Flow Interactive Ltd

CHETAN MAYUR & CO.
Chartered Accountants

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The Board of Directors
Flow Interactive Ltd

Report on special purpose financial statements

1. This report is issued in accordance with the terms of our agreement dated December 12, 2016.

2. We have audited the accompanying special purpose Ind AS financial statements of Flow Interactive Ltd (the "Company") which comprise the balance sheet as at March 31, 2017, the statement of profit and loss (including Other Comprehensive Income), the cash flow statement and the Statement of Change in Equity for the period from November 2, 2016 to period ended on March 31, 2017 and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the special purpose Ind AS Financial Statements

3. Management is responsible for the preparation of these special purpose Ind AS financial statements as mentioned above to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and change in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Companies Act, 2013 to the extent considered relevant by it for the purpose for which these special purpose financial statements have been prepared (the "accounting principles generally accepted in India"). The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of special purpose Ind AS financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

4. Our responsibility is to express an opinion on these special purpose Ind AS financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ("the Act") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the special purpose Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the Ind AS financial statements 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Ind AS financial statements.

6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

7. Based on our audit, we report that:

   a. We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;

Chetan Mayur & Co. PUNE Chartered Accountants

b. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;

c. In our opinion and to the best of our information and according to the explanations given to us, the special purpose Ind AS financial statements, together with the notes thereon and attached thereto, fairly present, in all material respects, in conformity with the accounting principles generally accepted in India:

(i) in the case of the Balance Sheet, the state of affairs of the Company as at March 31, 2017;

(ii) in the case of the Statement of Profit and Loss (including other comprehensive income), no profit or loss for the period ended on that date;

(iii) in the case of the Cash flow statement, of the cash flows for the period ended on that date; and

(iv) in the case of the Statement of Change in Equity, the change in equity for the period ended on that date

Emphasis of Matter – Basis of Preparation

8. We draw attention to Note 2(a) to the special purpose Ind AS financial statements, which describes the basis of its preparation. The special purpose Ind AS financial statements are not the statutory financial statements of the Company, and are not intended to, and do not, comply with the disclosure provisions applicable to statutory financial statements prepared under the Companies Act, 2013, as those are considered irrelevant by the Management and the intended users of the special purpose Ind AS financial statements for the purposes for which those have been prepared. Our opinion is not qualified in respect of this matter.

Other Matter

9. The special purpose Ind AS financial statements dealt with by this report, have been prepared for the express purpose to enable Zensar Technologies Limited to prepare Consolidated Ind AS Financial Statement pursuant to the requirement of Companies Act, 2013.

Restriction on Use

10. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of any Ind AS financial statements of the Company.

11. This report is addressed to the Board of Directors of the Company and has been prepared for and only for the purposes set out in paragraph 9 above. This report should not be otherwise used or shown to or otherwise distributed to any other party or used for any other purpose except with our prior consent in writing. Chetan Mayur & Co neither accepts nor assumes any duty, responsibility or liability to any other party or for any other purpose.

For Chetan Mayur & Co
Chartered Acountants
Firm Registration No 123216W

Chetan Shroff
Partner
M No 104273
Date: 25th April 2017
Place: Pune

Chetan Mayur & Co. PUNE Chartered Accountants

Flow Interactive Ltd
Standalone Balance Sheet
(All amounts are in Rupees INR, except per share data unless otherwise stated)

Particulars	Note no.	March 31, 2017
ASSETS		
CURRENT ASSETS		
a) Other Current assets		0.00
Total Current Assets		**0.00**
Equity		
(a) Equity Share capital	4	0.00
(b) Other Equity		
i. Reserves and surplus	5	(0.53)
Total Equity		(0.53)
CURRENT LIABILITIES		
(a) Financial Liabilities		
i. Trade payables	6	0.53
Total Current Liabilities		0.53
Total Equity and Liabilities		**0.00**
Summary of significant accounting policies		

The accompanying notes are an integral part of these financial statements

This is the Balance Sheet referred to in our report of even date.

Chetan Mayur & Co
Chartered Accountants
Firm Registration No 123216W

For and on behalf of the Board of Directors of
Flow Interactive Limited

Chetan Shroff
Partner
M No 104273
Date: April 25, 2017

Chetan Mayur & Co. PUNE Chartered Accountants

Sandeep Kishore
Director

Chaitanya Rajebahadur
Director

Date: April 25, 2017

Flow Interactive Ltd
Statement of Profit and Loss for the period ended March 31, 2017
(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Notes	March 31, 2017
Income		
Revenue from operations		-
Other income		-
Total Income		-
Expenses		
Employee benefits expense		-
Total expenses (II)		-
Profit before exceptional items and tax		-
Exceptional items		
Profit before tax from continuing operations		-
Income Tax expense		
Current tax		-
Deferred tax		
Total tax expense		-
Profit for the year		-

Particulars	Notes	March 31, 2017
Other comprehensive income		
A. Items that may be reclassified to profit or loss		
- exchange difference on translation of foreign operations		-
		-
Other comprehensive income for the year, net of tax [A+B]		-
Total comprehensive income for the year		-

Earnings per share		
Basic		-
Diluted		-
Summary of significant accounting policies		

The accompanying notes are an integral part of these financial statements.
This is the Statement of Profit and Loss referred to in our report of even date.

Chetan Mayur & Co
Chartered Accountants
Firm Registration No 123216W

Chetan Shroff
Partner
M No 104273
Place: Pune
Date: April 25, 2017

Chetan Mayur & Co. PUNE Chartered Accountants

For and on behalf of the Board of Directors of
Flow Interactive Limited

Sandeep Kishore Director

Chaitanya Rajebahadur Director

Place: Pune
Date: April 25, 2017

Flow Interactive Ltd
Statement of Cash Flows for period ended March 31, 2017
(All amounts in Rupees Lakhs, unless otherwise stated)

Particulars	Notes	March 31, 2017	
Cash Flow from operating activities			
Profit before taxation from:			
- continuing operations		-	
Profit before taxation including discontinued operations			-
Adjustments for:			
Depreciation and Amortisation		-	
Operating Profit before Working Capital Changes			-
Change in operating assets and liabilities			
(Increase)/ decrease in other current assets			
Increase/ (decrease) in other current liabilities			-
Cash generated from operations			-
Income taxes paid (net of refunds)			
Net cash inflow from operating activities			-
Cash Flow from investing activities			
Purchase of tangible/intangible assets including Capital Work in Progress			
Net Cash used in Investing Activities			-
Cash Flow from financing activities			
Dividend on equity shares and tax thereon			
Net Cash used in Financing Activities			-
Effect of exchange differences on translation of foreign currency cash and cash equivalents			
Net Increase/(Decrease) in cash and cash equivalents			-
Cash and cash equivalents at the beginning of the financial year			-
Cash and cash equivalents at the end of the financial year			-

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard 3 on Cash Flow Statements.
2. Prior year comparatives have been reclassified to conform with current year's presentation, where applicable.
3. Cash and cash equivalents comprise of:

	March 31, 2017	November 2, 2016
Cash on Hand	-	-
Balances with Banks	-	-
Total	-	-

The accompanying notes are an integral part of these financial statements
This is the Cash Flow Statement referred to in our report of even date.

Chetan Mayur & Co
Chartered Accountants
Firm Registration No 123216W

For and on behalf of the Board of Directors of
Flow Interactive Limited

Chetan Mayur & Co. PUNE Chartered Accountants

Chetan Shroff
Partner
M No 104273
Place: Pune
Date: April 22, 2017

Sandeep Kishore
Director

Chaitanya Rajebahadur
Director

Place: Pune
Date: April 25, 2017

Flow Interactive Ltd
Statement of changes in equity
(All amounts are in Rupees Lakhs, unless otherwise stated)

A Equity share capital

Particulars	Notes	Amount
As at 2nd Nov 16		**0.00**
Change in equity share capital		-
As at March 31, 2017		**0.00**

B Other equity

Particulars	Notes	Reserves & Surplus		Total other equity
		Capital redemption reserve	Retained earnings	
Balance as at November 2, 2016		-	- **0.53**	- **0.53**
Profit for the year		-	-	-
Other Comprehensive Income		-	-	-
Total comprehensive income for the year		-	- **0.53**	- **0.53**
Balance as at March 31, 2017		-	- **0.53**	- **0.53**

Chetan Mayur & Co
Chartered Accountants
Firm Registration No 123216W

For and on behalf of the Board of Directors of
Flow Interactive Limited

Chetan Mayur & Co. ★ PUNE ★ Chartered Accountants

Chetan Shroff

Partner
M No 104273
Place: Pune
Date: April 25, 2017

Sandeep Kishore
Director

Chaitanya Rajebahadur
Director

Place: Pune
Date: April 25, 2017

Flow Interactive Ltd
Notes to the Financial Statements

1. **General Information**

Flow Interactive Limited ("the Company") was founded in 201 is based in London, United Kingdom. The company is dormant and had no transactions during the year.

2. **Summary of significant accounting policies**

a. Basis of preparation

The Special Purpose Financial Statements are prepared purposes of the information and use of management and the Board of Directors in its preparation of the Consol cial Statements of the ultimate Holding Company, Zensar Technologies Limited

cial statements comply in all mate al aspects with Indian Accounting Standards (Ind AS) notified under the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant s of the Act.

(i) storical cost convention:

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

- certain financial assets and liabilities which are measured at fair value;
- defined benefit plans - plan assets measured at fair value

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

b. Foreign Currency Translation

(i) Functional and presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional currency for the Company is UK Pounds. However, as the Company is a subsidiary of Zensar Technologies Limited, a company registered in India, the Financial Statements are prepared in Indian Rupees for the consolidation purpose.

(ii) Transactions and balances

- Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in the statement of profit and loss and reported within foreign exchange gains/(losses), net within results of operating activities except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

- Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs.

- Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

c. Revenue Recognition

The Company derives revenue primarily from IT applications development and IT services.
Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts, value added taxes and other amounts collected on behalf of third parties.

The company recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The Company estimates its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Time and material contracts:
Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

(ii) Fixed- price contracts:

Revenues from fixed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

'Unbilled revenues' represent cost and earnings in excess of billings as at the end of the reporting period. 'Unearned revenues' represent billing in excess of revenue recognized. Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers'.

d. Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of income except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

(i) Current Income Tax:

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the period.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred Income Tax:

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and foreign branches where the timing of the reversal of the temporary difference cannot be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income 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 income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets
against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously

e. Leases

As a lessee:

Finance Lease: Leases of property, plant and equipment, where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at lower of the fair value of the leased property and the present value of the minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Operating lease: Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Payments made under operating leases are recognized in the statement of income on a straight-line basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Deposits provided to lessors: The Company is generally required to pay refundable security deposits in order to obtain property leases from various lessors. Such security deposits are financial assets that are recorded at fair value on initial recognition. The difference between the initial fair value and the refundable amount of the deposit is recognized as a lease prepayment. The initial fair value is estimated as the present value of the refundable amount of security deposit, discounted using the market interest rates for similar instruments.
Subsequent to initial recognition, the security deposit is measured at amortized cost using the effective interest method with the carrying amount increased over the lease period up to the refundable amount. The amount of increase in the carrying amount of deposit is recognized as interest income. The lease prepayment is amortized on a straight line basis over the lease term as lease rental expense.

f. Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identificable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).
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.

g. Cash and Cash Equivalents

For the purposes of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, in banks and deman deposits with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to insignificant change in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

h. Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

i. Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:
- those to be measured subsequently at fair value (either through other comprehensive income, or through profit and loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics.

(ii) Initial Recognition

All financial asssets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributatble to the acquisition of the financial asset.

(iii) Measurement

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

Financial assets at fair value through other comprehensive income:
A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial assets at fair value through profit or loss:
A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss(ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.The amount of expected credit losses(or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

(v) Derecognition of financial assets

The Company derecognizes a financial asset when

- the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IFRS9.
- retains 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.

When 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 extent of continuing involvement in the financial asset.

(vi) Income Recognition

Interest Income:

Interest income from debt instruments is recognised using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset or a shorter period, where appropriate, to the gross 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 (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends:

Dividends are recognised in profit or loss only when the right to receive the payment is established, which is generally when shareholders approve the dividend, it is probable that the ecnonomic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

j. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforeacble right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset on a net basis or realise the asset and settle the liability 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.

k. Property, plant and equipment

(i) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. All other repairs and maintenance costs are charged to profit and loss in the reporting period in which they occur.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital work- in-progress.

(ii) Depreciation

The Company depreciates property, plant and equipment on a straight-line basis as per the useful lives of assets determined based on technical evaluation done by the management's expert. The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.

l. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as interest expense.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

m. Employee benefits

(i) Post-employment and pension plans

The Company has Defined Contribution Plan for Post-employment benefits for all employees. The Company pays contributions to publicly administered pension insurance plan on a mandatory, contractual or voluntary basis. This fund is classified as defined contribution plan. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service.

(ii) Short-term benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. Liabilities for wages and salaries including the amount expected to be paid under short-term cash bonus, expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(iii) Compensated absences:

The employees of the Company are entitled to compensated absences. The employees cannot carry forward the unutilized balance of leaves in the next calender year. Leaves remaining unutilised can be encashed at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement.

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

n. Fair value measurement:

The company measures certain investments, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability,

or

- in the absence of a principal market, in the most advantageous market for the asset or liability

o. Contributed Equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

p. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

q. Earnings per share

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at

r. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

New Accounting standards not yet adopted

A number of new standards, amendments to standards and interpretations are not yet effective for annual periods beginning after April 1, 2016, and have not been applied in preparing these financial statements. New standards, amendments to standards and interpretations that could have a potential impact on the consolidated financial statements of the Company are:

Ind AS 115 – Revenue from Contracts with Customers

Ind AS 115 supersedes all existing revenue requirements in Ind AS (Ind AS 11 Construction Contracts, Ind AS 18 Revenue and related interpretations). According to the new standard, revenue is recognized to depict the transfer of promised goods or services to a customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Ind AS 115 establishes a five step model that will apply to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligation; changes in contract asset and liability account balances between periods and key judgments and estimates. The standard permits the use of either the retrospective or cumulative effect transition method. In September 2015, the IASB issued an amendment to IFRS 15 deferring the adoption of the standard to periods beginning on or after January 1, 2018. The Company is currently assessing the impact of adopting IFRS 15 on the Company's Financial Statements.

IFRS 16 - Leases

On January 13, 2016, the International Accounting Standards Board issued the final version of IFRS 16, Leases. IFRS 16 will replace the existing leases standard, IAS 17 Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. IFRS 16 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Accounting for transactions where the Company is a lessee is expected to be impacted on application of this standard. The Standard also contains enhanced disclosure requirements for lessees. The effective date for adoption of IFRS 16 is annual periods beginning on or after January 1, 2019, though early adoption is permitted for companies applying IFRS 15 Revenue from Contracts with Customers. The Company is currently assessing the impact of adopting IFRS 16 on the Company's Financial Statements.

3. Critical estimates and judgements

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation of each affected line item in the financial statements.

The areas involving critical estimates and/or judgements are:

- None, since company is dormant

4 (a) Share capital

Particulars	March 31, 2017
Authorised: 2 equity shares of GBP 1 each	0.00
Total	0.00
Issued, subscribed and Paid up : 2 equity shares of GBP 1 each	0.00
Total	**0.00**

(b) Reconciliation of the shares outstanding as at the beginning and at the end of the year:

Particulars	March 31, 2017	
	Nos	Rs. In lakhs
At the beginning of the year	2	0.00
Add: Shares issued on exercise of Employee Stock Options		
Outstanding at the end of the year	2	0.00

(c) Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of GBP 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in GBP. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of shareholder	March 31, 2017	
	%	No. of shares
Foolproof Limited	100	2.00

Flow Interactive Ltd
Notes to the Financial Statements as at and for the period ended March 31, 2017
(All amounts are in INR Lakhs, unless otherwise stated)

5 (a) Reserves and Surplus:

Particulars	**March 31, 2017**
Retained earnings	(0.53)
Currency translation adjustment	0.00
Total reserves and surplus	**(0.53)**

5 (b) Details of additions and deletions since the last Balance Sheet

Particulars	**March 31, 2017**
Retained earnings	
Balance as at the 2nd November 2016*	(0.53)
Add: Net Profit for the year	-
Balance as at the end of the year	**(0.53)**

* Acquisition date

Flow Interactive Ltd
Notes to the Financial Statements as at and for the period ended March 31, 2017
(All amounts are in INR Lakhs, unless otherwise stated)

6 Trade Payables

Particulars	March 31, 2017
Current	
Trade Payables	0.53
Trade payables to related parties	-

Chetan Mayur & Co
Chartered Accountants
Firm Registration No 123216W

For and on behalf of the Board of Directors of
Flow Interactive Limited

Chetan Mayur & Co.
PUNE
Chartered Accountants

Chetan Shroff
Partner
M No 104273
Place: Pune
Date: April 25, 2017

Sandeep Kishore
Director

Place: Pune
Date: April 25, 2017