

INDEPENDENT AUDITOR'S REPORT

To the Members of **KEYSTONE BUSINESS SOLUTIONS PRIVATE LIMITED**

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of **KEYSTONE BUSINESS SOLUTIONS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, including Other comprehensive income, the Statement of Changes in Equity and Cash Flow Statement for the year ended on that date annexed thereto, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India:

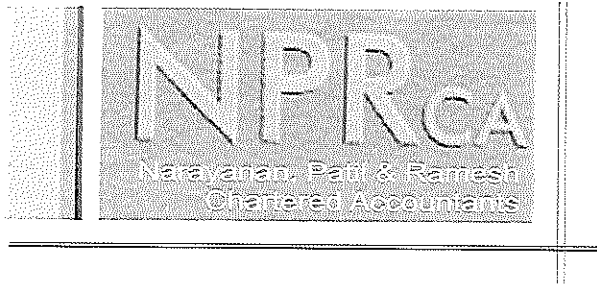
- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2019;
- (b) in the case of the Statement of Profit and Loss, of the profit (including other comprehensive income) of the Company for the period ended on that date
- (c) its Cash flows for the year ended on that date and
- (d) the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than Standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Board's Report, Annexure to Board's report, Chairman's statement, (but does not include the standalone Ind AS financial statements and our auditor's report thereon). The other information is expected to be made available to us after the date of this auditor's report.



Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

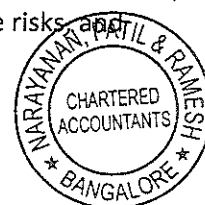
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

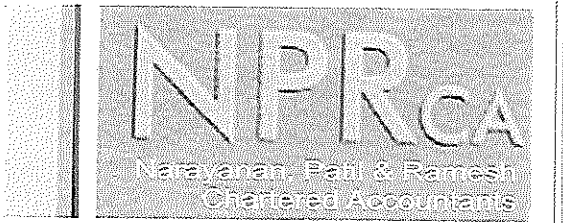
Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and





- obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

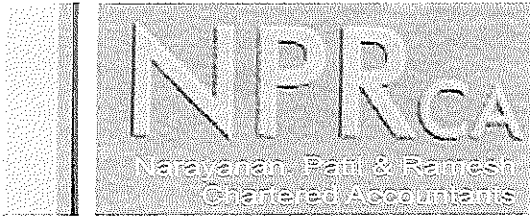
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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 Companies Act, 2013, 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 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 appears from our examination of those books.
- c) In our opinion, the Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement, dealt with by this report are in agreement with the books of accounts.
- d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of written representations received from the directors as on 31 March, 2019, and taken on record by the Board of Directors, none of the directors are disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of Companies (Audit and auditors), 2014, as amended in our opinion and according to the information and explanations given to us, to the best of our knowledge :
 - 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 derivatives 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.

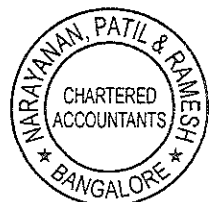
Place: Bangalore
Date: May 22, 2019

For Narayanan, Patil and Ramesh
Chartered Accountants
Firm Reg. No. 0023955


L R Narayanan

Partner

Membership No: 200/25588





ANNEXURE A TO AUDITOR'S REPORT

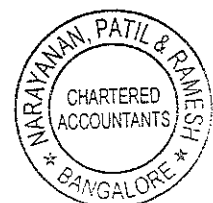
Annexure A referred to in paragraph 1 under **Report on Other Legal and Regulatory Requirements** of the Auditors' Report to the members of **M/s. KEYSTONE BUSINESS SOLUTIONS PRIVATE LIMITED** on the Ind AS financial statements for the period ended 31st March 2019.

According to the information and explanation given to us during the course of our audit, we report that:

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

(b) Fixed Assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(c) There are no Immovable Properties held in the name of the company.
- ii. The company is a service oriented company and does not have any stock in trade and hence the reporting requirement under this clause is not applicable.
- iii. The company has granted unsecured loan, to a company covered in the register maintained under section 189 of the Companies Act 2013:
 - a. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of loans granted by the company to the party covered in the register maintained under section 189 of the Companies Act, 2013 are not prejudicial to the interests of the company.
 - b. According to the information and explanations given to us and based on the audit procedures conducted by us, the repayment period is not stipulated in the loan agreement, however the management has represented that the loan provided is repayable on demand and that interest for the year ending March 2019 has been fully and duly paid.
 - c. According to the information and explanations given to us and based on the audit procedures conducted by us, there are no amounts overdue with respect to the loan
- iv. In our opinion and according to the information and explanation given to us, the company has provided loan to a body corporate during the year. Based on information and explanation provided and based on our audit procedures, it has complied with the provisions of Section 186 of the companies Act 2013.



- v. In our opinion, and according to the information and explanations given to us, the company has not accepted any deposits as per the directive issued by the Reserve Bank of India under the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly paragraph (v) of the Order is not applicable to the Company.
- vi. According to the information and explanations given to us the Central Government has not specified the maintenance of cost records under sub-section (I) of section 148 of the Companies Act, for the products/ services of the company.
- vii. (a) The company is generally regular in depositing undisputed statutory dues including income-tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, , Goods and Service tax, cess and other statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service-tax, sales-tax, customs duty, excise duty, Goods and Service tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they become payable.
- (c) According to information and explanations given to us, the company does not have any outstanding dues of income-tax, wealth-tax, service-tax, sales-tax, customs duty, excise duty, value added tax which have not been deposited on account of any dispute.
- viii. Based on our audit and according to the information and explanations given to us, the company has not availed loan from banks, financial institutions and government, and has no debentures. Accordingly, paragraph (viii) is not applicable.
- ix. Based on our audit and according to the information and explanations given to us the company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and any term loan during the year.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Ind AS financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company or by its officers or employees has been noticed or reported during the year.
- xi. The provisions of Section 197 read with Schedule V of the Act are not applicable to private limited companies and accordingly the reporting requirement under this clause is not applicable.
- xii. The Company is not a Nidhi Company and hence reporting requirement under clause 3(xii) of the Order is not applicable to the Company.
- xiii. Based on our audit and according to the information and explanations given to us and as represented by the management, all the transactions with the related parties are in compliance with sections 177 and 188 of the companies Act 2013, and the same have been disclosed in the in the notes forming part of Ind AS financial statements under Note-33 as required by applicable Indian 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 parah (xiv) is not applicable.
- xv. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Ind AS financial statements and as per the information and explanations given by the management, the company has not entered into non-cash transactions with directors or persons connected with them.
- xvi. Based on our audit and according to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Bangalore
Date: May 22, 2019

For **Narayanan, Patil and Ramesh**

Chartered Accountants

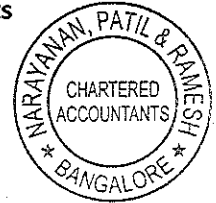
FRN: 002395S



L. R. Narayanan

Partner

Membership No.200/25588



Annexure - B to the Auditor's 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 **M/s Keystone Business Solutions Private Limited** ("the Company") as of 31st March 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

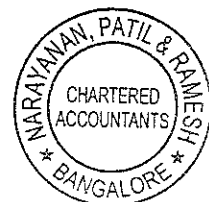
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial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

Auditors' Responsibility

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

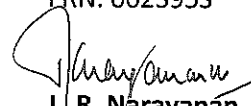
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal 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

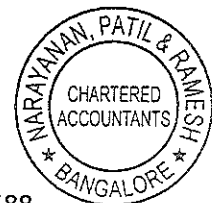
In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Bangalore
Date: May 22, 2019

For Narayanan, Patil and Ramesh
Chartered Accountants
ERN: 0023955


L.R. Narayanan
Partner

Membership No. 200/25588



Keystone Business Solutions Private Limited
Standalone Balance Sheet as at 31 March 2019
(All amounts in Rs. lakhs, unless otherwise stated)

	Notes	As at 31 March 2019	As at 31 March 2018
ASSETS			
Non-current assets			
Property, plant and equipment	4	0.02	0.04
Intangible assets	5	0.12	0.22
Financial assets			
Deferred tax assets (net)	9	11.10	7.68
Income tax assets (net)	10	127.79	88.66
Total non-current assets		139.03	96.60
Current assets			
Financial assets			
Trade receivables	11	213.84	187.54
Cash and cash equivalents	12	95.50	20.69
Bank balances other than cash and cash equivalents	13	-	80.00
Loans	6	225.00	-
Other financial assets	7	-	123.06
Contract Assets	8	154.51	-
Other current assets	14	4.92	0.26
Total current assets		693.77	411.55
Total assets		832.80	508.15
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	15	4.26	4.26
Other equity	16	634.25	348.56
Total equity		638.51	352.82
LIABILITIES			
Non-current liabilities:			
Financial liabilities			
Provisions	17	33.32	19.07
Total non-current liabilities		33.32	19.07
Current liabilities:			
Financial liabilities			
Trade payables			
(a) Total outstanding dues of micro and small enterprises			
(b) Total outstanding dues other than (a) above			
Other financial liabilities	18	32.21	16.78
Provisions	19	98.13	86.53
Provisions	17	1.10	0.69
Other current liabilities	20	29.53	32.26
Total current liabilities		160.97	136.26
Total liabilities		194.29	155.33
Total equity and liabilities		832.80	508.15

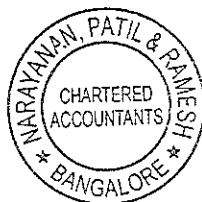
Summary of significant accounting policies 3

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date.

For Narayanan Patil and Ramesh
ICAI Firm Registration Number : 002395S
Chartered Accountants

L R Narayanan
Partner
Membership No: 200/25588



For and on behalf of the Board of Directors

Ashok Kumar Nedurumalli
Director
DIN: 00151814

N. Ravi Vishwanath
Director
DIN: 07332234



Place: Bangalore
Date: May 22, 2019

Place: Bangalore
Date: May 22, 2019

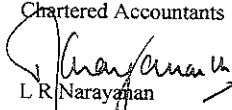
Keystone Business Solutions Private Limited

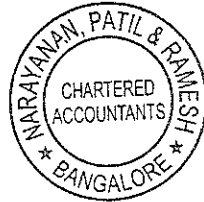
Standalone Statement of Profit and Loss for the year ended 31 March 2019
(All amounts in Rs. lakhs, unless otherwise stated)

	Notes	Year ended 31 March 2019	Year ended 31 March 2018
Income			
Revenue from operations	21	1,717.91	1,111.22
Other income	22	13.88	6.30
Total income		1,731.79	1,117.52
Expenses			
Employee benefits expense	23	1,237.88	827.92
Finance Costs	24	0.18	0.79
Depreciation and amortization expense	25	0.12	0.22
Other expenses	26	111.55	105.20
Total expenses		1,349.73	934.13
Profit before tax		382.06	183.39
Tax expense:			
- Current tax		103.24	51.08
- Tax adjustment for earlier years		0.29	(6.76)
- Deferred tax	27	(4.46)	(5.03)
Income tax expense		99.07	39.28
Profit for the year		282.99	144.11
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent periods:			
Remeasurement gains/(losses) of defined benefits obligation	29	3.73	7.40
Income tax effect		(1.04)	(2.06)
Other comprehensive income for the year, net of tax		2.69	5.34
Total comprehensive income for the year, net of tax		285.68	149.45
Earnings per equity share of Rs. 10 each:			
Basic and diluted (Rs.)	28	663.89	338.07
Summary of significant accounting policies	3		

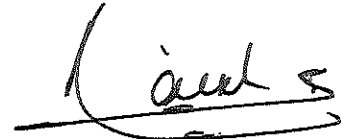
As per our report of even date

For Narayanan Patil and Ramesh
ICAI Firm Registration Number : 002395S
Chartered Accountants


L.R. Narayanan
Partner
Membership No: 200/25588



Ashok Kumar Nedurumalli
Director
DIN: 00151814



N. Ravi Vishwanath
Director
DIN: 07332234

Place: Bangalore
Date: May 22, 2019

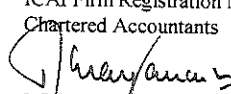
Place: Bangalore
Date: May 22, 2019

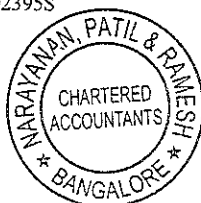
Keystone Business Solutions Private Limited
 Standalone Statement of Profit and Loss for the year ended 31 March 2019
 (All amounts in Rs. lakhs, unless otherwise stated)


	Notes	Year ended 31 March 2019	Year ended 31 March 2018
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As per our report of even date

For Narayanan Patil and Ramesh
 ICAI Firm Registration Number : 002395S
 Chartered Accountants


 L R Narayanan
 Partner
 Membership No: 200/25588




 N. Ravi Vishwanath
 Director
 DIN: 07332234

Place: Bangalore
 Date: May 22, 2019



Keystone Business Solutions Private Limited
Standalone Statement of Cash Flows for the year ended 31 March 2019
(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March 2019	As at 31 March 2018
Operating activities			
Profit before tax		382.06	183.39
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation of property, plant and equipment		0.02	0.03
Amortisation of intangible assets		0.10	0.18
Finance cost		0.18	0.79
Unrealised foreign exchange (gains)/loss		-	-
Finance income		(5.47)	(5.23)
Gratuity expense		13.60	12.35
Leave Encashment		4.96	6.13
Bad debts / advances written off and provided for		3.25	4.63
Working capital adjustments			
(Increase)/decrease in trade receivables		(29.55)	(64.40)
(Increase)/decrease in loans		(225.00)	3.34
(Increase)/decrease in contract assets		(154.51)	(119.22)
(Increase)/decrease in other assets		(4.66)	3.43
Increase/(decrease) in trade payables		15.43	6.98
Increase/(decrease) in other financial liabilities		11.60	48.85
Increase/(decrease) in other current liabilities		(2.73)	23.95
Increase/(decrease) in provisions		(0.18)	(1.38)
		128.33	103.83
Income tax paid (including TDS) (net of refunds)		(142.66)	(108.35)
Net cash flows from / (used in) operating activities		(14.33)	(4.52)
Investing activities			
Investment in fixed deposit (Net of redemption proceeds)		80.00	(80.00)
Interest received		9.31	1.39
Net cash flows from / (used in) investing activities		89.31	(78.61)
Financing activities			
Interest paid		(0.18)	(0.79)
Net cash flows from / (used in) financing activities		(0.18)	(0.79)
Net increase / (decrease) in cash and cash equivalents		74.80	(83.92)
Cash and cash equivalents at the beginning of the year		20.69	104.62
Cash and cash equivalents at the end of the year		95.50	20.69

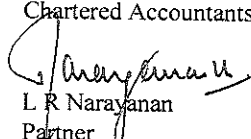
Summary of significant accounting policies

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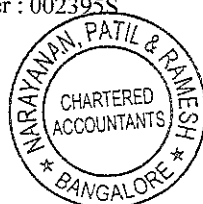
The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date.

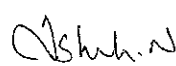
For Narayanan Patil and Ramesh
ICAI Firm Registration Number : 002395S
Chartered Accountants


L R Narayanan
Partner

Membership No: 200/25588

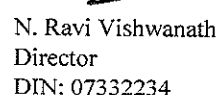


For and on behalf of the Board of Directors



Ashok Kumar Nedurumalli
Director
DIN: 00151814




N. Ravi Vishwanath
Director
DIN: 07332234

Place: Bangalore
Date: May 22, 2019

Place: Bangalore
Date: May 22, 2019

Keystone Business Solutions Private Limited
 Standalone Statement of Changes in Equity for the year ended 31 March 2019
 (All amounts in Rs. lakhs, unless otherwise stated)

a. Equity share capital:

Issued, subscribed and fully paid share capital

	Numbers	Amount
Equity shares of Rs. 10 each:		
At 1 April 2017	42,627	4.26
Additions during the year	-	-
At 31 March 2018	42,627	4.26
Additions during the year	-	-
At 31 March 2019	42,627	4.26

* Also refer note 15

b. Other equity

Particulars	Attributable to equity holders of the Company		Total other equity
	Reserves and surplus		
	Securities premium	Retained earnings	Total
For the year ended 31 March 2018			
As at 1 April 2017	61.05	138.07	199.12
Profit for the year	-	144.11	144.11
Other comprehensive income	-	5.34	5.34
Total comprehensive income	61.05	287.52	348.57
As at 31 March 2018	61.05	287.52	348.57
For the year ended 31 March 2019			
As at 1 April 2018	61.05	287.52	348.57
Profit for the year	-	282.99	282.99
Other comprehensive income	-	2.69	2.69
Total comprehensive income	61.05	573.20	634.25
less : Distribution	-	-	-
As at 31 March 2019	61.05	573.20	634.25

* Also refer note 16

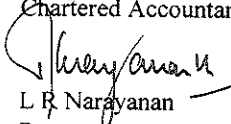
Summary of significant accounting policies

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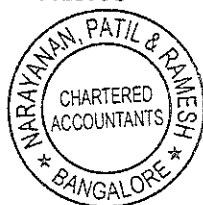
The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

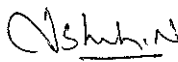
For Narayanan Patil and Ramesh
 ICAI Firm Registration Number : 002395S
 Chartered Accountants


 L R Narayanan
 Partner

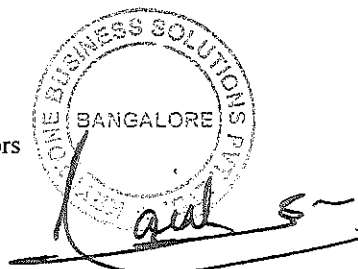
Membership No: 200/25588



For and on behalf of the Board of Directors



Ashok Kumar Nedurumalli
 Director
 DIN: 00151814



N. Ravi Vishwanath
 Director
 DIN: 07332234

Place: Bangalore
 Date: May 22, 2019

Place: Bangalore
 Date: May 22, 2019

1 Corporate information

Keystone Business Solutions Private Limited (the "Company") was incorporated on November 27, 2009.

The Company is primarily engaged in the business of information technology and consulting and product development and other allied activities.

The entire shares of the Company was fully acquired by Teamlease Digital Private Limited (formerly TeamLease Staffing Services Private Limited) w.e.f. February 01, 2017. The ultimate holding company of the Company is TeamLease Services Limited, a NSE and BSE listed entity.

The standalone financial statements are approved by the board of directors and authorized for issue in accordance with a resolution of the directors on May 22, 2019.

2 Basis of preparation

(i) Compliance with Ind AS

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted for the previous year might not always add up to the year figures in the accounting policy.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities measured at fair value as explained in the accounting policies below, and
- Defined benefit plans plan assets measured at fair value

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions.

The standalone financial statements are presented in Indian Rupee and all values are rounded to nearest lakhs except when otherwise stated.

(iii) Standards applied for the first time

The company has applied the following standards and amendments for the first time for the annual reporting period commencing 1 April, 2018:

- IND AS 115: Revenue from Contracts with Customers
- Amendment to IND AS 12: Income taxes
- Appendix B, Foreign Currency Transactions and Advance Consideration to IND AS 21, The Effects of Changes in Foreign Exchange Rates

3 Summary of significant accounting policies

3.1 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has considered twelve months as its operating cycle.

3.2 Foreign currency translation

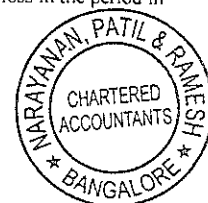
(i) Functional and presentation currency

Items included in the standalone financial statements of the company are measured using the currency of the primary economic environment in which the entity operates, ie, the "functional currency". The standalone financial statements are presented in Indian rupee (INR), which is functional and presentation currency of the Company.

(ii) Transactions and balances

Foreign currency transactions are initially recorded by the company at their respective functional currency spot rate at the date the transaction first qualifies for recognition.

- Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.
- Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are translated using the exchange rates at the date of the initial transactions. 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 fair value was determined.
- Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss in the period in which they arise.



3.3 Revenue Recognition

The company earns revenue primarily from manpower services and business IT services. Effective 1st April, 2018, the company adopted INDAS 115 (Revenue from Contracts with customers) using Modified Retrospective approach. In accordance with the modified retrospective approach, the comparatives have not been retrospectively adjusted. Following is the summary of the new and/or revised significant accounting policy relating to revenue recognition. The effect of adoption of INDAS 115 is presented in note 39

Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration which the company expects to receive in exchange of those services.

Manpower services

Revenue from manpower services is accounted when the company satisfies the performance obligation agreed in the contract/Mandate letter between the company and its customers.

ITES/Business Process Services

Revenue from fixed price contracts where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration is recognized as per the percentage completion method. When there is uncertainty as to measurement or ultimate collectability revenue recognition is postpone until such uncertainty is resolved. Cost expended have been used to measure progress towards completion.

Revenue in excess of invoicing are classified as Contract Assets while invoicing in excess of revenue are classified as Contract liability. Company disaggregates revenue from contract with customers by nature of services.

Use of Significant judgements in revenue recognition

- 1) The company's contracts with customers could include promises to transfer multiple services to a customer. The company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- 2) Judgement is also required to determine the transaction price for the contracts. The company uses judgement to allocate the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct service promised in the contract.
- 3) The company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The company considers indicators such as how customers consumes benefits as services are rendered or who controls the asset as it is being created or existence of the enforceable right to payment for performance to date and alternate use of such service, transfer of significant risks and rewards to the customers etc.
- 4) Revenue for fixed price contract is recognized using percentage pf completion method. The company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit or loss.

3.4 Taxes

Income Tax

Income tax expense comprises current tax expense and deferred tax asset or liability during the year. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

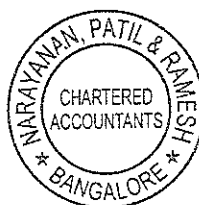
Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognised using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences, and the carry forward of unused tax credits and unused tax losses, except:

- ▶ When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- ▶ In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.



Keystone Business Solutions Private Limited

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive Income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Deferred tax assets include Minimum Alternative Tax ("MAT") paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

3.5 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless either:

(a) Another systematic basis is more representative of the time pattern in which user's benefit derived from the leased asset is diminished, even if the payments to the lessors are not on that basis; or

(b) The payment to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary because of factors other than general inflation, then this condition is not met.

3.6 Property, plant and equipment

Capital work in progress and Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criterias are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criterias are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation methods, estimated useful lives

Depreciation is calculated using the written down value method over their estimated useful lives of the property, plant & equipment as prescribed under Part C of Sch II of the act as follows;

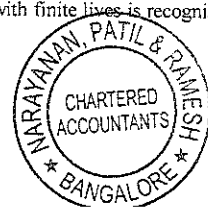
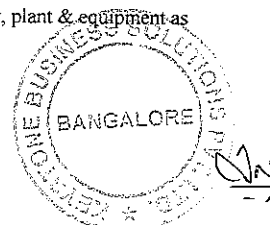
Asset	Life in Years
Computers	3
Furniture and fixtures	10
Office equipment	5
Vehicles	8

3.7 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.



Keystone Business Solutions Private Limited

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

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

A summary of the policies applied to the Company's intangible assets is, as follows:

Asset	Life in Years
Software other than HRIS	3 years
HRIS Software	5 years

3.8 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that any property, plant & equipment and intangible assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. 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. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

3.9 Financial instruments

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

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the consolidated statement of profit and loss. In case of interest free or concession loans / debentures / preference shares given to subsidiaries and associates, the excess of the actual amount of the loan over initial measure at fair value is accounted as an equity investment.

Investment in equity instruments issued by subsidiaries and associates are measured at cost less impairment. Investment in preference shares/ debentures of the subsidiaries are treated as equity instruments if the same are convertible into equity shares or are redeemable out of the proceeds of equity instruments issued for the purpose of redemption of such investments. Investment in preference shares/ debentures not meeting the aforesaid conditions are classified as debt instruments at amortised cost.

Effective interest method

The effective interest method (EIR) is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

Subsequent measurement

(i) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised through effective interest method if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

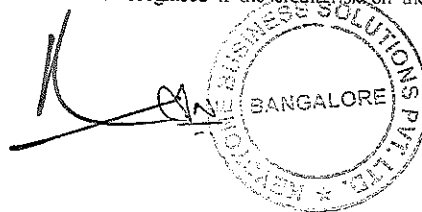
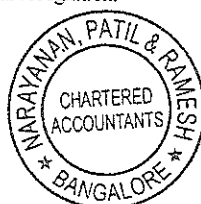
Financial assets at fair value through profit and loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets. Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through profit or loss.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.



Keystone Business Solutions Private Limited

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

Equity instruments

The company subsequently measures all equity investments at fair value. Where the Company elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Derecognition of financial assets

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(ii) Financial Liabilities

Financial liabilities at amortised cost

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short term maturity of these instruments.

Financial liabilities at FVTPL

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/loss are not subsequently transferred to the statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other change in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the statement of profit and loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(iv) Fair value of financial instruments

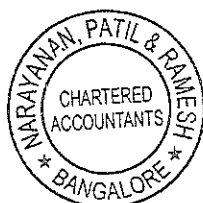
In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.



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Keystone Business Solutions Private Limited

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

3.10 Cash and cash equivalents

Cash and cash equivalent in the standalone balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

3.11 Employee benefits

Post-employment obligations

The company operates the following post-employment schemes:

- (a) defined benefit plans - gratuity, and
- (b) defined contribution plans such as provident fund.

Defined benefit plan

Gratuity obligations

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur in other comprehensive income and is transferred to retained earnings in the statement of changes in equity in the balance sheet. Such accumulated re-measurements are not reclassified to the statement of profit and loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- a) The date of the plan amendment or curtailment, and
- b) The date that the company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the standalone statement of profit and loss:

- ▶ Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- ▶ Net interest expense or income

Defined contribution plan

Contribution to Government Provident Fund

The Company pays provident fund contributions to publicly administered provident funds as per applicable regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Compensated absences

The employees of the Company are entitled to be compensated for unavailed leave as per the policy of the Company, the liability in respect of which is provided, based on an actuarial valuation (using the projected unit credit method) at the end of each year. Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits and those 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 Projected Unit Credit Method) at the end of each year. Actuarial gains/losses are recognised in the Statement of Profit and Loss in the year in which they arise.

3.12 Provisions and contingent liability

Provision

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

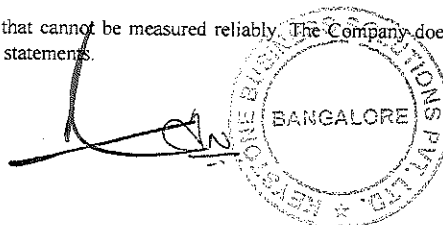
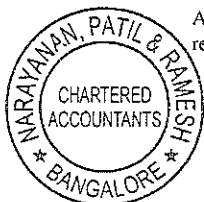
Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually. Based on past experience, no provision for warranty is accounted.

Contingent liability

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 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 the obligation.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.



3.13 Cash dividend distribution to equity holders

The Company recognizes a liability to make cash distributions to equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

3.14 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the profit/loss for the year attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year. Diluted EPS is calculated by dividing the profit attributable to equity holders of the parent (after adjusting for convertible preference shares) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

3.15 Significant accounting judgments, estimates and assumptions

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount which is higher of fair value less costs of disposal and the value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model and the cash flows are derived from the budget for the next five years. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future, these include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rate of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates. Further details about the gratuity obligations are given in Note 29.

Useful life of assets considered for depreciation of Property, Plant and Equipment and amortisation of Intangible assets

The charge in respect of periodic depreciation/amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at each financial year end. The lives are based on technical advice, prior asset usage experience and the risk of technological obsolescence.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer note no.9.

Significant judgements are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions.

Fair value measurement of financial instruments

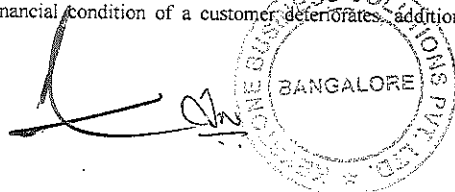
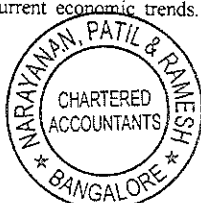
When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 30 for further disclosures.

Contingent liabilities:

Contingent liabilities are not recognised in the financial statements but are disclosed in the notes. They are assessed continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the financial statements of the period in which the change in probability occurs (except, in the extremely rare circumstances where no reliable estimate can be made).

Other estimates:

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.



3.16 Operating segment

The Board of Directors have been identified as the Chief Operating Decision Maker (CODM) as defined by IND-AS 108, Operating Segment. CODM evaluates the performance of Company and allocated resources based on the analysis of various performance indicators of the Company. The company operates in only one segment and hence segment reporting is not applicable.

3.17 Recent accounting pronouncements

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

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

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the methods.

On completion of evaluation of the effect of adoption of Ind AS 116, the Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ended March 31, 2019 will not be retrospectively adjusted. The Company has elected certain available practical expedients on transition.

2) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments : On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

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

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

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

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

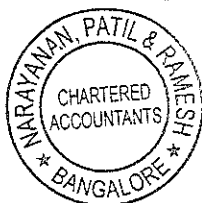
Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

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

4) The amendments require an entity:

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

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



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Keystone Business Solutions Private Limited

Notes to the standalone financial statements for the year ended 31 March 2019
(All amounts in Rs. lakhs, unless otherwise stated)

Note 4: Property, plant and equipment

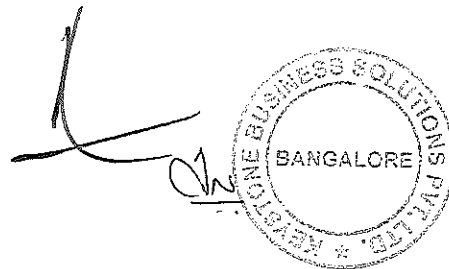
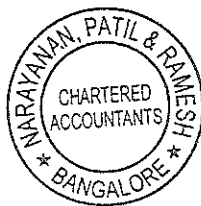
	Office equipment	Computers	Furniture & fixtures	Vehicles	Total
Gross Carrying Amount at 1 April 2017	0.07	-	-	-	0.07
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at 31 March 2018	0.07	-	-	-	0.07
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at 31 March 2019	0.07	-	-	-	0.07
Accumulated depreciation					
As at 01 April, 2017	0.00	-	-	-	0.00
Charge during the year	0.03	-	-	-	0.03
Disposals	-	-	-	-	-
As at 31 March 2018	0.03	-	-	-	0.03
Charge during the year	0.02	-	-	-	0.02
Disposals	-	-	-	-	-
As at 31 March 2019	0.05	-	-	-	0.05
Net Carrying Amount					
As at 1 April 2017	0.07	-	-	-	0.07
As at 31 March 2018	0.04	-	-	-	0.04
As at 31 March 2019	0.02	-	-	-	0.02

Note 5: Other Intangible assets

	Computer - Software	Software - Others (HRIS)	Total
Gross Carrying Amount at 1 April 2017	-	0.41	0.41
Additions	-	-	-
Disposals	-	-	-
As at 31 March 2018	-	0.41	0.41
Additions	-	-	-
Disposals	-	-	-
As at 31 March 2019	-	0.41	0.41
Accumulated amortisation			
As at 01 April, 2017	-	0.00	0.00
Charge during the year	-	0.18	0.18
Disposals	-	-	-
As at 31 March 2018	-	0.18	0.18
Charge during the year	-	0.10	0.10
Disposals	-	-	-
As at 31 March 2019	-	0.28	0.28
Net Carrying Amount			
As at 1 April 2017	-	0.41	0.41
As at 31 March 2018	-	0.22	0.22
As at 31 March 2019	-	0.12	0.12

Notes:

1. There has been no impairment losses recognised during the year or previous year.



Keystone Business Solutions Private Limited

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

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

Note 6: Loans**Current**

Loans to related parties (Refer Note No. 33)

	31 March 2019	31 March 2018
	225.00	-
	225.00	-

Note 7: Other financial assets**Current**

Interest accrued on fixed deposits

Unbilled Revenue

	31 March 2019	31 March 2018
	-	3.84
	-	3.84
	-	119.22
	-	123.06

Note 8: Contract Assets**Current**

Unbilled Revenue

	31 March 2019	31 March 2018
	154.51	-
	154.51	-
	154.51	-

(i) Change in Contract Assets

Balance at the beginning of the year

Revenue recognised during the year

Invoices raised during the year

Balance at the end of the year

	119.22
	154.51
	(119.22)
	154.51

Note 9: Deferred tax assets/(liabilities)

Deferred tax assets/(liabilities)

	31 March 2019	31 March 2018
	11.10	7.68
	11.10	7.68

As at	Provision for bad and doubtful debts	Depreciation on fixed assets	Provision for leave encashment and gratuity	Others	Total
1 April 2017	-	0.65	3.32	0.74	4.71
Charge/(Credit):					
Profit and loss	1.28	(0.16)	0.06	(0.26)	0.92
Other comprehensive income	-	-	2.06	-	2.06
31 March 2018	1.28	0.49	5.44	0.47	7.68
Charge/(Credit):					
Profit and loss	(1.16)	0.45	5.17	0.00	4.46
Other comprehensive income	-	-	(1.04)	-	(1.04)
31 March 2019	0.12	0.93	9.58	0.48	11.10

Reconciliation of deferred tax (net)

Opening balance

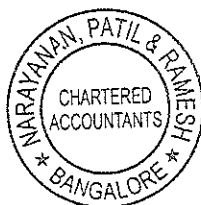
Tax credit/ (expense) during the year recognized in statement of profit and loss

Tax expense during the year recognised in OCI

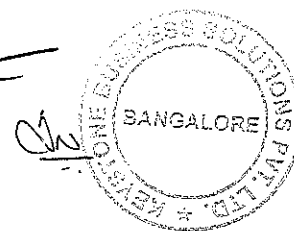
Closing balance

	31 March 2019	31 March 2018
	7.68	4.71
	4.46	0.92
	(1.04)	2.06
	11.10	7.68

* As at the reporting date, the management of the Company is reasonably certain that sufficient future taxable income will be available against which the deferred tax asset will be realised on the unabsorbed business losses and unabsorbed depreciation.



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Keystone Business Solutions Private Limited

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

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

Note 10: Income tax assets (net)

Advance income tax (net of provision for taxation)

31 March 2019	31 March 2018
127.79	88.66
127.79	88.66

Income tax expense in the statement of profit and loss consists of:

Current income tax charge

Tax credit for earlier years

Deferred tax credit(net)

31 March 2019	31 March 2018
103.24	51.08
0.29	(6.76)
(4.46)	(5.03)
99.07	39.28

Income tax expense reported in the statement of profit or loss**Income tax recognised in other comprehensive income**

Deferred tax arising on expense/(income) recognised in other comprehensive income

Net loss/(gain) on remeasurements of defined benefit plans

Income tax expense charged to OCI

31 March 2019	31 March 2018
1.04	2.06
1.04	2.06

Reconciliation of effective tax rate:

Profit before tax

Tax using the Company's domestic tax rate @27.82% (31 March 2018: 27.5525%)

31 March 2019	31 March 2018
382.06	183.39
106.29	50.53

Tax effect of:

Non-deductible tax expense

Deduction u/s 80JJAA

Tax adjustment for earlier years

Others

-	-
(6.95)	(5.42)
0.29	(6.76)
(0.56)	0.93
99.06	39.28

Income tax expense/(income)**Note 11: Trade receivables**

(Unsecured considered good unless otherwise stated)

Trade receivables- others

Doubtful

31 March 2019	31 March 2018
213.84	187.54
0.42	4.63
214.26	192.18

Less:

Allowance for doubtful debts

(0.42)	(4.63)
213.84	187.54

a) Trade receivables are non-interest bearing.

a) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

b) Trade receivables are non-interest bearing.

c) The Company's exposure to credit risk, currency risk and loss allowance on trade receivables are disclosed in Note 31

Note 12: Cash and cash equivalents

Balances with banks

- In current accounts

Cash on hand

31 March 2019	31 March 2018
95.50	20.69
-	-
95.50	20.69

Note 13: Bank balances other than cash and cash equivalents

Deposits with remaining maturity of less than 12 months

Deposits with remaining maturity of more than 12 months

-	80.00
-	-
-	80.00

Less : Amounts disclosed under other financial assets (Refer note 8)

-	-
-	80.00
95.50	100.69

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Balances with banks

- In current accounts

Cash on hand

31 March 2019	31 March 2018
95.50	20.69
-	-
95.50	20.69
-	-
95.50	20.69

Less: Bank overdraft

There are no repatriation restrictions with regard to cash and cash equivalents at the end of the reporting period and prior periods.

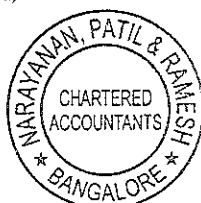
Note 14: Other current assets

(Unsecured considered good unless otherwise stated)

Prepaid expenses

Advances recoverable in cash or in kind

31 March 2019	31 March 2018
1.94	0.21
2.99	0.05
4.92	0.26



Keystone Business Solutions Private Limited

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

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

Note 15: Equity share capital**Equity share capital****(i) Authorised equity share capital**

100,000 (31 March 2018: 100,000) equity shares of Rs. 10 each.

	<u>31 March 2019</u>	<u>31 March 2018</u>
	10.00	10.00

(ii) Issued, subscribed and fully paid-up shares

42,627 (31 March 2018: 42,627) equity shares of Rs. 10 each.

	4.26	4.26
Total issued, subscribed and fully paid-up shares	<u>4.26</u>	<u>4.26</u>

(iii) Terms/ rights attached to equity shares

The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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.

(iv) Details of shareholders holding more than 5% shares in the Company:

Name of the shareholders	31 March 2019		31 March 2018	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of Rs.10 each fully paid				
TeamLease Staffing Services Private Limited* (including its nominee)	42,627	100.00	42,627	100.00

* Holding company w.e.f. 01 February 2017. TeamLease Services Limited is the ultimate holding company w.e.f. 01 February 2017.

* For the movement of Equity Share capital, also refer Statement of Changes in Equity

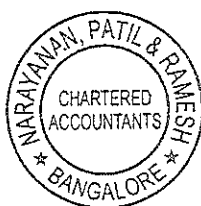
(vi) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL**Note 16: Other equity**

	<u>31 March 2019</u>	<u>31 March 2018</u>
Securities premium account	61.05	61.05
Retained earnings	573.20	287.52
	<u>634.25</u>	<u>348.57</u>
Securities premium		
Opening balance	61.05	61.05
Increase during the year	-	-
Closing balance	<u>61.05</u>	<u>61.05</u>
Surplus in the statement of profit and loss		
Opening balance	287.51	138.07
Net Profit/(Loss) for the year	282.99	144.11
Other comprehensive income recognised directly in retained earnings	2.69	5.34
- Remeasurement of post employment benefit obligation, net of tax	-	-
Less: Appropriation during the year	-	-
Closing balance	<u>573.20</u>	<u>287.51</u>
Reserve & Surplus		
Opening balance	348.56	199.12
Increase / (decrease) during the year	285.69	149.45
Closing balance	<u>634.25</u>	<u>348.56</u>

* For the movement of other equity, also refer Statement of Changes in Equity

Nature and purpose of other reserves**(i) Securities premium reserve**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.



Keystone Business Solutions Private Limited

Notes to the standalone financial statements for the year ended 31 March 2019
(All amounts in Rs. lakhs, unless otherwise stated)

Note 17: Provisions

	<u>31 March 2019</u>	<u>31 March 2018</u>
Non-current		
Employee benefits - Gratuity (Refer note 29)	22.37	12.55
Employee benefits - Leave Encashment	10.95	6.52
	<u>33.32</u>	<u>19.07</u>
Current		
Employee benefits - Gratuity (Refer note 29)	0.15	0.10
Employee benefits - Leave Encashment	0.94	0.59
	<u>1.10</u>	<u>0.69</u>

Note 18: Trade payables

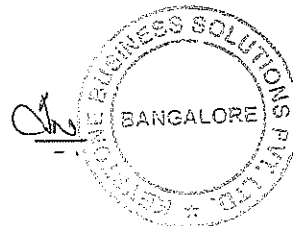
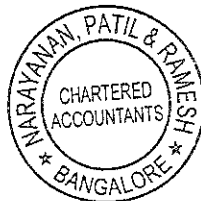
	<u>31 March 2019</u>	<u>31 March 2018</u>
Current		
Total outstanding dues of micro enterprises and small enterprises (Refer Note 37)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	32.21	16.78
	<u>32.21</u>	<u>16.78</u>

Note 19: Other financial liabilities

	<u>31 March 2019</u>	<u>31 March 2018</u>
Current		
Employees Benefits Payable	98.13	86.53
	<u>98.13</u>	<u>86.53</u>

Note 20: Other current liabilities

	<u>31 March 2019</u>	<u>31 March 2018</u>
Statutory dues payable	29.53	32.26
	<u>29.53</u>	<u>32.26</u>



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Keystone Business Solutions Private Limited

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

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

Note 21: Revenue from operations

(Net of taxes)

Staffing Services

Total revenue

31 March 2019	31 March 2018
1,717.91	1,111.22
1,717.91	1,111.22

Note 22: Other income

Interest income on:

Deposits with banks

Loan to related party

Income Tax Refunds

Provision for doubtful debts no longer required written back

Foreign exchange Gain (Net)

Total other income

31 March 2019	31 March 2018
5.47	5.23
1.98	-
1.50	1.06
8.95	6.30
4.63	-
0.29	0.00
13.88	6.30

Note 23: Employee benefits expense

Salaries, wages and bonus

Gratuity expense (Refer note 29)

Leave Encashment

Contribution to provident fund and other funds

Staff welfare expenses

Other employee benefit expenses

Total employee benefit expense

31 March 2019	31 March 2018
1,175.05	779.88
13.60	12.35
4.96	6.13
40.24	28.34
0.28	1.23
3.74	-
1,237.88	827.92

Note 24: Finance Cost

Interest on loans

Related Party

Bank Loan

Interest on late payment of statutory dues

0.09	0.77
0.08	-
0.01	0.03
0.18	0.79

Note 25: Depreciation and amortization expense

Depreciation of property, plant & equipment

Amortization of intangible assets

31 March 2019	31 March 2018
0.02	0.03
0.10	0.18
0.12	0.22

Note 26: Other expenses

Rent

Rates & taxes

Traveling and conveyance

Printing and stationery

Communication costs

Legal and professional charges

Auditors' remuneration (Refer note below)

Advertisement and business promotion

Bank charges

Bad Debts written off

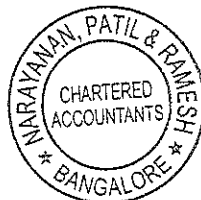
Less: Provision for bad and doubtful debts utilized

Provision for bad and doubtful debts

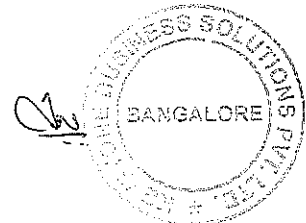
Office expenses

Miscellaneous Expenses

31 March 2019	31 March 2018
10.50	11.52
1.01	0.27
15.32	5.74
0.03	0.27
0.30	0.11
78.79	80.80
2.00	1.75
-	0.08
-	0.00
2.83	-
-	-
2.83	-
0.42	4.63
0.35	-
-	0.00
111.55	105.20



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Keystone Business Solutions Private Limited

Notes to the standalone financial statements for the year ended 31 March 2019
(All amounts in Rs. lakhs, unless otherwise stated)

Note: Payment to auditors**As auditor**

Statutory audit fee
Tax audit fee

<u>31 March 2019</u>	<u>31 March 2018</u>
1.75	1.50
0.25	0.25
<u>2.00</u>	<u>1.75</u>

Note 27: Income tax expense

Current income tax charge
Tax credit for earlier years

Deferred tax :

Decrease/(Increase) in deferred tax

Income Tax expense for the year

<u>31 March 2019</u>	<u>31 March 2018</u>
103.24	51.08
0.29	-
(4.46)	(5.03)
<u>99.07</u>	<u>46.05</u>

OCI section

Deferred tax related to items recognised in OCI during the year :

Net loss/(gain) on remeasurements of defined benefit plans

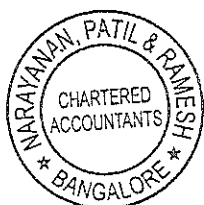
Income tax charged to OCI

<u>31 March 2019</u>	<u>31 March 2018</u>
1.04	2.06
<u>1.04</u>	<u>2.06</u>

Note 28: Earnings per share

The following reflects the income and share data used in the basic and diluted EPS computations:

	<u>31 March 2019</u>	<u>31 March 2018</u>
Profit/(Loss) attributable to equity shareholders	282.99	144.11
Nominal value of each equity share (Rs.)	10	10
Weighted average number of equity shares outstanding during the year	42,627	42,627
EPS - basic and diluted (Rs.)	663.89	338.07



Keystone Business Solutions Private Limited

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

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

Note 29: Employee benefit obligation**i) Leave Obligation**

The leave obligation cover the Company's liability for earned leave which are classified as current and non-current benefits. The bifurcation of the current and non-current is based on the past experience of employee's retirement, resignations or on his death on the basis of the salary he would be drawing at the time of his separation from the Company.

Particulars	31 March 2019	31 March 2018
Leave Obligations not expected to be settled within the next 12 months	10.95	6.52

ii) Defined Contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of the salary as per the regulations. The contribution are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expenses recognised during the year towards defined contribution plan is Rs. 34.36 lakhs (31 March, 2018: Rs. 23.10 lakhs).

(iii) Gratuity

The Company has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, every employee who has completed 4 years and 240 days of service are eligible for gratuity on departure at 15 days salary (last drawn) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement.

These plans typically expose the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Government bonds. If the plan assets underperform this yield, this will create a deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Net defined benefit liability/ (assets)

	31 March 2019	31 March 2018
Present value of unfunded obligation	22.52	12.65
Fair value of plan assets	-	-
Net liability	22.52	12.65

Net benefit cost recognised in statement of profit and loss

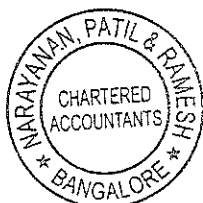
	31 March 2019	31 March 2018
Current service cost	12.63	11.72
Past Service Cost	-	-
Interest cost on defined benefit obligation	0.97	-
Net benefit expense	13.60	11.72

Remeasurement loss/(gains) in other comprehensive income

Particulars	31 March 2019	31 March 2018
Due to change in financial assumptions	3.44	-
Due to change in experience adjustments	(7.17)	(10.83)
Actuarial loss recognised in OCI	(3.73)	(10.83)

Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	31 March 2019	31 March 2018
Defined benefit obligation at beginning of the year	12.65	8.54
Current service cost	12.63	11.72
Past Service Cost	-	-
Interest cost on defined benefit obligation	0.97	0.63
Benefits paid	-	(0.84)
Reversal	-	-
Re-measurements		
Actuarial (gain) / loss arising from changes in financial assumptions	3.44	3.44
Actuarial (gain) / loss arising from changes in experience adjustments	(7.17)	(10.83)
Defined benefit obligation at end of the year	22.52	12.65
	31 March 2019	31 March 2018
Current	0.15	0.10
Non-current	22.37	12.55



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Keystone Business Solutions Private Limited

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

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

The principal assumptions used in determining gratuity benefit obligation are shown below:

	<u>31 March 2019</u>	<u>31 March 2018</u>
Discount rate	7.70%	7.75%
Salary escalation rate	6%	6%
Expected remaining working lives of employees (years)	30.04	28.81
Attrition rate	1% to 8%	1% to 8%
Retirement age	60	58
Mortality tables	Indian Assured Lives Mortality (2006-08) Ult Table	Indian Assured Lives Mortality (2006-08) Ult Table

Note:

1) The estimates of future salary increase, considered in actuarial valuation, takes into account inflation, seniority, parameter and other relevant factors such as supply and demand factors in employment matter.

Sensitivity analysis

A quantitative sensitivity analysis for significant assumptions on defined benefit obligation as at 31 September 2018 and 31 March 2018 are as shown below:

	<u>Discount rate</u>		<u>Salary escalation rate</u>	
	<u>31 March 2019</u>	<u>31 March 2018</u>	<u>31 March 2019</u>	<u>31 March 2018</u>
1% increase	19.75	11.11	26.05	14.60
1% decrease	25.90	14.52	19.60	11.02

	<u>Attrition rate</u>	
	<u>31 March 2019</u>	<u>31 March 2018</u>
1% increase	22.32	12.48
1% decrease	22.64	12.77

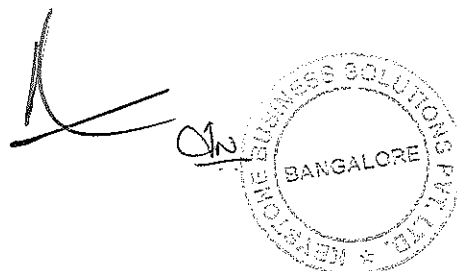
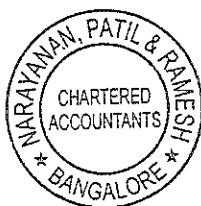
The sensitivity analyses above have been determined based on a method that extrapolates the impact of defined benefit obligation as a result of reasonable changes in key assumptions used at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years

	<u>31 March 2019</u>	<u>31 March 2018</u>
Year 1	0.15	0.11
Year 2	0.27	0.11
Year 3	0.86	0.27
Year 4	1.50	0.81
Year 5	2.13	1.26
Next 5 years	9.59	5.66

The Company expects to contribute Rs 14.57 lakhs (31 March 2018: Rs 13.20 lakhs) in 2018-19.

The weighted average duration of defined benefit obligation at the end of the reporting period is 6.62 years (31 March 2018: 6.75 years)



Note 30: Fair value measurements

Financial instruments by category and hierarchy

Particulars	31 March 2019		
	Amortised cost	FVOCI	FVTPL
Financial Assets			
Loans	225.00	-	-
Trade receivables	213.84	-	-
Cash and cash equivalents	95.50	-	-
Bank balances other than cash and cash equivalents	-	-	-
Other financial assets	-	-	-
Total financial assets	534.34	-	-

Financial liabilities			
Trade payables	32.21	-	-
Other financial liabilities	98.13	-	-
Total financial liabilities	130.34	-	-

Particulars	31 March 2018		
	Amortised cost	FVOCI	FVTPL
Financial Assets			
Loans	-	-	-
Trade receivables	187.54	-	-
Cash and cash equivalents	20.69	-	-
Total financial assets	411.29	-	-

Financial liabilities			
Trade payables	16.78	-	-
Other financial liabilities	86.53	-	-
Total financial liabilities	103.31	-	-

Management has assessed that the fair value of cash and cash equivalents, loans receivable, trade receivables, trade payables, other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included in the amount at which the instruments could be exchanged in a current transaction between fulfilling parties, other than in a forced or liquidation sale.

The fair values of security deposits are determined based on discounted cash flow method calculated using discount rate that reflects the issuers borrowing rate for the respective financial asset/liability as at the end of the reporting period.

Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: This level of hierarchy includes financial assets and liabilities, measured using quoted prices (unadjusted) in active markets. This category consists of investment in mutual funds.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for investment in unquoted preference shares included in Level 3.

Note 31: Financial risk management objectives and policies

- The Company's board of directors have the overall responsibility of the establishment and oversight of its risks management framework.
- The Company's principal financial liabilities comprise trade and other payables. The Company's principal financial assets include investments, loans, trade and other receivables, cash and cash equivalents and other bank balances that derive directly from its operations.
- The Company's activities exposes it to market risk, liquidity risk and credit risk.
- These risks are identified on a continuous basis and assessed for the impact on the financial performance. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(a) Market risk

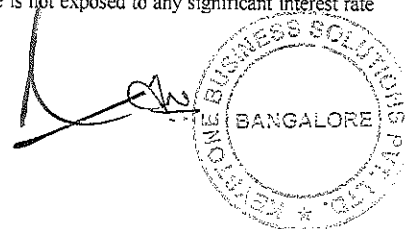
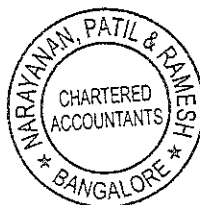
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk.
Financial instruments affected by market risks include trade receivable and trade payable.

(i) Foreign Currency Risk

Foreign currency risks is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign currency rates. The Company does not have significant foreign currency exposure and hence is not exposed to any significant foreign currency risks.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company does not have significant debt obligation with floating interest rates, hence is not exposed to any significant interest rate risks.



Keystone Business Solutions Private Limited

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

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

(b) Credit risk

Credit risk is the risk that counterparty will not meet its contractual obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and contract assets) and from its financing activities with banks and financial institutions, loans receivables, investments and other financial instruments.

Trade receivables

With respect to trade receivables and contract assets, the Company has constituted the terms to review the receivables on periodic basis and to take necessary mitigations, wherever required. The Company creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

Management does not expect any significant loss from non-performance by counterparties on credit granted during the financial year that has not been provided for.

Assets under credit risk	31-Mar-19	31-Mar-18
Trade receivable	213.84	187.54
Contract Assets	154.51	-
Loans to related party	225.00	-
Other financial assets	-	123.06
Total	593.35	310.60

The following table summarises the changes in the loss allowance measured using ECL:

Particulars	31-Mar-18	31-Mar-18
Opening balance	4.63	-
Amount provided/ (reversed) during the year	(4.21)	4.63
Closing provision	0.42	4.63

Financial instrument and cash deposit

Credit risk from balances with the banks and financial institutions and current investment are managed by the Company's treasury team based on the Company's policy. Investment of surplus fund is made only with approved counterparties.

Counterparty credit limits are reviewed by the company periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company monitors its risk of a shortage of funds on a regular basis. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

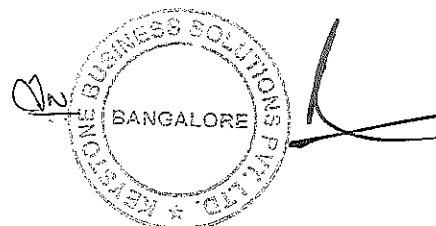
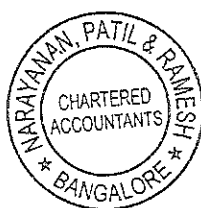
	0-1 year	1-2 years	2 years and above	Total
As at 31 March 2019				
Trade payables	32.21	-	-	32.21
Other financial liabilities	98.13	-	-	98.13
	130.34	-	-	130.34
As at 31 March 2018				
Trade payables	16.78	-	-	16.78
Other financial liabilities	86.53	-	-	86.53
	103.31	-	-	103.31

Note 32: Capital management

The key objective of the Company's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future development of its business. The Company focused on keeping strong capital base to ensure independence, to ensure sustained growth in business.

The Company is predominantly equity financed. To maintain and adjust capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company has very minimal amount of borrowings and mainly funded through equity, the existing surplus funds along with the cash generated by the Company are sufficient to meet its current/non-current obligation and working capital requirements.



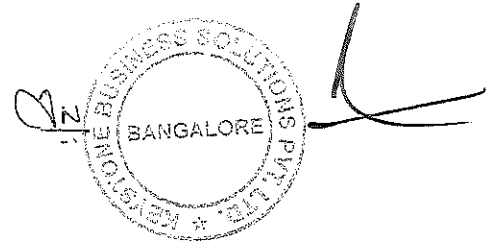
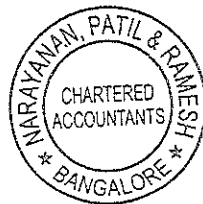
Note 33: Related party disclosure

(i) List of related parties and relationship:

Description of relationship	Names of the related parties
a) Ultimate Holding Company	TeamLease Services Limited ('TSL')
b) Holding Company	TeamLease Digital Private Limited (formerly TeamLease Staffing Services Private Limited) ('TDPL')
c) Fellow Subsidiary Company	Evolve Technologies and Services Private Limited ('Evolve')
d) Key management personnel and their relatives	Mr. Ashok Kumar Nedurumalli - Director Mr. Ravi Vishwanath - Director Ms. Shilpa Kamlesh Avarsekar - Director (resigned w.e.f. January 21, 2019) Ms. Ramani Dathi - Director (appointed w.e.f. January 21, 2019)

(ii) Transactions with related parties

Transactions with related parties	31 March 2019	31 March 2018
Loans and advances received from		
Ultimate Holding Company		
TSL	35.00	-
Holding Company		
TDPL	45.00	457.00
Loans repaid to		
Ultimate Holding Company		
TSL	35.00	-
Holding Company		
TDPL	45.00	457.00
Interest expense on loan		
Ultimate Holding Company		
TSL	0.01	-
Holding Company		
TDPL	0.08	0.77
Loans and advances given to		
Fellow Subsidiary Company		
Evolve	225.00	-
Interest income on loan		
Fellow Subsidiary Company		
Evolve	1.98	-
Consultancy/Professional charges		
Ultimate Holding Company		
TSL	16.96	25.00
Holding Company		
TDPL	14.83	-
Employee Insurance charges		
Ultimate Holding Company		
TSL	-	1.22
Rent Paid		
Ultimate Holding Company		
TSL	-	11.52
Holding Company		
TDPL	10.50	-
Reimbursement of expenses		
Holding Company		
TDPL	0.78	-



Keystone Business Solutions Private Limited

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

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

(iii) Outstanding balances as at year ended

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

	31 March 2019	31 March 2018
Borrowings		
Holding Company		
TDPL	-	-
Loans receivable		
Fellow Subsidiary Company		
Evolve	225.00	-
Sundry Creditors		
Ultimate Holding Company		
TSL	0.07	8.10

Terms and conditions of transactions with related parties

1. As the liability for gratuity and leave encashment is provided on actuarial valuation basis for the company as a whole, the amount pertaining to directors are not included.

Note 34: Contingent Liabilities

None.

Note 35: Commitments**(a) Capital commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for as at:

	31 March 2019	31 March 2018
Property, plant and equipment	-	-

Note 36: Non-cancellable operating leases

The Company has entered into cancellable operating lease agreements for office premises at various locations from time to time. The lease period ranges between 1 year to 3 years. The lease rental charged during the year are as follows :

	31 March 2019	31 March 2018
Lease rentals under cancellable and non-cancellable leases	10.50	11.52

Commitments for minimum lease payments in relation to non-cancellable operating leases are as follows:

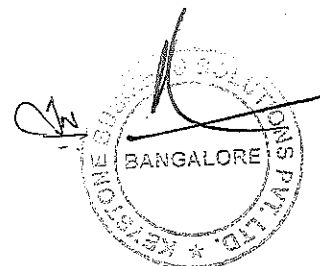
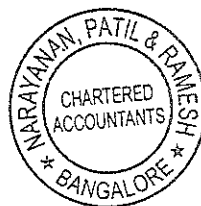
	31 March 2019	31 March 2018
Within one year	-	-
Later than one year but not later than five years	-	-
Later than five years	-	-

Note 37: The Micro, Small and Medium Enterprises Development Act, 2006

Based on the information available with the Company, there are no suppliers who are registered as micro or medium enterprises under The Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2018, March 31, 2017 and April 01, 2016.

Note 38: Deduction under section 80JJAA

As per the amendment in the Finance Act 2016, deduction under section 80JJAA of the Income tax Act, 1961, was extended across to all the sectors. As per the provisions of section 80JJAA, an assessee will be allowed a deduction of an amount equal to thirty per cent of additional wages paid to the new regular workmen employed by the assessee in the previous year for three assessment years including the assessment year relevant to the previous year in which such employment is provided subject to fulfilment of the other conditions mentioned in the section 80JJAA. The Company has availed the benefit during the year ended 31 March 2017 and 31 March 2018 and will continue to avail the benefit during the year ended 31 March 2019 as well.



Keystone Business Solutions Private Limited

Notes to the standalone financial statements for the year ended 31 March 2019
(All amounts in Rs. lakhs, unless otherwise stated)

Note 39: First time adoption

The Company applied INDAS 115 for the first time by using the modified retrospective method of adoption with the date of initial application of April 1, 2018. Under this method, comparative prior period has not been adjusted.

The Company has elected to apply the revenue standard only to contracts that are not completed as at the date of initial application.

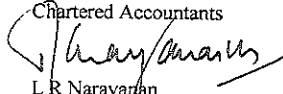
The following table presents the amount by which each financial statement line item is affected in the current year ended 31 March, 2019 by application of INDAS 115 as compared with the previous revenue recognition requirements. Line item that were not affected by the changes have not been included. As a result the subtotals and totals disclosed cannot be recalculated from the numbers provided. The adjustments are explained in more details below:

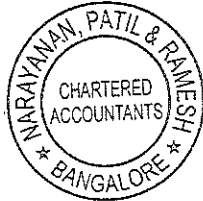
Balance Sheet (Extract)/ Profit and loss (Extract) year ended 31st March 2019	31st March 2019 without adoption of IND AS 115	Increase/(Decrease)	31st March 2019 as reported
Current Assets			
Contract assets	-	154.51	154.51
Other Financial Assets			
Unbilled revenue	154.51	(154.51)	-

Note 40: Previous Year Figures

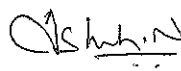
The figures of the previous periods have been regrouped/reclassified, where necessary, to conform with the current year's classification.

For Narayanan Patil and Ramesh
ICAI Firm Registration Number : 002395S
Chartered Accountants



L R Narayanan
Partner
Membership No: 200/25588



For and on behalf of the board of directors



Ashok Kumar Nedurumalli
Director
DIN: 00151814


N. Ravi Vishwanath
Director
DIN: 07332234

Place: Bangalore
Date: May 22, 2019

Place: Bangalore
Date: May 22, 2019

