

**To, the Members of
Premium eBusiness Venture Pvt Ltd
Report on the Audit of the Financial Statements**

Opinion

We have audited the accompanying financial statements of **Premium eBusiness Venture Pvt Ltd** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the statement of cash flows, for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023 and loss and cash flows 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 SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report Thereon.

The Company's Board of Directors is responsible for the other information. The other information obtained at the date of this auditor's report is "Director's Report" but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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



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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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 financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (ii) Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- (iv) 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.
- (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the 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 Board of Directors 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 Board of Directors 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

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 "CARO", statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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.

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



- c) The Balance Sheet, the Statement of Profit and Loss and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) (i) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;
- (ii) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- (f) As explained to us, and on the basis of documents produced before us, the Company has not declared or paid any dividend during the year.
- g) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- h) Vide notification No GSR 583(E) dated June 13, 2017, since turnover of the Company as per last audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs. 25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls;
- j) The Company being a private limited company, section 197(16) of the Act is not applicable to the Company, and
- k) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - II. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts as at the year end. The Company does not have any outstanding derivative contracts as at the year end.
 - III. The Company is not required to transfer any amount to the Investor Education and Protection Fund.
 - IV. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit-log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Dalal Doctor & Associates

Chartered Accountants

Firm's Registration No. 120832W


Aniket Chheda
Partner

Membership No 112864

Mumbai, 31st July 2023.

UDIN: 23112865BGUBWE4952



ANNEXURE "CARO" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- I a A As explained to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- B The company has developed a web-portal for issuance of prepaid Instrument / Prepaid card / Gift Card. All expenditure incurred to develop the portal has been capitalised. The Company has maintained proper records of all expenditure incurred during the year.
- b As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; We have been explained that no material discrepancies were noticed on such verification.
- c The Company neither owns any immovable properties nor has taken any property on lease.
- d The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- e As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii a The Company is involved in the business of issue of pre-paid card. It does not have any inventory, hence Clause ii (a) of the order is not applicable to the Company.
- b The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.
- iii During the year the company invested in and has granted unsecured loan to companies, firms, Limited Liability Partnerships or any other parties.
- a With respect to loans give to any other entity
- A The Company has not granted loan or advances and guarantees or security to subsidiaries, joint ventures and associates;
- B Aggregate amount of loan given during the year and closing balance as at balance sheet date with respect to such loan to other than subsidiaries, joint ventures and associates amounted to Rs. 8067 (in '000) and Rs. 118,352 (in '000) respectively;
- b As explained to us, and on the basis of records produced before us, the investments made, and the conditions of the grant of all loans are not prejudicial to the company's interest;
- c In respect of loans the schedule of repayment of principal and payment of interest has not been stipulated.
- d The Company has not yet called repayment of loan and hence there are no overdue amount overdue for more than ninety days.
- e As mentioned, the Company has not yet called for repayment of loan and hence no part of loan granted, has fallen due during the year.
- f The loan granted by the Company is repayable on demand, The aggregate amount of such loan outstanding as on balance sheet date is Rs 118,352 (in '000) and the same constitute 100% thereof to the total loans granted. The aggregate amount of loans granted to related parties as defined in clause (76) of section 2 of the Companies Act, 2013 amounted to Rs. 118,352 (in '000).
- iv As explained to us, in respect of loans, investments, guarantees, and security, provisions of sections 185 and 186 of the Companies Act have been complied with.
- v The Company has not accepted any deposit nor amount deemed to be deposits and hence clause v of the order is not applicable to the Company.
- vi The Central Government has not prescribed maintenance of any cost records under sub-section (1) of section 148 of the Companies Act for the Company.
- vii a The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income- tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
- b There are no statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute.
- There are no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).



- ix a The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Accordingly, clause ix (a) of the order is not applicable.
- b The company is not declared as a wilful defaulter by any bank or financial institution or other lender;
- c The Company has not accepted any additional term loans, hence clause ix (c) of the order is not applicable to the Company.
- d No funds raised on short term basis have been utilised for long term purposes.
- e The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x a The Company has not raised any funds by way of initial public offer or further public offer (including debt instruments) during the year.
- b The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi a As explained to us, no fraud by the company or any fraud on the company has been noticed or reported during the year. Accordingly, clause xi (a) to (c) of the order is not applicable to the Company.
- xii a The Company is not a Nidhi Company, accordingly clause xii (a) to (c) of the order is not applicable to the Company.
- xiii a As explained to us, all the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act and the details have been disclosed in the financial statements, as required by the applicable accounting standards;
- xiv a Internal audit system is not applicable to the Company and hence, clause xiv (a) and (b) of the order is not applicable to the Company.
- xv The company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi a The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934), accordingly clause xvi (a) to (d) of the order is not applicable to the Company.
- xvii The company has incurred cash loss of Rs 12,553 (in '000) in the financial year however had earned profit of Rs 6,159 (in '000) in the immediately preceding financial year.
- xviii There has been no resignation of the statutory auditors during the year.
- xix On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, on the basis of our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx a Provision of section 135 of the Act is not applicable to the Company and hence clause xx (a) and (b) of the order is not applicable;
- xxi The Company does not have any subsidiary, joint venture and associate Company and hence clause xxi of the order is not applicable to the Company

For Dalal Doctor & Associates

Chartered Accountants

Firm's Registration No. 120833 W


Anand Chhedra
Partner

Membership No 112865

Mumbai, 31st July 2023.

UDIN: 23112865BGUBWE4952



	Notes	31st March, 2023	31st March, 2022
I. EQUITY AND LIABILITIES			
(1) Share Holders Funds			
(a) Share Capital	1	2,52,140	2,41,640
(b) Reserves & Surplus	2	(89,386)	(73,208)
		<u>1,62,754</u>	<u>1,68,432</u>
(2) Share Application Money pending allotment			
(3) Non Current Liabilities			
(a) Long-term borrowings	3	1,244	1,696
		<u>1,244</u>	<u>1,696</u>
(4) Current Liabilities			
(a) Short Term Borrowings	4	452	420
(b) Trade Payables	5		
Outstanding due of Micro and Small enterprises.		7,587	6,518
Outstanding due of other than Micro and Small enterprises.		12,198	4,682
(c) Other Current Liabilities	6	6,521	7,111
		<u>26,759</u>	<u>18,732</u>
		<u>1,90,757</u>	<u>1,88,860</u>
ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment and Intangible Assets	7		
(i) Property, Plant and Equipment		1,774	2,581
(ii) Intangible Assets		10,426	13,244
(b) Non-current investments	8	1,192	1,130
(c) Deferred tax Asset / (liabilities) (Net)	9	-	-
(d) Long-term loans and advances	10	1,26,646	1,17,045
		<u>1,40,038</u>	<u>1,33,999</u>
(2) Current Assets			
(a) Trade Receivables	11	68	1,280
(b) Cash and Cash Equivalents	12		
(b.i) Cash and Cash Equivalents		539	933
(b.ii) Balance in escrow account		20,594	10,813
(c) Other current assets	13	29,518	41,834
		<u>50,718</u>	<u>54,861</u>
		<u>1,90,757</u>	<u>1,88,860</u>

As Per our Report of even date attached :
For Dalal Doctor & Associates

Chartered Accountants
FRN 120833W

Amit Chheda
Amit Chheda
Partner
M. No 112865



Mumbai, 31 JUL 2023

For and on behalf of the Board

Yash Haresh Mehta
Mr Yash Haresh Mehta
Director
DIN: 06436114



Haresh R Mehta
Mr. Haresh R Mehta
Director
DIN: 00291788

Premium eBusiness Venture Pvt Ltd

CIN U74999MH1990PTC059206

Statement of Profit & Loss for the Year ended

Amount in Rs.'000

Particulars	Notes	31st March, 2023	31st March, 2022
<u>Income</u>			
I Revenue from Operations	14	44,336	1,00,263
II Other Income	15	9,838	10,269
III Total Income (I+II)		54,174	1,10,531
<u>Expenditure:</u>			
IV Direct Expenses	16	39,224	77,629
V Employee Benefit Expense	17	10,827	10,135
VI Finance Costs	18	452	717
VII Depreciation and amortization expense	7	3,625	3,320
VIII Other Expenses	19	16,225	15,892
IX Total Expenses		70,352	1,07,693
X Profit before tax		(16,178)	2,839
XI Tax Expense:			
(1) Current Tax		-	-
(2) Deferred Tax Expenses / (Income)		-	-
(3) Prior year Tax Adjustment		-	-
Profit/(Loss) for the year after tax from continuing operations		(16,178)	2,839
XII Earnings Per Equity Share:			
Basic / Diluted		(16.18)	2.84

As Per our Report of even date attached :

For Dalal Doctor & Associates

Chartered Accountants

FRN 120833W

Ameesh Chheda

Partner

M. No 112865

Mumbai,

31 JUL 2023



For and on behalf of the Board

Mr Yash Haresh Mehta

Director

DIN: 06436114

Mr. Haresh R Mehta

Director

DIN: 00291788



Premium eBusiness Venture Pvt Ltd

CIN U74999MH1990PTC059206

Cash Flow Statement for the Year ended on

Particulars	31st March, 2023	31st March, 2022
A. Cash Flow from Operating Activities		
Net Profit before Tax	(16,178)	2,839
Adjustment for		
Depreciation	3,625	3,320
Interest Expenses	452	717
Share of Profit from LLP	(62)	(1,080)
Interest Income	(9,776)	9,181
Operating profit before change in Working Capital	(21,940)	14,977
Adjustment for change in working capital		
(Increase) /Decrease in Debtors	1,213	(1,260.18)
(Increase) /Decrease in Escrow Account	(9,781)	8,257
(Increase) /Decrease in Loans & Advances	(3,301)	(1,890)
Increase /(Decrease) in Trade payables	8,585	232
Increase /(Decrease) in Current Liabilities and Provision	(590)	(411)
Cash Generated from Operations	(25,814)	19,905
Taxes (Paid)/Refund	(301)	224
Cash generated from operating Activities	(26,115)	20,129
B. Cash Flow from Investing Activities		
Fixed Deposits with maturity more than 3 months but less than 12 months	13,333	(20,207)
Loans given to related parties	(8,067)	(5,672)
Investment in LLP	-	-
Purchase of Fixed Assets & Intangible Assets	-	5,266
Net Cash used in Investing Activities	5,266	(29,443)
C. Cash Flow from Financing Activities		
Interest Income	10,827	(10,247)
Interest Paid	(452)	(717)
Loans & Advance to Associates	-	-
Issuance of Compulsorily Convertible Non-Cumulative Preference Share	10,500	-
Secured Loan from bank	(420)	2,116
Unsecured Loan repaid	-	20,455
Net Cash from Financing Activities	20,455	(8,848)
Net Decrease in cash and cash equivalents (A + B + C)	(394)	(18,162)
Cash and Cash equivalents as on beginning date	933	19,095
Cash and Cash equivalents as on closing date	539	933
Net Increase in cash and cash equivalents	(394)	(18,162)
	0	(0)

Note:

1. The Cash Flow has been prepared under the " Indirect Method" as set out in Accounting Standard 3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.

This is the Cash Flow Statement referred to in our report of even date.

For Dalal Doctor & Associates

Chartered Accountants

FRN 120833W

Ameed Chheda

Partner

M. No 112865

Mumbai,

31 JUL 2023



For and on behalf of the Board

Mr Yash Haresh Mehta

Director

DIN: 06436114

Mr. Haresh R Mehta

Director

DIN: 00291788



Handwritten signature of Mr. Haresh R Mehta.