,457,707	(105,895,267)	-	**251,165,649**
Disposals	-	(259,635)	-	-	-	-	-	-	-	**(259,635)**
Exchange Fluctuation (OB)	-	-	-	-	-	-	-	-	-	**-**
Exchange Fluctuation Reserve*	(3,825,066)	4,029	6,060,464	1,049,441	631,780	276,895	93,252	18,835,432	-	**23,126,227**
At 31 March 2016	**24,532,682**	**11,606,756**	**289,610,931**	**89,273,077**	**50,886,630**	**11,944,207**	**2,729,896**	**(92,560,205)**	**-**	**493,919,241**
Impairment Loss										
At 1 April 2014	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
At 31 March 2015	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Charge for the year	**-**	**-**	**24,159,563**	**261,323,259**	**155,592,068**	**4,001,460**	**5,431,309**	**586,942,043**	**-**	**1,037,449,703**
At 31 March 2016	**-**	**-**	**24,159,563**	**261,323,259**	**155,592,068**	**4,001,460**	**5,431,309**	**586,942,043**	**-**	**1,037,449,703**
Net Block										
At 31 March 2015	**7,448,668**	**353,729**	**1,034,710,042**	**313,430,382**	**182,757,905**	**42,674,998**	**6,907,693**	**1,693,680,478**	**615,467,019**	**3,897,430,915**
At 31 March 2016	**26,560,331**	**808,007**	**845,718,412**	**-**	**-**	**32,295,485**	**0**	**1,405,957,079**	**618,124,037**	**2,823,568,084**

*Adjustment represent amount of foreign exchange fluctuation on conversion of foreign subsidiaries.

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

11 Non current investments

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Other Investments		
-Investment in Equity Instruments		
5,417 (31 March 2015: Nil) 0.00001% Compulsorily Convertible Preference Shares of INR 20 each in Grab A Grub Services Private Limited	90,662,500	-
	90,662,500	**-**

12 Loans and advances

Particulars	Non- Current		Current	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015
	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)
Capital advances				
Unsecured, considered good	2,914,285	3,019,013	-	-
Doubtful	209,973	-	-	-
	3,124,258	**3,019,013**	**-**	**-**
Provision for Doubtful Advance	(209,973)	**-**	-	-
	2,914,285	**3,019,013**		
Security deposit				
Unsecured, considered good	137,183,976	33,839,859	57,806,134	10,256,196
	137,183,976	**33,839,859**	**57,806,134**	**10,256,196**
Loan and advance recoverable from related party (refer note 29)				
Unsecured, considered good	**-**	-	824,954	8,661,268
	-	**-**	**824,954**	**8,661,268**
Advances recoverable in cash or kind				
Unsecured considered good	24,881,495	-	99,545,067	43,552,502
Doubtful	-	-	4,880,748	-
	24,881,495	**-**	**104,425,815**	**43,552,502**
Provision for doubtful advance	**-**	**-**	(4,880,748)	
	24,881,495	**-**	**99,545,067**	**43,552,502**
Other loans and advances (unsecured, considered good)				
Advance tax/tax deducted at source	-	-	35,867,384	13,884,848
Prepaid expenses	2,528,006	2,444,639	33,208,935	26,797,646
Balances with statutory/government authorities	-	-	39,606,053	20,329,901
	2,528,006	**2,444,639**	**108,682,372**	**61,012,395**
	167,507,762	**39,303,511**	**266,858,527**	**123,482,361**

13 Other assets

Particulars	Non- Current		Current	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015
	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)
Unsecured, considered good unless stated otherwise				
Non-current bank balances (refer note 16)	1,224,867	2,009,123	-	-
Others				
Interest accrued on fixed deposits	-	93,298	-	1,793,858
Interest accrued but not due	32,046	-	46,526,631	-
Assets held for resale	-	-	4,518,157	-
Accrued Income	-	-	5,144,343	489,236
	1,256,913	**2,102,421**	**56,189,131**	**2,283,094**

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

14 Current investments

	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Current investment (valued at lower of cost and fair market value, unless stated otherwise)		
Unquoted mutual funds		
HDFC Cash Management Fund Saving Plan- Growth of ₹ 25.81 each NIL units (31 March 2015: 14,564)	-	375,849
HDFC Liquid Fund-Direct Plan-Growth Option of ₹ 27.46 each NIL units (31 March 2015: 1,456,733)	-	40,000,000
Kotak Floater Short Term-Direct Plan-Growth of ₹ 2,227.30 each NIL units (31 March 2015: 444)	-	988,629
ICICI Prudential Liquid - Direct Plan- Growth Option of ₹ 205.77 each NIL units (31 March 2015: 291,586)	-	60,000,000
ICICI Prudential Money Market Fund-Direct Plan-Growth of ₹ 193.17 each NIL units (31 March 2015: 1,294,175)	-	250,000,000
Religare Invesco-Liquid Fund-Direct Plan Growth of ₹ 2,066.61 (31 March 2015 ₹ 1,921.58) each , 95,809 units (31 March 2015: 130,101)	198,000,000	250,000,000
SBI-Magnum Insta Cash Fund-Direct Plan Growth of ₹ 2,089.93 each NIL units (31 March 2015: 80,911)	-	250,000,001
SBI-Premium Liquid Fund--Direct Plan Growth of ₹ 2,185.23 NIL units (31 March 2015: 45,762)	-	100,000,001
Franklin India Ultra Short Bond Fund Super Institutional Plan- Direct of ₹ 18.54 each NIL units (31 March 2015: 10,787,487)	-	200,000,000
Franklin India Ultra Short Bond Fund Super Institutional Plan- Direct of ₹ 2,074.31 each NIL units (31 March 2015: 19,284)	-	40,000,000
Reliance Liquid Fund-Treasury Plan-Direct Growth Plan of ₹ 3,684.60 each (31 March 2015: ₹ 3,405) 1,357 units (31 March 2015: 73,715)	5,000,000	250,988,600
Birla Sun Life Cash Manager-Direct Growth Plan of ₹ 341.49 each NIL units (31 March 2015: 585,663)	-	200,000,000
Franklin India Treasury Management Account - Super Institutional Plan - Direct Growth of ₹ 2242.66 each 62,426 units (31 March 2015: NIL)	140,000,000	-
Franklin India Treasury Management Account - Super Institutional Plan - Direct Growth of ₹ 2251.16 each 9,773 units (31 March 2015: NIL)	22,000,000	-
IndiaBulls Liquid Fund - Direct Plan - Growth of ₹ 1475.14 each 16,948 units (31 March 2015: NIL)	25,000,000	-
L&T Cash Fund Direct Plan- Growth Liquid category of ₹ 1215.27 each 37,028 units (31 March 2015: NIL)	45,000,000	-
L&T Liquid Fund - Direct Plan - Growth of ₹ 2076.06 each 21,676 units (31 March 2015: NIL)	45,000,000	-
	480,000,000	**1,642,353,080**
Aggregate amount of unquoted investments	**480,000,000**	**1,642,353,080**

15 Trade receivables

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	8,161,883	15,339,639
Doubtful	27,191,808	41,501,525
	35,353,691	**56,841,163**
Provision for doubtful receivables	(27,191,808)	(41,501,525)
	8,161,883	**15,339,638**
Other receivables		
Unsecured, considered good	107,544,120	115,262,312
Doubtful	25,336,225	-
	132,880,345	**115,262,312**
Provision for doubtful receivables	(25,336,225)	-
	107,544,120	**115,262,312**
Total	**115,706,003**	**130,601,950**

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

16 Cash and bank balances

Particulars	Non- Current		Current	
	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Cash and cash equivalents				
Balances with banks				
- On current accounts	-	-	430,802,486	436,895,760
-On saving accounts	-	-	18,998,474	7,155,535
- Restricted Cash held in separate accounts**	-	-	5,716,169	-
Cash on hand	-	-	3,826,477	3,916,989
Cheques in hand	-	-	-	723,577
	-	-	**459,343,606**	**448,691,860**
Other bank balances				
-Deposits with remaining maturity for more than 3 months but less than 12 months		-	1,724,520,835	29,077,964
-Deposits with remaining maturity for more than 12 month	325,307	1,157,123	19,137,442	-
-Margin money deposits*	899,560	852,000	-	-
	1,224,867	**2,009,123**	**1,743,658,277**	**29,077,964**
Amount disclosed under non current assets (refer note 13)	(1,224,867)	(2,009,123)		-
	-	**-**	**2,203,001,883**	**477,769,824**

*pledged with municipal authorities.

** As per the directives of Reserve Bank of India, the Company operates all online payments received from customers through a Nodal account. Balance lying in such account is ₹ 19,957,984 out of which ₹ 14,241,415 is amount due to merchants (disclosed under other curret liabilities as 'Money held in trust) and balance as at 31st March, 2016 which is available for use by the company is disclosed as "Restricted Cash held in separate accounts" in the financial statements.

17 Revenue from operations (net)

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Revenue from advertisements	1,691,142,984	960,311,167
Revenue from subscription	83,656,339	6,416,930
Revenue from Online Ordering	74,527,255	-
Royalty income	327,862	1,217
	1,849,654,440	**966,729,315**

18 Other income

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Interest income on		
-Bank deposits	117,619,124	14,273,018
-Others	1,658,780	-
Net gain on sale current investment	68,864,164	146,834,896
Profit on sale of fixed assets	1,519,335	112,605
Foreign exchange gain	1,169,677	-
Liabilities written back	19,176,986	414,350
Miscellaneous income	5,258,444	7,379,176
	215,266,510	**169,014,044**

19 Employee benefits expense

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Salaries, wages and bonus	3,578,986,935	997,886,803
Contribution to provident and other fund *	230,583,786	38,486,215
Employee stock option scheme (refer note 31)	135,332,243	229,056,996
Gratuity expenses (refer note 26)	16,894,692	5,870,438
Staff welfare expenses	115,001,942	31,235,215
	4,076,799,598	**1,302,535,667**

*defined contribution plan

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

20 Depreciation and amortization expense

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Depreciation of tangible assets	257,188,146	53,558,942
Amortization of intangible assets	251,165,650	215,108,717
	508,353,796	**268,667,659**

21 Finance costs

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Bank charges	12,412,780	3,992,650
Interest: Others	3,756,970	6,605,831
Other Charges	8,871,712	-
	25,041,462	**10,598,481**

22 Other expenses

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Power & fuel	23,201,300	10,730,256
Rent	396,312,148	152,154,557
Rates and taxes	31,424,151	8,572,699
Repairs and maintenance	63,521,926	29,185,265
Advertisement and sale promotion	441,504,472	223,457,878
Travelling and conveyance	263,858,231	128,991,846
Server and communication cost	241,950,275	69,807,906
IT Support Services	127,081,390	49,836,993
Recruitment cost	74,460,874	22,378,222
Insurance	32,163,015	4,398,294
Commission and brokerage	7,906,243	3,175,955
Printing and stationary	13,106,632	9,455,497
Security expense	3,656,082	2,098,269
Legal and professional fee	146,633,857	160,183,999
Consultancy expenses	85,230,769	103,498,158
Fees and subscriptions	4,844,809	2,497,986
Bad debts written off *	57,709,755	3,128,357
Advances Written off	40,695,976	216,077
Loss on sale of fixed assets	15,432,312	-
Provision for doubtful debts and advances **	22,089,305	25,952,873
Delivery Charges	7,677,073	-
Foreign exchange loss	13,237,653	1,600,498
Miscellaneous expenses	47,493,162	13,602,514
	2,161,191,410	**1,024,924,099**

* includes ₹ 28,544,204 (31 March 2015: ₹ 2,730,828) pertaining to acquired entities

** includes ₹ 4,292,040 (31 March 2015: ₹ 5,290,217) pertaining to acquired entities

23 Exceptional items

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Impairment of intangible assets	1,037,449,703	-
	1,037,449,703	**-**

24 Prior period items

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Rates and taxes	-	5,460,009
Gratuity expenses (refer note 26)	1,003,560	11,117
	1,003,560	**5,471,126**

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

25 Earnings per share (EPS)

The following reflects the (loss) and share data used in the basic EPS computations:

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Total operations for the year		
Net (loss) for calculation of basic EPS	(5,744,918,579)	(1,478,759,504)
Weighted average number of equity shares in calculating basic EPS	299,015	285,948
Basic/ diluted (loss) per equity share	(19,212.78)	(5,171.43)

There are potential equity shares as on 31 March 2016 and 31 March 2015 in the form of CCCPS and Stock Options issued. As these are anti dilutive, they are ignored in the calculation of diluted earning per share and accordingly the diluted earning per share is the same as basic earnings per share.

26 Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is unfunded.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet for the respective plan.

Statement of profit and loss

Net employee benefit expense recognized in employee cost

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Current service cost	9,335,263	5,118,661
Interest cost on benefit obligation	741,324	341,560
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized in the period	(3,201,897)	184,490
Past service cost	-	-
Net benefit expense	**6,874,690**	**5,644,711**
Actual return on plan assets	**-**	**-**

Balance sheet

Benefit asset/liability

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Present value of defined benefit obligation	16,378,846	9,504,156
Fair value of planned assets	-	-
Plan (asset)/liability	**16,378,846**	**9,504,156**

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

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Opening defined benefit obligation	9,504,156	3,859,445
Current service cost	9,335,263	5,118,661
Interest cost	741,324	341,560
Benefit paid	**-**	-
Actuarial (gain) / loss on obligation	(3,201,897)	184,490
Closing defined benefit obligation	**16,378,846**	**9,504,156**

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

Changes in fair value of planned assets are as follows:

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Opening fair value of planned assets	-	-
Expected return	-	-
Contribution by the employer	-	-
Benefit paid	-	-
Actuarial gain / (loss)	-	-
Closing fair value of planned assets	-	-

The principal assumptions used in determining gratuity obligations for the company's plan are shown below:

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Discount rate	7.60%	7.80%
Expected rate of return on assets	NA	NA
Salary escalation rate	10.00%	10.00%
Attrition rate		
Upto 30 years	30.00%	20.00%
Above 30 years	25.00%	20.00%

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.

Amounts for the current and previous period are as follows :

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)	31 March 2014 (Amount in ₹)	31 March 2013 (Amount in ₹)	31 March 2012 (Amount in ₹)
Gratuity					
Defined benefit obligation	16,378,846	9,504,156	3,859,444	1,709,567	478,077
Plan assets	-	-		-	-
Surplus/(deficit)	(16,378,846)	(9,504,156)	(3,859,444)	(1,709,567)	(478,077)
Experience adjustments on plan liabilities	(962,955)	393,894	19,133	(35,832)	26,123
Experience adjustments on plan assets	-	-		-	-

27 Leases

Operating lease: company as lessee

The Group has entered into commercial leases to obtain certain premises on operating lease. The lease term is ranging from 1 to 9 years. There is escalation clause in lease agreement. There are no restriction imposed by lease agreements. The total expense during the year is as follows:

Particulars	31 March 2016 (Amount in ₹)	31 March 2015 (Amount in ₹)
Lease payment for the period		
Lease payment for the year	396,312,148	152,154,557
	396,312,148	**152,154,557**
Future minimum lease payable under non-cancellable operating lease as follows:		
Not later than one year	312,336,301	33,600,000
Later than one year but not later than five years	742,253,612	31,220,000
Later than five years	36,787,681	-
	1,091,377,593	**64,820,000**

The Company has not given or taken any sub-leases during the current year.

28 Segment Information

Business Segments

As the company has only one reportable business segment which is operating an internet portal providing all sorts of information, including but not limited to details of menus, contacts, discount offers, quality of service & food about restaurants & caterers, and other service providers to be availed by users of the website in making informed decisions about their dining options and related facilities and by restaurants, hotels and other caterers to advertise themselves to the target audience in India & abroad. Accordingly the figures in these financial statements relate to the Company's single business segment.

Geographical Segments

The company's primary segments are the geographic distribution of activities. The following table represents revenue and loss information regarding geographical segments for the year ended March 31, 2016 and certain assets and liability information regarding geographical segments as at March 31, 2016:

		GEOGRAPHICAL SEGMENTS												
Particulars	**India**	**India**	**APAC**	**APAC**	**META***	**META**	**AMERICAS**	**AMERICAS**	**Others**	**Others**	**Adjustment**	**Adjustment**	**Total**	**Total**
	31 March 2016	**31 March 2015**	**31 March 2016**	**31 March 2015**	**31 March 2016**	**31 March 2015**	**31 March 2016**	**31 March 2015**	**31 March 2016**	**31 March 2015**	**31 March 2016**	**31 March 2015**	**31 March 2016**	**31 March 2015**
Revenue														
External sales	859,121,166	457,811,227	347,337,277	56,538,984	472,763,482	294,743,130	67,282,219	51,358,152	102,822,434	106,276,605	-	-	1,849,326,578	966,728,098
Intersegment sales	16,085,792	2,281,242	-	-	-	-	-	-	-	-	(15,757,930)	(2,280,025)	327,862	1,217
Total Revenue	**875,206,958**	**460,092,469**	**347,337,277**	**56,538,984**	**472,763,482**	**294,743,130**	**67,282,219**	**51,358,152**	**102,822,434**	**106,276,605**	**(15,757,930)**	**(2,280,025)**	**1,849,654,440**	**966,729,315**
Results														
Segment results	(2,529,226,948)	(534,746,813)	(888,343,546)	(148,552,010)	(597,390,708)	10,003,336	(2,321,219,701)	(329,577,917)	(1,505,685,234)	(404,546,009)	3,060,282,211	(1,073,824)	(4,781,583,926)	(1,408,493,237)
Unallocated corporate income	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Unallocated corporate expense	-	-	-	-	-	-	-	-	-	-	-	-	(141,151,459)	(239,280,155)
Operating Profit	**(2,670,378,407)**	**(774,026,968)**	**(925,884,960)**	**(148,552,010)**	**(597,390,708)**	**10,003,336**	**(3,276,159,736)**	**(329,577,917)**	**(1,550,653,488)**	**(404,546,009)**	**3,060,282,211**	**(1,073,824)**	**(4,922,735,385)**	**(1,647,773,392)**
Other Income (interest income and gain on sale of investment)	199,727,876	151,071,618	4,552,339	29,845	1,776,483	2,082,143	341,526	3,145,344	56,149,586	14,154,153	(47,281,300)	(9,246,173)	215,266,510	161,236,930
Current tax charge	-	-	-	-	-	-	-	-	-	-	-	-	-	624,007
Deferred tax written off	-	-	-	-	-	-	-	-	-	-	-	-	-	1,681,825
Prior period items	-	-	-	-	-	-	-	-	-	-	-	-	-	5,471,126
Exceptional item	-	-	(37,541,414)	-	-	-	(954,940,035)	-	(44,968,255)	-	-	-	(1,037,449,704)	-
Net Profit	**(2,470,650,531)**	**(622,955,350)**	**(958,874,035)**	**(148,522,165)**	**(595,614,225)**	**12,085,479**	**(3,275,818,210)**	**(326,432,573)**	**(1,494,503,902)**	**(390,391,856)**	**3,013,000,911**	**(10,319,997)**	**(5,744,918,579)**	**(1,478,759,504)**
Other Information														
Segment assets	9,690,533,927	6,615,415,356	314,441,290	157,763,588	311,440,970	176,733,584	3,852,036,528	4,729,141,055	6,590,335,003	4,794,309,276	(14,255,942,021)	(10,000,889,303)	6,502,845,697	6,472,473,556
Unallocated tax assets	-	-	-	-	-	-	-	-	-	-	-	-	35,867,384	13,884,848
Unallocated other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Assets	**9,690,533,927**	**6,629,242,454**	**314,441,290**	**157,763,588**	**311,440,970**	**176,733,584**	**3,852,036,528**	**4,729,141,055**	**6,590,335,003**	**4,794,367,026**	**(14,255,942,021)**	**(10,000,889,303)**	**6,538,713,081**	**6,486,358,404**
Segment liabilities	309,842,128	164,828,611	178,047,293	30,227,507	244,599,834	46,477,814	2,140,562,072	2,341,034,795	84,132,138	90,620,058	(2,254,863,617)	(1,925,024,124)	702,319,848	748,164,661
Unallocated tax liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	531,503
Unallocated other liabilities	-	-	-	-	-	-	-	-	-	-	-	-	5,000,000	8,720,000
Total Liabilities	**309,842,128**	**164,828,611**	**178,047,293**	**30,227,507**	**24,599,834**	**46,477,814**	**2,140,562,072**	**2,341,034,795**	**84,132,138**	**90,620,058**	**(2,254,863,617)**	**(1,925,024,124)**	**707,319,848**	**757,416,164**
Capital expenditure	330,515,987	122,897,795	78,009,662	54,810,265	72,085,872	23,443,369	30,206,969	4,017,807,964	15,992,772	57,042,452	-	-	526,811,262	4,276,001,845
Total Capital expenditure	**330,515,987**	**122,897,795**	**78,009,662**	**54,810,265**	**72,085,872**	**23,443,369**	**30,206,969**	**4,017,807,964**	**15,992,772**	**57,042,452**	**-**	**-**	**526,811,262**	**4,276,001,845**
Depreciation/ Amortization/ Impairment loss	185,838,153	43,392,219	68,387,444	11,126,334	32,565,481	3,767,633	1,201,099,404	187,542,912	57,913,017	12,518,221	-	10,320,340	1,545,803,499	268,667,659
Total Depreciation/ Amortization/ Impairment	**185,838,153**	**43,392,219**	**68,387,444**	**11,126,334**	**32,565,481**	**3,767,633**	**1,201,099,404**	**187,542,912**	**57,913,017**	**12,518,221**	**-**	**10,320,340**	**1,545,803,499**	**268,667,659**

*** META represents Middle East / Turkey / Africa**

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

29 Related party transactions:

a) Names of related parties and description of relationship:

Related parties where control exists

Holding Company	Info Edge (India) Limited

Related parties under AS 18 with whom transactions have taken place during the year

Fellow Subsidiary	Naukri Internet Services Limited
Joint Venture	Zomato Media WLL
Associates	SCI Growth Investment II
	VY Investments Mauritius Limited
	Sequoia Capital India Growth Investment Holdings I
Key Management Personnel	Deepinder Goyal (Director)
	Pankaj Chaddah (Director)
	Sudhir Bhargava (Nominee Director)
	Mohit Bhatnagar (Nominee Director)
	Ireena Vittal (Nominee Director w.e.f 22 April 2014)
	Umesh Hora (CFO - till 17 November 2015)
	Kaushik Dutta (Nominee Director) 30 March, 2015

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b) (i) Summary of balances with the above related parties is as follows:

(Amount in ₹)

Nature of Transactions	Key Management Personnel		Holding company		Associates		Fellow Subsidiary		Joint Venture		Total	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015
Pankaj Chaddah	5,228,401	3,500,000	-	-	-	-	-	-	-	-	5,228,401	3,500,000
Deepinder Goyal	4,796,700	4,800,000	-	-	-	-	-	-	-	-	4,796,700	4,800,000
Umesh Hora	4,708,837	3,754,972	-	-	-	-	-	-	-	-	4,708,837	3,754,972
Equity share capital issued												
Naukri Internet Services Limited	-	-	-	-	-	-		1,122	-	-	-	1,122
Preference share capital (CCCPS) issued												
Naukri Internet Services Limited	-	-	-	-	-	-	136,630	163,950	-	-	136,630	163,950
VY Investments Mauritius Limited	-	-	-	-	95,580	122,970	-	-	-	-	95,580	122,970
Sequoia Capital India Growth Investment Holdings I	-	-	-	-	92,910	40,990	-	-	-	-	92,910	40,990
Securities premium received												
On equity shares												
Naukri Internet Services Limited	-	-	-	-	-	-	-	82,224,648	-	-	-	82,224,648
On Preference Share Capital (CCCPS Issued)												
Naukri Internet Services Limited	-	-	-	-	-	-	1,553,882,327	1,601,844,771	-	-	1,553,882,327	1,601,844,771
VY Investments Mauritius Limited	-	-	-	-	1,216,890,482	1,201,456,855	-	-	-	-	1,216,890,482	1,201,456,855
Sequoia Capital India Growth Investment Holdings I	-	-	-	-	1,056,658,179	400,485,618	-	-	-	-	1,056,658,179	400,485,618
Share application money received												
Sequoia Capital India Growth Investment Holdings I	-	-	-	-	-	1,056,751,089	-	-	-	-	-	1,056,751,089
VY Investments Mauritius Limited	-	-	-	-	-	435,166,254	-	-	-	-	-	435,166,254
Share application money to be refunded												
Share application money refunded during the year												
Info Edge (India) Limited	-	-	-	56	-	-	-	-	-	-	-	56

Nature of Transactions	Key Management Personnel		Holding company		Associates		Fellow Subsidiary		Joint Venture		Total	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015
Loan taken during the year												
Info Edge (India) Limited	-	-	-	480,000,000	-	-	-	-	-	-	-	480,000,000
Deepinder Goyal	-	300,000,000	-	-	-	-	-	-	-	-	-	300,000,000
Loan repaid during the the year												
Info Edge (India) Limited	-	-	-	480,000,000	-	-	-	-	-	-	-	480,000,000
Deepinder Goyal	-	300,000,000	-	-	-	-	-	-	-	-	-	300,000,000
Trade receivable												
Zomato Media WLL	-	-	-	-	-	-	-	-	327,862	1,270	327,862	1,270
Trade payable												
Pankaj Chaddah	-	270,169	-	-	-	-	-	-	-	-	-	270,169
Info Edge (India) Limited	-	-	48,000	24,000	-	-	-	-	-	-	48,000	24,000

b) (ii) Summary of transaction with the above related parties is as follows:

(Amount in ₹)

Nature of Transactions	Key Management Personnel		Holding company		Associates		Fellow Subsidiary		Joint Venture		Total	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015
Investment in joint venture												
Zomato Media WLL	-	-	-	-	-	-	-	-	-	1,631,077	-	1,631,077
Reimbursement of expenses on behalf of holding company												
Legal and professional expenses	-	-	-	1,069,022	-	-	-	-	-	-	-	1,069,022
Payment of expenses												
Recruitment expenses												
Info Edge (India) Limited	-	-	1,444,505	929,853	-	-	-	-	-	-	1,444,505	929,853
Rent												
Info Edge (India) Limited	-	-	24,000	24,000	-	-	-	-	-	-	24,000	24,000
Interest on loan												
Info Edge (India) Limited	-	-	-	3,432,328	-	-	-	-	-	-	-	3,432,328
Deepinder Goyal	-	1,421,371	-	-	-	-	-	-	-	-	-	1,421,371
Share application money pending allotment												
Sequoia Capital India Growth Investment Holdings I	-	-	-	-	-	1,056,751,088	-	-	-	-	-	1,056,751,088
VY Investments Mauritius Limited	-	-	-	-	-	435,166,253	-	-	-	-	-	435,166,253

1 Amount paid to/on behalf of Foodiebay Employees ESOP Trust during the year is INR 33,708 (31 March 2015: Nil)

2 Amount recoverable from Foodiebay Employees ESOP Trust as on 31 March 2016 is INR 48,385 (31 March 2015: 5,364)

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

30 Interest in Joint Venture Company (JVC)

Pursuant to Accounting Standard 27 "Financial Reporting of Interests in Joint Ventures" the relevant information relating to following Joint Venture Company is as given below

Name of the Joint Venture Company	Country of Incorporation	Proportion of Ownership Interest	For the year ended on	Description of Interest
Zomato Media WLL	Qatar	49%	31 March 2016	General marketing services

The Company's share in the aggregate amounts of each of the assets, liabilities, income and expenses are furnished hereunder:

Proportion of Company's Interest in JVC	Zomato Media WLL	Zomato Media WLL
For the year ended/as at	31 March 2016	31 March 2015
Non-current assets		
Fixed assets		
-Tangible assets	735,410	509,692
Long Term Loans & Advances	295,511	472,520
Current assets		
Trade receivables	2,000,450	116,765
Cash and bank balances	1,340,512	5,573,843
Short-term loans and advances	107,761	283,512
Non Current liabilities		
Long term borrowings	23,046,316	8,321,611
Current liabilities		
Trade payables	1,607,751	290,317
Other current liabilities	2,259,158	447,792
Short-term provisions	1,197,226	-
Income		
Revenue from operations	10,500,125	38,986
Other income	-	218,195
Expenses		
Employee benefits expense	22,371,207	1,877,107
Other expenses	8,835,304	2,046,965
Depreciation and amortization expense	449,843	61,102
Net (loss)/profit	**(21,156,229)**	**(3,727,993)**

31 Employee Stock Option Plan –ESOP-2014

The Company instituted the Employee Stock Option Plan to grant equity based incentives to its eligible employees. The ESOP scheme-FOODIEBAY Employee Stock Option Plan 2014 ("The Scheme") has been approved by the Board of Directors of the Company at their meeting held on 22 April 2014 and by the shareholders of the Company by way of special resolution passed at their Annual General Meeting held on June 27, 2014 to grant aggregating 27,089 options (not exceeding 2% of the issued, subscribed and paid up equity share capital of the Company as on March 31, 2014), representing one share for each option upon exercise by the employee of the Company at an exercise price determined by the Board. The Scheme covers grant of options to the specified permanent employees of the Company and Directors of the Company.

The options granted under the Scheme shall vest not less than one year and not more than four years from the date of grant of options. Option can be exercised at the time of liquidity or 9 years from the date of vesting, whichever is earlier. Once the options vest as per the Scheme, they would be exercisable by the Option Grantee at any time and the equity shares arising on exercise of such options shall not be subject to any lock-in period.

The movement in the options granted to the Employee during the year is set out below:

Particulars	During FY2015-16					During FY2014-15		
	Plan 4	Plan 5	Plan 6	Plan 7	Plan 8	Plan 1	Plan 2	Plan 3
Date of grant	1-Apr-15	1-Jul-15	1-Oct-15	1-Nov-15	1-Jan-16	1-Jul-14	1-Oct-14	1-Jan-15
Date of Board Approval	22-Apr-14	22-Apr-14	22-Apr-14	22-Apr-14	22-Apr-14	22-Apr-14	22-Apr-14	22-Apr-14
Date of Shareholder's approval	27-Jun-14	27-Jun-14	27-Jun-14	27-Jun-14	27-Jun-14	27-Jun-14	27-Jun-14	27-Jun-14
Number of options granted	1,594	1,059	1,044	32	3,772	15,701	2,386	3,098
Method of Settlement (Cash/Equity)	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity
Vesting Period	48 months	48 months	48 months	48 months	48 months	13 months to 48 months	48 months	48 months

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

The details of activity under various plans have been summarized below:

Particulars	During Year ended 31-03-2016									
	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price
Outstanding at the beginning of the year	-	-	-	-	-	-	-	-	-	-
Granted during the year	1,594	142,585.00	1,059	142,585.00	1,044	136,395.00	32	0.01	3,772	136,395.00
Forfeited during the year	-	-	-	-	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-	-	-	-	-
Expired/Lapsed during the year	-	-	-	-	-	-	-	-	-	-
Outstanding at the end of the year	1,594	142,585.00	1,059	142,585.00	1,044	136,395.00	32	0.01	3,772	136,395.00
Exercisable at the end of the year										
Weighted average remaining contractual life	-	5 to 6 years	-	5 to 6 years	-	5 to 6 years	-	5 to 6 years	-	5 to 6 years

Particulars	During Year ended 31-03-2015					
	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price	Number of options	Weighted Avg Ex. Price
Outstanding at the beginning of the year	-	-	-	-	-	-
Granted during the year	15,701	15,834.00	2,386	26,540.26	3,098	97,713.00
Forfeited during the year	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-
Expired/Lapsed during the year	2,158	15,834.00	1,771	26,540.26	1,423	97,713.00
Outstanding at the end of the year	15,701	15,834.00	2,386	26,540.26	3,098	97,713.00
Exercisable at the end of the year						
Weighted average remaining contractual life	-	5 to 6 years	-	6 years	-	6 years

The details of exercise price for stock options outstanding at the end of the year March 31, 2016 :

Particulars	Plan 1	Plan 2	Plan 3	Plan 4	Plan 5	Plan 6	Plan 7	Plan 8
Range of exercise prices (₹)	3,584 to 26,981	13,144 to 26,981	97,713	142,585	142,585	136,395	0.01	136395
Number of options outstanding	15,701	2,386	3,098	1,594	1,059	1,044	32	3772
Weighted average remaining contractual life of options (in years)	5.44	6	6	5.5	5.625	5.75	5.54	5.88
Weighted average exercise price (₹)	15,834	26,540	97,713	142,585	142,585	136,395	0	136,395

The weighted average fair value of stock options granted during the year was ₹ 93,331

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	Plan 1	Plan 2	Plan 3	Plan 4	Plan 5	Plan 6	Plan 7	Plan 8
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Expected volatility	27.04%	27.13%	27.30%	42.28%	42.35%	41.41%	41.43%	40.94%
Risk-free interest rate	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%
Weighted average share price (₹)	30,533	98,458	98,458	93,331	93,331	93,331	93,331	93,331
Exercise price (₹)	3,584 to 26,981	13,144 to 26,981	97,713	142,585	142,585	136,395	0	136,395
Expected life of options granted in years	5 to 6 years	6 Years	6 Years	5 to 6 years	5 to 6 years	5 to 6 years	5 to 6 years	5 to 6 years

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

32 Details of dues to micro and small as defined under MSMED Act 2006

The group, has during the year, not received any intimation from any of its suppliers regarding their status under The Micro and Small Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end along with interest paid/ payable as required under the said Act have not been given. Based on the information available with the Company there are no principal/ interest amounts due to micro, small and medium enterprises.

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

33 In case of Zomato Media Brasil Ltda., provision for contingencies of ₹ 3,710,178 (31 March 2015: ₹ 3,903,901) is in relation to possible labour and social security claims of employees as a result of employment contracts, prior to establishment of the Company, given the fact that they were all admitted to the Company. The provision is based on labour rights of calculations such as vacation, 13 month salary and other labour rights, and any rights not matched by the Company.

The amount is estimated by management and its legal counsel, considered sufficient to cover possible labour lawsuits in analysis of current situation.

34 Capital and other commitments

(a) As at 31 March 2016, the group has estimated amount of contract remaining to be executed on capital account not provided for, net of advances ₹ 2,903,830.

(b) The company has made long term strategic investments in certain subsidiary companies, which are in their initial/developing stage of operation and would generate growth and returns over a period of time. These subsidiaries/associates have incurred significant expenses for building the brand and market share which have added to the losses of these entities. The parent has committed to provide support to each of its subsidiaries in the event they are unable to meet their individual liabilities. Based on the potential of the business model of these entities to generate profits and parent's support, management is of the opinion that considering the nature of the industry and the stage of operations of these entities there is no indication of diminution in carrying value of the investments and therefore no provision is required at this stage.

35 Contingent liability not provided for

As at 31 March 2016, dividend in respect of 0.0001% compulsorily convertible cumulative preference share not provided for Re 1.

36 As at the year ended on 31 March 2016, the group is having net deferred tax assets primarily comprising of unabsorbed Depreciation and carry forward Losses under tax laws. However in the absence of virtual certainty as to its realization of Deferred Tax Assets (DTA), DTA has not been created.

37 In case of subsidiary companies audited by other auditors, following matter of emphasis was given in their auditors report.

(a) The Company Zomato Media Brasil Ltda had its operation reduced since August 2014. As at 31 March 2016, the balance of the shareholders equity, negative, also called Unsecured Liabilities, registered in the entity's financial statements was ₹ 1,065,749 (BRL 5,545). The continuity of the business activities depend on new contracts to be acquired.

(b) The Company, Zomato Media Portugal – Unipessol, Lda, is in the situation of loss of half the capital, as provided in article 35 of the Commercial Companies Code.

(c) The Company, Zomato internet hizmetleri ticaret anonim sirketi, has recurring losses from operations in the statutory books of accounts and based on the statutory financial statements, two thirds of the sum of the capital and statutory reserves are unsecured which indicates a capital loss per Turkish Commercial Code Article 376. The Company's shareholder Mekanist BV, is in the process of transferring Euro 1,210,000 to the Company as share capital, with respect to the shareholders resolution of Zomato Ireland Limited dated May 22, 2015.

As explained, management of holding company is fully committed towards providing necessary financial and operational support to all the above companies on an ongoing basis.

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NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(Amount in Indian Rupees, unless otherwise stated)

Name of the entity	As at 31 March 2016		As at 31 March 2015		As at 31 March 2016		As at 31 March 2015	
	Net Assets, i.e., total assets minus total liabilities		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in profit or loss	
	As % of consolidated net assets	Amount in ₹	As % of consolidated net assets	Amount in ₹	As % of consolidated profit or loss	Amount in ₹	As % of consolidated profit or loss	Amount in ₹
Parent								
Zomato Media Private Limited	47%	2,733,579,791	33%	1,914,032,011	29%	(1,637,302,459)	49%	(720,834,129)
Subsidiaries								
Foreign								
Zomato Midia Brasil Ltda. (Brazil)	0%	(1,078,803)	0%	(106,552)	0%	(974,183)	1%	(14,327,910)
Pt Zomato Media Indonesia (Indonesia)	0%	9,173,278	0%	20,282,021	1%	(42,742,507)	1%	(21,783,499)
Zomato Nz Media Private Limited (New Zealand)	0%	16,319,646	1%	44,546,472	2%	(130,570,488)	4%	(63,924,124)
Zomato Media (Private) Limited (Sri Lanka)	0%	1,106,173	0%	2,887,465	0%	(1,731,859)	0%	(532,340)
Zomato Portugal Media, Unipessoal Lda	0%	(3,223,907)	0%	11,794,287	1%	(49,090,210)	3%	(38,577,182)
Zomato Chile Spa (Chile)	0%	467,450	0%	7,434,226	0%	(24,712,850)	1%	(22,013,011)
Zomato Ireland Limited (Ireland)	3%	157,520,012	9%	522,296,354	2%	(120,678,634)	7%	(105,020,747)
Zomato Uk Limited (United Kingdom)	0%	(3,072,097)	0%	19,104,258	2%	(105,493,372)	5%	(77,071,154)
Zomato Canada Inc. (Canada)	0%	(1,249,399)	0%	28,487,889	4%	(225,081,873)	4%	(55,825,846)
Zomato Malaysia Sdn. Bhd. (Malaysia)	0%	1,094,405	0%	9,895,433	0%	(8,453,068)	0%	(7,387,738)
Zomato Slovakia S.R.O. (Slovak)	0%	(1,313,234)	1%	41,784,376	1%	(57,835,618)	1%	(16,141,117)
Zomato Colombia S.A.S (Colombia)	0%	1,065,000	0%	1,504,500	0%	-	0%	-
Lunchtime.Cz S.R.O. (Czech Republic)	3%	152,286,819	0%	(4,434,917)	1%	(35,441,459)	2%	(30,656,968)
Gastronauci Sp.Z.O.O. (Poland)	1%	66,712,414	0%	17,067,617	1%	(36,967,757)	1%	(16,515,151)
Zomato Australia Pty Limited (Australia)	0%	(8,943,462)	0%	9,960,541	11%	(647,694,645)	1%	(16,339,339)
Zomato Sweden Ab (Sweden)	0%	311,369	0%	363,440	0%	(90,339)	0%	-
Zomato Hungary Kft. (Hungary)	0%	671,272	0%	678,570	0%	(43,570)	0%	-
Zomato International Ro S.R.L. (Romania)	0%	3,354	0%	3,073	0%	-	0%	-
Zomato Finland Oy (Finland)	0%	76,709	0%	171,866	0%	(106,645)	0%	-
Zomato Austria GmbH (Austria)	0%	1,203,018	0%	1,342,124	0%	(106,212)	0%	-
Zomato Peru S.A.C. (Peru)	0%	20,154	0%	20,660	0%	-	0%	-
Zomato Ireland Jordan (Jordan)	0%	4,652,750	0%	4,392,892	0%	-	0%	-
Cibando Ltd. (United Kingdom)	0%	16,747,027	0%	22,276,479	2%	(126,893,032)	2%	(24,290,003)
Zomato, Inc. (USA)	0%	2,863,324	3%	169,835,616	0%	(1,886,403)	0%	(7,671)
Zomato Netherlands B.V. (Netherland)	4%	255,241,305	0%	(580,328)	0%	(3,373,476)	0%	(1,775,671)
Zomato Internet Hizmetleri Ticaret Anonim Sirketi (Turkey)	0%	3,902,064	0%	20,586,538	2%	(107,978,312)	1%	(17,046,939)
Zomato USA, LLC (USA)	37%	2,141,290,249	50%	2,837,152,616	34%	(1,944,201,518)	15%	(224,501,942)
Nextable, Inc. (USA)	2%	144,996,980	0%	19,600,779	1%	(72,319,001)	0%	(461,416)
Zomato South Africa Pty Ltd (South Africa)	0%	11,341,686	0%	-	2%	(97,502,187)	-	-
Zomato Spain S.L (Spain)	0%	148,088	0%	-	0%	(74,103)	-	-
Cong Ty TNHH Zomato Vietnam (Vietnam)	0%	3,171,467	0%	-	0%	14,817	-	-
Zomato Media Pvt Ltd (Singapore)	0%	(506,339)	0%	-	0%	(486,799)	-	-

(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

Name of the entity	As at 31 March 2016		As at 31 March 2015		As at 31 March 2016		As at 31 March 2015	
	Net Assets, i.e., total assets minus total liabilities		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in profit or loss	
	As % of consolidated net assets	Amount in ₹	As % of consolidated net assets	Amount in ₹	As % of consolidated profit or loss	Amount in ₹	As % of consolidated profit or loss	Amount in ₹
Zomato Internet Pvt Ltd (India)	0%	100,000	0%	-	0%	-	-	-
Zomato Norway AS (Norway)	0%	432,521	0%	-	0%	(15,095)	-	-
Zomato Middle East FZ-LLC (Dubai)	1%	61,283,224	0%	-	3%	(178,354,541)	-	-
Zomati Philippines Inc (Philippines)	1%	62,710,249	0%	-	1%	(66,635,221)	-	-
Zomato Denmark ApS	0%	502,000	0%	-	0%	-	-	-
Minority interests in all subsidiaries								
Joint Ventures (as per proportionate consolidation/ investment as per the equity method)								
Foreign								
Zomato Media WLL (Qatar)	0%	(213,164)	0%	6,561,936	0%	(20,095,963)	0%	(3,725,607)
TOTAL	**100%**	**5,831,393,395**	**100%**	**5,728,942,240**	**100%**	**(5,744,918,581)**	**100%**	**(1,478,759,504)**

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(Amount in Indian Rupees, unless otherwise stated)

NOTES TO THE CONSOLIDTAED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

39 Previous year figures

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

As per our report of even date
For S.R. Batliboi & Associates LLP
Firm registration number: 101049W / E300004
Chartered Accountants

per Yogesh Midha
Partner
Membership No.: 94941

Place: Gurgaon
Date: May 19, 2016

For and on behalf of the Board of Directors of
Zomato Media Private Limited

Deepinder Goyal
(Director)
(DIN: 02613583)

Pankaj Chaddah
(Director)
(DIN: 02625858)

Harsh Kapoor
(Director - Finance)
(ACA - 500577)

APPLECT LEARNING SYSTEMS PRIVATE LIMITED

BOARDS' REPORT

To,

The Members,

Applect Learning Systems Private Limited

Your Directors have pleasure in presenting the Fifteenth Boards' Report of the Company together with audited Statement of Accounts and the Auditors' Report of your company for the financial year ended **31st March, 2016.**

FINANCIAL RESULTS

(Amount in Thousands)

Particulars	For the Year Ended 31st March, 16	For the Year Ended 31st March, 15
Revenue (Including Other Income)	2,97,649	228,886
Profit & Loss (Before Depreciation)	(4,03,695)	(214,217)
Depreciation	27,739	25,648
Profit & Loss (After Depreciation)	(4,31,434)	(239,865)
Provision for Tax (Including deferred Tax)		
Profit & Loss carried to balance sheet	(4,31,434)	(239,865)

PERFORMANCE REVIEW

Your company recorded revenue of ₹ 297,649 thousand for the period ended March 31, 2016 as against ₹ 228,886 thousand during the previous financial year. The net loss for the financial year 2015–16 was ₹ 431,434 thousand as compared to the loss of ₹ 239,865 thousands in the financial year 2014–15.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return required under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, forms part of this report as **Annexure- I**.

MEETINGS OF THE BOARD DURING THE FINANCIAL YEAR

During the period under review, the Board of directors duly met Ten (10) times on 19/05/2015, 25/05/2015, 28/05/2015, 12/06/2015, 20/08/2015, 01/10/2015, 17/12/2015, 17/02/2016, 25/02/2016, 30/03/2016.

The intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013.

S. No.	Name of Directors	No. of meetings attended by him/her during the year
1.	Pavan Chauhan	10
2.	Ritesh Hemrajani	10
3.	Sudhir Bhargava	10

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, Mr. Pavan Chauhan, existing Director of the company was proposed to be appointed as the Managing Director of the company and Mr. Ritesh Hemrajani, existing Director of the company was proposed to be appointed as a Whole Time Director of the company in the Board Meeting held on 30th March, 2016.

Mr. Pavan Chauhan and Mr. Ritesh Hemrajani confirmed their eligibility and willingness to accept the office of the Managing Director and Whole Time Director respectively, if confirmed by the members at the ensuing General Meeting.

Further, as per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors (other than Independent Directors) shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Pavan Chauhan (DIN00283074) is liable to retire by rotation and, being eligible, offers himself for re-appointment.

In terms of Section 203 of the Companies Act, 2013, the Company also appointed Mr. Shwetank Patni as Chief Financial Officer of the company with effect from 12 October, 2015 and Mr. Pankaj Mishra as Company Secretary of the company with effect from 05 October, 2015

AUDITORS

Statutory Auditors

M/s. Price Waterhouse & Co Bangalore LLP (FRN-007567S/S-200012), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. They have confirmed that, if they would be appointed as statutory auditors of the Company, their appointment would be in accordance with Section 139 of the Companies Act, 2013. The Board recommends their re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31 March 2016 and of the profit and loss of the company for that year;

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

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

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

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

DETAIL OF FRAUD AS PER AUDITORS REPORT

There is no fraud reported in the Company during the financial year ended 31st March, 2016. This is also supported by the auditor report wherein no fraud has been reported in their audit report for the F.Y. ended 31st March, 2016.

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS

The meetings of the board were conducted complying with the requirements of the Companies Act 2013 with proper notice and agenda being provided as per the requirements. The business was carried out as per the directions provided by the board in the various board meetings during the year.

BOARD'S COMMENTS ON QUALIFICATION, RESERVATION & ADVERSE REMARKS OR DISCLAIMER MADE BY STATUTORY AUDITORS

There is no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self explanatory

PARTICULARS OF INTER-CORPORATE LOANS & INVESTMENT

During the period under review, the Company has not provided any loans, guarantee and not made any investments under provisions of the Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTY TRANSACTIONS

The particulars of contracts or arrangements with related parties referred to in sub section (1) of section 188 entered by the Company during the financial year ended 31st March, 2016 is annexed hereto as **Annexure- II** in prescribed **Form AOC-2** and forms part of this report.

PARTICULARS OF EMPLOYEE

The particulars of employees required under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013 forms part of this Report. However, pursuant to provisions of Section 136 of the Companies Act, 2013, the Financial Statement excluding the aforesaid information, will be sent to all the Members of your Company and others entitled thereto. Any Member interested in obtaining such particulars may write to the Company Secretary of the Company. The same shall also be available for inspection by members at Registered Office of your Company.

AMOUNT WHICH IT PROPOSES TO CARRY TO RESERVES

The Company has transferred an amount of ₹ 954,435 to the general reserves for the year ended March 31, 2016.

DIVIDEND

The Company did not declare any dividend during the year.

MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

M/s Info edge (India) Limited, a shareholder of the company, transferred 13,429 equity Share (representing 37.7% of equity share capital of the company) and 249,974,932 preference shares (representing 100% of preference share capital of the company) to its wholly owned subsidiary Startup Investment (Holding) Limited.

There have been no other material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The statement pursuant to section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 is given below

Particulars relating to conservation of energy, technology absorption are Not Applicable on the Company as Company not a Manufacturing Company.

Foreign Earning: NIL

Foreign Outgo:

Particulars	Amount in Thousands
Expense	
Server Hire Charges	750
Travel & Conveyance	2,682
Advertisement Expenses	553
Others Expense	771
TOTAL (A)	**4,756**

RISK MANAGEMENT POLICY

The Company has identified the key risks which can impact the business of the Company and reviews these risks on a regular basis. The Company evaluates these parameters and take necessary action, wherever required, to minimize the impact on the business of the Company.

DETAILS OF COMPANY'S CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

JOINT VENTURE / ASSOCIATE OR SUBSIDIARY COMPANIES

The Company is not in any Joint Venture/Associate or does not have any Subsidiary Company.

DEPOSITS

The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2016. There were no unclaimed or unpaid deposits as on March 31, 2016.

ORDERS PASSED BY REGULATORS/COURTS/TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control to ensure compliance with policies and procedures which is commensurate with size, scale and complexity of its operations.

SHARE CAPITAL

a. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

b. EMPLOYEES STOCK OPTION PLAN

During the year, the Company granted 198 stock options and 132 stock options were exercised by a stock option holder. The company, post shareholder approval, has increased the time period for exercising the option from 1 month to 2 months under the Employee Stock Option Scheme, 2009 in case of resignation or termination of services by the company.

c. ISSUE OF EQUITY SHARES WITH DIFFERNTIAL RIGHTS

The Company has not issued any Equity shares with differential rights during the period under review.

d. ISSUE OF OPTIONALLY CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES

In June 2015, the Company made a rights issue of 249,964,932 0.1% Optionally Convertible Cumulative Redeemable Preference Shares of face value of ₹ 1/- each (Rupees One only) amounting to ₹ 249,965 thousand.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the co-operation and support extended by the Share Holders, various authorities, banks, dealers and vendors.

The Directors also acknowledge with gratitude the dedicated efforts and valuable contribution made by all the employees of the Company.

For & on behalf of the Board of
Applect Learning Systems Private Limited

Date: June 16, 2016
Place: New Delhi

Ritesh Hemrajani
Whole Time Director
Din: 00283248

Pavan Chauhan
Managing Director
Din: 00283074

Annexure- I

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on 31st March, 2016

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	**U99999DL2001PTC110324**
Registration Date	**04/04/2001**
Name of the Company	**Applect Learning Systems Private Limited**
Category/ Sub –Category of the Company	**Private Company Limited by Shares**
Address of the Registered Office	**A-221, Basement & Ground Floor, Okhla Industrial Area Phase-I, New Delhi-110020**
Whether Listed Company	**No**
Name, Address and Contact details of Registrar and Transfer Agent, if any	**N.A.**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

S. No.	Name & Description of Main Products/Services	NIC Code of the Product/ Service	% to Total Turnover of the Company
1.	Educational Support services	85500	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Info Edge India Ltd.	L74899DL1995PLC068021	Holding	54.16	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

i) Category-wise Share Holding

A. Promoter's

Equity Shares:-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
1) Indian									
a) Individual / HUF	-	11,761	11,761	33	-	11,761	11,761	33	-
b)Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d)Bodies Corp.	-	19,300	19,300	54.16	-	19,300	19,300	54.16	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e)Any other	-	-	-	-	-	-	-	-	-
Sub-Total A(1)	**-**	**31,061**	**31,061**	**87.16**	**-**	**31,061**	**31,061**	**87.16**	**-**
2)Foreign									
a)NRI's-Individuals	-	-	-	-	-	-	-	-	-
b)Other-Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corp.	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e)Any other	-	-	-	-	-	-	-	-	-
Sub-Total A(2)	-	-	-	-	-	-	-	-	-
Total of A(1) + A(2)= A	**-**	**31,061**	**31,061**	**87.16**	**-**	**31,061**	**31,061**	**87.16**	**-**

Preference Shares:-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
1) Indian									
a) Individual / HUF	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
b)Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d)Bodies Corp.	-	10,000	10,000	100	-	249,974,932	249,974,932	100	99.996%
d)Banks/FI	-	-	-	-	-	-	-	-	-
e)Any other	-	-	-	-	-	-	-	-	-
Sub-Total A(1)	**-**	**10,000**	**10,000**	**100**	**-**	**249,974,932**	**249,974,932**	**100**	**99.996%**
2)Foreign									
a)NRI's-Individuals	-	-	-	-	-	-	-	-	-
b)Other-Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corp.	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e)Any other	-	-	-	-	-	-	-	-	-
Sub-Total A(2)	-	-	-	-	-	-	-	-	-
Total of A(1) + A(2)= A	**-**	**10,000**	**10,000**	**100**	**-**	**249,974,932**	**249,974,932**	**100**	99.996%

B. Public Share Holding:-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
1) Institutions									
a)Mutual Funds	-	-	-	-	-	-	-	-	-
b)Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
d)Venture Capital funds	-	-	-	-	-	-	-	-	-
e)FIIs	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital funds	-	-	-	-	-	-	-	-	-
i) Others(specify)	-	-	-	-	-	-	-	-	-
Sub-Total B(1)	-	-	-	-	-	-	-	-	-
2)Non- Institutions	-	-	-	-	-	-	-	-	-
a)Bodies Corp.(Indian/ Overseas)	-	-	-	-	-	-	-	-	-
b)Individuals	-	-	-	-	-	-	-	-	-
i)Individual Shareholders holding nominal share Capital upto 1 lakh	-	363	363	1.02	-	495	495	1.39	.37%
ii) Individual Shareholders holding nominal share Capital excess 1 lakh	-	-	-	-	-	-	-	-	-
e) Others (Specify)	-	4,214	4,214	11.82	-	4,082	4,082	11.45	-.37%
Sub-Total B(2)	-	**4,577**	**4,577**	**12.84**	**-**	**4,577**	**4,577**	**12.84**	-
Totalof (1)+(2)= B	-	**4,577**	**4,577**	**12.84**	**-**	**4,577**	**4,577**	**12.84**	-

ii) Share Holding of Promoters

- **Equity Shares**

S.No.	Shareholder's Name	Shareholding held at the beginning of the year			Shareholding held at the end of the year			% Change during the year
		No. of shares	% of total Shares	%of Shares Pledged/ encumbered to total shares	No. of shares	% of total Shares	%of Shares Pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	19,300	54.16	-	19,300	54.16	-	-
2.	Pavan Chauhan	9,252	25.96	-	9,252	25.96	-	-
3.	Ritesh Hemrajani	2,509	7.04	-	2,509	7.04	-	-

Preference Shares

S.No.	Shareholder's Name	Shareholding held at the beginning of the year			Shareholding held at the end of the year			% Change during the year
		No. of shares	% of total Shares	%of Shares Pledged/ encumbered to total shares	No. of shares	% of total Shares	%of Shares Pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	10,000	100	-	249,974,932	100	-	99.996%

iii) Change in Promoter's Shareholding (Please specify, if there is no change)

S.No.	Particulars	Shareholding held at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
	At the beginning of the year	31,061	87.16	31,061	87.16
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease(e.g.allotment/ transfer / bonus/ sweat	-	-	-	-
	At the end of the year	31,061	87.16	31,061	87.16

iv) Share Holding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

S. No.	Particulars	Shareholding held at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top Ten Shareholders	No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
	At the beginning of the year	4,577	12.84	4,577	12.84
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease(e.g.allotment/ transfer / bonus/ sweat	-	-	-	-
	At the end of the year	4,577	12.84	4,577	12.84

v) Share Holding of Directors & KMPs

S. No.	Particulars	Shareholding held at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
	At the beginning of the year	11,761	33	11,761	33
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease(e.g.allotment / transfer / bonus/ sweat	-	-	-	-
	At the end of the year	11,761	33	11,761	33

V) INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	-	-	-	-
Total(i+ii+iii)				
Change in Indebtedness during the financial year - Addition - Reduction	-	- 17,000,000	-	- 17,000,000
Net Change	-	17,000,000	-	17,000,000
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	-	- 17,000,000 118,907	-	- 17,000,000 118,907
Total(i+ii+iii)	-	17,118,907	-	17,118,907

VI. REMUNERATION OF DIRECTORS AND KMP

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:-Nil

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

B. Remuneration to Other Directors- Nil

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1.	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	-	-
	Total (1)	-	-
2.	Other Non-ExecutiveDirectors · Fee for attending board committee meetings · Commission · Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total ManagerialRemuneration	-	-
	Overall Ceiling as per the Act	-	-

C. Remuneration to KMP other than MD/Manager/WTD: Nil

S.No.	Particulars of Remuneration	Key Managerial Personnel(KMP)			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	252,000 P.A.	6,000,000 P.A.	6,252,000 PA
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	
5.	Others, please specify	-	-	-	-
	Total	-	252,000	6,000,000	6,252,000

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil

Type	Section of the Companies Act, 2013	Brief Description	Details Penalty/ Punishment/ Compounding fees imposed	Authority(RD/NCLT/ COURT)	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHERS OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For & on behalf of the Board of
Applect Learning Systems Private Limited

Date: June 16, 2016
Place: New Delhi

Ritesh Hemrajani
Whole Time Director
Din: 00283248

Pavan Chauhan
Managing Director
Din: 00283074

Annexure-II

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

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

S.No.	Name of Related Partyand nature of relationship	Nature of Contract/ Arrangement/ Transactions	Duration of Contract/ Arrangement	Terms of Contract/ Arrangement	Justification for enteringinto such contract or arrangement or transactions	Date of Approval by the Board, if any	Amount Paid as Advance	Date on which the special resolution was passed in general meeting as require under first proviso to section188
Not Applicable								

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

S.No.	Name of Related Party	Nature of Relationship	Nature of Contract/ Arrangement/ Transactions	Amount	Duration of Contract/ Arrangement	Terms of Contract/ Arrangement	Date of Approval by the Board, if any	Amount Paid as Advance
1	Info Edge (India) Limited	Holding Company	Recruitment Services	296,400	-	As per agreement	-	-
2.	Quadrangle	Associate of Holding Company	Recruitment Services	1,436,022	-	As per agreement	-	-

For & on behalf of the Board of
Applect Learning Systems Private Limited

Date: June 16, 2016
Place: New Delhi

Ritesh Hemrajani
Whole Time Director
Din: 00283248

Pavan Chauhan
Managing Director
Din: 00283074

APPLECT LEARNING SYSTEMS PRIVATE LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF APPLECT LEARNING SYSTEMS PRIVATE LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of Applect Learning Systems Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.

4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

8. 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143 (3) of the Act, we report that:

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

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

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

APPLECT LEARNING SYSTEMS PRIVATE LIMITED

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on March 31 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

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

i. The Company does not have any pending litigations as at March 31, 2016 which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2016.

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 March 31, 2016.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Amitesh Dutta
Partner
Membership Number 058507

Gurgaon
Date : May 24, 2016

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Applect Learning Systems Private limited on the financial statements for the year ended March 31, 2016.

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

1. We have audited the internal financial controls over financial reporting of Applect Learning Systems Private Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was 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 internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Amitesh Dutta
Partner
Membership Number 058507

Gurgaon
Date : May 24, 2016

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Applect Learning Systems Private Limited on the financial statements as of and for the year ended March 31, 2016

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) The Company does not own any immovable properties as disclosed in Note 9 on fixed assets to the financial statements. Therefore, the provisions of Clause 3(i)(c) of the said Order are not applicable to the Company.

ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax and service tax though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund and employees' state insurance and other material statutory dues as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, service-tax, duty of customs, and duty of excise or value added tax which have not been deposited on account of any dispute.

viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.

ix. In our opinion, and according to the information and explanations given to us, the money raised by way of term loans have been applied for the purposes for which they were obtained. The Company has not raised any money by way of initial public offer and further public offer (including debt instruments).

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. The Company does not pay remuneration to its managerial personnel and accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act, and accordingly, to this extent, the provisions of Clause 3(xiii) of the Order are not applicable to the Company.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Amitesh Dutta
Partner
Membership Number 058507

Gurgaon
Date : May 24, 2016

(All amounts in ₹Thousands, unless otherwise stated)

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	250,290	324
Reserves and surplus	4	(476,921)	(72,589)
Non-Current Liabilities			
Other long term liabilities	5	32,940	21,858
Long-term provisions	6	7,354	6,198
Current Liabilities			
Short-term borrowings	8	17,000	-
Trade payables	7		
Total outstanding dues of micro enterprises and small enterprises and		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		12,316	12,802
Other current liabilities	5	236,287	161,811
Short-term provisions	6	17,513	2,758
Total		**96,779**	**133,162**
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	9	38,049	20,430
Intangible assets	9	60	263
Capital work-in-progress		-	3,483
Long-term loans and advances	10	6,180	5,367
Current assets			
Cash and bank balances	12	33,221	82,207
Short-term loans and advances	10	18,812	16,489
Other current assets	11	457	4,923
Total		**96,779**	**133,162**
Significant Accounting policies	2		

The notes are an integral part of these financial statements.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Amitesh Dutta
Partner
Membership Number: 058507

Place : Gurgaon
Date : May 24, 2016

For and on behalf of the Board of Directors

Pavan Chauhan
Managing Director

Ritesh Hemrajani
Director

Pankaj Mishra
Company Secretary

Shwetank Patni
Chief Financial Officer

Place : New Delhi
Date : May 24, 2016

(All amounts in ₹Thousands, unless otherwise stated)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	Note	Year ended March 31, 2016	Year ended March 31, 2015
Revenue from operations	13	287,093	215,936
Other income	14	10,556	12,950
Total revenue		**297,649**	**228,886**
Expenses:			
Employee benefits expense	15	437,008	260,956
Employee stock option scheme compensation		27,102	21,815
Finance costs	16	176	22
Depreciation and Amortisation expense	17	27,739	25,648
Advertising and Promotion expenses	18	56,659	47,802
Administration and Other expenses	19	155,783	92,226
Network, Internet and Other direct expenses	20	24,616	20,282
Total expenses		**729,083**	**468,751**
Loss before tax		**(431,434)**	**(239,865)**
Tax expense			
Current tax		-	-
Deferred tax		-	-
Loss for the year from continuing operations		**(431,434)**	**(239,865)**
Loss for the year		**(431,434)**	**(239,865)**
Loss per equity share: Nominal value per share ₹ 10/- (March 31, 2015: ₹ 10/-)	23		
Basic (in ₹)		(13,723)	(7,633)
Diluted (in ₹)		(13,723)	(7,633)
Significant Accounting policies	2		

The notes are an integral part of these financial statements.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Amitesh Dutta
Partner
Membership Number: 058507

Place : Gurgaon
Date : May 24, 2016

For and on behalf of the Board of Directors

Pavan Chauhan
Managing Director

Ritesh Hemrajani
Director

Pankaj Mishra
Company Secretary

Shwetank Patni
Chief Financial Officer

Place : New Delhi
Date : May 24, 2016

(All amounts in ₹Thousands, unless otherwise stated)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	Particulars	Year ended March 31, 2016	Year ended March 31, 2015
A.	**Cash flow from Operating activities**		
	Loss for the year	**(431,434)**	**(239,865)**
	Adjustments for:		
	Depreciation and amortisation expense	27,739	25,648
	Loss on sale of fixed assets	1,292	151
	Employee stock option scheme compensation	27,102	21,815
	Interest and other finance cost	176	22
	Interest income	(9,450)	(12,507)
	Operating loss before working capital changes	**(384,575)**	**(204,736)**
	Changes in working capital:		
	(Increase) /Decrease in Long-term loans and advances	(811)	5,222
	Increase in Short-term loans and advances	(1,366)	(2,180)
	Decrease in Other bank balance	55,472	157,980
	Increase /(Decrease) in Trade payables	(486)	1,874
	Increase in Other long term liabilities	11,082	11,627
	Increase in Other current liabilities	74,357	33,710
	Increase in Long-term provisions	1,156	2,149
	Increase in Short-term provisions	14,755	1,704
	Cash generated from / (used in) operations	**(230,416)**	**7,350**
	Taxes paid	(957)	(1,355)
	Net cash from / (used in) Operating activities	**(231,373)**	**5,995**
B.	**Cash flow from Investing activities:**		
	Purchase of tangible/intangible assets	(42,966)	(19,558)
	Interest received	13,917	18,957
	Net cash used in Investing activities	**(29,049)**	**(601)**
C.	**Cash flow from Financing activities:**		
	Interest and other finance cost paid	(57)	(22)
	Proceeds from issue of 0.1% OCCRPS	249,965	-
	Loan from holding company	17,000	-
	Net cash from / (used in) Financing activities	**266,908**	**(22)**
	Net Increase in cash and cash equivalents	**6,486**	**5,372**
	Cash & cash equivalents at the beginning of the year	21,733	16,361
	Cash & cash equivalents at the end of the year	**28,219**	**21,733**
	Cash and cash equivalents comprise of:		
	Balance with banks		
	-in current accounts	11,813	21,733
	-in fixed deposits with maturity of less than 3 months	16,406	-
	Total	**28,219**	**21,733**

Notes:

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard(AS) - 3 on Cash Flow Statements, specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

2. Figures in brackets indicate cash outflow.

This is the cash flow statement referred to in our report of even date.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Amitesh Dutta
Partner
Membership Number: 058507

Place : Gurgaon
Date : 24-May-2016

For and on behalf of the Board of Directors

Pavan Chauhan
Managing Director

Ritesh Hemrajani
Director

Pankaj Mishra
Company Secretary

Shwetank Patni
Chief Financial Officer

Place : New Delhi
Date : 24-May-2016

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. GENERAL INFORMATION

Applect Learning Systems Private Limited (the Company) was incorporated on April 04, 2001 under the Companies Act, 1956 (the 'Act') and is primarily engaged in the business of providing online & offline educational services.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated 30 March 2016. The said notification read with Rule 3(2) of the Companies (Accounting Standards) Rules, 2006 is applicable to accounting period commencing on or after the date of notification i.e. 1 April 2016.

2.2 Fixed assets

Tangible fixed assets are stated at acquisition cost, net of accumulated depreciation.

Intangible assets are stated at acquisition cost, net of accumulated amortisation.

Cost includes original cost of acquisition, including related taxes, duties and incidental expenses related to such acquisition and installation.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognized in the Statement of Profit and Loss.

2.3 Depreciation and amortisation

Depreciation / Amortisation on fixed assets is provided on written down value method over the estimated useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013:

Asset	Useful Life
Tangible assets	
Leasehold improvement	Lease period
Plant & Machinery	15 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Computers:	
-Servers	6 years
-End user devices such as, desktops, laptops etc.	3 years
Intangible assets	
Computer Software	6 years

Leasehold improvements are amortized over the lease period, which corresponds with the useful lives of the assets.

Depreciation on addition to fixed assets is provided on pro-rata basis from the date of acquisition of the assets. Depreciation on sale/ deduction from fixed assets is provided upto the date preceding the date of sale, deduction, discardment, as the case may be.

2.4 Foreign Currency Transactions

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognized in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are restated at the end of accounting period at the exchange rate prevailing at the year end and the exchange differences are recognized in the Statement of Profit and Loss.

2.5 Revenue Recognition

The Company primarily earns revenue from online and offline coaching services.

Revenue from online and offline coaching is received in the form of subscription fees which is recognized over the period that coaching is imparted.

Revenue is shown net of service tax and is not recognized in instances where there is uncertainty with regard to ultimate collection. In such cases revenue is recognized on reasonable certainty of collection.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

2.6 Other Income

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.

2.7 Employee Benefits

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Gratuity: The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

Employees' s State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

2.8 Employee Stock Option Based Compensation

Equity settled stock options granted under "Applect Learning Systems Private Limited Option Plan 2009" are accounted for as per the accounting treatment prescribed by the Guidance Note on Employee Share based Payments issued by the Institute of Chartered Accountants of India. The Company follows the intrinsic value method and accordingly, the excess, if any, of the fair/market price of the underlying equity share as of the date of the grant of the option over the exercise price of the option, is recognised as "Employee stock option scheme compensation" cost and amortised over the vesting period.

2.9 Current and deferred tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. In situations, where the Company has unabsorbed depreciation or carry forward losses under tax laws, all deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.10 Provisions and Contingent Liabilities

Provisions: Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.11 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

2.12 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all the periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.13 Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

2.14 Cash & Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand and demand deposit with bank with original maturities of three month or less.

3. SHARE CAPITAL

	As at March 31, 2016	As at March 31, 2015
Authorised:		
247,000 (March 31, 2015: 247,000) Equity Shares of ₹ 10/- each	2,470	2,470
250,030,000 (March 31, 2015: 30,000) Preference Shares of Re. 1/- each	250,030	30
Issued, Subscribed and Paid up:		
35,638 (March 31, 2015: 35,638) Equity Shares of ₹ 10/- each fully paid up	356	356
Less: Amount recoverable from Applect Employees Stock Option Plan Trust *	(41)	(42)
	315	**314**
249,974,932 (March 31, 2015: 10,000) 0.1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of Re. 1/- each	249,975	10
	250,290	**324**

* Pertains to advance given to the Applect Employees Stock Option Plan Trust for subscription to shares allotted by the Company to be issued to employees in pursuance of the Employee Stock Option Plan. This presentation does not impact the total number of shares issued.

(a) Reconciliation of number of shares

	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
Balance as at the beginning of the year	35,638	356	35,638	356
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	**35,638**	**356**	**35,638**	**356**

	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	Amount	No. of Shares	Amount
Preference Shares				
Balance as at the beginning of the year	10,000	10	10,000	10
Add: Shares issued during the year	249,964,932	249,965	-	-
Balance as at the end of the year	**249,974,932**	**249,975**	**10,000**	**10**

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(b) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. Dividend if any declared is payable in Indian Rupees. The dividend if any proposed by the Board of Directors is subject to the approval of the shareholders in Annual General Meeting.

Preference Shares: The Company has only one class of 0.1% OCCRPS having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held only if any proposed resolution directly affects any rights or the interest of the holder including resolution for winding up or reduction of share capital. Each OCCRPS is entitled to a preferential dividend of 0.1% per annum payable in Indian Rupees.

Ranking: The OCCRPS shall rank senior to all classes of shares currently existing or established hereafter, with respect to distributions and shall rank pari passu with the equity shares in all other respects including voting rights and adjustments for any stock splits, bonuses, sub-division, recapitalization, issuance of bonus shares, non-cash dividends/ distributions to holders of shares, reclassification, conversion, buyback, cancellation, consolidation or merger.

Dividends:

(i) Each OCCRPS is entitled to a preferential dividend rate of 0.1% (Zero point one per cent) per annum (the "Preferential Dividend"). The Preferential Dividend is cumulative and shall accrue from year to year, whether or not paid. All accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution.

(ii) Dividends due and payable on any other shares of the Company will be subordinate to any dividend payable on the OCCRPS. Under no circumstances shall any amounts be paid or dividends declared on any shares other than the OCCRPS, until all dividends and other amounts due and owing on the OCCRPS shall have been paid in full.

(iii) In addition, the OCCRPS shall fully participate with the Ordinary Shares in all dividends declared by the Company.

Redemption: If the Company has not received the Conversion Notice for the OCCRPS within 20 (twenty) years from the date of allotment, the OCCRPS shall be automatically redeemed by the Company without any action on the part of the holder of the OCCRPS.

(c) Shares held by the Ultimate holding company and its wholly owned subsidiary

	As at March 31, 2016	As at March 31, 2015
Equity Shares		
5,871 Shares (March 31, 2015: 19,300 Shares) held by Info Edge (India) Limited	5,871	19,300
13,429 Shares (March 31, 2015: Nil Shares) held by Startup Investments (Holding) Limited	13,429	-
	19,300	**19,300**

	As at March 31, 2016	As at March 31, 2015
Preference Shares		
0.1% OCCRPS (March 31, 2015: 10,000) held by Info Edge (India) Limited	-	10,000
249,974,932 Shares (March 31, 2015: Nil Shares) held by Startup Investments (Holding) Limited	249,974,932	-
	249,974,932	**10,000**

Info Edge (India) Limited has informed the Company on March 30, 2016 that, on March 30, 2016 it has transferred 13,429 Equity Shares out of 19,300 shares held by it in the company to its wholly owned subsidiary Startup Investment (Holdings) Limited. In addition, it has also transferred the entire 249,974,932 OCCRPS held by it in the company to Startup Investment (Holdings) Limited. Post the aforesaid transfer, Info Edge Limited holds 16.5% Equity Stake in the company and Startup Investment (Holdings) Limited holds 37.7% Equity stake in the company. The transfer of shareholding by Info Edge has been approved by the Board of Directors of the company in its board meeting dated May 24, 2016.

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

	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of ₹10 each fully paid up				
Info Edge (India) Ltd.	5,871	16.47%	19,300	54.16%
Startup Investments (Holding) Limited	13,429	37.68%	-	0.00%
Pavan Chauhan	9,252	25.96%	9,252	25.96%
ESOP - Applect	4,082	11.45%	4,214	11.82%
Ritesh Hemrajani	2,509	7.04%	2,509	7.04%
	35,143	**98.61%**	**35,275**	**98.98%**

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% Holding	No. of Shares	% Holding
0.1% OCCRPS of Re.1 each fully paid up				
Info Edge (India) Ltd.	-	0%	10,000	100%
Startup Investments (Holding) Limited	249,974,932	100%	-	0%
	249,974,932	**100%**	**10,000**	**100%**

(e) Terms of securities convertible into equity shares

i) A total of 1,334 (One thousand three hundred and thirty four) fully paid equity shares shall be allotted and issued to the holder in the event it exercises its option to convert the whole of this 10,000 (Ten thousand) Series B OCCRPS (0.1% Optionally Convertible Cumulative Redeemable Preference Shares) allotted on 5th December 2013 vide 5th Investment Agreement dated 26th November 2013 . The holder may choose to convert the Series B OCCRPS in full or in parts and accordingly proportionate number of equity shares shall be allotted and issued at such times.

No fractional shares shall be issued upon conversion of Series B OCCRPS and the number of equity shares to be issued shall be rounded to the nearest whole share, with the fair market value of any fractional shares paid to the holder in cash.

ii) As regards the 249,964,932 Series C OCCRPS (0.1% Optionally Convertible Cumulative Redeemable Preference Shares) allotted on 12th June 2015 vide 6th Investment Agreement dated 25th May 2015, In the event the Company and/or the Promoters raise(s) additional funding of atleast ₹ 250,000,000 from any Person ("Additional Funding") within 18 months from the date of allotment of Series C OCCRPS issued during the financial year 2015-16, then each share shall be converted into such number of Ordinary Shares on the basis of the pre-money valuation of the company at which such additional funding is raised by the company. Provided however that, if the Company and/or the Promoters do not raise any additional funding within 18 months from the date of allotment of Series C OCCRPS, then the holder of such shares will not be entitled to convert the same into ordinary shares of the Company during this period.

If the holder of Series C OCCRPS proposes to convert all or any part of the Series C OCCRPS held by such holder after 18 months from the date of allotment of Series C OCCRPS, then every 77,897 Series C OCCRPS will be converted into 1 ordinary share of ₹ 10 each resulting in an issue of 3,209 Equity shares.

4. RESERVES AND SURPLUS

	As at March 31, 2016		As at March 31, 2015	
Employee Stock options outstanding account (ESOOA)				
Balance at the beginning of the year	31,797		9,982	
Add: Transfer during the year	27,102		21,815	
Less: Options exercised during the year	(2,025)		-	
Less: Options forfeited during the year	(954)	55,920	-	31,797
Employee Stock options exercised				
Balance at the beginning of the year	68,867		68,867	
Add: Transfer during the year from ESOOA	2,025	70,892	-	68,867
Securities premium account				
Balance at the beginning of the year	720,116		720,116	
Add : Security premium credited on share issue	-		-	
Less: Amount recoverable from Applect Employees Stock Option Plan Trust *	(11,535)	708,581	(11,535)	708,581
General Reserve				
Balance at the beginning of the year	-		-	
Add: Transfer during the year from ESOOA	954	954	-	-
Statement of profit and loss				
Balance at the beginning of the year	(881,834)		(641,669)	
Add: Loss for the year	(431,434)		(239,865)	
Add: Transitional provision as per Schedule II to the Companies Act, 2013 (Refer Note 9 - Fixed Assets)	-	(1,313,268)	(300)	(881,834)
Reserves and surplus as at the end of the year		**(476,921)**		**(72,589)**

* Pertains to advance given to the Applect Employees Stock Option Plan Trust for subscription to shares allotted by the Company to be issued to employees in pursuance of the Employee Stock Option Plan.

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

5. OTHER LIABILITIES

	Long-term		Current	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Income received in advance (Deferred Sales Revenue)	30,016	18,875	175,936	119,602
Salary & Reimbursements	-	-	29,781	21,433
Interest accrued but not due on loan	-	-	107	-
Expenses Payable	-	-	25,395	16,820
Lease Equalisation Reserve	2,924	2,983	-	-
TDS payable	-	-	3,525	1,776
EPF - Employee Contribution	-	-	1,098	730
ESIC - Employee Contribution	-	-	14	37
Creditors for capital goods	-	-	431	1,413
	32,940	**21,858**	**236,287**	**161,811**

6. PROVISIONS

	Long-term		Short-term	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Provision for employee benefits (Refer Note 27)				
Provision for Compensated Absences	-	-	3,100	1,756
Provision for Gratuity	7,354	6,198	1,253	83
Other provisions				
Provision for Bonus	-	-	13,160	919
Total	**7,354**	**6,198**	**17,513**	**2,758**

7. TRADE PAYABLES

	Long-term		Short-term	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Trade payables				
a) Total outstanding dues of micro enterprises and small enterprises*	-	-	-	-
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	12,316	12,802
	-	**-**	**12,316**	**12,802**

*Based on information available with the Company, there are no dues to micro enterprises and small enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2016.

8. SHORT TERM BORROWINGS

	Current	
	As at March 31, 2016	As at March 31, 2015
Unsecured:		
Loan from Ultimate holding company*	17,000	-
	17,000	**-**

*Loan from Ultimate holding company is repayable in 12 Months from the date of 1st disbursement (i.e. February 29, 2016) but in no case later than February 28, 2017 alongwith interest at 8% per annum.

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

9. FIXED ASSETS

Particulars	Gross Block				Depreciation					Net Block
	April 1, 2015	Additions	Disposals	March 31, 2016	April 1, 2015	For the year	Disposal/ Adjustments	Adjustment in Opening Retained Earnings	March 31, 2016	March 31, 2016
Tangible Assets (Own assets)										
Leasehold Improvement	21,732	11,848	1,221	32,359	13,188	6,603	194	-	19,597	12,762
Plant and Machinery	4,275	3,181	397	7,059	2,646	1,990	204	-	4,432	2,627
Furniture and Fixtures	3,344	1,416	818	3,942	2,916	1,038	817	-	3,137	805
Office Equipment	9,395	5,932	1,438	13,889	8,440	4,365	1,423	-	11,382	2,507
Computers	27,306	15,372	2,223	40,455	21,012	11,170	2,166	-	30,016	10,439
Server	7,494	8,642	-	16,136	4,914	2,313	-	-	7,227	8,909
	73,546	**46,391**	**6,097**	**113,840**	**53,116**	**27,479**	**4,804**	**-**	**75,791**	**38,049**
Intangible Assets Own Assets (Acquired)										
Computer Software	7,263	57	881	6,439	7,000	260	881	-	6,379	60
	7,263	**57**	**881**	**6,439**	**7,000**	**260**	**881**	**-**	**6,379**	**60**
Total	**80,809**	**46,448**	**6,978**	**120,279**	**60,116**	**27,739**	**5,685**	**-**	**82,170**	**38,109**

9A. FIXED ASSETS

Particulars	Gross Block				Depreciation					Net Block
	April 1, 2014	Additions	Disposals	March 31, 2015	April 1, 2014	For the year	Disposal/ Adjustments	Adjustment in Opening Retained Earnings *	March 31, 2015	March 31, 2015
Tangible assets (Own assets)										
Leasehold Improvement	17,542	4,190	-	21,732	8,145	5,043	-	-	13,188	8,544
Plant and Machinery	3,022	1,253	-	4,275	941	1,705	-	-	2,646	1,629
Furniture and Fixtures	2,387	957	-	3,344	2,262	654	-	-	2,916	428
Office Equipment	7,817	1,917	339	9,395	3,243	5,407	336	126	8,440	955
Computers	23,149	6,301	2,144	27,306	13,727	9,107	1,996	174	21,012	6,294
Server	6,065	1,429	-	7,494	3,718	1,196	-	-	4,914	2,580
	59,982	**16,047**	**2,483**	**73,546**	**32,036**	**23,112**	**2,332**	**300**	**53,116**	**20,430**
Intangible assets Own Assets (Acquired)										
Computer Software	7,236	27	-	7,263	4,464	2,536	-	-	7,000	263
	7,236	**27**	**-**	**7,263**	**4,464**	**2,536**	**-**	**-**	**7,000**	**263**
Total	**67,218**	**16,074**	**2,483**	**80,809**	**36,500**	**25,648**	**2,332**	**300**	**60,116**	**20,693**

* Refer Note 4 - Reserves and Surplus

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

10. LOANS AND ADVANCES

	Long-term		Short-term	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Unsecured, considered good:				
Security Deposits	6,035	5,143	2,619	2,400
Advance recoverable in cash or in kind	-	-	7,584	6,260
Capital Advances*	52	132	-	-
Advance recoverable from Applect Employees Stock Option Plan Trust	93	92	-	-
Balance with Service Tax Authorities	-	-	393	570
Advance Income Tax [Net of provision of ₹1,394 Thousands (March 31, 2015: ₹1,394 Thousands)]	-	-	8,210	7,253
Advance Fringe Benefits Tax	-	-	6	6
	6,180	**5,367**	**18,812**	**16,489**

* Value of contracts in capital account remaining to be executed as at March 31, 2016 is ₹ 52 thousand (March 31, 2015 - Nil)

11. OTHER ASSETS

	Non-current		Current	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Unsecured, considered good:				
Interest accrued on Fixed Deposits	-	-	457	4,923
	-	**-**	**457**	**4,923**

12. CASH AND BANK BALANCES

	Non-current		Current	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Cash & cash equivalents				
Bank balances				
In Current accounts	-	-	11,813	21,733
In Fixed deposits with maturity of less than 3 months	-	-	16,406	-
Other Bank Balances				
In Fixed deposit with maturity for more than 3 months but less than 12 months	-	-	5,002	-
In Fixed deposit Accounts with original maturity for more than 12 months	-	-	-	60,474
	-	**-**	**33,221**	**82,207**

13. REVENUE FROM OPERATIONS

	Year ended March 31, 2016	Year ended March 31, 2015
Sale of Services (Net of service tax)	287,093	215,936
	287,093	**215,936**

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

14. OTHER INCOME

	Year ended March 31, 2016	Year ended March 31, 2015
Interest received / receivable on fixed deposits with banks	9,450	12,507
Miscellaneous income	1,106	443
	10,556	**12,950**

15. EMPLOYEE BENEFITS EXPENSE

	Year ended March 31, 2016	Year ended March 31, 2015
Salary and Other Allowances	295,901	182,306
Bonus	30,219	9,138
House Rent Allowance	72,003	43,704
Gratuity	2,600	3,092
Compensated Absences	2,996	1,345
Contribution to Provident Fund	14,313	7,752
ESI Employer Contribution	672	1,081
Staff Welfare Expenses	18,304	12,538
	437,008	**260,956**

16. FINANCE COST

	Year ended March 31, 2016	Year ended March 31, 2015
Bank Charges	57	22
Interest on Loan	119	-
	176	**22**

17. DEPRECIATION AND AMORTISATION EXPENSE (REFER NOTE 9 - FIXED ASSETS)

	Year ended March 31, 2016	Year ended March 31, 2015
Depreciation of Tangible Assets	27,479	23,112
Amortisation of Intangible Assets	260	2,536
	27,739	**25,648**

18. ADVERTISEMENT AND PROMOTION EXPENSES

	Year ended March 31, 2016	Year ended March 31, 2015
Advertisement Expenses	55,776	47,774
Promotion & Marketing Expenses	883	28
	56,659	**47,802**

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

19. ADMINISTRATION AND OTHER EXPENSES

	Year ended March 31, 2016	Year ended March 31, 2015
Books & Periodicals	121	127
Commission	14,720	6,191
Communication Expenses	18,705	15,630
Domain Name Expenses	335	113
Electricity & Water Expenses	13,816	8,934
Fee & Subscription	561	192
Foreign Exchange Fluctuation	23	7
Insurance	287	104
Legal and Professional Charges	10,902	5,949
Loss on sale/disposal of fixed assets	1,292	151
Office Expenses	7,019	4,760
Postage & Courier	5,188	3,125
Printed Educational Material	3,835	3,973
Printing & Stationery	1,831	1,365
Rates and Taxes	92	8
Recruitment & Training Expenses	14,531	3,912
Rent	28,304	21,544
Repairs - Others	8,171	5,221
Payment to Auditors		
As Auditor:-		
Statutory Audit Fee	750	500
Tax Audit Fee	100	100
Reimbursement of Expenses	100	100
Transaction charges	4,702	3,743
Travel & Conveyance	18,614	5,848
Web Development Expenses	887	298
Miscellaneous Expenses	897	331
	155,783	**92,226**

20. NETWORK, INTERNET AND OTHER DIRECT EXPENSES

	Year ended March 31, 2016	Year ended March 31, 2015
Server Hire Charges	21,337	18,114
Broadband & Internet Expense	3,279	2,168
	24,616	**20,282**

21. LEASES:

Operating leases where Company is a lessee: The Company has entered into lease transactions mainly for leasing of office premise for a period between 1 to 6 years. The terms of lease include terms of renewal, increase in rents in future periods and terms of cancellation. The operating lease payments recognized in the Statement of Profit and Loss amount to ₹28,304 thousand (March 31, 2015: ₹21,544 thousand) included in Note 19 - Administration and Other expenses.

22. EXPENDITURE IN FOREIGN CURRENCY

	Year ended March 31, 2016	Year ended March 31, 2015
Server Hire charges	750	1,129
Travel & Conveyance	2,682	718
Advertisement Expenses	553	-
Other Expenses	771	297
Total	**4,756**	**2,144**

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

23. EARNINGS (LOSS) PER SHARE:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Loss attributable to Equity Shareholders (₹ '000)	**(431,434)**	**(239,865)**
Loss per share:		
Basic		
Number of equity shares outstanding	31,440	31,424
Basic Loss Per Equity Share (₹)	**(13,723)**	**(7,633)**
Diluted Loss Per Equity Share (₹)	**(13,723)**	**(7,633)**
Face value per share (₹)	10	10

The Company is having following potential equity shares:

A) Shares allotted to the Applect Employees Stock Option Plan Trust for issuance to employees in pursuance of the Employee Stock Option Plan.

B) 10,000 0.1% OCCRPS equivalent to 1,334 Equity shares allotted to the parent company on December 05, 2013 as per Fifth Investment Agreement &

C) 24,99,64,932 0.1% OCCRPS equivalent to 3,209 Equity Shares allotted to the parent company on June 12, 2015 as per Sixth Investment Agreement.

Since conversion of above mentioned potential equity shares (Shares allotted to ESOP trust and 0.1% OCCRPS) would decrease loss per share from continuing ordinary activities, these are anti-dilutive in nature and thus the effects of anti-dilutive potential equity shares are ignored in calculating diluted earning per share.

24. (1) Related Party Disclosures: March 31, 2016

A) Names of related parties and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2015 and where control exists for the year ended March 31, 2016:

Ultimate Holding Company

Info Edge (India) Limited (IEIL) (Refer Note 3(c))

Key Management Personnel (KMP)

Mr. Ritesh Hemrajani (Director)

Mr. Pavan Chauhan (Director)

Mr. Sudhir Bhargava (Director)

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business:

Amount in ₹ Thousands

Sr. No	Nature of relationship / transaction	Ultimate Holding Company	KMP	Total
1	Recruitment & training expenses (includes ₹ 148 thousands pertaining to future period)	(1,732)	-	(1,732)
2	Subscription of 249,964,932 0.1% Optionally Convertible Cumulative Redeemable Preference shares (OCCRPS) of Re.1/- each (Refer Note 3(e))	249,965	-	249,965
3	Loan Received	17,000	-	17,000
4	Interest accrued but not due on loan	119	-	119

C) Amount due to/from related party as at March 31, 2016

Amount in ₹ Thousands

Sr. No	Nature of relationship / transaction	Ultimate Holding Company	KMP	Total
1	**Credit balances**			
	Short Term Borrowing	17,000	-	17,000
	Interest accrued but not due on loan	107	-	107
	Maximum amount outstanding during the year	17,107	-	17,107

1. Amount due from Applect Employees Stock Option Plan Trust as on March 31, 2016 is ₹11,668 thousand including advance given to the Trust for subscription to shares issued by the Company.

2. The directors do not take any remuneration

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

24. (2) Related Party Disclosures: March 31, 2015

A) Names of related parties and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 (as amended) and where control exists for the year ended March 31, 2015:

Holding Company

Info Edge (India) Limited (IEIL)

Key Management Personnel (KMP)

Mr. Ritesh Hemrajani (Director)

Mr. Pavan Chauhan (Director)

Mr. Sudhir Bhargava (Director)

B) Details of transactions with related parties for the year ended March 31, 2015 in the ordinary course of business:

Amount in ₹ Thousands

Sr. No	Nature of relationship / transaction	Holding Company	KMP	Total
1	Recruitment & training expenses (includes ₹ 114 thousands pertaining to future period)	(294)	-	(294)

C) Amount due to/from related parties as at March 31, 2015

Amount in ₹ Thousands

Sr. No	Nature of relationship / transaction	Holding Company	KMP	Total
1	**Credit balances**			
	Outstanding payable	-	-	-
	Maximum amount outstanding during the year	28	-	28

1. Loan given to Applect Employees Stock Option Plan Trust during the year ₹14 thousand.
2. Amount due from Applect Employees Stock Option Plan Trust as on March 31, 2015 is ₹11,668 thousand including advance given to the Trust for subscription to shares issued by the Company.
3. The directors do not take any remuneration.

25. EMPLOYEE STOCK OPTION SCHEME 2009 (ESOP)

The board vide its resolution dated 29 December 2009 approved ESOP 2009 for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors.

The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Number of options granted, exercised and forfeited during the year:-

Particulars	FY 2015-16		FY 2014-15	
	Number	Weighted Average Exercise Price (₹)	Number	Weighted Average Exercise Price (₹)
Options outstanding at beginning of year	2,419	10	1,280	10
Add:				
Options granted during the year	198	10	1,139	10
Less:				
Options exercised during the year	132	10	-	10
Options forfeited during the year	75	10	-	10
Options outstanding at the end of year	2,410	10	2,419	10
Option exercisable at the end of year	2,410	10	2,419	10

In accordance with the above mentioned ESOP Scheme, ₹ 27,102 thousand (Previous Year ₹21,815 thousand) has been charged to the Statement of Profit and Loss in relation to the options granted during the year ended March 31, 2016 as Employee Stock Option Scheme Compensation.

The options outstanding at the end of year had exercise price of ₹10/- (March 31, 2015: ₹10) and a weighted average remaining contractual life of 3.76 years (March 31, 2015: 4.60 years).

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(A) - In respect of options granted during the year, had the fair value method been used,

i) the loss for the year would be lower by ₹ 1 thousand (March 31, 2015: loss for the year would be lower by ₹ 2 thousand)

ii) Basic/Diluted EPS would be ₹ -13,725.10 (March 31, 2015: Basic/Diluted EPS would be ₹ -7,633.25)

(B) - The fair value of each option is estimated on the date of grant using the Black Scholes model with the below listed assumptions:

ESOP Plan 2009	FY 2015-16	FY 2014-15
Weighted average fair value of the options at the grant dates **(₹)**	40,818.12	55,540.75
Dividend Yield	0%	0%
Risk free rate	8.17%	8.92%
Expected life (Years)	7.00	7.00
Expected volatility	65.98%	65.04%
Weighted average share price **(₹)**	40,812.48	55,535.40

26. The Company is mainly in the business of internet based service delivery. The turnover from offline coaching business being less than 10% of the total turnover of the Company, there are no reportable business segments as per the requirements of Accounting Standards – 17 on "Segment Reporting" specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. Further, the Company operates only in one geographical segment.

27. Employee Benefits

The Company has classified the various benefits provided to employees as under:

A. Defined Contribution Plans

a) Provident Fund

During the year, the Company has recognized the following amounts in the Statement of Profit and Loss –

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Employers' Contribution to Provident Fund*	14,313	7,752

*Included in Contribution to Provident & Other Funds under Employee Benefit Expense (Refer Note 15).

B. State Plans

a) Employer's Contribution to Employee State Insurance

During the year, the Company has recognized the following amounts in the Statement of Profit and Loss –

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Employers' Contribution to Employee State Insurance *	672	1,081

*Included in ESI Employer Contribution under Employee Benefit Expense (Refer Note 15).

C. Defined Benefit Plans

a) Gratuity payable to employees

b) Compensated Absences for Employees

(A) Actuarial Assumptions	FY 2015-16	FY 2014-15
Discount Rate (per annum)	8.00%	7.75%
Rate of increase in Compensation levels	7.00%	6.50%
Expected average remaining working lives of employees (years)	30.94	31.59
Attrition Rate	1 - 25%	1 - 3%

(B) Changes in the Present Value of Obligation	Employee's Gratuity Fund		Compensated Absences	
	FY 2015-16	FY 2014-15	FY 2015-16	FY 2014-15
Present Value of Obligation at the beginning of the year	**6,281**	**3,227**	**1,756**	**973**
Interest Cost	487	274	136	83
Past Service Cost	-	-	-	-
Current Service Cost	2,603	2,426	1,354	758
Curtailments	-	-	-	-
Settlements	-	-	-	-
Benefits paid	(275)	(38)	(1,653)	(562)
Actuarial (gain)/ loss on obligations	(490)	392	1,506	504
Present Value of Obligation at the end of the year*	**8,606**	**6,281**	**3,099**	**1,756**

*Included in Provision for Employee benefits (Refer Note 6)

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(C) Expense recognized in the Statement of Profit and Loss	Employee's Gratuity Fund		Compensated Absences	
	FY 2015-16	FY 2014-15	FY 2015-16	FY 2014-15
Current Service Cost	2,603	2,426	1,354	758
Past Service Cost	-	-	-	-
Interest Cost	487	274	136	83
Expected Return on Plan Assets	-	-	-	-
Actuarial (gain) / loss on Obligations	(490)	392	1,506	504
Settlements	-	-	-	-
Curtailments	-	-	-	-
Total Expenses recognized in the Statement Profit and Loss*	**2,600**	**3,092**	**2,996**	**1,345**

*Included in Employee Benefit Expense (Refer Note 15)

(D) Assets and Liabilities recognized in the Balance Sheet :	Employee's Gratuity Fund		Compensated Absences	
	FY 2015-16	FY 2014-15	FY 2015-16	FY 2014-15
Present value of unfunded obligation as at the end of the year	8,606	6,281	3,099	1,756
Unrecognized Actuarial (gains)/losses	-	-	-	-
Unfunded Net Asset / (Liability) Recognized in Balance Sheet*	**8,606**	**6,281**	**3,099**	**1,756**

*Included in Provision for Employee benefits (Refer Note 6)

(E) Amounts recognized in current year and previous four years	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Gratuity					
Defined Benefit Obligation	8,606	6,281	3,227	1,978	824
Plan Assets	-	-	-	-	-
Net Assets / (Liability)	(8,606)	(6,281)	(3,227)	(1,978)	(824)
Compensated Absences					
Defined Benefit Obligation	3,099	1,756	973	418	91
Plan Assets	-	-	-	-	-
Net Assets / (Liability)	(3,099)	(1,756)	(973)	(418)	(91)

(F) Expected Contribution to the fund in the next year	Year ended March 31, 2016	Year ended March 31, 2015
Gratuity	5,345	4,847
Compensated Absences	1,536	792

28. Details of Bank Balances:

A. Bank Balances with scheduled Banks:

-In Current Accounts

Balance with Banks in India	As at March 31, 2016	As at March 31, 2015
ICICI Bank Ltd.	9,430	14,921
State Bank of India	2,147	5,897
HDFC Bank Ltd.	236	915
Total	**11,813**	**21,733**

-In Fixed deposits

Balance with Banks in India	As at March 31, 2016	As at March 31, 2015
ICICI Bank Ltd.	21,408	52,804
State Bank of India	-	7,670
Total	**21,408**	**60,474**

The above comprises of :-

Particulars	As at March 31, 2016	As at March 31, 2015
- Fixed Deposit Accounts with original maturity of less than 3 months	16,406	-
- Fixed Deposit Accounts with original maturity for more than 3 months but less than 12 months	5,002	-
- Fixed Deposit Accounts with original maturity for more than 12 months	-	60,474
Total	**21,408**	**60,474**

(All amounts in ₹ Thousands, unless otherwise stated)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

29. The Company's business activities, together with the factors likely to affect its future development and performance along with the financial position of the Company, its projected cash flows and letter of support provided by Info Edge (India) Ltd. have been reviewed by the Board of Directors and they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus the Company has continued to adopt the going concern basis of accounting in preparing the financial statements.

30. Previous year figures have been regrouped & rearranged to conform to this year's classification, wherever necessary.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Amitesh Dutta
Partner
Membership Number 058507

Place : Gurgaon
Date : May 24, 2016

For and on behalf of the Board of Directors

Pavan Chauhan
Managing Director

Ritesh Hemrajani
Director

Pankaj Mishra
Company Secretary

Shwetank Patni
Chief Financial Officer

Place: New Delhi
Date : May 24, 2016

NAUKRI INTERNET SERVICES LIMITED

DIRECTOR'S REPORT

Dear Shareholders,

We are pleased to present the 17th Annual Report and Audited Statement of Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company made a loss of ₹15599 thousand in the financial year 2015-16 as compared to loss of ₹17656 thousand in the Financial Year 2014-2015.

SHARE CAPITAL

During the year under review the Authorised Share Capital of the Company was increased from ₹ 200,05,00,000/- (Rupees Two hundred Crore Five Lac) to ₹ 350,05,00,000/- (Rupee Three hundred Fifty Crore Five Lakh).

The paid up capital of the Company was increased to ₹ 3,432,500,000/- (Rupees Three Hundred Forty Three Crore Twenty Five Lac) (consisting of 10,000 Equity shares of ₹ 10/- each and 34,324,000 Cumulative Redeemable Preference Shares of ₹ 100/- each) pursuant to allotment of 1,57,00,000 – 0.0001% Cumulative Redeemable Preference Shares ("CRPS") of ₹ 100/- each, aggregating to ₹ 157,00,00,000/- (Rupees One Hundred Fifty Seven Crores).

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control, commensurate with the size, scale and complexity of its operations.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

Zomato Media Pvt. Ltd.

The Company has invested an aggregate amount of ₹ 1,554,019,000 for 7.02% stake in Zomato Media Pvt. Ltd. on fully converted and diluted basis which owns and operates the website, www.zomato.com. It generates revenue from advertisements of restaurants and lead sales.

FIXED DEPOSITS

The Company has not accepted any fixed deposits, as defined in Section 73 and 74 of the Companies Act, 2013 read with the relevant rules, during the year under review.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN-000643N), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

SECRETARIAL AUDITORS

Pursuant to provisions of Section 204 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s RMG & Associates, Company Secretaries as the Secretarial Auditors of the Company to undertake Secretarial Audit of the Company for the FY 2016. The Secretarial Audit Report is attached herewith as Annexure A.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS AND SECRETARIAL AUDITORS IN THEIR RESPECTIVE REPORTS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

With respect to the observation contained in the Secretarial Auditors' Report, the Management's explanations are given below:

The Company has been searching suitable candidates for appointment as Independent Directors and Internal Auditors. The Committees under section 177 and 178 shall be constituted along with the aforesaid appointments as soon as possible.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Sharmeen Khalid (DIN 07228396) was appointed as an additional director (woman director) on May 25, 2015 and her appointment was regularised in the Annual General Meeting held on September 24, 2015.

Also, Mr. Saurabh Srivastava (DIN 00380453) was inducted as an additional director (Non-Executive -Independent Director) of the Company. His appointment became effective from March 28, 2016.

Mr. Srivastava confirmed his eligibility and willingness to accept office of Non-Executive Independent Director, if confirmed by the members at the ensuing Annual General Meeting.

In the opinion of your Directors, Mr. Srivastava possess requisite qualifications and experience which would be useful to your Company and would enable them to contribute effectively to your Company in his capacity.

Further, the Company appointed Mr. Sanjeev Bikhchandani as Managing Director, Mr. Chintan Thakkar as Chief Financial Officer and Mr. Murlee Manohar Jain as Company Secretary, to be designated as Key Managerial Personnel pursuant to Section 203 of the Companies Act, 2013.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Sanjeev Bikhchandani, Director (DIN: 00065640), retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 9 times during the year under review on April 2, 2015, May 25, 2015, June 8, 2015, June 26, 2015, July 24, 2015, September 3, 2015, November 11, 2015, January 27, 2016 and March 28, 2016.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Director has submitted his disclosure to the Board that he fulfils all the requirements as stipulated in Section 149(6) of the Companies Act, 2013.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of the investments made by Company are given in the note no. 8 of notes to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year Company did not enter into any transaction with related parties that could be considered material or requires disclosure in terms of prescribed Form AOC-2. During the year, whole-time KMPs of the holding company were appointed to the post of KMP in the Company to meet the requirements of Section 203 of the Companies Act, 2013. No remuneration is paid to these whole-time KMPs. Details of all other related party transactions are present under Note no. 18 of notes to Financial Statements.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

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

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirm that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for that year;

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

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

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys their special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

Sanjeev Bikhchandani	Chintan Thakkar
(Director)	(Director)
DIN: 00065640	DIN: 00678173

Place: Noida
Date: June 15, 2016

ANNEXURE-A

Form No. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Naukri Internet Services Limited

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Naukri Internet Services Limited** (hereinafter referred as "the Company"), having its Registered Office at **GF-12 A, 94, Meghdoot Building, Nehru Place, New Delhi - 110019**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2016**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

I. The Companies Act, 2013 ('the Act') and the rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

III. The shares of the company being in physical form, the company was not required to comply with The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

V. The Company being an unlisted Company was not required to comply with any of the regulations and/ or guidelines as prescribed by the Securities and Exchange Board of India;

VI. The Company has no identified principal business activity and accordingly no other laws are specifically applicable to the company.

We have also examined compliances with the applicable clauses of Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the Company has complied with the same to the extent possible, however the stricter applicability of the Secretarial Standards is to be observed by the company.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the **following observations:**

1. ***The Composition of Board of Directors is not in compliance with Section 149 of the Companies Act 2013 as there is only one Independent Director on the Board of the Company. As a result thereof, Company could not constitute the Audit Committee under Section 177 and the Nomination & Remuneration Committee and under Section 178 of the Companies Act, 2013. The Company could also not hold the Meeting of Independent Directors required under Schedule IV to the said Act.***
2. ***The Company is yet to appoint Internal Auditor in accordance with Section 138 of the Companies Act 2013.***

We further report that

During the period under review, there is only one Independent director on the Board of the Company. Accordingly the Board of the directors of the company is not duly constituted due to lack of independent directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice(s) were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance to all Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

As per the records, the Company has generally complied and filed all the forms, returns, documents and resolutions as were required to be filed under Companies Act 2013 with the Registrar of Companies and other authorities, however due care is required while complying with the provisions and formalities relating to the same.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:-

NAUKRI INTERNET SERVICES LIMITED

(i) The members in the Extra Ordinary General Meeting held on April 06, 2015 approved:

a. The increase in authorized capital of the Company from Rs. 200.05 Crore to Rs. 350.05 Crore.

b. The issue and offer of 1,57,00,000 cumulative redeemable preference shares of Rs. 100 each on right basis to the existing equity shareholders.

c. The investment of Rs 1,554,018,957.00 (Rupees One Hundred Fifty Five Crore Forty Lakhs Eighteen Thousand Nine Hundred and Fitfy Seven only) in the company M/s Zomato Media Private Limited, pursuant to Section 186 of Companies Act 2013.

For RMG & Associates
Company Secretaries

CS Manish Gupta
Partner
FCS : 5123; C.P. No.: 4095

Place : New Delhi
Date : 15-06-2016

Note: This report is to be read with 'Annexure I' attached herewith and forms an integral part of this report.

Annexure - I

The Members
Naukri Internet Services Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For RMG & Associates
Company Secretaries

CS Manish Gupta
Partner
FCS : 5123; C.P. No.: 4095

Place : New Delhi
Date : 15-06-2016

ANNEXURE-B

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U74899DL1999PLC102748
ii. Registration Date:- December 9, 1999
iii. Name of the Company: - Naukri Internet Services Ltd.
iv. Category / Sub-Category of the Company:- Company Limited by Shares
v. Address of the Registered office and contact details:-
Ground Floor, GF-12A,
94, Meghdoot Building, Nehru Place,
New Delhi-110019
Tel. No. +91 120-3082000, Fax: 0120-3082095
Email: investors@naukri.com
Website: -N.A.
vi. Whether listed company :- No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	IT Services	63112	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(87)(ii)
2.	Zomato Media Pvt. Ltd.	U93030DL2010PTC198141	Associate	7.02	2(6)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
Indian Promoters -Bodies Corporate	-	10,000* (Equity Shares)	10,000 (Equity Shares)	100	-	10,000* (Equity Shares)	10,000 (Equity Shares)	100	-
	-	18,624,000** (Preference Shares)	18,624,000 (Preference Shares)	-	-	34,324,000** (Preference Shares)	34,324,000 (Preference Shares)	-	84.29
Total	-	10,000* (Equity Shares)	10,000 (Equity Shares)	100	-	10,000* (Equity Shares)	10,000 (Equity Shares)	100	-
		18,624,000 (Preference Shares)	18,624,000 (Preference Shares)	100	-	34,324,000** (Preference Shares)	34,324,000 (Preference Shares)	100	-

During the year under review the Authorised Capital of the Company was increased from ₹ 2,000,500,000 to ₹ 3,500,500,000.

*6 (six) shares were held by six individuals as nominee of Info Edge (India) Ltd.

** During the year under review 15,700,000 – 0.0001% Cumulative Redeemable Preference Shares (CRPS) of ₹ 100 each were issued to Info Edge (India) Ltd. thereby increasing the preference shares paid up capital from 18,624,000-0.0001% CRPS of ₹ 100 each to 34,324,000, 0.0001% CRPS of ₹ 100 each.

NAUKRI INTERNET SERVICES LIMITED

ii. **Shareholding of Promoters:**

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	10,000* (Equity Shares)	100	0.00	10,000* (Equity Shares)	100	0.00	-
		18,624,000** (Preference Shares)	100	0.00	34,324,000** (Preference Shares)	100	0.00	84.29

*No. of shares refers to equity shares of ₹ 10 each.

**No. of shares refers to 0.0001% Cumulative Redeemable Preference Shares (CRPS) of ₹ 100 each.

iii. **Change in Promoter's Shareholding**

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1.	Info Edge (India) Ltd.	10,000 (Equity Shares)	100	-	-	-	10,000 Equity Shares	100
		18,624,000 (Preference Shares)	100	08/06/2015	Subscription of preference Shares	15,655,000 Preference Shares	34,279,000 Preference Shares	100
				03/09/2015	Subscription of preference Shares	45,000 Preference Shares	34,324,000 Preference Shares	100

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil**

v. **Shareholding of Directors and Key managerial Personnel**

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1.	Sanjeev Bikhchandani	1 (one) Equity Shares (as nominee of Info Edge (India) Ltd	0.00	-	-	-	1 (one) Equity Shares (as nominee of Info Edge (India) Ltd	0.00
2.	Chintan Thakkar	1 (one) Equity Shares (as nominee of Info Edge (India) Ltd	0.00	-	-	-	1 (one) Equity Shares (as nominee of Info Edge (India) Ltd	0.00

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

NAUKRI INTERNET SERVICES LIMITED

Independent Auditor's Report

TO THE MEMBERS OF NAUKRI INTERNET SERVICES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Naukri Internet Services Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:
   a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
   d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
   e) on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
   f) with respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in '**Annexure B**'; and
   g) With respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      I. The Company does not have any pending litigations which would impact its financial position.

II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's Report to the members of Naukri Internet Services Limited on the financial statement of the year ended March 31, 2016, we report that:

i) The company does not have any fixed assets. Accordingly, the paragraph 3(i) of the order is not applicable.

ii) The company does not have any inventory. Accordingly, the paragraph 3(ii) of the order is not applicable.

iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, Paragraph 3(iii) of the order is not applicable.

iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provision of Section 185 and 186 of the Act, with respect to loan and investment made.

v) The Company has not accepted any deposit from the public. Accordingly, Paragraph 3(v) of the order is not applicable.

vi) As per section 148(1) of the Act, the Company is not required to maintain any cost records. Accordingly, Paragraph 3(vi) of the order is not applicable.

vii) a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2016 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, there are no material dues of income Tax, sales tax, service Tax, duty of customs, duty of excise and value added tax, as applicable to it, which have not been deposited with the appropriate authorities on account of a disputes.

viii) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

x) According to the information and explanations given to us, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided any managerial remuneration. Accordingly, paragraph 3(xi) of the order is not applicable.

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

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

xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment of preference shares and requirement of Section 42 of the Companies Act 2013 have been complied and amount raised have been used for the purpose for which the fund was raised.

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

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

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Naukri Internet Services Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

NAUKRI INTERNET SERVICES LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note No.	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	**3**	3,432,500	1,862,500
(b) Reserves And Surplus	**4**	(32,676)	(17,077)
(2) Current Liabilities			
(a) Short Term Provisions	**5**	280	273
(b) Trade Payables	**6**	168	117
(c) Other Current Liabilities	**7**	1	5
TOTAL		**3,400,273**	**1,845,818**
II. ASSETS			
(1) Non-current Assets			
(a) Non-current Investments	**8**	3,396,329	1,842,310
(2) Current Assets			
(a) Cash And Cash Equivalents	**9**	3,634	3,217
(b) Short-term Loans And Advances	**10**	288	267
(c) Other Current Assets	**11**	22	24
TOTAL		**3,400,273**	**1,845,818**
Significant Accounting Policies	2		

This is the Balance Sheet referred to in our report of even date

The Schedules referred to above form an integral part of these accounts

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

Place: New Delhi
Date: 20/05/2016

NAUKRI INTERNET SERVICES LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDING MARCH 31, 2016

Particulars	Note No	Year Ended March 31, 2016 Amount (₹' 000)	Year Ended March 31, 2015 Amount (₹' 000)
Revenue from operations	**12**	100	100
Other Income	**13**	45	43
Total Revenue		**145**	**143**
Expenses:			
Administration and Other expenses	**14**	15,737	17,771
Total Expenses		**15,737**	**17,771**
Profit before tax		**(15,592)**	**(17,628)**
Tax expense		7	28
Profit/(Loss) for the period		**(15,599)**	**(17,656)**
Earning per equity share:	**16**		
(1) Basic		(1559.90)	(1765.64)
(2) Diluted		(1559.90)	(1765.64)
Significant Accounting Policies	2		

This is the Profit and Loss Account referred to in our report of even date

The Schedules referred to above form an integral part of these accounts

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

Place: New Delhi
Date: 20/05/2016

NAUKRI INTERNET SERVICES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

S.No.	Particulars	For the year ended March 31, 2016 Amount (₹' 000)	For the year ended March 31, 2015 Amount (₹' 000)
A.	**Cash flow from operating activities:**		
	Net profit before tax	**(15,592)**	**(17,628)**
	Adjustments for:		
	Interest received on Fixed Deposits & Others	(44)	(43)
	Operating profit before working capital changes	**(15,636)**	**(17,671)**
	Adjustments for changes in working capital :		
	- (INCREASE)/DECREASE in Loans, Advances and Other Current Assets	2	(24)
	- INCREASE/(DECREASE) in Current Liabilities and Provisions	47	22
	Cash generated/(used) from/for operating activities	**(15,587)**	**(17,673)**
	- Taxes (Paid) / Received (Net of TDS)	(21)	(39)
	Net Cash generated/(used) from/in operating activities	**(15,608)**	**(17,712)**
B.	**Cash flow from Investing activities:**		
	Interest received on Fixed Deposits	44	43
	Investment in Equity share of Zomato Media Pvt. Ltd.	-	(240,301)
	Investment in Preference share of Zomato Media Pvt. Ltd.	(1,554,019)	(1,602,009)
	Net Cash generated/(used) from/in investing activities	**(1,553,975)**	**(1,842,267)**
C.	**Cash flow from Financing activities:**		
	Proceed from fresh issue of Preference share capital	1,570,000	1,862,400
	Net Cash generated/(used) from/in financing activities	**1,570,000**	**1,862,400**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**417**	**2,421**
	Opening Balance of Cash and Cash Equivalents	**3,217**	**796**
	Closing Balance of Cash and Cash Equivalents	**3,634**	**3,217**
	Cash and Cash Equivalents comprise		
	Cash in hand	-	-
	Balance with Scheduled Banks		
	-in current accounts	3,110	2,734
	-in fixed deposits	524	483
	Total	**3,634**	**3,217**

Notes :

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as ammended] and other relevant provision of the Companies Act, 2013.
2. Figures in brackets indicate cash outflow.

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

Place: New Delhi
Date: 20/05/2016

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. Corporate Information

Naukri Internet Services Limited (the company) is a limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is a wholly owned subsidiary of Info Edge (India) Ltd.

2. Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

2.2 Investments

Long-term investments are carried at cost less provision for permanent diminution in value of such investments. Current investments are carried at lower of cost and fair value.

2.3 Revenue Recognition

The company has entered into an agreement with Info Edge (India) Ltd. dated 13th September 2005 whereby the management and day to day operations of the company will be done by Info Edge (India) limited and in lieu of that the company will be paid an annual license fee of ₹ 100,000/- as fee for usage of its domain name(s), trade mark(s) etc.

2.4 Taxes on Income

As a measure of prudence the Deferred Tax Assets (Net) in terms of Accounting Standard No. 22 specified in Companies (Accounting Standard) Rules, 2006 have not been recognized in the absence of their being virtual certainty supported by convincing evidence that sufficient future taxable income would be available against which such deferred tax assets could be realized

2.5 Earnings Per Share

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax . The number of shares used in computing Basic & Diluted EPS is the weighted average number of shares outstanding at the end of the year.

2.6 Provisions and Contingencies

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.

2.7 Interest Income

Interest income is recognized on the time basis determined by the amount outstanding including the tax credits and the rate applicable and where no significant uncertainty as to measurability or collectibility exists.

2.8 Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

3. SHARE CAPITAL

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
AUTHORISED		
50,000 Equity Shares of ₹ 10/- each (Previous Year - 50,000 Equity Shares of ₹ 10/- each)	**500**	**500**
3,50,00,000 Preference Shares of ₹ 100/- each (Previous Year - 2,00,00,000 Shares of ₹ 100/- each)	**3,500,000**	**2,000,000**
ISSUED, SUBSCRIBED & PAID-UP		
10,000 Equity Shares of ₹ 10/- each, fully paid up (Previous Year - 10,000 Equity Shares of ₹ 10/- each)	100	100
3,43,24,000 Preference Shares of ₹ 100/- each (Previous Year - 1,86,24,000 Preference Shares of ₹ 100/- each)	3,432,400	1,862,400
	3,432,500	**1,862,500**

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

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 No of Shares	As at March 31, 2015 Amount (₹'000)
Equity Shares				
At the beginning of the year	10,000	100	10,000	100
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**10,000**	**100**	**10,000**	**100**

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2016 No of Shares	As at March 31, 2015 Amount (₹ '000)
Preference Shares				
At the beginning of the year	18,624,000	1,862,400	-	-
Add: Issued during the year	15,700,000	1,570,000	18,624,000	1,862,400
Outstanding at the end of the year	**34,324,000**	**3,432,400**	**18,624,000**	**1,862,400**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

Particulars	FY 2015-16		FY 2014-15	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
Info Edge (India) Ltd (excluding Six shares (previous year -Six) held by Nominee shareholders	9,994	99.94%	9,994	99.94%
	9,994	**99.94%**	**9,994**	**99.94%**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

4. RESERVES AND SURPLUS

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Profit & Loss Account		
Opening Balance	(17,077)	579
Add: Net Profit after tax transferred from statement of Profit and Loss	(15,599)	(17,656)
	(32,676)	**(17,077)**

5. SHORT TERM PROVISIONS

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Provision for Income Tax	280	273
	280	**273**

6. TRADE PAYABLES

Particulars	Long Term		Short Term	
	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Audit Fees Payable	-	-	134	117
Provision for Expense			34	-
	-	**-**	**168**	**117**

7. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2016 Amount (₹)	As at March 31, 2015 Amount (₹)
TDS Payable	1	5
	1	**5**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2016.

8. NON CURRENT INVESTMENTS

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Shares in Allcheckdeals India Pvt Ltd 1 (Previous Year Nil) Equity Share of ₹ 10/- fully paid up)	-	-
Shares in Makesense Technologies Pvt. Ltd. 1 (Previous Year NIL) Equity Share of ₹ 10/- fully paid up)	-	-
Shares in Zomato Media Pvt. Ltd. 3,279 (Previous Year 3,279) Equity Share of ₹ 1/- fully paid up)	240,301	240,301
Shares in Zomato Media Pvt. Ltd. 30,058 (Previous Year 16,395) Preference Share of ₹ 10/- fully paid up)	3,156,028	1,602,009
	3,396,329	**1,842,310**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

9. CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Cash & Cash Equivalents		
(a) Cash in Hand	-	-
(b) Balance with Bank in Current Account	3,110	2,734
(b) Balance with Bank in Fixed Deposit	524	483
	3,634	**3,217**

10. SHORT TERM LOANS AND ADVANCES

Particulars	Long Term		Short Term	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
(Unsecured considered good)	Amount (₹' 000)	Amount (₹' 000)	Amount (₹' 000)	Amount (₹' 000)
Advance Tax	-	-	288	267
	-	**-**	**288**	**267**

11. OTHER CURRENT ASSETS

Particulars	As at March 31, 2016 Amount (₹)	As at March 31, 2015 Amount (₹)
Interest Accrued On FD	22	24
	22	**24**

12. REVENUE FROM OPERATIONS

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
License Fees	100	100
	100	**100**

13. OTHER INCOME

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Interest Received on fixed deposits	44	43
Interest Others	1	-
	45	**43**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

14. ADMINISTRATION AND OTHER EXPENSES

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Auditor's Remuneration	17	17
Bank Charges	1	-
Legal Expenses	6	-
Miscellaneous Exps	-	4
Out of Pocket Exps.	6	4
Professional Charges	122	77
Rent Expense	24	24
ROC Charges	15,561	17,645
	15,737	**17,771**

15. AUDITORS REMUNERATION

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
As Auditors	15	15
Out of Pocket Expenses & Service Tax	2	2
	17	**17**

16. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Profit attributable to Equity Shareholders (₹)	(15,599)	(17,656)
Weighted average number of Equity Shares outstanding at the end of the year (Nos.)	10,000	10,000
Basic & Diluted Earnings Per Equity Share of ₹ 10 each (₹)	(1,559.90)	(1,765.64)

17. The Company is not engaged in either manufacturing or trading of goods. Accordingly disclosures relating to Quantitative information as required under Part II of Schedule VI to the Act, with regard to finished goods / raw materials and components consumed are not applicable.

18 (1) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2016:

Holding Company
Info Edge (India) Limited

Associate Company
Zomato Media Pvt. Ltd.

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Hitesh Oberoi
Mr Chintan Thakkar
Ms Sharmeen Khalid (since 03/07/2015)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business: Amount (₹ '000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
1. License Fees	100	-	100
2. Issue of Preference Shares	1,570,000	-	1,570,000
3. Investment in Preference shares Zomato Media Pvt. Ltd.	-	1,554,019	1,554,019
4. Rent Expense	24		24

C) Amount due to/from related parties as at March 31, 2016 Amount (₹' 000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
Debit Balances			
Outstanding Advances	-	-	-
Maximum Amount outstanding during the year	50	-	50
Credit Balances			
Outstanding Payable	-	-	-
Maximum Amount outstanding during the year	-		-

18 (2) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2015:

Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Hitesh Oberoi
Mr Ambarish Raghuvanshi (till 23/03/2015)
Mr Chintan Thakkar (from 23/03/2015)

B) Details of transactions with related party for the year ended March 31, 2015 in the ordinary course of business: Amount (₹ ' 000)

Nature of relationship / transaction	Holding Company	Associate Company	KMP & Relatives	Enterprises over which KMP & Relatives have significant influence	Total
1. License Fees	100	-	-	-	100
2. Issue of Preference Shares	1,862,400	-	-	-	1,862,400
3. Investment in Equity Shares Zomato Media Pvt. Ltd.	-	240,301	-	-	240,301
4. Investment in Preference shares Zomato Media Pvt. Ltd.	-	1,602,009	-	-	1,602,009
5. Interest expense on advance taken	-	-	-	-	-
6. Rent Expense	24	-	-	-	24
7. Advances received for business purposes	500	-	-	-	500

C) Amount due to/from related parties as at March 31, 2015 Amount (₹ ' 000)

Nature of relationship / transaction	Holding Company	KMP & Relatives	Enterprises over which KMP & Relatives have significant influence	Total
Debit Balances				
Outstanding Advances	-	-	-	-
Maximum Amount outstanding during the year	-	-	-	-
Credit Balances				
Outstanding Payable	-	-	-	-
Maximum Amount outstanding during the year	1,862,415	-	-	1,862,415

19. During the year ended March 31st, 2016 , the Company has made fresh issue of 1,57,00,000 preference shares of ₹ 100/- each and the same has issued to Info Edge India Limited.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

20. During the year the company has purchased 13,663 compulsory convertible cumulative redeemable preference shares in Zomato Media Pvt. Ltd. (ZMPL) amounting to ₹ 1,554,018.96 thousands.

21. No disclosure is required under Accounting Standard 17 on Segment Reporting specified in Companies (Accounting Standard) Rules, 2006 as the Company is having the income from license fees received for the usage of its domain name, trademark etc.

22. Employee Benefits

The requirements of AS-15 on Employee Benefits specified in Companies (Accounting Standard) Rules, 2006 are not applicable on the company since there was no employee employed by the company during the year.

23. Previous year's figures have been regrouped / recast to confirm to current year's presentation.

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants
Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: 20/05/2016

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

MAKESENSE TECHNOLOGIES LIMITED

DIRECTOR'S REPORT

Dear Shareholders,

We are pleased to present the 6th Annual Report and Audited Statement of Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS & STATE OF AFFAIRS

During the year under review, the company did not have any income.

SHARE CAPITAL

During the year under review, the Company issued and allotted 4,99,900 Compulsorily Convertible Preference Shares of ₹ 100/- each, at a price of ₹ 2683.84 per CCPS, for cash at a premium of ₹ 2583.84 aggregating to ₹ 1,341,650,000 (Rupees One hundred thirty four crores sixteen lakhs and fifteen thousand only) to MacRitchie Investments Pte. Ltd., an indirect Wholly-owned subsidiary of Temasek, an investment company, based in Singapore to the extent of 49.99% of its capital.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

FIXED DEPOSITS

The Company has not accepted any fixed deposits, as defined in Section 73 and 74 of the Companies Act, 2013 read with the relevant rules, during the year under review.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

Etechaces Marketing & Consulting Pvt. Ltd.

Etechaces operates through website, www.policybazaar.com which helps customers understand their need for insurance and other financial products to select products/schemes accordingly, that best suit their requirements.

The Company acquired the entire shareholding of Etechaces from Info Edge (India) Ltd., for a total consideration of about ₹ 101.3 Cr. The Company also entered into a definitive agreement with MacRitchie Investments Pte. Ltd., an indirect wholly owned subsidiary of Temasek, an investment company based in Singapore, enabling MacRitchie to subscribe to the shares of Company to the extent of 49.99% of its share capital (on a fully converted & diluted basis) for a total consideration of about ₹ 134.1 Cr. The Company further invested ₹ 31.17 Cr. in Etechaces Marketing & Consulting Pvt. Ltd and now the Company holds about 19.65% of it on fully converted and diluted basis.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN-000643N), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self-explanatory.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Mohit Naresh Bhandari (DIN 02528942), was appointed as an Additional Director (Nominee Director) of the Company w.e.f. January 27, 2016. Mr. Mohit has confirmed his eligibility and willingness to accept the office of the Nominee Director, if confirmed by the members at the ensuing Annual General Meeting. In the opinion of your Directors, Mr. Mohit Bhandari possesses requisite qualifications and experience which would be useful to your Company and would enable them to contribute effectively to your Company.

The Company has received notice under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Mohit Bhandari as a Director at the ensuing Annual General Meeting of the Company.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Sanjeev Bikhchandani, Director (DIN: 00065640), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Also, Ms. Jaya Bhatia was appointed as Company Secretary of the Company w.e.f. October 13, 2015.

MAKESENSE TECHNOLOGIES LIMITED

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 8 times during the year under review on May 14, 2015, May 25, 2015, July 24, 2015, September 16, 2015, September 21, 2015, October 13, 2015, November 5, 2015 and January 27, 2016.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of the investment made by Company is given in the Note No. 8 of notes to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year Company did not enter into any transaction with related parties that could be considered material. During the year, an employee of the holding company of the Company was appointed to the post of whole-time Company Secretary, to meet the requirements of Section 203 of the Companies Act, 2013. No remuneration is paid to such appointee. Details of all other related party transactions are present under Note No. 17 of notes to financial statement.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure A and is attached to this Report.

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

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for that year;

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

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

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys their special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

Sanjeev Bikhchandani	Chintan Thakkar
(Director)	(Director)
DIN: 00065640	DIN: 00678173

Place: Noida
Date: May 20, 2016

ANNEXURE-A

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U74999DL2010PLC270018
ii. Registration Date:- September 21, 2010
iii. Name of the Company: - MakeSense Technologies Ltd.
iv. Category / Sub-Category of the Company:- Company Limited by Shares
v. Address of the Registered office and contact details:-
Ground Floor, GF-12A,
94, Meghdoot Building, Nehru Place,
New Delhi, 110019
Tel. No. +91 120-3082000, Fax: 0120-3082095
Email: investors@naukri.com
Website: --N.A.
vi. Whether listed company :- No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	IT Services	78100	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	50.01	2(87)(ii)
2.	Etechaces Marketing & Consulting Pvt. Ltd.	U51909HR2008PTC037998	Associate	19.65	2(6)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
Promoter Shareholding – Bodies Corporate	-	500,000* (Equity Shares)	500,000 (Equity Shares)	100	-	500,000* (Equity Shares)	500,000 (Equity Shares)	100	-
Foreign Body Corporate	-	-	-	-	-	499,900** (Preference Shares)	499,900 (Preference Shares)	100	100
Total	-	500,000* (Equity Shares)	500,000 (Equity Shares)	100	-	500,000* (Equity Shares)	500,000 (Equity Shares)	100	-
						499,900** (Preference Shares)	499,900 (Preference Shares)	100	-

*6 (six) shares were held by one body corporate and five individuals as nominee of Info Edge (India) Ltd.

** 499,900 Compulsory Convertible Preference shares were issued to MacRitchie Investments Pte. Ltd during the period under review.

MAKESENSE TECHNOLOGIES LIMITED

ii. Shareholding of Promoters:

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	500,000 (Equity Shares)	100	0.00	500,000 (Equity Shares)	100	0.00	-

iii. Change in Promoter's Shareholding: Nil

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil, except that of MacRitchie Investments Pte. Ltd.

v. Shareholding of Directors and Key managerial Personnel

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1.	Chintan Thakkar	1 (one) Equity Share (as nominee of Info Edge (India) Ltd	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd	0.00

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal amount	-	5,037,535	-	5,037,535
ii. Interest due but not paid	-	7,538	-	7,538
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	**5,045,073**	-	**5,045,073**
Change in Indebtedness during the financial year				
Addition	-	338,352	-	338,352
Reduction	-	(5,383,425)	-	(5,383,425)
Net Change	-	**(5,045,073)**	-	**(5,045,073)**
Indebtedness at the end of the financial year				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MAKESENSE TECHNOLOGIES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Makesense Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:
   a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
   d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
   e) on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
   f) with respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in '**Annexure B**'; and
   g) With respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      I. The Company does not have any pending litigations which would impact its financial position.

II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's Report to the members of Makesense Technologies Limited on the financial statement of the year ended March 31, 2016, we report that:

i) The Company does not have any fixed assets as on March 31, 2016 hence clause 3(i) (a) to (c) of the order is not applicable to the Company.

ii) The company does not have any inventory. Accordingly, the paragraph 3(ii) of the order is not applicable.

iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, Paragraph 3(iii) of the order is not applicable.

iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provision of Section 185 and 186 of the Act, with respect to loan and investment made.

v) The Company has not accepted any deposit from the public. Accordingly, Paragraph 3(v) of the order is not applicable.

vi) As per section 148(1) of the Act, the Company is not required to maintain any cost records. Accordingly, Paragraph 3(vi) of the order is not applicable.

vii) a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2016 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, there are no dues of income Tax, sales tax, service Tax, duty of customs, duty of excise and value added tax, as applicable to it, which have not been deposited with the appropriate authorities on account of a disputes.

viii) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

x) According to the information and explanations given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided any managerial remuneration. Accordingly, paragraph 3(xi) of the order is not applicable.

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

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

xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment of preference shares and requirement of Section 42 of the Companies Act 2013 have been complied and amount raised have been used for the purpose for which the fund was raised.

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

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

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Makesense Technologies Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

MAKESENSE TECHNOLOGIES LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note No.	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
I. Equity And Liabilities			
(1) Shareholder's Funds			
(a) Share Capital	**3**	54,990	5,000
(b) Reserves And Surplus	**4**	1,280,403	(9,492)
(2) Current Liabilities			
(a) Other Current Liabilities	**5**	29	507,743
(b) Trade Payables	**6**	51	119
TOTAL		**1,335,473**	**503,370**
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	**7**	-	9
(ii) Intangible Assets Under Development		-	3,350
(b) Non-Current Investments	**8**	1,325,138	500,000
(2) Current Assets			
(a) Cash And Cash Equivalents	**9**	10,335	10
TOTAL		**1,335,473**	**503,369**
Significant Accounting Policies	2		

This is the Balance Sheet referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: 20/05/2016

The Schedules referred to above form an integral part of these accounts

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Sanjeev Bikhchandani
(Director)

Jaya Bhatia
(Company Secretary)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING MARCH 31, 2016

Particulars	Note No	Year Ended March 31, 2016 Amount (₹'000)	Year Ended March 31, 2015 Amount (₹'000)
Other Income	**10**	-	9
Total Revenue		**-**	**9**
Expenses:			
Administration and Other expenses	**11**	1,500	5,173
Network, Internet & Other Direct Charges	**12**	-	12
Finance Costs	**13**	261	9
Depreciation	**7**	3	17
Total Expenses		**1,764**	**5,211**
Profit before tax		(1,764)	(5,202)
Tax expense:		-	-
Profit/(Loss) for the period		**(1,764)**	**(5,202)**
Earning per equity share:	**15**		
(1) Basic		(3.53)	(10.41)
(2) Diluted		(3.53)	(10.41)
Significant Accounting Policies	**2**		

This is the Statement of Profit and Loss referred to in our report of even date

The notes are an integral part of these financial statements.

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Sanjeev Bikhchandani
(Director)

Place: New Delhi
Date: 20/05/2016

Jaya Bhatia
(Company Secretary)

MAKESENSE TECHNOLOGIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	Particulars	For the year ended March 31, 2016 Amount (₹'000)	For the year ended March 31, 2015 Amount (₹'000)
A.	**Cash flow from operating activities:**		
	Net profit before tax	**(1,764)**	**(5,202)**
	Adjustments for:		
	Depreciation	3	17
	Loss on Disposal of Fixed Asset	(6)	-
	Operating profit before working capital changes	**(1,767)**	**(5,185)**
	Adjustments for changes in working capital :		
	- INCREASE/(DECREASE) in Current Liabilities and Provisions	(7,770)	5,153
	Cash generated/(used) from/for operating activities	**(9,537)**	**(32)**
	- Taxes (Paid) / Received (Net of TDS)	-	19
	Net Cash generated/(used) from/in operating activities	**(9,537)**	**(13)**
B.	**Cash flow from Investing activities:**		
	Proceeds from Sale of Intangible Asset under Development	3,350	-
	Amount paid on acquisition of subsidiary and associate companies	(1,325,138)	-
	Net Cash generated/(used) from/in investing activities	**(1,321,788)**	**-**
C.	**Cash flow from financing activities:**		
	Proceeds from fresh issue of share capital	1,341,650	-
	Net Cash generated/(used) from/in financing activities	**1,341,650**	-
	Net Increase/(Decrease) in Cash & Cash Equivalents	**10,325**	**(13)**
	Opening Balance of Cash and cash equivalents	10	23
	Closing Balance of Cash and cash equivalents	**10,335**	**10**
	Cash and cash equivalents comprise		
	Cash in hand	1	1
	Balance with Scheduled Banks		
	-in current accounts	10,334	9
	Total	**10,335**	**10**

Notes:

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as ammended] and other relevant provision of the Companies Act, 2013.
2. Figures in brackets indicate cash outflow.

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Sanjeev Bikhchandani
(Director)

Place: New Delhi
Date: 20/05/2016

Jaya Bhatia
(Company Secretary)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. General Information

Makesense Technologies Limited (the company) is a limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is a wholly owned subsidiary of Info Edge (India) Ltd.

2. Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

2.2 Tangible Assets

Fixed Assets are stated at cost of acquisition along with related taxes, duties and incidental expenses related to these assets.

2.3 Intangible Assets

Intangible assets represents various expenses incurred in developing the software and primarily includes the payments to software experts, salary of employees who contributed to software development, server/domain maintenance charges etc.

2.4 Taxes on Income

As a measure of prudence the Deferred Tax Assets (Net) in terms of Accounting Standard No. 22 specified in Companies (Accounting Standard) Rules, 2006 have not been recognized in the absence of their being virtual certainty supported by convincing evidence that sufficient future taxable income would be available against which such deferred tax assets could be realized.

2.5 Earnings Per Share

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax and include the post tax effect of any extra ordinary items. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.

2.6 Provisions and Contingencies

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.

2.7 Depreciation

Depreciation has been provided on fixed assets on straight line basis.

2.8 Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

3. SHARE CAPITAL

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
AUTHORISED		
500,000 Equity Shares of ₹ 10/- each (Previous Year - 500,000 Equity Shares of ₹ 10/- each)	**5,000**	**5,000**
55,00,000 Preference Shares of ₹ 100/- each (Previous Year - Nil)	**550,000**	**550,000**
ISSUED, SUBSCRIBED & PAID-UP		
5,00,000 Equity Shares of ₹ 10/- each, fully paid up (Previous Year - 5,00,000 Equity Shares of ₹ 10/- each)	5,000	5,000
4,99,900 Preference Shares of ₹ 100/- each, fully paid up (Previous Year - Nil Preference Shares of ₹ 100/- each)	49,990	-
	54,990	**5,000**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

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

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 No of Shares	As at March 31, 2015 Amount (₹'000)
Equity Shares				
At the beginning of the year	500,000	5,000	500,000	5,000
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**500,000**	**5,000**	**500,000**	**5,000**

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 No of Shares	As at March 31, 2015 Amount (₹'000)
Preference Shares				
At the beginning of the year	-	-	-	-
Add: Issued during the year	499,900	49,990	-	-
Outstanding at the end of the year	**499,900**	**49,990**	**-**	**-**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

Particulars	FY 2015-16		FY 2014-15	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
Info Edge (India) Ltd	499,994	99.99%	499,994	99.99%
(Excluding Six shares (previous year-One share) held by Nominee shareholders				
	499,994	**99.99%**	**499,994**	**99.99%**

4. RESERVES AND SURPLUS

Particulars	As at March 31, 2016 Amount (₹'000)		As at March 31, 2015 Amount (₹'000)	
Statement of Profit & Loss				
Opening Balance	(9,493)		(4,291)	
Add: Net Profit after tax transferred from statement of Profit and Loss	(1,764)	(11,257)	(5,202)	(9,492)
Securities Premium Account				
Opening Balance	-		-	
Add : Addition during the year	1,291,660		-	
Less: Utilisation	-	1,291,660	-	-
		1,280,403		**(9,492)**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

5. OTHER CURRENT LIABILITIES

Particulars	Long Term		Short Term	
	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Payable to Holding Company	-	-	-	507,730
TDS Payable	-	-	29	6
Interest Accrued on Loan	-	-	-	7
	-	**-**	**29**	**507,743**

6. TRADE PAYABLES

Particulars	Long Term		Short Term	
	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Audit Fees Payable	-	-	51	34
Sundry Creditors-Opex	-	-	-	85
	-	**-**	**51**	**119**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2016.

7. FIXED ASSETS

Amount (₹' 000)

Description	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	As at April 1, 2015	Additions during the year	Deletions during the year	As at March 31, 2016	Up to April 1, 2015	Depreciation/ Amortisation for the year	Accumulated Depreciation on Deletions	Up to March 31, 2016	As at March 31, 2016	As at March 31, 2015
Tangible Assets										
Plant & Mach	35	-	35	-	26	3	29	-	-	9
Computers	80	-	80	-	80	-	80	-	-	-
Printer	6	-	6	-	6	-	6	-	-	-
Total	**121**	**-**	**121**	**-**	**112**	**3**	**115**	**-**	**-**	**9**
Previous Year	**121**	**-**	**-**	**121**	**95**	**17**	**-**	**112**	**9**	**26**

8. NON CURRENT INVESTMENTS

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Shares in Etechaces Mktg & Consul.P Ltd 11950 (Previous Year 5975) Equity Share fully paid up)	700,200	345,496
Shares in Etechaces Mktg & Consul.P Ltd 7740 (Previous Year 2672) Preference Share fully paid up)	624,938	154,504
	1,325,138	**500,000**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

9. CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Cash & Cash Equivalents		
(a) Cash in Hand	1	1
(b) Balance with Bank in Current Account	10,334	9
	10,335	**10**

10. OTHER INCOME

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Misc Income	-	9
	-	**9**

11. ADMINISTRATION AND OTHER EXPENSES

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Auditors Remuneration	17	17
Intt On Short/Late Dep Of TDS	-	19
Legal & Professional Fees	1,434	133
Loss On Disposal of Fixed Asset	6	-
Office Rent	24	18
ROC Filing Fees	19	4,986
	1,500	**5,173**

12. NETWORK, INTERNET & OTHER DIRECT CHARGES

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Server Charges	-	12
	-	**12**

13. FINANCE COST

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Bank Charges	7	1
Interest Expense Other	254	8
	261	**9**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

14. AUDITORS REMUNERATION

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
As Auditors	15	15
Out of Pocket Expenses & Service Tax	2	2
	17	**17**

15. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	As at March 31, 2016	As at March 31, 2015
Profit attributable to Equity Shareholders (₹'000)	(1,764)	(5,202)
Weighted average number of Equity Shares outstanding during the year (Nos.)	500,000	500,000
Basic & Diluted Earnings Per Equity Share of ₹ 10 each (₹)	(3.53)	(10.41)

16. The Company is not engaged in either manufacturing or trading of goods. Accordingly disclosures relating to Quantitative information as required under Part II of Schedule VI to the Act, with regard to finished goods / raw materials and components consumed are not applicable.

17 (1) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2016:

Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Hitesh Oberoi (till March 30, 2016)
Mr Chintan Thakkar
Mr Mohit Bhandari (nominee director Macritchie Investments Pte. Ltd) (since 27/01/2016)

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business: Amount (₹'000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
1. Advances received for business purposes	110	-	110
2. Investment in Equity Shares of eTechAces Marketing & Consulting Pvt. Ltd.	354,704	-	354,704
3. Investment in Preference shares of eTechAces Marketing & Consulting Pvt. Ltd.	158,682	-	158,682
4. Rent Expenses	24	-	24
5. Interest expense against advance taken	254	-	254
6. Miscellaneous Income	-	-	-
7. Transfer of CWIP	3,350	-	3,350

C) Amount due to/from related parties as at March 31, 2016 Amount (₹'000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
Debit Balances			
Outstanding Advances	-	-	-
Maximum Amount outstanding during the year	-	-	-
Credit Balances			
Outstanding Payable	-	-	-
Maximum Amount outstanding during the year	1,017,897	-	1,017,897

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

17 (2) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2015:

Holding Company
Info Edge (India) Limited

Associate Company
eTechAces Marketing & Consulting Pvt. Ltd. (EMCPL)

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Hitesh Oberoi
Mr Ambarish Raghuvanshi (till 23/03/2015)
Mr Chintan Thakkar (from 23/03/2015)

B) Details of transactions with related party for the year ended March 31, 2015 in the ordinary course of business: Amount (₹'000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
1. Advances received for business purposes (net)	5,042	-	5,042
2. Investment in Equity Shares of eTechAces Marketing & Consulting Pvt. Ltd.	-	345,496	345,496
3. Investment in Preference shares of eTechAces Marketing & Consulting Pvt. Ltd.	-	154,504	154,504
4. Rent expense	18	-	18
5. Interest expense against advance taken	8	-	8

C) Amount due to/from related parties as at March 31, 2015 **Amount (₹'000)**

Nature of relationship / transaction	Holding Company	Associate Company	Total
Debit Balances			
Outstanding Advances	-	-	-
Maximum Amount outstanding during the year	-	-	-
Credit Balances			
Outstanding Payable	507,737	-	507,737
Maximum Amount outstanding during the year	507,737	-	507,737

18. During the previous year Company was converted into a public limited company and was a wholly owned subsidiary of Info Edge (India) Ltd at the end of the year.

19. During the year Company has purchased 5,975 equity and 2,673 cumulative convertible preference shares of eTechaces Marketing & Consulting Pvt. Ltd. (EMCPL) from its holding company Info Edge (India) Limited amounting to ₹ 3,54,704.14 thousand and ₹ 1,58,682 thousands respectively.

20. During the year the company has issued 4,99,900 preference shares (paid up value ₹ 2683.84 & face value ₹ 100) to Macritchie Investments Pte. Ltd. on October 13, 2015 amounting to ₹ 1,341,650 thousands

21. No disclosure is required under Accounting Standard 17 on Segment Reporting specified in Companies (Accounting Standard) Rules, 2006 as the Company is having the income from license fees received for the usage of its domain name, trademark etc.

22. Employee Benefits

The requirements of AS-15 on Employee Benefits specified in Companies (Accounting Standard) Rules, 2006 are not applicable on the company since there was no employee employed by the company during the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

23. Previous year's figures have been regrouped / recast to confirm to current year's presentation.

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: 20/05/2016

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Sanjeev Bikhchandani
(Director)

Jaya Bhatia
(Company Secretary)

STARTUP INVESTMENTS (HOLDING) LIMITED

DIRECTOR'S REPORT

Dear Shareholders,

We are pleased to present the First Annual Report and Audited Statement of Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of holding and investment Company. The Company was incorporated on March 4, 2015 and the current financial year is from March 4, 2015 – March 31, 2016. During the period under review the Company made a loss of ₹ 2256 thousands.

SHARE CAPITAL

The Company was incorporated on March 4, 2015 having Authorised share capital of ₹ 2,00,00,000/- (Rupees Two Crore) divided into 50,000 (Fifty Thousand) equity shares of ₹10/- (Rupees Ten) each and 195,000 (One Lac Ninety Five Thousand) Preference Shares of ₹100/- (Rupees Hundred) each.

During the year under review, the Authorised share capital of the company was increased to ₹ 700,00,000/- (Rupees Seven Crore) on August 1, 2015 and further increased upto ₹ 25,00,00,000/-(Rupees Twenty Five Crore) on January 7, 2016, divided into 50,000 (Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten) each and 24,95,000 (Twenty Four lacs Ninety Five Thousand) Preference Shares of ₹100/- (Rupees Hundred) each.

The paid up capital of the Company was increased to ₹ 12,37,34,600/- (Rupees Twelve Crore Thirty Seven Lakh Thirty Four Thousand six hundred) (consisting of 50,000 Equity shares of ₹ 10/- each and 12,32,346, 0.000/- Cumulative Redeemable Preference Shares of ₹ 100/- each) pursuant to allotment of 12,32,346 – 0.0001% Cumulative Redeemable Preference Shares ("CRPS") of ₹ 100/- each, from time to time aggregating to ₹ 12,32,34,600/- (Rupees twelve crore thirty two lakh thirty four thousand six hundred).

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

FIXED DEPOSITS

The Company has not accepted any fixed deposits, as defined in Section 73 and 74 of the Companies Act, 2013 read with the relevant rules, during the year under review.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

Applect Learning Systems Pvt. Ltd.

Applect owns & operates a website with the name www.meritnation.com which is delivering kindergarten to Class 12 (K-12) study material.

During the year under review the Company acquired 249,974,932 preference shares and 13,429 equity shares in Applect Learning Systems Pvt. Ltd. from Info Edge (India) Ltd, a holding company, at cost of acquisition of about ₹.919.5 million.

Happily Unmarried Marketing Pvt. Ltd.

Happily unmarried generates revenues from design and sale of fun creative products and has a large addressable market.

During the year under review, the Company invested into 2055, Series C 0.1% optionally convertible cumulative redeemable preference shares for a total consideration of ₹ 49.99 million.

Also, the Company acquired 6635 preference shares and 275 equity shares in Happily Unmarried Marketing Pvt. Ltd. for a consideration of about ₹.113.5 million from Info Edge (India) Ltd., holding Company

Kinobeo Software Pvt. Ltd.

This is a website offering discount offers and deals with a focus on the mobile application space. Revenues are generated from merchant commissions and fees from telecom Operators.

During the year, the Company has acquired 34,651 preference shares in Kinobeo Software Pvt. Ltd. for a consideration of about ₹.135 million from the holding company i.e. Info Edge (India) Ltd.

Green Leaves Consumer Services Pvt. Ltd.

Company has invested an amount of ₹.64 million in www.bigstylist.com for 25% stake on fully converted and diluted basis. Bigstylist is an on-demand marketplace for beauty professionals, which gives access to the network of certified beauty professionals in one's neighbourhood.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN-000643N), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Sanjeev Bikhchandani (DIN 00065640) is liable to retire by rotation and, being eligible, offers himself for reappointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 10 times during the year under review on May 25, 2015, July 24, 2015, July 28, 2015, August 6, 2015, September 2, 2015, November 5, 2015, January 27, 2016, January 29, 2016, March 23, 2016 and March 30, 2016.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of the investment made by Company is given in the Note No. 7 of notes to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form AOC – 2 are given in Annexure A. Details of other related party transactions are present under Note no. 13 of the notes to Financial Statements.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

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

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for that year;

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

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

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys their special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

Hitesh Oberoi	Chintan Thakkar
(Director)	(Director)
DIN: 01189953	DIN: 00678173

Place: Noida
Date: May 20, 2016

ANNEXURE A

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions at arm's length basis

(i). Kinobeo Software Pvt. Ltd.

(a)	Name of the related party and nature of relationship	Info Edge (India) Ltd., a holding company (IEIL)
(b)	Nature of contracts/arrangements/transaction	Acquisition of Investment held in Kinobeo Software Pvt. Ltd. from IEIL.
(c)	Duration of the Contracts/Arrangements/Transactions	One-time transaction
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	Company has acquired about 50% of shareholding (34,651 preference shares) in Kinobeo Software Pvt. Ltd. at cost of acquisition of about ₹.135 million.
(e)	Justification for entering into such contracts or arrangements or transactions	The Board of Directors have approved the transaction based on the business rationale for this transaction which is in line with the decision of the holding company about creating a corporate structure where-under the holding Company's investments are to be transferred to & held by the different wholly owned subsidiaries.
(f)	Date(s) of approval by the Board	23.03.2016
(g)	Amount paid as advances, if any	N.A.
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	N.A.

(ii) Applect Learning Systems Pvt. Ltd.

(a)	Name of the related party and nature of relationship	Info Edge (India) Ltd., a holding company (IEIL)
(b)	Nature of contracts/arrangements/transaction	Acquisition of Investment held in Applect Learning Systems Pvt. Ltd. from IEIL.
(c)	Duration of the Contracts/Arrangements/Transactions	One-time transaction
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	Company has acquired about About 90% of shareholding (249,974,932 preference shares and 13,429 equity shares) in Applect Learning Systems Pvt. Ltd. at cost of acquisition of about ₹.919.5 million.
(e)	Justification for entering into such contracts or arrangements or transactions	The Board of Directors have approved the transaction based on the business rationale for this transaction which is in line with the decision of the holding company about creating a corporate structure where-under the holding Company's investments are to be transferred to & held by the different wholly owned subsidiaries.
(f)	Date(s) of approval by the Board	23.03.2016
(g)	Amount paid as advances, if any	N.A.
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	N.A.

(iii) Happily Unmarried Marketing Pvt. Ltd.

(a)	Name of the related party and nature of relationship	Info Edge (India) Ltd., a holding company (IEIL)
(b)	Nature of contracts/arrangements/transaction	Acquisition of Investment held in Happily Unmarried Marketing Pvt. Ltd. from IEIL.
(c)	Duration of the Contracts/Arrangements/Transactions	One-time transaction
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	Company has acquired entire shareholding (6635 preference shares and 275 equity shares) in Happily Unmarried Marketing Pvt. Ltd. at the cost of acquisition of about ₹.113.5 million.

(e)	Justification for entering into such contracts or arrangements or transactions	The Board of Directors have approved the transaction based on the business rationale for this transaction which is in line with the decision of the holding company about creating a corporate structure where-under the holding Company's investments are to be transferred to & held by the different wholly owned subsidiaries.
(f)	Date(s) of approval by the Board	23.03.2016
(g)	Amount paid as advances, if any	N.A.
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	N.A.

(i) Smartweb Internet Services Ltd.

(a)	Name of the related party and nature of relationship	Info Edge (India) Ltd., a holding company (IEIL)
(b)	Nature of contracts/arrangements/transaction	Acquisition of Investment held in Smartweb Internet Services Ltd. from IEIL.
(c)	Duration of the Contracts/Arrangements/Transactions	One-time transaction
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	Company has acquired 1000 Equity shares of Smartweb from IEIL for a consideration of ₹ 10,000.
(e)	Justification for entering into such contracts or arrangements or transactions	The Board of Directors have approved the transaction based on the business rationale for this transaction which is in line with the decision of the holding Company.
(f)	Date(s) of approval by the Board	23.03.2016
(g)	Amount paid as advances, if any	N.A.
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	N.A.

2. Details of material contracts or arrangement or transactions not at arm's length basis

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transaction	
(c)	Duration of the Contracts/Arrangements/Transactions	
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	
(e)	Date(s) of approval by the Board	
(f)	Amount paid as advances, if any	

Details of all other related party transactions i.e. transactions of the company, with its promoters, the Directors or the management, their relatives or with the subsidiaries of the Company etc. are present under Note no. 13 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Hitesh Oberoi
(Director)
DIN: 01189953

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: May 20, 2016

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U74140DL2015PLC277487
ii. Registration Date:- March 4, 2015
iii. Name of the Company :- Startup Investments (Holding) Limited
iv. Category / Sub-Category of the Company:- Company Limited by Shares
v. Address of the Registered office and contact details:-
Ground Floor, GF-12A,
94, Meghdoot Building, Nehru Place,
New Delhi, 110019
Tel. No. +91 120-3082000, Fax No. 0120-3082095
Email: murlee.jain@naukri.com
Website: -N.A.
vi. Whether listed company :- No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:- N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	To Carry on the business of Holding and Investment Company	64200	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(87)(ii)
2.	Happily Unmarried Marketing Pvt. Ltd.	U51909DL2007PTC167121	Associate	43.62	2(6)
3.	Applect Learning Systems Pvt. Ltd.	U99999DL2001PTC110324	Associate	45	2(6)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year (since the date of incorporation i.e. March 4, 2015)				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
Promoter Shareholding- Bodies Corporate	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-
						1,232,346** (Preference Shares)	1,232,346 (Preference Shares)	100	100
Grand Total	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-
						1,232,346** (Preference Shares)	1,232,346** (Preference Shares)	100	-

During the year under review the Authorised Capital of the Company was increased from ₹ 2,00,00,000 to ₹ 7,00,00,000 and ultimately to ₹ 25,00,00,000/-.

*6 (six) shares were held by six individuals as nominee of Info Edge (India) Ltd.

** During the year under review 1,232,346, 0.0001% cumulative redeemable preference shares of ₹ 100 each were issued to Info Edge (India) Ltd.

STARTUP INVESTMENTS (HOLDING) LIMITED

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year (since the date of incorporation i.e. March 4, 2015)			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	50,000 (Equity Shares)	100	0.00	50,000 (Equity Shares)	100	0.00	-
					1,232,346 (Preference Shares)	100	0.00	100

Change in Promoter's Shareholding :

S. No.	Shareholder's Name	Shareholding at the beginning of the year (since the date of incorporation i.e. March 4, 2015)		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1.	Info Edge (India) Ltd.	50,000 (Equity Shares)	100	-	-	-	50,000	100
				31/03/2015	Subscription of Preference Shares	3,136 Preference Shares	3,136 Preference Shares	100
				06/08/2015	Subscription of preference Shares	640,000 Preference Shares	643,136 Preference Shares	100
				02/09/2015	Subscription of preference Shares	10,000 Preference Shares	653,136 Preference Shares	100
				29/01/2016	Subscription of preference Shares	550,000 Preference Shares	1,203,136 Preference Shares	100
				30/03/2016	Subscription of preference Shares	29,210 Preference Shares	1,232,346 Preference Shares	100

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil

v. Shareholding of Directors and Key managerial Personnel

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1	Sanjeev Bikhchandani	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00	-	-	-	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00
2.	Hitesh Oberoi	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00	-	-	-	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00
3.	Chintan Thakkar	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00	-	-	-	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

INDEPENDENT AUDITOR'S REPORT

To the Members of Startup Investments (Holding) Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Startup Investments (Holding) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- **a)** we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- **b)** in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- **c)** the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- **d)** in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
- **e)** on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- **f)** with respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in '**Annexure B**'; and
- **g)** With respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - **I.** The Company does not have any pending litigations which would impact its financial position.
  - **II.** The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's Report to the members of Startup Investments (Holding) Limited on the financial statement of the year ended March 31, 2016, we report that:

i) The company does not have any fixed assets. Accordingly, the paragraph 3(i) of the order is not applicable.

ii) The company does not have any inventory. Accordingly, the paragraph 3(ii) of the order is not applicable.

iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, Paragraph 3(iii) of the order is not applicable.

iv) In our opinion and according to the information and explanation given to us, the Company has neither given any loan nor made any investment, hence clause 3(iv) of the Order is not applicable to the Company.

v) The Company has not accepted any deposit from the public. Accordingly, Paragraph 3(v) of the order is not applicable.

vi) As per section 148(1) of the Act, the Company is not required to maintain any cost records. Accordingly, Paragraph 3(vi) of the order is not applicable.

vii) a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2016 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, there are no material dues of income Tax, sales tax, service Tax, duty of customs, duty of excise and value added tax, as applicable to it, which have not been deposited with the appropriate authorities on account of a disputes.

viii) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

x) According to the information and explanations given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided any managerial remuneration. Accordingly, paragraph 3(xi) of the order is not applicable.

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

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

xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

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

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

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Startup Investments (Holding) Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

STARTUP INVESTMENTS (HOLDING) LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note No.	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	**3**	123,735	814
(b) Reserves and Surplus	**4**	(2,570)	(314)
(2) Current Liabilities			
(a) Trade Payables	**5**	17	-
(b) Other Current Liabilities	**6**	1,168,033	-
TOTAL		**1,289,215**	**500**
II. ASSETS			
(1) Non-current Assets			
(a) Non-current Investments	**7**	1,284,953	-
(2) Current Assets			
(a) Cash and Cash Equivalents	**8**	4,262	500
TOTAL		**1,289,215**	**500**
Significant Accounting Policies	2		

This is the Balance Sheet referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: 20/05/2016

The Schedules referred to above form an integral part of these accounts

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

STARTUP INVESTMENTS (HOLDING) LIMITED

PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDING MARCH 31, 2016

Particulars	Note No	Year Ended March 31, 2016 Amount (₹' 000)	Year Ended March 31, 2015 Amount (₹' 000)
Revenue from operations		-	-
Total Revenue		**-**	**-**
Expenses:			
Administration and Other expenses	**9**	2,256	314
Total Expenses		**2,256**	**314**
Profit before tax		**(2,256)**	**(314)**
Tax expense		-	-
Profit/(Loss) for the period		**(2,256)**	**(314)**
Earning per equity share:	**11**		
(1) Basic		(45.12)	(6.27)
(2) Diluted		(45.12)	(6.27)
Significant Accounting Policies	2		

This is the Profit and Loss Account referred to in our report of even date

The Schedules referred to above form an integral part of these accounts

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

Place: New Delhi
Date: 20/05/2016

STARTUP INVESTMENTS (HOLDING) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	Particulars	For the year ended March 31, 2016 Amount (₹' 000)	For the year ended March 31, 2015 Amount (₹' 000)
A.	**Cash flow from operating activities:**		
	Net profit before tax	**(2,256)**	**(314)**
	Adjustments for:		
	Interest received on Fixed Deposits	-	-
	Operating profit before working capital changes	**(2,256)**	**(314)**
	Adjustments for changes in working capital :		
	- (INCREASE)/DECREASE in Sundry Debtors	-	-
	- (INCREASE)/DECREASE in Loans, Advances and Other Current Assets	-	-
	- INCREASE/(DECREASE) in Current Liabilities and Provisions	16	-
	Cash generated/(used) from/for operating activities	**(2,240)**	**(314)**
	- Taxes (Paid) / Received (Net of TDS)	-	-
	Net Cash generated/(used) from/in operating activities	**(2,240)**	**(314)**
B.	**Cash flow from Investing activities:**		
	Investment in Shares of Happily Unmarried Mktg Pvt. Ltd.	(50,273)	
	Investment in Shares of Applect Learning Systems Pvt. Ltd.	(2,299)	-
	Investment in Shares of Kinobeo Software Private Limited (MYDALA)	(337)	-
	Investment in Shares of Smartweb Internet Services Limited(SWISL)	(10)	
	Investment in Debentures of Green Leaves consumer services pvt. Ltd.	(64,000)	
	Net Cash generated/(used) from/in investing activities	**(116,919)**	**-**
C.	**Cash flow from financing activities:**		
	Proceed from fresh issue of Preference share capital	122,921	814
	Net Cash generated/(used) from/in financing activities	**122,921**	**814**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**3,762**	**500**
	Opening Balance of Cash and cash equivalents	**500**	**-**
	Closing Balance of Cash and cash equivalents	**4,262**	**500**
	Cash and cash equivalents comprise		
	Cash in hand	-	-
	Balance with Scheduled Banks		
	-in current accounts	4,262	500
	-in fixed deposits	-	-
	Total	**4,262**	**500**

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as ammended] and other relevant provision of the Companies Act, 2013.

2 Figures in brackets indicate cash outflow.

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants
Rajesh Mittal
Partner
Membership No.- 095681

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

Place: New Delhi
Date: 20/05/2016

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. Corporate Information

Startup Investments Holding Limited (the company) is a limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is a wholly owned subsidiary of Info Edge (India) Ltd.

2. Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

2.2 Investments

Long-term investments are carried at cost less provision for permanent diminution in value of such investments. Current investments are carried at lower of cost and fair value.

2.3 Taxes on Income

As a measure of prudence the Deferred Tax Assets (Net) in terms of Accounting Standard No. 22 specified in Companies (Accounting Standard) Rules, 2006 have not been recognized in the absence of their being virtual certainty supported by convincing evidence that sufficient future taxable income would be available against which such deferred tax assets could be realized

2.4 Earnings Per Share

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax . The number of shares used in computing Basic & Diluted EPS is the weighted average number of shares outstanding at the end of the year.

2.5 Provisions and Contingencies

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.

2.6 Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

3. SHARE CAPITAL

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
AUTHORISED		
50,000 Equity Shares of ₹ 10/- each		
(Previous Year - 50,000 Equity Shares of ₹ 10/- each)	**500**	**500**
24,95,000 Preference Shares of ₹ 100/- each		
(Previous Year - 1,95,000 Preference Shares of ₹ 100/- each)	**249,500**	**19,500**
ISSUED, SUBSCRIBED & PAID-UP		
50,000 Equity Shares of ₹ 10/- each, fully paid up		
(Previous Year - 50,000 Equity Shares of ₹ 10/- each)	500	500
12,32,346 Preference Shares of ₹ 100/- each	123,235	314
(Previous Year - 3,136 Preference Shares of ₹ 100/- each)		
	123,735	**814**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

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

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 No of Shares	As at March 31, 2015 Amount (₹'000)
Equity Shares				
At the beginning of the year	50,000	500	-	-
Add: Issued during the year	-	-	50,000	550
Outstanding at the end of the year	**50,000**	**500**	**50,000**	**550**

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 No of Shares	As at March 31, 2015 Amount (₹ '000)
Preference Shares				
At the beginning of the year	3,136	314	-	-
Add: Issued during the year	1,229,210	122,921	3,136	314
Outstanding at the end of the year	**1,232,346**	**123,235**	**3,136**	**314**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

Particulars	FY 2015-16		FY 2014-15	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
Info Edge (India) Ltd	49,994	99.99%	49,994	99.99%
(excluding Six shares (previous year -Nil) held by Nominee shareholders				
	49,994	**99.99%**	**49,994**	**99.99%**

4. RESERVES AND SURPLUS

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Profit & Loss Account		
Opening Balance	(314)	-
Add: Net Profit after tax transferred from statement of Profit and Loss	(2,256)	(314)
	(2,570)	**(314)**

5. TRADE PAYABLES

Particulars	Long Term		Short Term	
	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Audit Fees Payable	-	-	17	-
	-	**-**	**17**	**-**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

6. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2016 Amount (₹)	As at March 31, 2015 Amount (₹)
Payable to Holding Company	1,168,033	-
	1,168,033	**-**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2016.

7. NON CURRENT INVESTMENTS

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Shares in Happily Unmarried Mktg Pvt. Ltd. 8,690 (Previous Year Nil) Preference Share of ₹ 10/- fully paid up)	160,260	-
Shares in Happily Unmarried Mktg Pvt. Ltd. 275 (Previous Year Nil) Equity Share of ₹ 10/- fully paid up)	3,506	-
Shares in Applect Learning Systems Pvt. Ltd. 24,99,74,932 (Previous Year Nil) Preference Share of ₹ 10/- fully paid up)	350,840	-
Shares in Applect Learning Systems Pvt. Ltd. 13,429 (Previous Year Nil) Equity Share of ₹ 10/- fully paid up)	570,998	-
Shares in Kinobeo Software Private Limited (MYDALA) 34,651 (Previous Year Nil) Preference Share of ₹ 10/- fully paid up)	135,339	-
Shares in Smartweb Internet Services Ltd. 1000 (Previous Year Nil) Equity Share of ₹ 10/- fully paid up)	10	
Debentures in Green Leaves consumer services pvt. Ltd. 640000(Previous year Nil) debenture of ₹ 100/- each	64,000	-
	1,284,953	**-**

8. CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Cash & Cash Equivalents		
(a) Cash in Hand	-	-
(b) Balance with Bank in Current Account	4,262	500
	4,262	**500**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

9. ADMINISTRATION AND OTHER EXPENSES

Particulars	For the year ended March 31, 2016 Amount (₹' 000)	For the year ended March 31, 2015 Amount (₹' 000)
Auditor's Remuneration	17	-
Legal Expenses	69	-
Professional Charges	53	-
Rent Expense	24	-
ROC Charges	2,093	314
	2,256	**314**

10. AUDITORS REMUNERATION

Particulars	For the year ended March 31, 2016 Amount (₹' 000)	For the year ended March 31, 2015 Amount (₹' 000)
As Auditors	15	-
Out of Pocket Expenses & Service Tax	2	-
	17	**-**

11. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
Profit attributable to Equity Shareholders (₹)	(2,256)	(314)
Weighted average number of Equity Shares outstanding at the end of the year (Nos.)	50,000	50,000
Basic & Diluted Earnings Per Equity Share of ₹ 10 each (₹)	(45.12)	(6.27)

12. The Company is not engaged in either manufacturing or trading of goods. Accordingly disclosures relating to Quantitative information as required under Part II of Schedule VI to the Act, with regard to finished goods / raw materials and components consumed are not applicable.

13 (1) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2016:

Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Hitesh Oberoi
Mr Chintan Thakkar

Associate Company
Happily Unmarried Marketing Pvt. Ltd. (HUMPL)
Applect Learning Systems Pvt. Ltd. (ALSPL)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business:

Amount (₹ '000)

Nature of relationship / transaction	Holding Company	Associate Company	KMP & Relatives	Total
1. Issue of Preference Shares	122,921	-	-	122,921
2. Investment in Equity Shares of Happily Unmarried Mktg Pvt. Ltd	3,506	-	-	3,506
3. Investment in Preference Shares of Happily Unmarried Mktg Pvt. Ltd	110,271	49,989	-	160,260
4. Investment in Equity Shares of Applect Learning Systems Pvt. Ltd.	570,998	-	-	570,998
5. Investment in Preference Shares of Applect Learning Systems Pvt. Ltd.	350,840	-	-	350,840
6. Investment in Preference Shares of Kinobeo Software Private Limited	135,339	-	-	135,339
7. Investment in Equity Shares of Smartweb Internet Services Ltd	10	-	-	10
9. Rent Expense	24	-	-	24

C) Amount due to/from related parties as at March 31, 2016

Amount (₹' 000)

Nature of relationship / transaction	Holding Company	Associate Company	KMP & Relatives	Total
Debit Balances				
Outstanding Advances	-	-	-	-
Maximum Amount outstanding during the year	-	-	-	-
Credit Balances				
Outstanding Payable	1,168,033	-	-	1,168,033
Maximum Amount outstanding during the year	35	-	-	35

13 (2) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2015:

Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Hitesh Oberoi
Mr Chintan Thakkar

14. During the year ended March 31st, 2016 , the Company has made fresh issue of 12,29,210 preference shares of ₹ 100/- each and the same has issued to Info Edge India Limited.

15. During the year the company has purchased 275 equity and 6,635 compulsory convertible cumulative redeemable preference shares in Happily Unmarried Mktg Pvt. Ltd. amounting to ₹ 3,506.47 thousands and ₹ 1,60,259.75 thousands respectively

16. During the year the company has purchased 13,429 equity and 24,99,74,932 compulsory convertible cumulative redeemable preference shares in Applect Learning Systems Pvt. Ltd. amounting to ₹ 5,70,997.82 thousands and ₹ 3,50,839.84 thousands respectively

17. During the year the company has purchased 34,651 compulsory convertible cumulative redeemable preference shares in Kinobeo Software Private Limited (MYDALA) amounting to ₹ 1,35,338.84 thousands.

18. During the year the company has purchased 1,000 equity shares in Smartweb Internet Services Limited amounting to ₹ 10 thousand.

19. No disclosure is required under Accounting Standard 17 on Segment Reporting specified in Companies (Accounting Standard) Rules, 2006 as the Company is having the income from license fees received for the usage of its domain name, trademark etc.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

20. Employee Benefits

The requirements of AS-15 on Employee Benefits specified in Companies (Accounting Standard) Rules, 2006 are not applicable on the company since there was no employee employed by the company during the year.

21. Previous year's figures have been regrouped / recast to confirm to current year's presentation.

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

Place: New Delhi
Date: 20/05/2016

SMARTWEB INTERNET SERVICES LIMITED

DIRECTOR'S REPORT

Dear Shareholders,

We are pleased to present the First Annual Report and Audited Statement of Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of providing all kinds and types of internet, computer and electronics data processing services. The Company was incorporated on September 23, 2015 and the current financial year is from September 23, 2015 to March 31, 2016. The Company made a loss of ₹ 40,021 thousand during the period under review.

SHARE CAPITAL

The Company was incorporated on September 23, 2015 having Authorised share capital of ₹ 5,00,000/- (Rupees Five Lacs) divided into 50,000 (Fifty Thousand) equity shares of ₹10/- (Rupees Ten) each.

During the year under review, the Authorised share capital of the company increased to ₹ 100,500,000/- (Rupees Ten Crore Five Lacs) on September 25, 2015 and further increased upto ₹ 350,500,000/-(Rupees Thirty Five Crore Five Lacs) divided into 50,000 (Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten) each and 35,00,000 (Thirty Five lacs) Preference Shares of ₹100/- (Rupees Hundred) each on December 17, 2015.

The paid up capital of the Company was increased to ₹ 23,61,10,000/- (Rupees Twenty Three Crore Sixty One Lakh Ten Thousand) (consisting of 50,000 Equity shares of ₹ 10/- each and 23,56,100 Cumulative Redeemable Preference Shares of ₹ 100/- each) pursuant to allotment of 23,56,100 – 0.0001% Cumulative Redeemable Preference Shares ("CRPS") of ₹ 100/- each, aggregating to ₹ 23,56,10,000/- (Rupees Twenty Three crore Fifty Six lakh Ten thousand).

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

FIXED DEPOSITS

The Company has not accepted any fixed deposits, as defined in Section 73 and 74 of the Companies Act, 2013 read with the relevant rules, during the year under review.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

Associate Company

Canvera Digital Technologies Pvt. Ltd.

The website www.canvera.com is owned & operated by this company. The website is operational since 2008 and offers solutions to professional photographers. Revenues are generated from sale of printed photo books.

The Company during the year invested in 449,847 preference shares amounting to ₹ 230 million. The Company also acquired 532,216 preference shares and 34,711 equity shares in aforesaid company from Info Edge (india) Ltd., holding Company for a consideration of about ₹.243.78 million.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN-000643N), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Sudhir Bhargava (DIN 02325281) is liable to retire by rotation and, being eligible, offers himself for reappointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 8 times during the year under review on September 24, 2015, September 30, 2015, November 5, 2015, December 16, 2015, December 23, 2015, January 27, 2016, March 23, 2016 and March 30, 2016.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of the investment made by Company is given in the note no. 7 of notes to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form AOC – 2 are given in Annexure A. Details of all other related party transactions are present under Note no. 13 of the notes to Financial Statements.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

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

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for that year;

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

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

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys their special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

Sudhir Bhargava	Chintan Thakkar
(Director)	(Director)
DIN: 02325281	DIN: 00678173

Place: Noida
Date: May 20, 2016

ANNEXURE-A

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions at arm's length basis

(i). Canvera Digital Technologies Ltd.

(a)	Name of the related party and nature of relationship	Info Edge (India) Ltd., a holding company (IEIL)
(b)	Nature of contracts/arrangements/transaction	Acquisition of Investments held in Canvera Digital Technologies Pvt. Ltd. from IEIL.
(c)	Duration of the Contracts/Arrangements/Transactions	One-time transaction
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	Company has acquired 532,216 preference shares and 34,711 equity shares in Canvera at cost for a consideration of about ₹.243.78 million.
(e)	Justification for entering into such contracts or arrangements or transactions	The Board of Directors have approved the transaction based on the business rationale for this transaction which is in line with the decision of the holding company about creating a corporate structure where-under the holding Company's investments are to be transferred to & held by the different wholly owned subsidiaries.
(f)	Date(s) of approval by the Board	23.03.2016
(g)	Amount paid as advances, if any	N.A.
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	N.A.

2. Details of material contracts or arrangement or transactions not at arm's length basis

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transaction	
(c)	Duration of the Contracts/Arrangements/Transactions	
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	
(e)	Date(s) of approval by the Board	
(f)	Amount paid as advances, if any	

Details of all other related party transactions i.e. transactions of the company, with its promoters, the Directors or the management, their relatives or with the subsidiaries of the Company etc. are present under Note no. 13 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Sudhir Bhargava
(Director)
DIN: 02325281

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: May 20, 2016

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U72300DL2015PLC285618
ii. Registration Date:- September 23, 2015
iii. Name of the Company :- Smartweb Internet Services Limited
iv. Category / Sub-Category of the Company:- Company Limited by Shares
v. Address of the Registered office and contact details:-
Ground Floor, GF-12A,
94, Meghdoot Building, Nehru Place,
New Delhi, 110019
Tel. No. +91 120-3082000, Fax No. 0120-3082095
Email: murlee.jain@naukri.com
Website: -N.A.
vi. Whether listed company :- No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	To Carry on the business of providing all kind and types of internet, computer, electronic and related services	63112	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	98.00	2(87)(ii)
2.	Canvera Digital Technologies Pvt. Ltd.	U92111KA2007PTC041671	Associate	49	2(6)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year (since the date of incorporation i.e. September 23, 2015)				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
Promoter Shareholding- Bodies Corporate	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-	49,000** (Equity Shares)	49,000 (Equity Shares)	98.00	(2.00)
Other- Body Corporate	-	-	-	-	-	1,000** (Equity Shares)	1,000** (Equity Shares)	2.00	2.00
						2,356,100 (Preference Shares)	2,356,100 (Preference Shares)	100	100
Grand Total	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-
						2,356,100*** (Preference Shares)	2,356,100 (Preference Shares)	100	-

During the year under review the Authorised Capital of the Company was increased from ₹ 5,00,000 to ₹ 350,500,000/-.

*6 (six) shares were held by six individuals as nominee of Info Edge (India) Ltd.

** During the year under review 1000 Equity Shares held by Info Edge (India) Ltd. were transferred to Startup Investments (Holding) Ltd.

***During the year under review 2,356,100, 0.0001% Cumulative Redeemable Preference Shares of ₹ 100 each were issued to Info Edge (India) Ltd.

SMARTWEB INTERNET SERVICES LIMITED

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year (since the date of incorporation i.e. September 23, 2015)			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	50,000 (Equity Shares)	100	0.00	49,000 (Equity Shares)	98.00	0.00	(2.00)
					2,356,100 (Preference Shares)	100	0.00	100

iii. Change in Promoter's Shareholding :

S. No.	Shareholder's Name	Shareholding at the beginning of the year (since the date of incorporation i.e. September 23, 2015)		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1.	Info Edge (India) Ltd.	50,000 (Equity Shares)	100	23/03/2016	Transfer of shares	(1,000) (Equity Shares)	49,000 (Equity Shares)	98.00
				30/09/2015	Subscription of preference Shares	850,000 (Preference Shares)	850,000 preference shares	100
				23/12/2015	Subscription of preference Shares	1,500,000 (Preference Shares)	2,350,000 (Preference Shares)	100
				30/03/2016	Subscription of preference Shares	6,100 (Preference Shares)	2,356,100 (Preference Shares)	100

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GD₹ and AD₹): Nil

v. Shareholding of Directors and Key managerial Personnel

S. No.	Shareholders Name	Shareholding at the beginning of the year (since the date of incorporation i.e. September 23, 2015)		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1	Sudhir Bhargava	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00	-	-	-	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00
2.	Murlee Manohar Jain	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00	-	-	-	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00
3.	Chintan Thakkar	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00	-	-	-	1 Equity Share (as nominee of Info Edge India Ltd.)	0.00

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

SMARTWEB INTERNET SERVICES LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of Smartweb Internet Services Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Smartweb Internet Services Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- **a)** we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- **b)** in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- **c)** the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- **d)** in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
- **e)** on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- **f)** with respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in '**Annexure B**'; and
- **g)** With respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - **I.** The Company does not have any pending litigations which would impact its financial position.

II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's Report to the members of Smartweb Internet Services Limited on the financial statement of the year ended March 31, 2016, we report that:

i) The company does not have any fixed assets. Accordingly, the paragraph 3(i) of the order is not applicable.

ii) The company does not have any inventory. Accordingly, the paragraph 3(ii) of the order is not applicable.

iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, Paragraph 3(iii) of the order is not applicable.

iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provision of Section 185 and 186 of the Act, with respect to loan and investment made.

v) The Company has not accepted any deposit from the public. Accordingly, Paragraph 3(v) of the order is not applicable.

vi) As per section 148(1) of the Act, the Company is not required to maintain any cost records. Accordingly, Paragraph 3(vi) of the order is not applicable.

vii) a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2016 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, there are no dues of income Tax, sales tax, service Tax, duty of customs, duty of excise and value added tax, as applicable to it, which have not been deposited with the appropriate authorities on account of a disputes.

viii) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

x) According to the information and explanations given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided any managerial remuneration. Accordingly, paragraph 3(xi) of the order is not applicable.

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

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

xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

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

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

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Smartweb Internet Services Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

SMARTWEB INTERNET SERVICES LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note No.	As at March 31, 2016 Amount (₹' 000)
I. EQUITY AND LIABILITIES		
(1) Shareholder's Funds		
(a) Share Capital	**3**	236,110
(b) Reserves And Surplus	**4**	(40,021)
(2) Current Liabilities		
(a) Trade Payables	**5**	17
(b) Other Current Liabilities	**6**	243,782
TOTAL		**439,888**
II. ASSETS		
(1) Non-current Assets		
(a) Non-current Investments	**7**	437,822
(2) Current Assets		
(a) Cash And Cash Equivalents	**8**	2,066
TOTAL		**439,888**
Significant Accounting Policies	2	

This is the Balance Sheet referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants
Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: 20/05/2016

The Schedules referred to above form an integral part of these accounts

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

MM Jain
(Director)

SMARTWEB INTERNET SERVICES LIMITED

PROFIT AND LOSS STATEMENT FOR THE PERIOD FROM SEP 23, 2015 TO MAR 31, 2016

Particulars	Note No	Year Ended March 31, 2016 Amount (₹' 000)
Revenue from operations		-
Total Revenue		**-**
Expenses:		
Administration and other expenses	**9**	3,455
Total Expenses		**3,455**
Profit before exceptional & extraordinary items and tax		**(3,455)**
Exceptional Items	**16**	**36,566**
Profit Before Tax		**(40,021)**
Tax expense:		-
Profit/(Loss) for the period		**(40,021)**
Earning per equity share:	**11**	
(1) Basic		(800.42)
(2) Diluted		(800.42)
Significant Accounting Policies	2	

This is the Profit and Loss Account referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants
Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: 20/05/2016

The Schedules referred to above form an integral part of these accounts

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

MM Jain
(Director)

SMARTWEB INTERNET SERVICES LIMITED

CASH FLOW STATEMENT FOR THE PERIOD FROM SEP 23, 2015 TO MAR 31, 2016

	Particulars	For the year ended March 31, 2016 Amount (₹' 000)
A.	**Cash flow from operating activities:**	
	Net profit before tax	**(3,455)**
	Operating profit before working capital changes	**(3,455)**
	Adjustments for changes in working capital :	
	- INCREASE/(DECREASE) in Current Liabilities and Provisions	20
	Cash generated/(used) from/for operating activities	**(3,435)**
	- Taxes (Paid) / Received (Net of TDS)	-
	Net Cash generated/(used) from/in operating activities	**(3,435)**
B.	**Cash flow from Investing activities:**	
	Investment in Pref share of Canvera Digital Tech. (P) Ltd	(230,609)
	Net Cash generated/(used) from/in investing activities	**(230,609)**
C.	**Cash flow from financing activities:**	
	Proceed from fresh issue share capital	236,110
	Net Cash generated/(used) from/in financing activities	**236,110**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**2,066**
	Opening Balance of Cash and cash equivalents	**-**
	Closing Balance of Cash and cash equivalents	**2,066**
	Cash and cash equivalents comprise	
	Cash in hand	-
	Balance with Scheduled Banks	
	-in current accounts	2,066
	Total	**2,066**

Notes :

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as ammended] and other relevant provision of the Companies Act, 2013.
2. Figures in brackets indicate cash outflow.

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants
Rajesh Mittal
Partner
Membership No.- 095681

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

MM Jain
(Director)

Place: New Delhi
Date: 20/05/2016

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM SEP 23, 2015 TO MAR 31, 2016

1. Corporate Information

Smartweb Internet Services Limited (the company) is a limited company domiciled in India and incorporated on September 23rd, 2015 under the provisions of the Companies Act, 1956. The company is a wholly owned subsidiary of Info Edge (India) Ltd.

2. Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

2.2 Investments

Long-term investments are carried at cost less provision for permanent diminution in value of such investments. Current investments are carried at lower of cost and fair value.

2.3 Taxes on Income

As a measure of prudence the Deferred Tax Assets (Net) in terms of Accounting Standard No. 22 specified in Companies (Accounting Standard) Rules, 2006 have not been recognized in the absence of their being virtual certainty supported by convincing evidence that sufficient future taxable income would be available against which such deferred tax assets could be realized

2.4 Earnings Per Share

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax . The number of shares used in computing Basic & Diluted EPS is the weighted average number of shares outstanding at the end of the year.

2.5 Provisions and Contingencies

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.

2.6 Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

3. SHARE CAPITAL

Particulars	As At March 31, 2016 Amount (₹' 000)
AUTHORISED	
50,000 Equity Shares of ₹ 10/- each	**500**
35,00,000 Preference Shares of ₹ 100/- each	**350,000**
ISSUED, SUBSCRIBED & PAID-UP	
50,000 Equity Shares of ₹ 10/- each, fully paid up	500
23,56,100 Preference Shares of ₹ 100/- each	235,610
	236,110

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM SEP 23, 2015 TO MAR 31, 2016

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

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹'000)
Equity Shares		
At the beginning of the year	-	-
Add: Issued during the year	50,000	500
Outstanding at the end of the year	**50,000**	**500**

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹ '000)
Preference Shares		
At the beginning of the year	-	-
Add: Issued during the year	2,356,100	235,610
Outstanding at the end of the year	**2,356,100**	**235,610**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

Particulars	FY 2015-16	
	No of Shares	% Holding
Equity Shares of ₹ 10 each fully paid		
Info Edge (India) Ltd (excluding Six shares held by Nominee shareholders)	48,994	97.99%
	48,994	**97.99%**

4. RESERVES AND SURPLUS

Particulars	As at March 31, 2016 Amount (₹' 000)
Profit & Loss Account	
Opening Balance	-
Add: Net Profit after tax transferred from statement of Profit and Loss	(40,021)
	(40,021)

5. TRADE PAYABLES

Particulars	Long Term	Short Term
	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2016 Amount (₹' 000)
Audit Fees Payable	-	17
	-	**17**

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM SEP 23, 2015 TO MAR 31, 2016

6. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2016 Amount (₹)
TDS Payable	4
Payable to Holding Company	243,778
	243,782

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2016.

7. NON CURRENT INVESTMENTS

Particulars	As at March 31, 2016 Amount (₹' 000)	
Shares in Canvera Digital Tech. (P) Ltd 34,711 Equity Share of Re 1/- fully paid up)		14,963
Shares in Canvera Digital Tech. (P) Ltd 9,82,063 Preference Share of Re 1/- fully paid up)	459,425	
Less: Provision for diminution in value of investment	36,566	422,859
		437,822

8. CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2016 Amount (₹' 000)
Cash & Cash Equivalents	
(a) Cash in Hand	-
(b) Balance with Bank in Current Account	2,066
	2,066

9. ADMINISTRATION AND OTHER EXPENSES

Particulars	For the period ended March 31, 2016 Amount (₹' 000)
Auditor's Remuneration	17
Legal Expenses	88
Professional Charges	40
Rent Expense	13
ROC Charges	3,297
	3,455

10. AUDITORS REMUNERATION

Particulars	For the period ended March 31, 2016 Amount (₹' 000)
As Auditors	15
Out of Pocket Expenses & Service Tax	2
	17

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM SEP 23, 2015 TO MAR 31, 2016

11. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	As at March 31, 2016 Amount (₹' 000)
Profit attributable to Equity Shareholders (₹)	(40,021)
Weighted average number of Equity Shares outstanding at the end of the year (Nos.)	50,000
Basic & Diluted Earnings Per Equity Share of ₹ 10 each (₹)	(800.42)

12. The Company is not engaged in either manufacturing or trading of goods. Accordingly disclosures relating to Quantitative information as required under Part II of Schedule VI to the Act, with regard to finished goods / raw materials and components consumed are not applicable.

13. (1) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2016:

Holding Company
Info Edge (India) Limited

Associate Company
Canvera Digital Tech. (P) Ltd.

Key Management Personnel (KMP) & Relatives
Mr Chintan Thakkar
Mr Sudhir Bhargava
Mr Murlee Manohar Jain

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business:

Amount (₹ '000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
1. Issue of Preference Shares	235,610	-	235,610
2. Issue of Equity Shares	500		500
3. Investment in Equity Shares of Canvera Digital Tech. (P) Ltd.	14,963	-	14,963
4. Investment in Preference Shares of Canvera Digital Tech. (P) Ltd.	229,425	230,000	459,425
5. Rent Expense	13	-	13

C) Amount due to/from related parties as at March 31, 2016 **Amount (₹' 000)**

Nature of relationship / transaction	Holding Company	Associate Company	Total
Debit Balances			
Outstanding Advances	-	-	-
Maximum Amount outstanding during the year	-	-	-
Credit Balances			
Outstanding Payable	243,778	-	243,778
Maximum Amount outstanding during the year	13	-	13

14. During the year ended March 31st, 2016 , the Company has made fresh issue of 50,000 Equity Shares of ₹ 10/- each & 23,56,100 Preference Shares of ₹ 100/- each and the same has issued to Info Edge India Limited.

15. During the year, the company has purchased 34,711 equity shares and 9,82,063 optionally convertible cumulative redeemable preference shares amounting to ₹ 14,963.04 thousands and ₹ 422,859.22 thousands respectively in Canvera Digital Tech. (P) Ltd

16. During the current period, provision for diminution in the carrying value of investment amounting to ₹ 36,566 thousands has been made in respect of Canvera Digital Technologies Private Limited for decline considered as other than temporary .

17. No disclosure is required under Accounting Standard 17 on Segment Reporting specified in Companies (Accounting Standard) Rules, 2006 as the Company is having the income from license fees received for the usage of its domain name, trademark etc.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM SEP 23, 2015 TO MAR 31, 2016

18. Employee Benefits

The requirements of AS-15 on Employee Benefits specified in Companies (Accounting Standard) Rules, 2006 are not applicable on the company since there was no employee employed by the company during the year.

19. Previous year's figures have been regrouped / recast to confirm to current year's presentation.

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants
Rajesh Mittal
Partner
Membership No.- 095681

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

MM Jain
(Director)

Place: New Delhi
Date: 20/05/2016

ALLCHECKDEALS INDIA PRIVATE LIMITED

DIRECTOR'S REPORT

Dear Shareholders,

We are pleased to present the 8th Annual Report and Audited Statement of Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in providing brokerage services in the real estate sector in India.

During the year under review, the Company achieved net revenue of ₹ 13.48 million as against ₹ 29.54 million during the previous financial year. The total income is ₹ 36.50 million in FY 2016 as compared to ₹ 44.64 million in FY 2015.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control, commensurate with the size, scale and complexity of its operations.

FIXED DEPOSITS

The Company has not accepted any fixed deposits, as defined in Section 73 and 74 of the Companies Act, 2013 read with the relevant rules, during the year under review.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has one wholly owned subsidiary, Interactive Visual Solutions Pvt. Ltd. which owns a proprietary software which enables a high quality virtual video /3D image of a proposed or existing real estate development to be viewed online by customers.

Interactive Visual Solutions Private Limited had total income of ₹ 1 thousand only as compared to ₹ 497 thousand in FY 2015.

STATUTORY AUDITORS

M/s. Price Waterhouse & Co. Bangalore LLP (Firm Registration Number – 007567S/S-200012), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Sanjeev Bikhchandani, Director (DIN: 00065640), retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

Ms. Renu Mittal was appointed as a Company Secretary of the Company w.e.f. November 5, 2015.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 4 times during the year under review on May 29, 2015, July 24, 2015, November 5, 2015 and January 27, 2016.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

ALLCHECKDEALS INDIA PRIVATE LIMITED

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of the investment made by Company is given in the note no. 10 of notes to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year Company did not enter into any transaction with related parties that could be considered material. During the year, an employee of the holding company of the Company was appointed to the post of whole-time Company Secretary, to meet the requirements of Section 203 of the Companies Act, 2013. No remuneration is paid to such appointee. Details of all other related party transactions are present under Note No. 26 of notes to financial statement.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure A and is attached to this Report.

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

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for that year;

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

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

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys their special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

Hitesh Oberoi	Chintan Thakkar
(Director)	(Director)
DIN: 01189953	DIN: 00678173

Place: Noida
Date: May 25, 2016

ALLCHECKDEALS INDIA PRIVATE LIMITED

ANNEXURE-A

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U72400DL2008PTC181632
ii. Registration Date:- August 1, 2008
iii. Name of the Company:- Allcheckdeals India Pvt. Ltd.
iv. Category / Sub-Category of the Company:- Company Limited by Shares
v. Address of the Registered office and contact details:-
Ground Floor, GF-12A,
94, Meghdoot Building, Nehru Place,
New Delhi, 110019
Tel. No. +91 120-3082000, Fax: 0120-3082095
Email: investors@naukri.com
Website: http://www.allcheckdeals.com/
vi. Whether listed company :- No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:- N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	IT Services	63121	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(87)(ii)
2.	Interactive Visual Solutions Pvt. Ltd.	U72200PN2009PTC134950	Subsidiary	100	2(87)(ii)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. **Category- wise Shareholding**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
Promoter Shareholding	-	9,847,500*	9,847,500	100	-	9,847,500*	9,847,500	100	-
Grand Total	**-**	**9,847,500***	**9,847,500**	**100**	**-**	**9,847,500***	**9,847,500**	**100**	-

* 1 (One) Share of the Company is held by Naukri Internet Services Ltd. as a nominee of Info Edge (India) Ltd.

ii. **Shareholding of Promoters**

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	9,847,500	100	0.00	9,847,500	100	0.00	-

iii. **Change in Promoter's Shareholding: No change**

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs)- NIL**

v. **Shareholding of Directors and Key managerial Personnel: NIL**

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal amount	-	15,634,211	-	15,634,211
ii. Interest due but not paid	-	54,522	-	54,522
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**15,688,733**	**-**	**15,688,733**
Change in Indebtedness during the financial year				
Addition	-	97,513	-	97,513
Reduction	-	-	-	-
Net Change	**-**	**97,513**	**-**	**97,513**
Indebtedness at the end of the financial year				
(i) Principal Amount	-	15,634,211	-	15,634,211
(ii) Interest due but not paid	-	152,035	-	152,035
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**15,786,246**	**-**	**15,786,246**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

There was no payment of remuneration to any director/Key Managerial Personnel.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/ Officers.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ALLCHECKDEALS INDIA PRIVATE LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of **Allcheckdeals India Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.

4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

8. 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Other Matter

9. The financial statements of the Company for the year ended March 31, 2015 were audited by another firm of chartered accountants under the Companies Act, 2013 who, vide their report dated May 29, 2015 expressed an unmodified opinion on those financial statements.

Our opinion is not qualified in respect of above matter.

Report on Other Legal and Regulatory Requirements

10. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and on the basis of such checks of the books and records of the Company as we considered appropriate and the matters specified in paragraphs 3 and 4 of the Order.

11. As required by Section 143 (3) of the Act, we report that:

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

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

(d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(f) On the basis of the written representations received from the directors as on April 1, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

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

i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016. on its financial position in its financial statements – Refer Note 32;

ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2016.

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 March 31, 2016.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number: 077779

Place: Noida
Date: May 25, 2016

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(g) of the Independent Auditors' Report of even date to the members of Allcheckdeals Private Limited on the financial statements for the year ended March 31, 2016

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

1. We have audited the internal financial controls over financial reporting of Allcheckdeals Private Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was 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 internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Basis for Qualified opinion

8. According to the information and explanations given to us and based on our audit, material weaknesses have been identified in respect of internal control system relating to customer acceptance of the services rendered by the Company and maintenance of customer agreements in certain cases as at March 31, 2016.

9. A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

10. In our opinion, except for the possible effects of the material weaknesses described in the Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

11. We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company for the year ended March 31, 2016, and these material weaknesses do not affect our opinion on the standalone financial statements of the Company.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number : 077779

Place : Noida
Date: May 25, 2016

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Allcheckdeals India Private Limited on the financial statements as of and for the year ended March 31, 2016

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 2 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

The title deeds of the following immovable properties, as disclosed in Note 13 on other current assets to the financial statements, are not registered in the name of the Company (Refer Note 31 to the financial statements).

Amount in ₹ '000

Particulars	Gross block	Net assets
Buildings	8,879	8,879

ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.

iii. The Company has granted unsecured loans, to one Company covered in the register maintained under section 189 of the Act. The Company has not granted secured/ unsecured loans, to other companies / firms /Limited Liability Partnerships/other parties} covered in the register maintained under Section 189 of the Act.

(a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.

(b) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.

(c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Income Tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, sales tax, income tax, service tax, duty of customs , , value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, service-tax, duty of customs, and duty of excise or value added tax which have not been deposited on account of any dispute.

viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. The provisions of Section 197 read with Schedule V to the Act are applicable only to public companies. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number: 077779

Place: Noida
Date: May 25, 2016

ALLCHECKDEALS INDIA PRIVATE LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note	As at March 31, 2016	As at March 31, 2015
		(₹'000)	(₹'000)
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDER'S FUNDS			
(a) Share capital	3	98,475	98,475
(b) Reserves and surplus	4	(53,127)	(76,949)
(2) NON-CURRENT LIABILITIES			
(a) Other long term liabilities	7	4,000	7,500
(3) CURRENT LIABILITIES			
(a) Short term borrowings	5	15,634	15,634
(b) Trade payables	6		
- total outstanding dues of micro enterprises and small enterprieses and		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		35,824	42,126
(c) Other current liabilities	7	12,078	9,806
(d) Short-term provisions	8	1,520	20,348
Total		**114,404**	**116,940**
II.ASSETS			
(1) NON-CURRENT ASSETS			
(a) Fixed assets			
(i) Tangible assets	9	1	584
(b) Non current Investment	10	28,276	28,276
(c) Long term loans and advances	11	10,724	12,479
(2) CURRENT ASSETS			
(a) Trade receivables	12	1,648	9,410
(b) Cash and bank balances	14	8,347	10,722
(c) Short-term loans and advances	11	54,733	54,468
(d) Other current assets	13	10,675	1,001
Total		**114,404**	**116,940**
Significant Accounting Policies	2		

The notes are an integral part of these financial statements.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number 077779

Place : Noida
Date : May 25, 2016

For and on behalf of the Board of Directors

Hitesh Oberoi
Director

Chintan Thakkar
Director

Renu Mittal
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

Particulars	Note	Year ended March 31, 2016	Year ended March 31, 2015
		(₹'000)	(₹'000)
I. Revenue from operations	15	13,482	29,541
II. Other income	16	23,025	15,099
III. Total revenue (I +II)		**36,507**	**44,640**
IV. Expenses:			
Employee benefits expense	17	4,197	12,996
Finance costs	18	108	55
Depreciation	9	583	1,054
Advertising and promotion cost	19	-	1,241
Administration and other expenses	20	3,051	13,702
Network, internet and other direct charges	21	36	338
Total Expenses		**7,975**	**29,386**
V. Profit before exceptional and extraordinary items and tax **(III -IV)**		28,532	15,254
VI. Exceptional item (Refer note 23)		318	-
VII. Profit before tax (V - VI)		**28,214**	**15,254**
VIII. Tax expense:			
Current tax		4,392	1,501
IX. Profit for the year from continuing operations (VII-VIII)		**23,822**	**13,753**
X. Profit for the year (IX)		**23,822**	**13,753**
XI. Earnings per equity share: Nominal Value of Share ₹ 10/- (Previous Year ₹ 10/-)	25		
(1) Basic		2.42	1.55
(2) Diluted		2.42	1.55

The notes are an integral part of these financial statements.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

For and on behalf of the Board of Directors

Hitesh Oberoi
Director

Chintan Thakkar
Director

Abhishek Rara
Partner
Membership Number 077779

Renu Mittal
Company Secretary

Place : Noida
Date : May 25, 2016

ALLCHECKDEALS INDIA PRIVATE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

S.No.	Particulars	For the year ended March 31, 2016 (₹'000)	For the year ended March 31, 2015 (₹'000)
A.	**Cash flow from operating activities:**		
	Net Profit before tax	**28,214**	**15,254**
	Adjustments for:		
	Depreciation	583	1,054
	Interest income	(1,545)	(1,243)
	Profit on sale of fixed assets (net)	(29)	(36)
	Liabilities written back to the extent no longer required	(19,286)	(4,026)
	Provision for doubtful debts written back	(2,165)	(928)
	Provision for gratuity & leave encashment	107	(787)
	Operating profit before working capital changes	**5,879**	**9,288**
	Adjustments for changes in working capital :		
	- Decrease in Trade receivables	9,927	11,256
	- (Increase) / Decrease in Short term loans and advances	(1,763)	1,252
	- Increase in Other current assets	(8,879)	-
	- Decrease in Long term loans and advances	1,755	3,998
	- Increase / (Decrease) in Trade payables	(6,301)	(7,915)
	- Increase / (Decrease) in Other current liabilities	2,272	(11,468)
	- Increase in Short term borrowings	-	1,189
	- Decrease in Short term provisions	351	(1,170)
	Cash generated from/(used) in operating activities	**3,241**	**6,430**
	- Taxes Paid	(2,894)	(5,371)
	Net cash generated from/(used) in operating activities	**347**	**1,059**
B.	**Cash flow from Investing activities:**		
	Proceeds from sale of fixed assets	29	36
	(Deposits) from maturity of fixed deposits (net)	(564)	(5,021)
	Interest received	749	172
	Investment in equity shares of subsidiary company	(3,500)	(17,276)
	Unsecured loan given to subsidiary	-	(10,924)
	Net cash generated from/(used) in investing activities	**(3,286)**	**(33,013)**
C.	**Cash flow from financing activities:**		
	Proceed from fresh issue of share capital (Net)	-	28,000
	Net cash generated from financing activities	**-**	**28,000**
	Net decrease in cash & cash equivalents	**(2,939)**	**(3,954)**
	Opening balance of cash and cash equivalents (April 01, 2015/April 01, 2014)	**4,377**	**8,331**
	Closing balance of cash and cash equivalents	**1,438**	**4,377**
	Cash and cash equivalents comprise of:		
	Cash in hand	12	21
	Balance with Scheduled Banks		
	-in current accounts	623	3,584
	-in fixed deposits with original maturity of less than 3 months	803	772
	Total cash and cash equivalents	**1,438**	**4,377**
	-Fixed Deposit Accounts with original maturity for more than 3 months	6,909	6,345
	Total	**8,347**	**10,722**

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 .

2 Figures in brackets indicate cash outflow.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Abhishek Rara
Partner
Membership Number 077779

Place : Noida
Date : May 25, 2016

For and on behalf of the Board of Directors

Hitesh Oberoi
Director

Chintan Thakkar
Director

Renu Mittal
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. General Information

Allcheckdeals India Private Limited (the 'Company') is a private limited company domiciled in India and incorporated under the Companies Act, 1956 (the 'Act') and is engaged in the business of providing services in relation to property bookings placed with builders / real estate developers.

2. Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current non-current classification of assets and liabilities.

2.2 Fixed Assets

Tangible Assets are stated at cost of acquisition along with related taxes, duties and incidental expenses related to these assets, net of accumulated depreciation and accumulated impairment losses, if any.

Intangible assets are stated at their cost of acquisition, net of accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

2.3 Depreciation and amortisation

Tangible Assets

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by Management expert which are equal to, except in case of Plant and Machinery where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets

Asset	Estimated life (Years)
Plant & Machinery	10
Computers	3
Office Equipment	5

Assets costing less than or equal to ₹ 5,000 are fully depreciated @ 100% pro-rata from date of acquisition.

2.4 Impairment of Assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

2.5 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investment are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of investments, such reduction being determined and made for such investment individually.

2.6 Foreign Currency Transactions

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period.

Exchange differences on restatement of all other monetary items are recognized in the Statement of Profit and Loss.

2.7 Revenue Recognition

Commission income on property bookings placed with builders/developers is accrued once the related services have been rendered by the Company.

The income is shown net of service tax and is not recognized in instances where there is uncertainty with regard to ultimate collection. In such cases revenue is recognized on reasonable certainty of collection.

2.8 Employee Benefits

The Company has Defined Contribution plan for the post-employment benefits namely Provident Fund which is administered through the Regional Provident Fund Commissioner and the contributions towards such fund are charged to the Statement of Profit and Loss. The Company's contribution to state plans namely Employee State Insurance Fund are also charged to the Statement of Profit and Loss. The Company does not carry any further obligations with respect to these funds, apart from contributions made on a monthly basis.

The Company has Defined Benefit plan namely gratuity for eligible employees in accordance with the Payment of Gratuity Act, 1972 the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each year. The Gratuity Fund is recognized by the income tax authorities and is administered through Life Insurance Corporation of India under its Group Gratuity Scheme.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss as income or expense.

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

Termination benefits are recognized as an expense immediately.

2.9 Employee Stock Option Based Compensation

Stock options granted to the employees who accepted the grant under the Company's Stock Option Plan are accounted in accordance with the Guidance Note on Accounting for Employee Share based payment issued by Institute of Chartered Accountants of India. The Company follows the intrinsic value method and accordingly, the excess, if any, of the fair value of the underlying equity shares as of the date of the grant of the option over the exercise price of the option, is recognized as employee compensation cost and amortized on straight line basis over the vesting period.

2.10 Taxes on Income

Tax expense for the year, comprising current tax, are included in the determination of the net profit or loss for the year. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent there is a reasonable/virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

2.11 Provisions and Contingent Liabilities

Provisions are recognized when there is a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.12 Leases

a) **Operating leases**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments under an operating leases are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the period of lease.

b) **Finance leases**

Assets acquired on lease where the Company has substantially all the risks and rewards incident to ownership are classified as finance leases. Such assets are capitalized at the inception of the lease at lower of the fair value of the leased asset at the inception of the lease and the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease payment is apportioned between the finance charge and the reduction of the outstanding liability. The outstanding liabilities included in other long term borrowings. The finance charge is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

2.13 Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash in hand and demand deposits with bank with original maturities of three months or less.

2.14 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's EPS comprises of the net profit for the year after tax. The number of equity shares used in computing Basic EPS is the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for the previous year is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

2.15 Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

3. SHARE CAPITAL

Particulars	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)
AUTHORIZED CAPITAL		
1,20,00,000 Equity Shares of ₹ 10/- each (Previous year - 1,20,00,000 Equity Shares of ₹ 10/- each)	**120,000**	**120,000**
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
98,47,500 Equity shares of ₹ 10/- each fully paid up (Previous Year - 98,47,500 Equity shares of ₹ 10/- each) (98,47,499 equity shares (Previous Year 98,47,499 shares) of ₹ 10/- each are held by Info Edge (India) Limited, the holding Company and one share held by nominee shareholder of Info Edge (India) Limited (Previous Year 1 share))	98,475	98,475
	98,475	**98,475**

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

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 (₹'000)	As at March 31, 2015 No of Shares	As at March 31, 2015 (₹'000)
Equity Shares				
At the beginning of the year	9,847,500	98,475	7,047,500	70,475
Add: Issued during the year	-	-	2,800,000	28,000
Outstanding at the end of the year	**9,847,500**	**98,475**	**9,847,500**	**98,475**

b. Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

c. Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2016 (₹'000)		As at March 31, 2015 (₹'000)	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
Info Edge (India) Limited	9,847,499	99.99%	9,847,499	99.99%
1 Share held by Naukri Internet Services Limited (Nominee of Info Edge (India) Limited)				
	9,847,499	**99.99%**	**9,847,499**	**99.99%**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

4. RESERVES AND SURPLUS

Particulars	As at March 31, 2016 (₹'000)		As at March 31, 2015 (₹'000)	
Surplus/(Deficit) in Statement of Profit and Loss				
Opening Balance	(76,949)		(90,702)	
Add: Net profit/(loss) after tax transferred from Statement of Profit and Loss	23,822	(53,127)	13,753	(76,949)
		(53,127)		**(76,949)**

5. SHORT TERM BORROWINGS

Particulars	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)
Unsecured :		
From Holding Company	15,634	15,634
	15,634	**15,634**

6. TRADE PAYABLES

Particulars	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)
Trade Payables		
- total outstanding dues of micro enterprises and small enterprises and	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	35,824	42,126
	35,824	**42,126**

7. OTHER LIABILITIES

Particulars	Long-Term		Short-Term	
	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)
Amount payable to Holding Company	-	-	4,321	3,003
Advance from Clients	-	-	1,355	1,355
Employee benefits payable	-	-	115	119
Interest accrued but not due on loan from holding company	-	-	163	55
Deferred payment for acquisition of subsidiary (Refer note 31)	4,000	7,500	3,500	3,500
Others				
- Service Tax Payable	-	-	1,916	1,221
- Tax deducted at source Payable	-	-	683	533
- Other Statutory Dues	-	-	25	20
	4,000	**7,500**	**12,078**	**9,806**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

8. PROVISIONS

Particulars	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)
Provision for Employee Benefits		
- Provision for Compensated Absence/Leave Encashment (Refer Note 30)	113	52
Other Provisions		
- Accrued Bonus & Incentives	1,407	20,296
	1,520	**20,348**

9. (1) FIXED ASSETS

(₹'000)

Description	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK
	As at April 1, 2015	Additions during the year April 1, 2015 to March 31, 2016	Deletions during the year April 1, 2015 to March 31, 2016	As at March 31, 2016	Up to April 1, 2015	Depreciation for the year April 1, 2015 to March 31, 2016	Accumulated Depreciation on Deletions April 1, 2015 to March 31, 2016	Up to March 31, 2016	As at March 31, 2016
OWN ASSETS Tangible Assets									
Computers	6,755	-	1,636	5,119	6,179	575	1,636	5,118	1
Office Equipment	1,880	-	63	1,817	1,878	2	63	1,817	-
Plant & Machinery	29	-	-	29	23	6	-	29	-
Total	**8,664**	**-**	**1,699**	**6,965**	**8,080**	**583**	**1,699**	**6,964**	**1**

9. (2) FIXED ASSETS

(₹'000)

Description	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK
	As at April 1, 2014	Additions during the year April 1, 2014 to March 31, 2015	Deletions during the year April 1, 2014 to March 31, 2015	As at March 31, 2015	Up to April 1, 2014	Depreciation for the year April 1, 2014 to March 31, 2015	Accumulated Depreciation on Deletions April 1, 2014 to March 31, 2015	Up to March 31, 2015	As at March 31, 2015
OWN ASSETS Tangible Assets									
Computers	7,370	-	615	6,755	5,796	998	615	6,179	576
Office Equipment	1,993	-	113	1,880	1,940	50	112	1,878	2
Plant & Machinery	29	-	-	29	17	6	-	23	6
Total	**9,392**	**-**	**728**	**8,664**	**7,753**	**1,054**	**727**	**8,080**	**584**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

10. Non Current Investment*

Particulars	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)
Other than trade investments (Unquoted) (valued at cost unless otherwise stated)		
Investments in Equity instruments of Subsidiary Companies		
Interactive Visual Solutions Pvt. Ltd. -9,999 shares of ₹ 10 each (share premium of ₹ 2817.75/- per share computed on average basis) (excluding one share held by nominee shareholder) (Refer note 31)	28,276	28,276
	28,276	**28,276**

*Long-term investments(as per AS-13)

11. LOANS & ADVANCES

Particulars	Long-Term		Short-Term	
(Unsecured, considered good)	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)
Security Deposits	-	1,755	1,755	-
Others				
- Loan to Subsidiary (Refer note 31)	10,724	10,724	200	200
- Advance recoverable in cash or in kind or for value to be received	-	-	161	398
- Advance recoverable from ESOP Trust	-	-	399	399
- Balance with Service Tax Authorities	-	-	391	146
- Advance Tax	-	-	75,978	73,084
- Less: Provision for Tax	-	-	(24,152)	(19,760)
- Advance Tax - Fringe Benefits	-	-	6	6
- Less: Provision for Tax - Fringe Benefits	-	-	(5)	(5)
	10,724	**12,479**	**54,733**	**54,468**

12. TRADE RECEIVABLES

Particulars	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)
Outstanding for a period exceeding six months from the date they are due for payment		
- Unsecured, considered good	-	-
- Doubtful	44,517	46,431
Provision for doubtful receivables	(44,517)	(46,431)
Total (A)	**-**	**-**
Other Receivables		
- Unsecured, considered good	1,648	9,410
- Doubtful	91	341
Provision for doubtful receivables	(91)	(341)
Total (B)	**1,648**	**9,410**
Grand Total (A) + (B)	**1,648**	**9,410**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

13. OTHER CURRENT ASSETS

Particulars	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)
(Unsecured Considered Good)		
Interest accrued on Fixed Deposits	342	373
Interest accrued on loan given to subsidiary	1,454	628
Assets held for sale(Refer note 34)	8,879	-
	10,675	**1,001**

14. CASH AND BANK BALANCES

Particulars	As at March 31, 2016 (₹'000)	As at March 31, 2015 (₹'000)
Cash & Cash Equivalents		
Cash In hand	12	21
Bank Balances:		
-in Current Account	623	3,584
-in Fixed Deposit Accounts with original maturity of less than 3 months	803	772
Other Bank Balances		
-in Fixed Deposit Accounts with original maturity for more than 3 months	6,909	6,345
	8,347	**10,722**

15. REVENUE FROM OPERATIONS

Particulars	Year Ended March 31, 2016 (₹'000)	Year Ended March 31, 2015 (₹'000)
Sale of services	13,482	29,541
	13,482	**29,541**

16. OTHER INCOME

Particulars	Year Ended March 31, 2016 (₹'000)	Year Ended March 31, 2015 (₹'000)
Interest received/receivable on fixed deposits with banks	627	545
Interest received/receivable on Unsecured Loan	918	698
Services rendered to Holding Company	-	8,866
Liabilities written back to the extent no longer required	19,286	4,026
Profit on sale of fixed assets (net)	29	36
Provision for doubtful debts written back	2,165	928
	23,025	**15,099**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

17. EMPLOYEE BENEFITS EXPENSE (Refer Note 30)

Particulars	Year Ended March 31, 2016 (₹'000)	Year Ended March 31, 2015 (₹'000)
Salaries, wages and bonus	3,775	9,370
Contributions to provident and other funds	137	342
Sales incentives	-	2,077
Staff welfare and benefits	246	665
Other employee expenses	39	542
	4,197	**12,996**

18. FINANCE COSTS

Particulars	Year Ended March 31, 2016 (₹'000)	Year Ended March 31, 2015 (₹'000)
Interest on loan obtained from holding company	108	55
	108	**55**

19. ADVERTISING AND PROMOTION COST

Particulars	Year Ended March 31, 2016 (₹'000)	Year Ended March 31, 2015 (₹'000)
Advertisement expenses	-	1,223
Promotion & marketing expenses	-	18
	-	**1,241**

20. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year Ended March 31, 2016 (₹'000)	Year Ended March 31, 2015 (₹'000)
Electricity and water	-	1,374
Rent (Refer Note 22)	24	4,873
Repairs and maintenance (building)	-	516
Repairs and maintenance (machinery)	-	218
Legal and professional charges	1,261	1,049
Rates & taxes	18	368
Insurance	31	37
Communication expenses	19	657
Travel & conveyance	211	558
Miscellaneous expenses	326	88
Security charges	-	629
Housekeeping charges	-	546
Infrastructure & business support expenses	1,161	2,789
	3,051	**13,702**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

21. NETWORK, INTERNET AND OTHER DIRECT CHARGES

Particulars	Year Ended March 31, 2016 (₹'000)	Year Ended March 31, 2015 (₹'000)
Internet and server charges	20	232
Others	16	106
	36	**338**

22. Operating Leases where The Company is a lessee:

The Company had entered into lease transaction mainly for leasing of office premise for a period of 11 months. The terms of lease include terms of renewal, and terms of cancellation. The operating lease payments recognized in the Statement of Profit and Loss amount to ₹ 24 Thousand (Previous year ₹ 4873 Thousand) included in Note 20 – Administration and Other Expenses.

23. Exceptional item represents a provision for bonus related to April 1, 2014 to March 31, 2015 amounting to ₹ 318 Thousand pursuant to retrospective amendment to"The Payment of Bonus Act, 1965" notified on January 1, 2016.

24. Auditor's Remuneration (excluding Service Tax)

Particulars	Year Ended March 31, 2016 (₹'000)	Year Ended March 31, 2015 (₹'000)
As Auditors		
- Audit Fees	315	288
- Tax Audit Fees	65	65
Reimbursement of Expenses	27	34
Total	**407**	**387**

25. Basic and Diluted Earnings per share (EPS):

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
Profit attributable to Equity Shareholders (₹'000)	23,822	13,753
Basic		
Weighted average number of Equity Shares outstanding during the year (Nos.)	9,847,500	8,865,582
Basic EPS of ₹ 10 each (₹)	2.42	1.55
Diluted		
Weighted average number of Equity Shares outstanding during the year (Nos.)	9,847,500	8,865,582
Diluted EPS of ₹ 10 each (₹)	2.42	1.55

26. (1) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 (as amended) ("accounting standards") and where control exists for the year ended March 31, 2016:

Holding Company
Info Edge (India) Limited (IEIL)

Key Management Personnel (KMP) & Relatives
Mr. Sanjeev Bikhchandani
Mr. Hitesh Oberoi
Mr. Chintan Thakkar

Subsidiary company
Interactive Visual Solutions Private Limited (IVSPL)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business:

Amount (₹'000)

Sr. No	Nature of relationship / transaction	Holding Company	Subsidiary Company	Total
1	**Infrastructure & Business Support Services (exclusive of service tax)**			
	IEIL	1,161	-	1,161
2	**Advance Received**			
	IEIL	24	-	24
3	**Interest paid against business advance**			
	IEIL	108	-	108
4	**Rent Paid**			
	IEIL	24	-	24
5	**Interest received against loan**			
	IVSPL	-	918	918

Amount due from Allcheckdeals Employee Stock Option Trust as on March 31, 2016 is ₹ 399 thousand (Previous year ₹ 399 thousand)

C) Amount due to/from related parties as at March 31, 2016 **Amount (₹'000)**

Sr. No	Nature of relationship / transaction	Holding Company	Subsidiary Company	Total
	Credit balances			
1	Outstanding Payable	20,118	-	20,118
	Debit Balances			
1	Advance recoverable	-	12,378	12,378

26. (2) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 (as amended) ("accounting standards") and where control exists for the year ended March 31, 2015:

Holding Company

Info Edge (India) Limited (IEIL)

Key Management Personnel (KMP) & Relatives

Mr. Sanjeev Bikhchandani

Mr. Hitesh Oberoi

Mr. Ambarish Raghuvanshi (till March 23,.2015)

Mr. Chintan Thakkar (w.e.f. March 23, 2015)

Subsidiary company

Interactive Visual Solutions Private Limited (IVSPL)

B) Details of transactions with related party for the year ended March 31, 2015 in the ordinary course of business:

Amount (₹'000)

Sr. No	Nature of relationship / transaction	Holding Company	Subsidiary Company	Total
1	**Service Rendered(exclusive of service tax)**			
	IEIL	8,858	-	8,858
2	**Infrastructure & Business Support Services (exclusive of service tax)**			
	IEIL	2,789	-	2,789
3	**Advance Received**			
	IEIL	1,348	-	1,348
4	**Loan given**			
	IVSPL	-	10,924	10,924
5	**Interest paid against business advance**			
	IEIL	55	-	55
6	**Rent Paid**			
	IEIL	24	-	24
7	**Issue of Equity Share**			
	IEIL	28,000	-	28,000
8	**Interest received against loan**			
	IVSPL		698	698
9	**Purchase of Equity Share**			
	IVSPL	-	28,276	28,276

Amount due from Allcheckdeals Employee Stock Option Trust as on March 31, 2015 is ₹ 399 thousand (Previous year ₹ 399 thousand)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

C) Amount due to/from related parties as at March 31, 2015 **Amount (₹'000)**

Sr. No	Nature of relationship / transaction	Holding Company	Subsidiary Company	Total
	Credit balances			
1	Outstanding Payable	18,692	-	18,692
	Debit Balances			
1	Advance recoverable	-	11,552	11,552

27. Employee Stock Option Scheme

1) The Company has set up a trust to administer the ESOP scheme under which SAR/options have been granted to employees. Under this scheme the employees can purchase equity shares by exercising the SAR/options as vested at the price specified in the grant. There were no Options / SAR outstanding at the beginning of the year and no Options / SAR were granted during the year.

- Number of options granted, exercised and forfeited during the year:-

Particulars	2015-16		2014-15	
	Number	Weighted Average Price (₹)	Number	Weighted Average Price (₹)
Options/SAR outstanding at beginning of year	-	-	2,300	10
Add:				
Options/SAR granted	-	-	-	-
Less:				
Options/SAR exercised	-	-	2,300	10
Options/SAR forfeited				
Options/SAR outstanding at the end of year	-	-	-	0
Options/SAR exercisable at the end of year	-	-	-	-

No options have vested during the current year ended March 31, 2016. (Previous Year - Nil).

28. No disclosure is required under Accounting Standard 17 on Segment Reporting specified in Companies (Accounting Standard) Rules, 2006 as the Company is operating in single business/ geographical segment of earning commission income on property bookings.

29. The aggregate managerial remuneration under section 197 of the Companies Act, 2013 to the Directors including Managing Director is NIL (Previous Year - Nil).

30. Employee Benefits

The Company has classified the various benefits provided to employees as under:

A. Defined Contribution Plans

a) Provident Fund

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss – **Amount (₹'000)**

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Employers' contribution to provident fund *	137	323

*Included in Contribution to Provident and Other Funds under Employee Benefits Expense (Refer Note 17)

B. State Plans

a) Employer's Contribution to Employee State Insurance

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss –

Amount (₹'000)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Employers' contribution to employee state insurance *	-	18

*Included in Contribution to Provident and Other Funds under Employee Benefits Expense (Refer Note 17)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

C. Defined Benefit Plans

Contribution to Gratuity Funds – Life Insurance Corporation of India, Group Gratuity Scheme

Particulars	Employee's Gratuity Fund	
	Year ended March 31, 2016	Year ended March 31, 2015
Discount rate (per annum)	7.75%	8.00%
Rate of increase in compensation levels		
	10% for first 5 years,	10% for first 5 years,
	& 7% thereafter	& 7% thereafter
Rate of Return on Plan Assets	7.50%	7.50%
Expected average remaining working lives of employees (years)	13.06	11.23

The estimates of future salary increases considered in the actuarial valuation takes into account factors like inflation, future salary increases, seniority, promotions and other relevant factors on long term basis. The expected return on plan assets is based on the actuarial expectation of the average long term rate of return on investments of the fund during the estimated time of the obligations.

Amount (₹'000)

(i) Changes in the Present Value of Obligation	Employee's Gratuity Fund	Employee's Gratuity Fund
	Year ended March 31, 2016	Year ended March 31, 2015
Present Value of Obligation at the beginning of the year	**206**	**1,206**
Interest cost	19	139
Past service cost	-	-
Current service cost	45	392
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Benefits paid	-	-
Actuarial (gain)/ loss on obligations	64	(1,531)
Present value of obligation at the end of the year	**334**	**206**

Amount (₹'000)

(ii) Changes in the Fair value of Plan Assets	Employee's Gratuity Fund	Employee's Gratuity Fund
	Year ended March 31, 2016	Year ended March 31, 2015
Fair value of plan assets at the beginning of the year	**1,271**	**900**
Expected return on plan assets	94	82
Actuarial gains and (losses)	35	(17)
Contributions	0	306
Benefits paid	0	0
Fair Value of Plan Assets at the end of the year	**1,400**	**1,271**

Amount (₹'000)

(iii) Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	Employee's Gratuity Fund	Employee's Gratuity Fund
	Year ended March 31, 2016	Year ended March 31, 2015
Present value of funded obligation at the end of the year	334	206
Fair value of plan assets as at the end of the year	1,400	1,271
Funded status		
Present value of unfunded obligation at the end of the year	-	-
Unfunded (asset) / liability recognized in Balance Sheet #	**(1,066)**	**(1,065)**

the excess of assets over liabilities have not been recognised as these are lying in an income tax approved irrevocable trust fund

Amount (₹'000)

(iv) Expense recognized in the Statement of Profit and Loss	Employee's Gratuity Fund	Employee's Gratuity Fund
	Year ended March 31, 2016	Year ended March 31, 2015
Current service cost	**45**	**392**
Past service cost	-	-
Interest cost	19	139
Expected return on plan assets	(94)	(82)
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Net actuarial (gain)/ loss recognized in the year	30	(1,514)
Total expenses recognized in the Statement of Profit and Loss	**(# 0)**	**(# 1,065)**

not recognised as income since these are lying in an income tax approved irrevocable trust fund

In respect of leave encashment/compensated absence the present value of obligation as at March 31, 2016 is ₹ 113 Thousand* (Previous Year ₹ 52 Thousand). The expense recognized in the Statement of Profit and Loss is ₹ 107 Thousand (Previous Year ₹ Nil)

* Included in Staff Welfare and Benefits under Employee Benefits Expense (Refer Note 17)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Amount (₹'000)

(v) Amounts recognised in current year and previous four years	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Gratuity					
Defined benefit obligation	334	206	1,206	1,496	1,364
Plan asset	1,400	1,271	900	1,326	996
Surplus/(Deficit)	1,066	1,065	(306)	(170)	(368)
Experience adjustments in plan liabilities	48	(1,555)	-	-	-
Experience adjustments in plan assets	36	(17)	-	-	-

(vi) Major Category of Plan Asset as a % of total Plan Assets				
Category of Assets (% Allocation)	**Year ended March 31, 2016**	**Year ended March 31, 2015**	**Year ended March 31, 2016**	**Year ended March 31, 2015**
	%		Amount (₹ '000)	
Insurer managed funds	100.00%	100.00%	1,400	1,271
Others	-	-	-	-
Total	**100.00%**	**100.00%**	**1,400**	**1,271**

D. Other long term benefits

Leave Encashment/ Compensated Absences for Employees

Particulars	Leave Encashment / Compensated Absences	
	Year ended March 31, 2016	Year ended March 31, 2015
Discount rate (per annum)	7.75%	8.00%
Rate of increase in compensation levels	10% for the first 5 years,	10% for the first 5 years,
	& 7% thereafter	& 7% thereafter

The estimates of future salary increases considered in the actuarial valuation takes into account factors like inflation, future salary increases, seniority, promotions and other relevant factors on long term basis.The expected return on plan assets is based on the actuarial expectation of the average long term rate of return on investments of the fund during the estimated time of the obligations.

31. During the year 2014-15, the Company had acquired Interactive Visual Solutions Private Limited (IVSPL) by way of purchase of its entire share capital from its erstwhile shareholders for a consideration of ₹ 28,276 thousands. Out of the consideration payable ₹ 3500 thousands has been paid during the year and ₹ 7,500 thousands payable in subsequent years in accordance with terms of the acquisition agreement. Further, as part of this acquisition, the Company has also advanced a loan to IVSPL to enable retirement of loans given by the erstwhile shareholders to IVSPL amounting to ₹ 10,724 thousands carrying interest rate of 8.41% p.a.. This amount is shown under Note 11 - 'Loans & Advances'

32. Contingent Liability

Claims against the Company not acknowledged as debts ₹ 487 thousands(previous year ₹ 487 thousands) lying at various forums.The future cash flows on account of above cannot be determined unless the judgement is received from appropriate forum.

33. The Company's business activities, together with the factors likely to affect its future development and performance along with the financial position of the Company and its projected cash flows have been reviewed by the Board of Directors and they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, although the net worth has substantially eroded at the year-end. The Company is also assured of financial and operational support by its parent company. Basis all of the above, the Company has continued to adopt the going concern basis of accounting in preparing the financial statements.

34. During the year, one of the Builder - M/s Amrapali Group has partly settled their oustandings of ₹ 8879 thousands via transfer of ownership of 3 nos of residential flats in the name of the Company. Since these flats are held with an intention to resell, this amount is shown under Note 13 - Other Current Assets as assets held for sale.

35. Previous year figures have been regrouped/rearranged to conform to the current year classification.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

For and on behalf of the Board of Directors

Abhishek Rara
Partner
Membership Number 077779

Hitesh Oberoi
Director

Chintan Thakkar
Director

Place : Noida
Date : May 25, 2016

Renu Mittal
Company Secretary

JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED

DIRECTOR'S REPORT

Dear Shareholders,

We are pleased to present the 17th Annual Report and Audited Statement of Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company owns & holds the domain names & related trademarks of the Company.

During the year under review, it had net revenue of ₹.100 thousand, similar to the ₹.100 thousand revenue during the previous financial year. The total income stood at ₹ 101 thousand in FY 2016 as against ₹ 100 thousand in FY 2015.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

FIXED DEPOSITS

The Company has not accepted any fixed deposits, as defined in Section 73 and 74 of the Companies Act, 2013 read with the relevant rules, during the year under review.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN-000643N), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualification, reservation or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Sanjeev Bikhchandani, Director (DIN: 00065640), retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 4 times during the year under review on May 25, 2015, July 24, 2015, November 5, 2015 and January 27, 2016.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not give or make any Loans, guarantee or investment during the year.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year Company did not enter into any transaction with related parties that could be considered material or requires disclosure in terms

of prescribed Form AOC-2. Details of related party transactions are present under Note no. 16 to the notes to financial statement.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure A and is attached to this Report.

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

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for that year;

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

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

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys their special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

Hitesh Oberoi	Chintan Thakkar
(Director)	(Director)
DIN: 01189953	DIN: 00678173

Place: Noida
Date: May 20, 2016

JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED

ANNEXURE-A

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U72900DL1999PTC102749

ii. Registration Date:- December 9, 1999

iii. Name of the Company :- Jeevansathi Internet Services Pvt. Ltd.

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-

Ground Floor, GF-12A,

94, Meghdoot Building, Nehru Place,

New Delhi, 110019

Tel. No. +91 120-3082000, Fax: 0120-3082095

Email: investors@naukri.com

Website: -N.A.

vi. Whether listed company :- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:- N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	IT Services	63121	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(87)(ii)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
Promoter Shareholding- Bodies Corporate	-	10,000*	10,000	100	-	10,000*	10,000	100	-
Grand Total	-	10,000*	10,000	100	-	10,000*	10,000	100	-

* 100 (one hundred) Shares each of the Company are held by Mr. Sanjeev Bikhchandani & Ms. Surabhi Bikhchandani as a nominee of Info Edge (India) Ltd.

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	10,000	100	0.00	10,000	100	0.00	NIL

iii. Change in Promoter's Shareholding : No Change

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil

v. Shareholding of Directors and Key managerial Personnel

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1	Sanjeev Bikhchandani	100 (as nominee of Info Edge India Ltd.)	1	-	-	-	100 (as nominee of Info Edge India Ltd.)	1

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of Jeevansathi Internet Services Private Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Jeevansathi Internet Services Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

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

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

    c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

    d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;

    e) on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

f) with respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in '**Annexure B**'; and

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

I. The Company does not have any pending litigations which would impact its financial position.

II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's Report to the members of Jeevansathi Internet Services Private Limited on the financial statement of the year ended March 31, 2016, we report that:

i) The Company does not have any fixed assets as on March 31, 2016 hence clause 3(i) (a) to (c) of the order is not applicable to the Company.

ii) The company does not have any inventory. Accordingly, the paragraph 3(ii) of the order is not applicable.

iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, Paragraph 3(iii) of the order is not applicable.

iv) In our opinion and according to the information and explanation given to us, the Company has neither given any loan nor made any investment, hence clause 3(iv) of the order is not applicable to the Company.

v) The Company has not accepted any deposit from the public. Accordingly, Paragraph 3(v) of the order is not applicable.

vi) As per section 148(1) of the Act, the Company is not required to maintain any cost records. Accordingly, Paragraph 3(vi) of the order is not applicable.

vii) a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2016 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, there are no dues of income Tax, sales tax, service tax, duty of customs, duty of excise and value added tax, as applicable to it, which have not been deposited with the appropriate authorities on account of a disputes.

viii) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

x) According to the information and explanations given to us, no material by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided any managerial remuneration. Accordingly, paragraph 3(xi) of the order is not applicable.

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

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

xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

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

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

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Jeevansathi Internet Services Private Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note No.	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2015 Amount (₹' 000)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	**3**	100	100
(b) Reserves and Surplus	**4**	141	115
(2) Current Liabilities			
(a) Trade Payables	**5**	131	114
(b) Short Term Provisions	**6**	200	188
TOTAL		**572**	**517**
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed assets			
(i) Tangible Assets	**7**	-	1
(2) Current Assets			
(a) Cash and Cash Equivalents	**8**	355	259
(b) Short-Term Loans and Advances	**9**	217	257
TOTAL		**572**	**517**

Significant Accounting Policies 2

This is the Balance Sheet referred to in our report of even date

The Schedules referred to above form an integral part of these accounts

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: 20/05/2016

JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING MARCH 31, 2016

Particulars	Note No	Year Ended March 31, 2016 Amount (₹'000)	Year Ended March 31, 2015 Amount (₹'000)
Revenue from operations	**10**	100	100
Other Income	**11**	1	-
Total Revenue		**101**	**100**
Expenses			
Administration and Other expenses	**12**	62	60
Depreciation	**7**	1	-
Total Expenses		**63**	**60**
Profit before tax		**38**	**40**
Tax expense		12	12
Profit/(Loss) for the perid		**26**	**28**
Earning per equity share:	**13**		
(1) Basic		2.58	2.73
(2) Diluted		2.58	2.73
Significant Accounting Policies	**2**		

This is the Statement of Profit and Loss referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: 20/05/2016

The notes are an integral part of these financial statements.

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

S.No.	Particulars	For the year ended March 31, 2016 Amount (₹'000)	For the year ended March 31, 2015 Amount (₹'000)
A.	**Cash flow from operating activities:**		
	Net profit before tax	**38**	**40**
	Adjustments for:		
	Depreciation	1	-
	Operating profit before working capital changes	**39**	**40**
	Adjustments for changes in working capital :		
	- (INCREASE)/DECREASE in Loans, Advances and Other Current Assets	42	(42)
	- INCREASE/(DECREASE) in Current Liabilities and Provisions	17	17
	Cash generated/(used) from/for operating activities	**98**	**15**
	- Taxes (Paid) / Received (Net of TDS)	(2)	(31)
	Net Cash generated/(used) from/in operating activities	**96**	**(16)**
B.	**Cash flow from Investing activities:**		
	Net Cash generated/(used) from/in investing activities	**-**	**-**
C.	**Cash flow from financing activities:**		
	Net Cash generated/(used) from/in financing activities	-	-
	Net Increase/(Decrease) in Cash & Cash Equivalents	**96**	**(16)**
	Opening Balance of Cash and cash equivalents	259	275
	Closing Balance of Cash and cash equivalents	**355**	**259**
	Cash and cash equivalents comprise		
	Cash in hand	-	-
	Balance with Scheduled Banks		
	-in current accounts	355	259
	Total	**355**	**259**

Notes :

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as ammended] and other relevant provision of the Companies Act, 2013.
2. Figures in brackets indicate cash outflow.

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: 20/05/2016

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. General Information

Jeevansathi Internet Services Private Limited (the company) is a private limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is a wholly owned subsidiary of Info Edge (India) Ltd.

2. Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

2.2 Fixed Assets

Fixed Assets are stated at cost of acquisition along with related taxes, duties and incidental expenses related to these assets.

2.3 Revenue Recognition

The company has entered into an agreement with Info Edge (India) Ltd. dated 13th September 2005 whereby the management and day to day operations of the company will be done by Info Edge (India) limited and in lieu of that the company will be paid an annual license fee of ₹ 100,000/- as fee for usage of its domain name(s), trade mark(s) etc.

2.4 Taxes on Income

As a measure of prudence the Deferred Tax Assets (Net) in terms of Accounting Standard No. 22 specified in Companies (Accounting Standard) Rules, 2006 have not been recognized in the absence of their being virtual certainty supported by convincing evidence that sufficient future taxable income would be available against which such deferred tax assets could be realized.

2.5 Earnings Per Share

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax and include the post tax effect of any extra ordinary items. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.

2.6 Provisions and Contingencies

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.

2.7 Depreciation

Depreciation has been provided on fixed assets on written down value method as per the rates prescribed in Schedule XIV of the Companies Act, 1956 on pro-rata basis.

2.8 Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

3. SHARE CAPITAL

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
AUTHORISED		
10,000 Equity Shares of ₹ 10/- each		
(Previous Year - 10,000 Equity Shares of ₹ 10/- each)	**100**	**100**
ISSUED, SUBSCRIBED & PAID-UP		
10,000 Equity Shares of ₹ 10/- each, fully paid up		
(Previous Year - 10,000 Equity Shares of ₹ 10/- each)	100	100
	100	**100**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

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

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 No of Shares	As at March 31, 2015 Amount (₹'000)
Equity Shares				
At the beginning of the year	10,000	100	10,000	100
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**10,000**	**100**	**10,000**	**100**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

Particulars	FY 2015-16		FY 2014-15	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
Info Edge (India) Ltd (excluding Two hundred shares held by Nominee shareholders)	9,800	98.00%	9,800	98.00%
	9,800	**98.00%**	**9,800**	**98.00%**

4. RESERVES AND SURPLUS

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Statement of Profit & Loss		
Opening Balance	115	87
Add: Net Profit after tax transferred from statement of Profit and Loss	26	28
	141	**115**

5. TRADE PAYABLES

Particulars	Long Term		Short Term	
	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Audit Fees Payable	-	-	131	114
	-	**-**	**131**	**114**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2016.

6. PROVISIONS

Particulars	Long Term		Short Term	
	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Provision for Income Tax	-	-	200	188
	-	**-**	**200**	**188**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

7. FIXED ASSETS

Amount (₹' 000)

Description	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	As at April 1, 2015	Additions during the year	Deletions during the year	As at March 31, 2016	Up to April 1, 2015	Depreciation/ Amortisation for the year	Accumulated Depreciation on Deletions	Up to March 31, 2016	As at March 31, 2016	As at March 31, 2015
Tangible Assets										
Computers and Software	297	-	297	-	296	1	297	-	-	1
Total	**297**	**-**	**297**	**-**	**296**	**1**	**297**	**-**	**-**	**1**
Previous Year	**297**	**-**	**-**	**297**	**296**	**-**	**-**	**296**	**1**	**1**

8. CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Cash & Cash Equivalents		
(a) Cash in Hand	-	-
(b) Balance with Bank in Current Account	355	259
	355	**259**

9. SHORT TERM LOANS AND ADVANCES

Particulars (Unsecured, considered good)	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Advance Tax	217	215
Receivable from Holding Company	-	42
	217	**257**

10. REVENUE FROM OPERATIONS

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
License Fees	100	100
	100	**100**

11. OTHER INCOME

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Interest on Income Tax Refund	1	-
	1	**-**

12. ADMINISTRATION AND OTHER EXPENSES

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
Auditor's Remuneration	17	17
Professional Charges	16	11
ROC Fees	5	8
Rent Expense	24	24
	62	**60**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

13. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	As at March 31, 2016	As at March 31, 2015
Profit attributable to Equity Shareholders (₹'000)	26	28
Weighted average number of Equity Shares outstanding at the end of the year (Nos.)	10,000	10,000
Basic & Diluted Earnings Per Equity Share of ₹ 10 each (₹)	2.58	2.73

14. AUDITORS REMUNERATION

Particulars	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 Amount (₹'000)
As Auditors	15	15
Out of Pocket Expenses & Service Tax	2	2
	17	**17**

15. The Company is not engaged in either manufacturing or trading of goods. Accordingly disclosures relating to Quantitative information as required under Part II of Schedule VI to the Act, with regard to finished goods / raw materials and components consumed are not applicable.

16. (1) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2016:

Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Hitesh Oberoi
Mr Chintan Thakkar

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	KMP & Relatives	Enterprises over which KMP & Relatives have significant influence	Total
1. License Fees	100	-	-	100
2. Rent expenses	24	-	-	24

C) Amount due to/from related parties as at March 31, 2016 **Amount (₹'000)**

Nature of relationship / transaction	Holding Company	KMP & Relatives	Enterprises over which KMP & Relatives have significant influence	Total
Debit Balances				
Outstanding Advances	-	-	-	-
Maximum Amount outstanding during the year	102	-	-	102
Credit Balances				
Outstanding Payable	-	-	-	-
Maximum Amount outstanding during the year	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

16. (2) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2015:

Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Hitesh Oberoi
Mr Ambarish Raghuvanshi (till 23/03/2015)
Mr Chintan Thakkar (from 23/03/2015)

B) Details of transactions with related party for the year ended March 31, 2015 in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	KMP & Relatives	Enterprises over which KMP & Relatives have significant influence	Total
1. License Fees	100	-	-	100
2. Rent expenses	24	-	-	24

C) Amount due to/from related parties as at March 31, 2015 **Amount (₹'000)**

Nature of relationship / transaction	Holding Company	KMP & Relatives	Enterprises over which KMP & Relatives have significant influence	Total
Debit Balances				
Outstanding Advances	42	-	-	42
Maximum Amount outstanding during the year	-	-	-	-
Credit Balances				
Outstanding Payable	-	-	-	-

17. No disclosure is required under Accounting Standard 17 on Segment Reporting specified in Companies (Accounting Standard) Rules, 2006 as the Company is having the income from license fees received for the usage of its domain name, trademark etc.

18. Employee Benefits

The requirements of AS-15 on Employee Benefits specified in Companies (Accounting Standard) Rules, 2006 are not applicable on the company since there was no employee employed by the company during the year.

19. Previous year's figures have been regrouped / recast to confirm to current year's presentation.

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: 20/05/2016

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Hitesh Oberoi
(Director)

INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED

DIRECTOR'S REPORT

Dear Shareholders,

We are pleased to present the 7th Annual Report and Audited Statement of Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company owns a proprietary software which enables a high quality virtual video/3D image of a proposed or existing real estate development to be viewed online by customers.

The Company made a loss of ₹ 1559 thousand in the financial year 2015-16 as compared to loss of ₹ 2974 thousand in the financial year 2014-15.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

FIXED DEPOSITS

The Company has not accepted any fixed deposits, as defined in Section 73 and 74 of the Companies Act, 2013 read with the relevant rules, during the year under review.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN-000643N), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Chintan Thakkar (DIN 00678173) is liable to retire by rotation and, being eligible, offers himself for reappointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 6 times during the year under review on May 25, 2015, July 24, 2015, August 1, 2015, August 4, 2015, November 11, 2015 and January 27, 2016.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any Loans, guarantee or investment during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year Company did not enter into any transaction with related parties that could be considered material or requires disclosure in terms of prescribed Form AOC-2. Details of related party transactions are present under Note no. 21 of the notes to Financial Statements.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure A and is attached to this Report.

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

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for that year;

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

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

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys their special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

Sudhir Bhargava
(Director)
DIN: 02325281

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: May 20, 2016

INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED

ANNEXURE-A

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U72200PN2009PTC134950
ii. Registration Date:- November 11, 2009
iii. Name of the Company: - Interactive Visual Solutions Pvt. Ltd.
iv. Category / Sub-Category of the Company:- Company Limited by Shares
v. Address of the Registered office and contact details:-
No. 10, 3rd Floor, Ganga Cascade,
North Main Road, Koregaon Park,
Pune- 411001
Tel. No. +91 120-3082000, Fax: 0120-3082095
Email: investors@naukri.com
Website: - www.interactivevisualsolutions.com
vi. Whether listed company :- No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	IT Services	63121	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Allcheckdeals India Pvt. Ltd.	U72400DL2008PTC181632	Holding	100	2(87)(ii)
2.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Ultimate Holding Company	100	2(87)(ii)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
Total Promoter Shareholding – Bodies Corporate	-	10,000*	10,000	100	-	10,000*	10000	100	-
Grand Total	-	10,000*	10,000	100	-	10,000*	10000	100	-

* 1 (one) share is held by Naukri Internet Services Ltd. as nominee of Allcheckdeals India Pvt. Ltd.

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Allcheckdeals India Pvt. Ltd.	10,000	100	0.00	10,000	100	0.00	-

iii. Change in Promoter's Shareholding: No Change

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)-Nil

v. Shareholding of Directors and Key managerial Personnel: Nil

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal amount	-	11,591,101	-	11,591,101
ii. Interest due but not paid	-	703,860	-	703,860
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year		**12,294,961**		**12,294,961**
Addition	-	1,121,740	-	1,121,740
Reduction	-	-	-	-
Net Change	-	**1,121,740**	-	**1,121,740**
Indebtedness at the end of the financial year				
(i) Principal Amount	-	11,823,876	-	11,823,876
(ii) Interest due but not paid	-	1,592,825	-	1,592,825
(iii) Interest accrued but not due	-		-	
Total (i+ii+iii)	-	**13,416,701**	-	**13,416,701**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: N.A.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/ Officers.

INDEPENDENT AUDITOR'S REPORT

To the Members of Interactive Visual Solutions Private Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Interactive Visual Solutions Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- **a)** we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- **b)** in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- **c)** the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- **d)** in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
- **e)** on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- **f)** with respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in '**Annexure B**'; and
- **g)** With respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - **I.** The Company does not have any pending litigations which would impact its financial position.

II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's Report to the members of Interactive Visual Solutions Private Limited on the financial statement of the year ended March 31, 2016, we report that:

i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified annually. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to size of the Company and the nature of its assets.

c) The company does not have any immovable assets. Accordingly, the paragraph 3(i)(c)of the order is not applicable.

ii) The company does not have any inventory. Accordingly, the paragraph 3(ii) of the order is not applicable.

iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, Paragraph 3(iii) of the order is not applicable.

iv) In our opinion and according to the information and explanation given to us, the Company has neither given any loan not made any investment, hence clause 3(iv) of the order is not applicable to the company.

v) The Company has not accepted any deposit from the public. Accordingly, Paragraph 3(v) of the order is not applicable.

vi) As per section 148(1) of the Act, the Company is not required to maintain any cost records. Accordingly, Paragraph 3(vi) of the order is not applicable.

vii) a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2016 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, there are no material dues of income Tax, sales tax, service Tax, duty of customs, duty of excise and value added tax, as applicable to it, which have not been deposited with the appropriate authorities on account of a disputes.

viii) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

x) According to the information and explanations given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided any managerial remuneration. Accordingly, paragraph 3(xi) of the order is not applicable.

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

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

xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

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

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

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Interactive Visual Solutions Private Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note No.	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	**3**	100	100
(b) Reserves and Surplus	**4**	(13,303)	(11,744)
(2) Non-current liabilities			
(a) Long Term Borrowings	**5**	10,724	10,724
(3) Current Liabilities			
(a) Trade Payables	**6**	153	152
(b) Other Current Liabilities	**7**	988	707
(c) Short Term Provisions	**8**	34	17
(d) Short Term Borrowings	**5**	1,822	938
(e) Deferred tax liabilities (Net)		33	33
TOTAL		**551**	**927**
II. ASSETS			
(1) Non-current Assets			
(a) Fixed Assets	**9**		
(i) Tangible Assets		-	25
(ii) Intangible Assets		281	479
(2) Current Assets			
(a) Cash and Eash Equivalents	**11**	187	253
(b) Short-term Loans and Advances	**10**	8	48
(c) Other Current Assets	**12**	75	122
TOTAL		**551**	**927**
Significant Accounting Policies	2		

This is the Balance Sheet referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: May 20, 2016

The Schedules referred to above form an integral part of these accounts

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Sudhir Bhargava
(Director)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING MARCH 31, 2016

Particulars	Note No	Year Ended March 31, 2016 Amount (₹ '000)	Year Ended March 31, 2015 Amount (₹ '000)
Revenue from operations	**13**	-	469
Other Income	**14**	1	28
Total Revenue		**1**	**497**
Expenses:			
Employee benefits expense	**15**	-	689
Finance costs	**16**	988	715
Depreciation and amortization expense	**9**	223	742
Administration and Other expenses	**17**	349	1,325
Total Expenses		**1,560**	**3,471**
Profit before tax		**(1,559)**	**(2,974)**
Tax expense:		-	-
Profit/(Loss) for the period		**(1,559)**	**(2,974)**
Earning per equity share:	**19**		
(1) Basic		(156.01)	(297.30)
(2) Diluted		(156.01)	(297.30)
Significant Accounting Policies	2		

This is the Profit and Loss Account referred to in our report of even date

The Schedules referred to above form an integral part of these accounts

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Sudhir Bhargava
(Director)

Place: New Delhi
Date: May 20, 2016

INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	Particulars	For the year ended March 31, 2016 Amount (₹ '000)	For the year ended March 31, 2015 Amount (₹ '000)
A.	**Cash flow from operating activities:**		
	Net profit before tax	**(1,559)**	**(2,974)**
	Adjustments for:		
	Depreciation	223	742
	Loss on Sale of Assets	-	212
	Operating profit/(loss) before working capital changes	**(1,336)**	**(2,020)**
	Adjustments for changes in working capital :		
	- (INCREASE)/DECREASE in Sundry Debtors	-	81
	- (INCREASE)/DECREASE in Loans, Advances and Other Current Assets	87	679
	- INCREASE/(DECREASE) in Current Liabilities and Provisions	298	(116)
	Cash generated/(used) from/(in) operating activities	**(951)**	**(1,376)**
	- Taxes (Paid) / Received (Net of TDS)	-	-
	Net cash from/(used in) operating activities	**(951)**	**(1,376)**
B.	**Cash flow from Investing activities:**		
	Purchase of Fixed Assets	-	(596)
	Proceeds from Sale of fixed assets	-	170
	Net cash from/(used in) investing activities	**-**	**(426)**
C.	**Cash flow from financing activities:**		
	Unsecured Loan	884	1,966
	Net cash from/(used in) financing activities	**884**	**1,966**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**(66)**	**164**
	Opening Balance of Cash and cash equivalents	**253**	**89**
	Closing Balance of Cash and cash equivalents	**187**	**253**
	Cash and cash equivalents comprise		
	Cash in hand	0	0
	Balance with Scheduled Banks		
	-in current accounts	187	253
	Total	**187**	**253**

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement, prescribed under Companies (Accounting Standards) Rules, 2006 as notified by the Central Government vide its notification

2 Figures in brackets indicate cash outflow.

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

Rajesh Mittal
Partner
Membership No.- 095681

Place: New Delhi
Date: May 20, 2016

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Sudhir Bhargava
(Director)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. Corporate Information

Interactive Visual Solutions Private Limited (the company) is a private limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is a wholly owned subsidiary of Allcheckdeals India Pvt. Ltd.

2. Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

2.2 Tangible Assets

Fixed Assets are stated at cost of acquisition along with related taxes, duties and incidental expenses related to these assets.

2.3 Intangible Assets

Intangible assets represents various expenses incurred in developing the software and primarily includes the payments to software experts, salary of employees who contributed to software development, server/domain maintenance charges etc.

2.4 Taxes on Income

As a measure of prudence the Deferred Tax Assets (Net) in terms of Accounting Standard No. 22 specified in Companies (Accounting Standard) Rules, 2006 have not been recognized in the absence of their being virtual certainty supported by convincing evidence that sufficient future taxable income would be available against which such deferred tax assets could be realized.

2.5 Earnings Per Share

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax and include the post tax effect of any extra ordinary items. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.

2.6 Provisions and Contingencies

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.

2.7 Depreciation

Depreciation has been provided on fixed assets on straight line basis.

2.8 Revenue Recognition

The Company follows the mercantile systme of accounting and recognizs revenue/income,cost/expenditure on accrual basis except in the case of significant uncertainties.

2.9 Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

3. SHARE CAPITAL

Particulars	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
AUTHORISED		
10,000 Equity Shares of ₹ 10/- each		
(Previous Year - 10,000 Equity Shares of ₹ 10/- each)	**100**	**100**
ISSUED, SUBSCRIBED & PAID-UP		
10,000 Equity Shares of ₹ 10/- each, fully paid up		
(Previous Year - 10,000 Equity Shares of ₹ 10/- each)	100	100
	100	**100**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

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

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹'000)	As at March 31, 2015 No of Shares	As at March 31, 2015 Amount (₹'000)
Equity Shares				
At the beginning of the year	10,000	100	10,000	100
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**10,000**	**100**	**10,000**	**100**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

Particulars	FY 2015-16		FY 2014-15	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
Allcheckdeals India Pvt Ltd (one share held by Nominee shareholder)	9,999	99.99%	9,999	99.99%
	9,999	**99.99%**	**9,999**	**99.99%**

4. RESERVES AND SURPLUS

Particulars	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
Profit & Loss Account		
Opening Balance	(11,744)	(8,770)
Add: Net Profit after tax transferred from statement of Profit and Loss	(1,559)	(2,974)
	(13,303)	**(11,744)**

5. BORROWINGS

Particulars	Long Term		Short Term	
	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
All Check Deals India Pvt Ltd	10,724	10,724	828	200
Info Edge India Limited	-	-	994	738
	10,724	**10,724**	**1,822**	**938**

6. TRADE PAYABLES

Particulars	Long Term		Short Term	
	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
Advance from Client	-	-	89	89
Sundry Creditors	-	-	64	63
	-	**-**	**153**	**152**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

7. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
TDS Payable	99	74
Interest Accrued on Loans	889	633
	988	**707**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2016.

8. PROVISIONS

Particulars	Long Term		Short Term	
	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
Audit Fees Payable	-	-	34	17
	-	**-**	**34**	**17**

9. FIXED ASSETS

(Amount ₹ '000)

	FIXED ASSETS	Gross Block					Accumulated Depreciation					Net Block	
		Balance as at 01 April 2015	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31 March 2016	Balance as at 01 April 2015	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2016	Balance as at 31 March 2016	Balance as at 31 March 2015
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
a	**Tangible Assets**												
	Computer	80	-	-	-	80	55	25	-	-	80	-	25
	Total	**80**	**-**	**-**	**-**	**80**	**55**	**25**	**-**	**-**	**80**	**-**	**25**
b	**Intangible Assets**												
	Computer software	849	-	-	-	849	370	198	-	-	568	281	479
	Total	**849**	**-**	**-**	**-**	**849**	**370**	**198**	**-**	**-**	**568**	**281**	**479**
	Gross Total	**929**	**-**	**-**	**-**	**929**	**425**	**223**	**-**	**-**	**648**	**281**	**504**
	Previous Yr	**3,536**	**(2,607)**	**-**	**-**	**929**	**2,504**	**742**	**-**	**2,821**	**425**	**504**	**1,032**

10. LOANS AND ADVANCES

Particulars	Long Term		Short Term	
(Unsecured, considered good)	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
Advance Tax	-	-	-	40
Service Tax - Receivable	-	-	8	8
	-	**-**	**8**	**48**

11. CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
(a) Cash in Hand	0	0
(b) Balance with Bank in Current Account	187	253
	187	**253**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

12. OTHER CURRENT ASSETS

Particulars (Unsecured, considered good)	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
Prepaid-Subscription & Fee	26	122
Advance to Suppliers	49	-
	75	**122**

13. REVENUE FROM OPERATIONS

Particulars	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
Income from operations	-	469
	-	**469**

14. OTHER INCOME

Particulars	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
Other non operative Income	1	28
	1	**28**

15. EMPLOYEES BENEFITS

Particulars	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
Salary to Staff	-	682
Staff Welfare Expenses	-	4
Professional Tax-Employer Cont	-	3
	-	**689**

16. FINANCE COST

Particulars	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
Bank Charges	-	11
Interest Expense Other	988	704
	988	**715**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

17. ADMINISTRATION AND OTHER EXPENSES

Particulars	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
Audit fees	17	17
Electricity Expenses	-	92
Interest- TDS	9	1
Internet Expenses	-	13
Loss on Sale of Fixed Assets	-	212
Misc. Balance w/off	-	120
Misc. Expenses	-	37
Office Expenses	-	46
Boarding & Lodging-Domestic	-	3
Computer Maintainence	-	2
Interest - Service Tax	-	1
Professional Fees	21	58
Rent Expense	18	311
ROC Filing Charges	10	24
Server Charges	60	198
Subscription & Fee	214	51
Telephone Expenses	-	26
Tours Expenses	-	68
Travelling Expenses	-	12
Vehicle Running Expenses	-	15
Website Charges	-	18
	349	**1,325**

18. AUDITORS REMUNERATION

Particulars	As at March 31, 2016 Amount (₹ '000)	As at March 31, 2015 Amount (₹ '000)
As Auditors	15	15
Out of Pocket Expenses & Service Tax	2	2
	17	**17**

19. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	As at March 31, 2016 Amount (₹)	As at March 31, 2015 Amount (₹)
Profit attributable to Equity Shareholders (₹)	(1,560,090)	(2,973,019)
Weighted average number of Equity Shares outstanding during the year (Nos.)	10,000	10,000
Basic & Diluted Earnings Per Equity Share of ₹ 10 each (₹)	(156.01)	(297.30)

20. The Company is not engaged in either manufacturing or trading of goods. Accordingly disclosures relating to Quantitative information as required under Part II of Schedule VI to the Act, with regard to finished goods / raw materials and components consumed are not applicable.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

21. (1) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2016:

Holding Company
Allcheckdeals India Pvt Ltd

Ultimate Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Chintan Thakkar
Mr Sudhir Bhargava

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business: Amount (₹ '000)

Nature of relationship / transaction	Holding Company	Ultimate Holding Company	Total
Advances received for business purposes (net)	-	233	233
Interest expense	918	70	988
Rent	-	18	18

C) Amount due to/from related parties as at March 31, 2016 **Amount (₹ '000)**

Nature of relationship / transaction	Holding Company	Ultimate Holding Company	Total
Debit Balances			
Outstanding Advances	-	-	-
Maximum Amount outstanding during the year	-	-	-
Credit Balances			
Outstanding Payable	12,378	1,057	13,435
Maximum Amount outstanding during the year	12,378	1,057	13,435

21. (2) Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2015:

Holding Company
Allcheckdeals India Pvt Ltd

Ultimate Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Chintan Thakkar
Mr Sudhir Bhargava

B) Details of transactions with related party for the year ended March 31, 2015 in the ordinary course of business: Amount (₹ '000)

Nature of relationship / transaction	Holding Company	Ultimate Holding Company	Total
Advances received for business purposes (net)	10,924	738	11,661
Interest expense	698	6	704
Director's Remuneration	-	-	-

C) Amount due to/from related parties as at March 31, 2015 **Amount (₹ '000)**

Nature of relationship / transaction	Holding Company	Ultimate Holding Company	Total
Debit Balances			
Outstanding Advances	-	-	-
Maximum Amount outstanding during the year	-	-	-
Credit Balances			
Outstanding Payable	10,924	738	11,661
Maximum Amount outstanding during the year	11,622	744	12,365

22. No disclosure is required under Accounting Standard 17 on Segment Reporting specified in Companies (Accounting Standard) Rules, 2006 as the Company is having the income from license fees received for the usage of its domain name, trademark etc.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

23. Employee Benefits

The requirements of AS-15 on Employee Benefits specified in Companies (Accounting Standard) Rules, 2006 are not applicable on the company since there was no employee employed by the company during the year.

24. Previous year's figures have been regrouped / recast to confirm to current year's presentation.

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Sudhir Bhargava
(Director)

Place: New Delhi
Date: May 20, 2016

STARTUP INTERNET SERVICES LIMITED

DIRECTOR'S REPORT

Dear Shareholders,

We are pleased to present the First Annual Report and Audited Statement of Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company was incorporated on October 5, 2015 and the current financial year is from October 5, 2015 to March 31, 2016. The Company made a loss of ₹ 662 thousand during the period under review.

SHARE CAPITAL

The Company was incorporated on October 5, 2015 with an Authorised share capital of ₹ 5,00,000/- (Rupees Five Lacs) divided into 50,000 (Fifty Thousand) equity shares of ₹.10/- (Rupees Ten) each.

During the year under review, the Authorised share capital of the company was increased to ₹ 10,000,000/- (Rupees one crore) on December 17, 2015 divided into 50,000 (Fifty Thousand) Equity Shares of ₹ 10/- (Rupees Ten) each and 95,000 (Ninety Five Thousand) Preference Shares of ₹ 100/- (Rupees Hundred) each.

The paid up capital of the Company was increased to ₹ 35,00,000/- (Rupees Thirty Five Lakh) pursuant to allotment of 30,000 – 0.0001% Cumulative Redeemable Preference Shares ("CRPS") of ₹ 100/- each, aggregating to ₹ 30,00,000/- (Rupees Thirty Lacs).

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

FIXED DEPOSITS

The Company has not accepted any fixed deposits, as defined in Section 73 and 74 of the Companies Act, 2013 read with the relevant rules, during the year under review.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN-000643N), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Chintan Thakkar (DIN 00678173) is liable to retire by rotation and, being eligible, offers himself for reappointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 5 times during the year under review on October 6, 2015, November 5, 2015, December 16, 2015, December 28, 2015 and January 27, 2016.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

STARTUP INTERNET SERVICES LIMITED

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any Loans, guarantee or investment during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year Company did not enter into any transaction with related parties that could be considered material or requires disclosure in terms of prescribed Form AOC-2. Details of related party transactions are present under Note no. 13 of the notes to Financial Statements.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure A and is attached to this Report.

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

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for that year;

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

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

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys their special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

Sanjeev Bikhchandani	Chintan Thakkar
(Director)	(Director)
DIN: 00065640	DIN: 00678173

Place: Noida
Date: May 20, 2016

ANNEXURE-A

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U72200DL2015PLC285985
ii. Registration Date:- October 05, 2015
iii. Name of the Company :- Startup Internet Services Limited
iv. Category / Sub-Category of the Company:- Company Limited by Shares
v. Address of the Registered office and contact details:-
Ground Floor, GF-12A,
94, Meghdoot Building, Nehru Place,
New Delhi, 110019
Tel. No. +91 120-3082000, Fax No. 0120-3082095
Email: murlee.jain@naukri.com
Website: -N.A.
vi. Whether listed company :- No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	To Carry on the business of providing all kind and types of internet, computer, electronic and related services	63112	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(87)(ii)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year (i.e. date of Incorporation – October 5, 2015)				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
Promoter Shareholding- Bodies Corporate	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-
						30,000 (Preference Shares)	30,000 (Preference Shares)	100	100
Grand Total	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	-
						30,000** (Preference Shares)	30,000** (Preference Shares)	100	-

During the year under review the Authorised Capital of the Company was increased from ₹ 5,00,000 to ₹ 10,000,000/-.

*6 (six) shares were held by six individuals as nominee of Info Edge (India) Ltd.

** During the year under review 30,000, 0.0001% Cumulative Redeemable Preference Shares (CRPS) of ₹ 100 each were issued to Info Edge (India) Ltd.

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year (i.e. date of Incorporation – October 5, 2015)			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	50,000 (Equity Shares)	100	0.00	50,000 (Equity Shares)	100	0.00	NIL
					30,000 (Preference Shares)	100	0.00	100

iii. Change in Promoter's Shareholding :

S. No.	Shareholder's Name	Shareholding at the beginning of the year (i.e. date of Incorporation – October 5, 2015)		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1.	Info Edge (India) Ltd.	50,000 (Equity Shares)	100	-	-	-	50,000 (Equity Shares)	100
				28/12/2015	Subscription of Preference Shares	30,000 Preference Shares	30,000 Preference Shares	100

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil

v. Shareholding of Directors and Key managerial Personnel

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	%of total shares of the Company
1.	Chintan Thakkar	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/ Officers.

INDEPENDENT AUDITOR'S REPORT

To the Members of Startup Internet Services Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Startup Internet Services Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- **a)** we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- **b)** in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- **c)** the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- **d)** in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
- **e)** on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- **f)** with respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in '**Annexure B**'; and
- **g)** With respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - **I.** The Company does not have any pending litigations which would impact its financial position.

II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's Report to the members of Startup Internet Services Limited on the financial statement of the year ended March 31, 2016, we report that:

i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified annually. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to size of the Company and the nature of its assets.

c) The company does not have any immovable property.Accordingly, the paragraph 3(ii) of the order is not applicable.

ii) The company does not have any inventory. Accordingly, the paragraph 3(ii) of the order is not applicable.

iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, Paragraph 3(iii) of the order is not applicable.

iv) In our opinion and according to the information and explanation given to us, the Company has neither give any loan nor made any investment, hence clause 3(iv) of the order is not applicable to the Company.

v) The Company has not accepted any deposit from the public. Accordingly, Paragraph 3(v) of the order is not applicable.

vi) As per section 148(1) of the Act, the Company is not required to maintain any cost records. Accordingly, Paragraph 3(vi) of the order is not applicable.

vii) a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2016 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, there are no material dues of income Tax, sales tax, service Tax, duty of customs, duty of excise and value added tax, as applicable to it, which have not been deposited with the appropriate authorities on account of a disputes.

viii) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

x) According to the information and explanations given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided any managerial remuneration. Accordingly, paragraph 3(xi) of the order is not applicable.

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

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

xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

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

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

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Startup Internet Services Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sharma Goel & Co. LLP
Chartered Accountants
FRN: 000643N

Rajesh Mittal
Partner
Membership No.: 095681

Place: New Delhi
Date: May 20, 2016

STARTUP INTERNET SERVICES LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note No.	As at March 31, 2016 Amount (₹' 000)
I. EQUITY AND LIABILITIES		
(1) Shareholder's Funds		
(a) Share Capital	**3**	3,500
(b) Reserves And Surplus	**4**	(662)
(2) Current Liabilities		
(a) Trade Payables	**5**	142
(b) Other Current Liabilities	**6**	7
TOTAL		**2,987**
II. ASSETS		
(1) Non-current Assets		
(a) Tangible Assets	**7**	88
(2) Current Assets		
(a) Cash And Cash Equivalents	**8**	2,899
TOTAL		**2,987**
Significant Accounting Policies	2	

This is the Balance Sheet referred to in our report of even date

The Schedules referred to above form an integral part of these accounts

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Vibhore Sharma
(Director)

Place: New Delhi
Date: May 20, 2016

STARTUP INTERNET SERVICES LIMITED

PROFIT AND LOSS STATEMENT FOR THE PERIOD FROM OCT 05, 2015 TO MAR 31, 2016

Particulars	Note No	Period Ended March 31, 2016 Amount (₹' 000)
Revenue from operations		-
Total Revenue		**-**
Expenses:		
Administration and other expenses	**9**	656
Depreciation	**7**	6
Total Expenses		**662**
Profit before tax		**(662)**
Tax expense		-
Profit/(Loss) for the period		**(662)**
Earning per equity share:	**11**	
(1) Basic		(13.24)
(2) Diluted		(13.24)
Significant Accounting Policies	2	

This is the Profit and Loss Account referred to in our report of even date

The Schedules referred to above form an integral part of these accounts

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Vibhore Sharma
(Director)

Place: New Delhi
Date: May 20, 2016

STARTUP INTERNET SERVICES LIMITED

CASH FLOW STATEMENT FOR THE PERIOD OCT 05, 2015 - MAR 31, 2016

	Particulars	For the year ended March 31, 2016 Amount (₹' 000)
A.	**Cash flow from operating activities:**	
	Net profit before tax	**(662)**
	Adjustments for:	
	Depreciation	6
	Operating profit before working capital changes	**(656)**
	Adjustments for changes in working capital :	
	- INCREASE/(DECREASE) in Current Liabilities and Provisions	149
	Cash generated/(used) from/for operating activities	**(507)**
	- Taxes (Paid) / Received (Net of TDS)	-
	Net Cash generated/(used) from/in operating activities	**(507)**
B.	**Cash flow from Investing activities:**	
	Purchase of Fixed Asstes	(94)
	Net Cash generated/(used) from/in investing activities	**(94)**
C.	**Cash flow from financing activities:**	
	Proceed from fresh issue of Equity share capital	500
	Proceed from fresh issue of Preference share capital	3,000
	Net Cash generated/(used) from/in financing activities	**3,500**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**2,899**
	Opening Balance of Cash and cash equivalents	**-**
	Closing Balance of Cash and cash equivalents	**2,899**
	Cash and cash equivalents comprise	
	Cash in hand	-
	Balance with Scheduled Banks	
	-in current accounts	2,899
	-in fixed deposits	-
	Total	**2,899**

Notes :

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statement notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as ammended] and other relevant provision of the Companies Act, 2013.
2. Figures in brackets indicate cash outflow.

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants
Rajesh Mittal
Partner
Membership No.- 095681

For and on behalf of Board of Directors

Chintan Thakkar
(Director)

Vibhore Sharma
(Director)

Place: New Delhi
Date: 20/05/2016

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM OCT 05, 2015 TO MAR 31, 2016

1. Corporate Information

Startup Internet Services Limited (the company) is a limited company domiciled in India and incorporated on October 05th, 2015 under the provisions of the Companies Act, 1956. The company is a wholly owned subsidiary of Info Edge (India) Ltd.

2. Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rule, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

2.2 Investments

Long-term investments are carried at cost less provision for permanent diminution in value of such investments. Current investments are carried at lower of cost and fair value.

2.3 Fixed Assets

Fixed Assets are stated at cost of acquisition along with related taxes, duties and incidental expenses related to these assets.

2.4 Taxes on Income

As a measure of prudence the Deferred Tax Assets (Net) in terms of Accounting Standard No. 22 specified in Companies (Accounting Standard) Rules, 2006 have not been recognized in the absence of their being virtual certainty supported by convincing evidence that sufficient future taxable income would be available against which such deferred tax assets could be realized

2.5 Earnings Per Share

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax . The number of shares used in computing Basic & Diluted EPS is the weighted average number of shares outstanding at the end of the year.

2.6 Provisions and Contingencies

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.

2.7 Depreciation

Depreciation has been provided on fixed assets on written down value method as per the rates prescribed in Schedule XIV of the Companies Act, 1956 on pro-rata basis.

2.8 Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in India requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

3. SHARE CAPITAL

Particulars	As at March 31, 2016 Amount (₹' 000)
AUTHORISED	
50,000 Equity Shares of ₹ 10/- each	**500**
95,000 Preference Shares of ₹ 100/- each	**9,500**
ISSUED, SUBSCRIBED & PAID-UP	
50,000 Equity Shares of ₹ 10/- each, fully paid up	500
30,000 Preference Shares of ₹ 100/- each	3,000
	3,500

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM OCT 05, 2015 TO MAR 31, 2016

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

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹'000)
Equity Shares		
At the beginning of the year	-	-
Add: Issued during the year	50,000	500
Outstanding at the end of the year	**50,000**	**500**

Particulars	As at March 31, 2016 No of Shares	As at March 31, 2016 Amount (₹'000)
Preference Shares		
At the beginning of the year	-	-
Add: Issued during the year	30,000	3,000
Outstanding at the end of the year	**30,000**	**3,000**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

Particulars	FY 2015-16	
	No of Shares	% Holding
Equity Shares of ₹ 10 each fully paid		
Info Edge (India) Ltd	49,994	99.99%
(excluding Six shares held by Nominee shareholders		
	49,994	**99.99%**

4. RESERVES AND SURPLUS

Particulars	As at March 31, 2016 Amount (₹' 000)
Profit & Loss Account	
Opening Balance	-
Add: Net Profit after tax transferred from statement of Profit and Loss	(662)
	(662)

5. TRADE PAYABLES

Particulars	Long Term	Short Term
	As at March 31, 2016 Amount (₹' 000)	As at March 31, 2016 Amount (₹' 000)
Audit Fees Payable	-	17
Sundry Creditors-Opex	-	125
	-	**142**

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM OCT 05, 2015 TO MAR 31, 2016

6. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2016 Amount (₹'000)
TDS Payable - Professional	7
	7

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2016.

7. FIXED ASSETS

Amount (₹'000)

Description	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	As at April 1, 2015	Additions during the year	Deletions during the year	As at March 31, 2016	Up to April 1, 2015	Depreciation/ Amortisation for the year	Accumulated Depreciation on Deletions	Up to March 31, 2016	As at March 31, 2016	As at March 31, 2015
Tangible Assets										
Mobile Phones	-	94	-	94	-	6	-	6	88	-
Total	**-**	**94**	**-**	**94**	**-**	**6**	**-**	**6**	**88**	**-**
Previous Year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

8. CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2016 Amount (₹' 000)
Cash & Cash Equivalents	
(a) Cash in Hand	-
(b) Balance with Bank in Current Account	2,899
	2,899

9. ADMINISTRATION AND OTHER EXPENSES

Particulars	Period ended March 31, 2016 Amount (₹' 000)
Advt Exp.- Internet	3
Auditor's Remuneration	17
Domain Regd Charges	9
Legal Expenses	4
Market/Consumer Research Exp	268
Professional Charges	62
Rent Expense	12
ROC Charges	230
Server Charges	24
Subscription & Fee	16
Ticket Cost	11
	656

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM OCT 05, 2015 TO MAR 31, 2016

10. AUDITORS REMUNERATION

Particulars	Period ended March 31, 2016 Amount (₹' 000)
As Auditors	15
Service Tax	2
	17

11. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	As at March 31, 2016 Amount (₹' 000)
Profit attributable to Equity Shareholders (₹)	(662)
Weighted average number of Equity Shares outstanding at the end of the year (Nos.)	50,000
Basic & Diluted Earnings Per Equity Share of ₹ 10 each (₹)	(13.24)

12. The Company is not engaged in either manufacturing or trading of goods. Accordingly disclosures relating to Quantitative information as required under Part II of Schedule VI to the Act, with regard to finished goods / raw materials and components consumed are not applicable.

13. Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Accounting Standard – 18 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2016:

Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Chintan Thakkar
Mr Vibhore Sharma

B) Details of transactions with related party for the year ended March 31, 2016 in the ordinary course of business:

Amount (₹ '000)

Nature of relationship / transaction	Holding Company	Total
1. Issue of Preference Shares	3,000	3,000
2. Issue of Equity Shares	500	500
3. Rent Expense	12	12

C) Amount due to/from related parties as at March 31, 2016 **Amount (₹' 000)**

Nature of relationship / transaction	Holding Company	Total
Debit Balances		
Outstanding Advances	-	-
Maximum Amount outstanding during the year	-	-
Credit Balances		
Outstanding Payable	-	-
Maximum Amount outstanding during the year	12	12

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM OCT 05, 2015 TO MAR 31, 2016

14. During the year ended March 31st, 2016 , the Company has made fresh issue of 50,000 Equity Shares of ₹ 10/- each & 30,000 Preference Shares of ₹ 100/- each and the same has been issued to Info Edge India Limited.

15. No disclosure is required under Accounting Standard 17 on Segment Reporting specified in Companies (Accounting Standard) Rules, 2006 as the Company is having the income from license fees received for the usage of its domain name, trademark etc.

16. Employee Benefits

The requirements of AS-15 on Employee Benefits specified in Companies (Accounting Standard) Rules, 2006 are not applicable on the company since there was no employee employed by the company during the year.

17. Previous year's figures have been regrouped / recast to confirm to current year's presentation.

For and on behalf of Sharma Goel & Co. LLP
Chartered Accountants

For and on behalf of Board of Directors

Rajesh Mittal
Partner
Membership No.- 095681

Chintan Thakkar
(Director)

Vibhore Sharma
(Director)

Place: New Delhi
Date: May 20, 2016

infoedge annual report 2015-16

INFO EDGE

INFO EDGE (INDIA) LIMITED

REGISTERED OFFICE

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Nehru Place, New Delhi-110 019 India
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