Strategic Report, Report of the Director and

Financial Statements for the Year Ended 31 March 2022

for

RateGain Technologies Limited

RateGain Technologies Limited UK

RateGain Technologies Limited

Contents of the Financial Statements
for the Year Ended 31 March 2022

RateGain Technologies Limited

Company Information
for the Year Ended 31 March 2022

DIRECTOR:	B Chopra Aditi Gupta (appointed 26 July 2021) Navin Wadhwa (resigned 8 December 2021)
REGISTERED OFFICE:	6^{th} Floor 9 Appold Street London EC2A 2AP
REGISTERED NUMBER:	09343667 (England and Wales)
AUDITORS:	PBG Associates Limited Chartered Accountants and Statutory Auditors 65 Delamere Road Hayes, Middlesex UB4 0NN

RateGain Technologies Limited

Strategic Report
for the Year Ended 31 March 2022

The director presents his strategic report for the year ended 31 March 2022.

Business review

RateGain partners with hospitality companies to engage the connected traveler and help revenue, distribution and marketing managers overcome the daily challenge of generating revenue in this dynamically changing industry. We help unlock new revenue by providing the only end to end platform that provides accurate, real-time and meaningful insights, and connects companies to the largest supply and demand travel and hospitality network in the world. Our 3-year goal is to be the most dominant player in areas of revenue maximization, distribution and guest experience technologies for travel and hospitality industry, with a longer-term vision of being the most valuable Hospitality and Travel Tech Company in the world.

In 2018 RateGain purchased the assets of DHISCO Electronic Distribution Inc ('DHISCO') through its wholly owned US subsidiary, RateGain Technologies Inc. This was followed up with the two more acquisition of BCV Social LLC ('BCV') in 2019 and MyHotelshop Gmbh (MHS) in Sep 2021.

BCV is a Chicago-based social media management and strategy company focused on the hotel sector. BCV helps hotels create content for social media platforms and cope with negative messages. BCV also creates and runs social marketing campaigns and enables RateGain to unlock revenue across hotel chains, airlines, car rentals, OTAs, cruise lines, package providers, TMCs, and vacation rentals.

MHS provides solutions to increase direct sales of hotels and make it a profitable distribution channel by optimizing, managing, and distributing hotel content and campaigns to demand partners and driving the online success of its hotel partners.

Key Performance Indicators ("KPI")

The performance during the year, together with historical trend data is set out in the table below:

£

	2022	2021	Movement
Turnover	12,256,816	11,911,797	3%
Operating Profit	568,010	717,094	-21%
Profit before taxation	45,753	622,835	-93%

As compared to last year turnover of the company has increased by 3% however operating profit reduced by 21% as compared to last year. This is primarily because of decrease in other operating income which was pertaining to R&D tax credits for last year. Profit after tax is also reduced as compared to last year primarily because of increase in interest cost on loan taken from Silicon Valley bank.

Principal risks and uncertainties

RateGain operates in Software as a Service markets catering to travel and hospitality segments and faces a number of risks and uncertainty.

Liquidity risk:

Liquidity risk is managed by maintaining a balance between the funding requirements to support operational and other activities and the bank balances available. The company's liquidity risk management includes short-term cash projections and considering the level of liquid assets in relation thereto, and monitoring balance sheet liquidity on a frequent basis.

Commercial Risk

The markets and segments the company operates within are intensely competitive, rapidly changing, and highly fragmented, as current competitors expand their product offerings and new companies enter the market. Competitors vary in size and in the scope and breadth of the products offered

These expected results are subject to risks and uncertainties including without limitation the following: (a) demand for The Company's software may decline, causing a decline in demand. (b) the company may not be successful in delivering services that satisfy customer requirements, which could result in decreased customer demand, or claims by customers, (c) other companies are capable of providing better products which may increase their market share

Credit risk:
Customers comprise large corporates with low credit risk. There are not considered to be any material risks relating to individual customers or business partners. Trade debtors are also managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits.

Interest rate risk:
The company owes amount to group company on which interest is payable. However, there are not considered to be any material risk regarding interest rate.

Human Resources

The company is aware that its performance is only as good as the people it employs. RateGain therefore attempts to have policies in place to attract, retain and motivate its employees to help achieve is business objectives.

Forex Risk

The company deals with all major currencies like GBP, EUR and USD Volatility in currency may impact the results of the company adversely.

Future developments

RateGain will continue to focus on growth via acquisition of new businesses along addition of new services. The Company is active in the Mergers and Acquisition (M&A) market and continuously seeking opportunities to acquire business in the distribution sector. In addition, RateGain will continue to focus on growth via organic strategies, by upselling and cross selling products, to support the future M&A and investment in new products, the holding company i.e. RateGain Travel Technologies Ltd (India) has raised the funds through initial public offer through securities and exchange board of India amounted to approximate GBP 41MN (INR3,750 MN).

ON BEHALF OF THE BOARD:

B Chopra - Director

1 August 2022

RateGain Technologies Limited UK

RateGain Technologies Limited

Report of the Director
for the Year Ended 31 March 2022

The director presents his report with the financial statements of the company for the year ended 31 March 2022.

PRINCIPAL ACTIVITIES

RateGain's software solutions allow hospitality businesses to engage with travellers and help revenue, distribution and marketing departments to drive revenue by providing accurate, real-time and meaningful insights.

DIVIDENDS
No dividends will be distributed for the year ended 31 March 2022.

DIRECTORS
B Chopra has held office during the whole of the period from 1 April 2021 to the date of this report.

Other changes in directors holding office are as follows:

N Wadhera - resigned 8 December 2021
Aditi Gupta - appointed 26 July 2021

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS
So far as the director are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and they have taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS
The auditors, PBG Associates Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

B Chopra - Director

1 August 2022

RateGain Technologies Limited
UK

Statement of Director's Responsibilities
for the Year Ended 31 March 2022

The directors are responsible for preparing the Strategic Report, the Report of the Director and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Report of the Independent Auditors to the Members of
RateGain Technologies Limited

Opinion

We have audited the financial statements of RateGain Technologies Limited (the 'Company') for the year ended 31 March 2022 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the director with respect to going concern are described in the relevant sections of this report.

Other information

The director is responsible for the other information. The other information comprises the information in the Strategic Report, the Report of the Director and the Statement of Director's Responsibilities, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, 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.

Report of the Independent Auditors to the Members of
RateGain Technologies Limited

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:
- the information given in the Strategic Report and the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Director have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Director.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of director

As explained more fully in the Statement of Director's Responsibilities set out on page four, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director 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 director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditors' 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 a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with those charged with governance of the Company. Our approach was as follows:

Report of the Independent Auditors to the Members of
RateGain Technologies Limited

We obtained a general understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are direct laws and regulations those have effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and taxation legislation. We obtained a general understanding of how the Company is complying with those frameworks by making enquiries of management and those responsible for legal and compliance matters of the Company.

For both direct and other laws and regulations, our procedures involved: making enquiry of the directors of the Company for their awareness of any noncompliance of laws or regulations, inquiring about the policies that have been established to prevent non-compliance with laws and regulations by officers and employees.
Our audit procedures included:

- examining the supporting documents for all material balances, transactions and disclosures
- enquiry of management and review and inspection of relevant correspondence
- evaluation of the selection and application of accounting policies
- analytical procedures to identify any unusual or unexpected relationship
- review of accounting estimates for biases

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report
This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Devender Arora ACA (Senior Statutory Auditor)
for and on behalf of PBG Associates Limited
Chartered Accountants and Statutory Auditors
65 Delamere Road
Hayes, Middlesex
UB4 0NN

1st August 2022

RateGain Technologies Limited

Income Statement
for the Year Ended 31 March 2022

	Notes	31.3.22 £	31.3.21 £
TURNOVER	3	12,256,816	11,911,797
Cost of Sales		6,775,899	6,185,536
GROSS (LOSS)/PROFIT		5,480,917	5,726,261
Administrative expenses		4,931,274	5,151,184
		549,643	575,077
Other operating income	3	18,367	142,017
OPERATING PROFIT		568,010	717,094
Interest payable and similar expenses	6	522,257	94,259
PROFIT BEFORE TAXATION		45,753	622,835
Tax on profit	7	9,565	86,695
PROFIT FOR THE FINANCIAL YEAR		36,188	536,140

RateGain Technologies Limited UK ★

RateGain Technologies Limited

Other Comprehensive Income
for the Year Ended 31 March 2022

	Notes	31.3.22 £	31.3.21 £
PROFIT FOR THE YEAR		36,188	536,140
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		36,188	536,140

RateGain Technologies Limited ★ UK

RateGain Technologies Limited (Registered number: 09343667)

Balance Sheet
31 March 2022

	Notes	31.3.22 £	31.3.22 £	31.3.21 £	31.3.21 £
FIXED ASSETS					
Intangible assets	8		25,034		39,051
Tangible assets	9		4,695		5,696
Investments	10		26,642,208		18,774,145
			26,671,937		18,818,892
CURRENT ASSETS					
Debtors	11	6,594,043		4,547,367	
Cash in hand		361,877		3,319,835	
		6,955,920		7,867,202	
CREDITORS					
Amounts falling due within one year	12	10,909,440		7,305,042	
NET CURRENT (LIABILITIES)/ASSETS			(3,953,520)		562,160
TOTAL ASSETS LESS CURRENT LIABILITIES			22,718,417		19,381,052
CREDITORS					
Amounts falling due after more than one year	13		(519,905)		(8,044,473)
NET ASSETS			22,198,512		11,336,579
CAPITAL AND RESERVES					
Called up share capital	14		135		130
Share premium	15		18,632,610		7,806,870
Retained earnings	15		3,565,767		3,529,579
SHAREHOLDERS' FUNDS			22,198,512		11,336,579

The financial statements were approved by the director and authorised for issue on 1 August 2022 and were signed by:

B Chopra - Director

RateGain Technologies Limited UK

RateGain Technologies Limited

Statement of Changes in Equity
for the Year Ended 31 March 2022

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 April 2020	130	2,993,439	7,806,870	10,800,439
Changes in equity				
Issue of share capital	-	-	-	-
Total comprehensive income	-	536,140	-	536,140
Balance at 31 March 2021	130	3,529,579	7,806,870	11,336,579
Changes in equity				
Issue of share capital	5	-	10,825,740	10,825,745
Total comprehensive income	-	36,188	-	36,188
Balance at 31 March 2022	135	3,565,767	18,632,610	22,198,512

RateGain Technologies Limited ★ UK

1. **STATUTORY INFORMATION**

RateGain Technologies Limited ("the company") is a private company limited by shares domiciled and incorporated in England and Wales. The company changed its registered office from Devonshire House, 60 Goswell Road, London, EC1M 7AD to Tms Holly House 77 Holyhead Road Birmingham B21 0LG on 13 May 2022. On 27 May 2022 the company changed its registered address to 6th Floor 9 Appold Street London EC2A 2AP.

2. **ACCOUNTING POLICIES**

Accounting convention
These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006. The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest pound.
The financial statements have been prepared on the historical cost convention. The principal accounting policies adopted are set out below.

Cash flow exemption
The company, being member of the group wherein the parent company prepares consolidated financial statements which are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with Financial Reporting Standard 102.

Related party exemption
The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Going concern
At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resource to continue in operational existence for the foreseeable future, thus director continue to adopt the going concern basis of accounting in preparing of financial statements.

Group accounts
The Company's financial statements present information about it as an individual undertaking and not about its group because the Company is 100% owned by RateGain Travel Technologies Limited. The Company's and group's financial statement will be consolidated by RateGain Travel Technologies limited, parent company, registered in India. The Company has taken the exemption from preparing group accounts under Companies Act 2006.

RateGain Technologies Limited UK

2. **ACCOUNTING POLICIES - continued**

Judgements and key sources of estimation uncertainty
In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements
The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Impairment of intangible assets:

The directors have performed an impairment review of its intangible assets using an income approach utilising the discounted cash flow technique and based on assumptions provided by independent valuers. This requires forecasts of items such as revenue, operating costs, and capital spending requirements. A cost approach, that estimates the replacement cost, and a relief-from-royalty method, which quantifies the cost savings associated with not having to pay a third party to licence comparable technology, has been utilised for its computer software intangible.

Key sources of estimation uncertainty
The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Bad debt provision
The directors have provided for specific old debts not deemed recoverable. The amount consists of any amounts older than 365 days, and any other debts less than 365 days old that are not expected to be recovered.

Turnover
Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Turnover is representing the fair value of the consideration received or receivable for revenue management software services provided in the normal course of business, and is shown net of VAT and other sales related taxes. Turnover is recognised on a straight-line basis over the period of services are to be provided. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Cash and Cash equivalents
Cash and cash equivalent include cash in hand, deposit held at call with bank, other short term liquid investments with original maturities of three months or less and bank overdraft are shown within borrowing in current liabilities.

RateGain Technologies Limited UK

2. **ACCOUNTING POLICIES - continued**

Intangible fixed assets other than goodwill
Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	3 - 5 years straight line

Tangible fixed assets
Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses. Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Computers and Peripheral	4 years straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

Fixed asset investments
Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

Impairment of fixed assets
At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Recoverable amount is the higher of fair value less costs to sell and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

RateGain Technologies Limited UK

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2. ACCOUNTING POLICIES - continued

Financial instruments
The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets
Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets
Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets
Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

RateGain Technologies Limited UK

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2. **ACCOUNTING POLICIES - continued**

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

Employee benefits

The cost of short-term employee benefits is recognised as a liability and a expense, unless those cost are required to be recognised as a part of the cost of stock or fixed assets.

The costs of any unused holiday entitlements are recognised in the period in which the employee's service are received.

Termination benefits are recognised immediately as an expense when the Company is demonstrably committed to terminate the employment of an employee or the provide termination benefits.

Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

RateGain Technologies Limited UK

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3. TURNOVER

	2022 £	2021 £
Turnover analysed by class of business		
Software services	12,256,816	11,911,797

	2022 £	2021 £
Other revenue		
Miscellaneous Income	18,367	-
R&D tax credit	-	142,017

	2022 £	2021 £
Turnover analysed by geographical market		
United States of America	7,659,021	7,443,426
Europe	4,007,082	3,894,286
Rest of the world	590,713	574,085
	12,256,816	11,911,797

continued...

4. EMPLOYEES AND DIRECTORS

	2022 Number	2021 Number
Sales and support staff	8	8

Their aggregate remuneration comprised:

Wages and salaries	5,95,035	9,34,647
Social security costs	77,770	70,084
Pension costs	16,794	15,324
	6,89,598	10,20,055

There is no remuneration paid to directors during the current year. (2021: NIL)

5. OPERATING (LOSS)/PROFIT

The operating profit is stated after charging:

	31.3.22 £	31.3.21 £
Auditors' remuneration*	5,000	37,000
Hosting, Proxy and Data charge	2,511,318	2,046,256
IT & Telecom charges	189,182	165,202
Provision for doubtful debts	799,498	686,607
Foreign exchange differences, net	(431,628)	311,554

*Auditors' remuneration includes:		
Audit of financial statements of the company#	5,000	20,000
Audit of financial statements of the subsidiary	-	17,000

#Fee for Audit of financial statements of the company of previous year includes audit fees of individual and consolidated accounts whereas current year fee includes audit of individual accounts.

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	31.3.22 £	31.3.21 £
Bank loan interest	502,939	-
Interest on Intercompany loan	19,318	94,259
	522,257	94,259

RateGain Technologies Limited UK

continued...

7. **TAXATION**

Total tax charged for the year	9,565	86,695

The actual charge for the year can be reconciled to the expected charge based on the profit and the standard tax rate as follows:

	2022	2021
	£	£
Profit before taxation	45,753	622,835
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	8,693	118,342
Tax effect of expenses that are not deductible in determining taxable profit	3,186	3,310
Double tax relief	(1,604)	(22,712)
Permanent capital allowances in excess of depreciation	(709)	(655)
Others	-	(11,599)
	9,565	86,695

RateGain Technologies Limited UK

continued...

8. INTANGIBLE FIXED ASSETS

	Computer software
	£
COST	
At 1 April 2021	56,073
Additions	-
At 31 March 2022	56,073
AMORTISATION	
At 1 April 2021	17,022
Amortisation for year	14,017
At 31 March 2022	31,039
NET BOOK VALUE	
At 31 March 2022	25,034
At 31 March 2021	39,051

9. TANGIBLE FIXED ASSETS

	Computer equipment
	£
COST	
At 1 April 2021	23,530
Additions	2,530
Reclassification/transfer	(1,763)
At 31 March 2022	24,297
DEPRECIATION	
At 1 April 2021	17,834
Charge for year	2,752
Reclassification/transfer	(984)
At 31 March 2022	19,602
NET BOOK VALUE	
At 31 March 2022	4,695
At 31 March 2021	5,696

RateGain Technologies Limited UK

continued...

10. FIXED ASSET INVESTMENTS

	£
COST	
At 1 April 2021	18,774,145
Additions:	
Investment in RateGain Inc.	837,357
Investment in Myhotelshop Gmbh*	7,030,706
At 31 March 2022	26,642,208
NET BOOK VALUE	
At 31 March 2022	26,642,208
At 31 March 2021	18,774,145

*During the year ended 31 March 2022, the Company has entered into an agreement dated 10 September 2021, to acquire Myhotelshop GmbH

Details of the company's Subsidiaries are as follows

Name of undertaking	Registered Office	Class of shares held	Capital and Reserves £	Profit (loss) for the year £	% Held	
					Direct	Indirect
RateGain Technologies Inc	United States	Ordinary	18,145,770	2,697,642	100	-
RateGain Technologies Spain	Spain	Ordinary	194,092	28,344	100	-
BCV Social LLC	United States	Ordinary	3,600,064	(2,544,857)	-	100
MyHotelshop Gmbh	Germany	Ordinary	1,902,876	223,137	100	-
MyHotelshop Spain	Spain	Ordinary	29,150	4,336	-	100

11. DEBTORS

	31.3.22 £	31.3.21 £
Amounts falling due within one year:		
Trade debtors	3,563,510	3,172,896
Amount recoverable from related party	2,793,962	991,384
Corporation Tax Recoverable	47,460	45,856
Other Debtors	10,147	192,047
Prepaid expenses	171,467	145,184
	6,586,546	4,547,367
Amounts falling due after more than one year:		
Prepaid expenses	1,547	-
Other non-current assets	5,950	-
	7,497	-
Aggregate amounts	6,594,043	4,547,367

RateGain Technologies Limited ★ UK

continued...

continued...

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.22	31.3.21
	£	£
Trade creditors	355,252	463,663
Contingent consideration	720,975	-
Deferred consideration	450,610	-
Accruals and Deferred Income	2,259,983	2,404,100
Payable to related parties	6,939,448	3,868,341
Social Security and other taxes	22,082	38,185
Corporation Tax Payable	57,847	89,002
Loans from Bank	-	434,820
Other creditors	63,534	6,931
Advances from customers	39,709	-
	10,909,440	7,305,042

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31.3.22	31.3.21
	£	£
Loans from Bank	-	8,044,473
Contingent consideration	519,905	-
	519,905	8,044,473

14. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.3.22 £	31.3.21 £
135	Ordinary share capital	£1	135	130

(The company has issued share capital of £ 5 at a premium of 10,825,740, during the year)

15. RESERVES

	Retained earnings	Share premium	Totals
	£	£	£
At 1 April 2021	3,529,279	7,806,870	11,336,149
Profit for the year	36,188		36,188
Securities Premium	-	10,825,740	10,825,740
At 31 March 2022	3,565,767	18,632,610	22,198,077

RateGain Technologies Limited UK

continued...

16. RELATED PARTY DISCLOSURES

The company has taken advantage of an exemption available under FRS102 not to disclose transactions with group undertakings.

17. CONTROLLING PARTY

The immediate parent company is RateGain Travel Technologies Private Limited, a company registered in India. Their consolidated financial statements can be obtained from the Ministry of Corporate Affairs in India.

The ultimate controlling party is B Chopra, by virtue of his controlling stake in the parent company.

18. PREVIOUS YEAR FIGURES

Previous year figures have been regrouped and rearranged to make them comparable with the current year figures.

RateGain Technologies Limited ★ UK

RateGain Technologies Limited

Detailed Profit and Loss Account
for the Year Ended 31 March 2022

	31.3.22		31.3.21	
	£	£	£	£
Sales		12,256,816		11,911,797
Cost of Sales		6,775,899		6,185,536
Other income				
Sundry receipts		18,367		142,017
		5,499,284		5,868,278
Expenditure				
Hosting, Proxy and Data charge	2,511,318		2,046,256	
IT & Telecom	189,182		165,202	
Provision for doubtful debts	799,498		686,607	
Rate parity	179,747		149,759	
Sales & marketing expenses	114,978		54,823	
Sundry expenses	84,139		98,333	
Audit fees	5,000		37,000	
Membership and Subscription	181,835		166,572	
Salaries and Wages	689,598		1,020,055	
Balance written off	19,840		1,267	
Facilities	-		19,204	
Legal and Professional fees	456,626		368,056	
Foreign exchange losses	(431,628)		311,554	
Amortisation of intangible fixed assets	14,017		14,018	
Depreciation of tangible fixed assets	2,752		3,405	
Bad debts	114,372		9,073	
		4,931,274		5,151,184
		568,010		717,094
Finance costs				
Bank loan interest	502,939		-	
Interest on Intercompany loan	19,318		94,259	
		522,257		94,259
NET PROFIT		45,753		622,835

NORMAL BALANCE SHEET

B1.1

NIF: B66662511

SOCIAL DENOMINATION:

RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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UNIT 1):

Euros:	09001	X
Thousands:	09002	
Millions:	09003	

ACTIVE		NOTES OF THE EXERCISE MEMORY	2021	2020 (2) (3)
A) NON-CURRENT ASSETS	11000		34,632.56	20,644.05
I. Intangible assets 11100				
1. Development	11110			
2. Concessions 11120				
3. Patents, licenses, trademarks and the like 11130				
4. Goodwill 11140				
5. Computer applications 11150				
6. Research 11160				
7. Intellectual property 11180				
8. Other intangible assets 11170				
II. Inmobilized material 11200			19,632.56	20,644.34
1. Land and buildings 11210				
2. Technical installations and other tangible fixed assets 11220			19,632.56	20,644.34
3. Fixed assets in progress and advances 11230				
III. Investment Property 11300				
1. Lands 11310				
2. Constructions 11320				
IV. Long-term investments in group companies and associates	11400			
1. Equity instruments 11410				
2. Loans to companies 11420				
3. Debt securities 11430				
4. Derivatives 11440				
5. Other financial assets 11450				
6. Other investments 11460				
V. Long-term financial investments	11500		15,000.00	-0.29
1. Equity instruments 11510				
2. Credits to third parties 11520				
3. Debt securities 11530				
4. Derivatives 11540				
5. Other financial assets 11550				
6. Other investments 11560			15,000.00	-0.29
SAW. Deferred tax assets	11600			
VII. Non-current commercial debts	11700			

(1) Check the corresponding box depending on whether you express the figures in units, thousands or millions of euros. All the documents that make up the annual accounts must be prepared in the same unit
(2) Year to which the annual accounts refer.
(3) Previous year.

NORMAL BALANCE SHEET

B1.2

NIF: B66662511

SOCIAL DENOMINATION:

RATEGAIN TECHNOLOGIES SPAIN, SLU

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RateGain Technologies Spain S.L. Barcelona

ACTIVE		NOTES OF THE EXERCISE MEMORY	2021	2020 (2)
B) CURRENT ASSETS......12000			306,834.34	173,973.88
I. Non-current assets held for sale......	12100			
II. Stock......12200				
1. Commercials......12210				
2. Raw materials and other supplies......12220				
a) Raw materials and other long-term supplies......	12221			
b) Raw materials and other short-term supplies......	12222			
3. Products in progress......12230				
a) Long production cycle......	12231			
b) Short production cycle......	12232			
4. Finished products......12240				
a) Long production cycle......	12241			
b) Short production cycle......	12242			
5. By-products, residues and recovered materials......12250				
6. Advances to suppliers......12260				
III. Commercial debts and others bills to receive the pay......	12300		183,403.60	79,462.65
1. Customers for sales and provision of services......12310			174,388.78	66,830.69
a) Long-term customers for sales and provision of services......	12311			
b) Customers for short-term sales and provision of services......	12312		174,388.78	66,830.69
2. Clients of group companies and associates......12320				
3. Sundry debtors......12330			9,014.82	12,631.96
4. Staff......12340				
5. Current tax assets......12350				
6. Other credits with the Public Administrations......12360				
7. Shareholders (partners) for required disbursements......	12370			
IV. Short-term investments in group companies and associates...	12400		88,636.40	82,433.89
1. Equity instruments......12410				
2. Loans to companies......12420				
3. Debt securities......12430				
4. Derivatives......12440				
5. Other financial assets......12450				
6. Other investments......12460			88,636.40	82,433.89

(1) Year to which the annual accounts refer.
(2) Previous year.

NORMAL BALANCE SHEET

NIF: B66662511

SOCIAL DENOMINATION:

RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. ★ Barcelona

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ACTIVE		NOTES OF THE EXERCISE MEMORY	2021	2020 (2)
V. Short-term financial investments. 12500				
1. Equity instruments. 12510				
2. Loans to companies. 12520				
3. Debt securities. 12530				
4. Derivatives. 12540				
5. Other financial assets. 12550				
6. Other investments. 12560				
SAW. Short-term accruals. 12600				
VII. Cash and other equivalent liquid assets	12700		34,794.34	12,077.34
1. Treasury. 12710			34,794.34	12,077.34
2. Other equivalent liquid assets. 12720				
TOTAL ASSETS (A + B) 10000			341,466.90	194,617.93

(1) Year to which the annual accounts refer.
(2) Previous year.

NORMAL BALANCE SHEET

NIF: B66662511

SOCIAL DENOMINATION:

RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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EQUITY AND LIABILITIES		NOTES OF THE EXERCISE MEMORY	2021	2020 (2)
A) NET WORTH	20000		228,889.49	138,524.79
A-1) Own funds	21000		228,889.49	138,524.79
Capital	21100		3,000.00	3,000.00
1. registered capital	20111		3,000.00	3,000.00
(Capital not required)	21120			
II. Issue premium	21200			
III. Bookings	21300		4,175.54	4,175.54
1. Legal and statutory	21310		600.00	600.00
2. Other reserves	21320		3,575.54	3,575.54
3. Revaluation reserve	21330			
4. Capitalization reserve	21350			
IV. (Shares and shares in own equity) 21400				
V. Earnings from previous years	21500		131,349.25	111,442.27
1. Remnant	21510		131,349.25	111,442.27
(Negative results from previous exercises)	21520			
SAW. Other contributions from business partners	21600		56,938.00	
VII. Result of the excersice	21700		33,426.70	19,906.98
VII. (Dividend on account)	21800			
IX. Other equity instruments	21900			
A-2) Adjustments for changes in value	22000			
I. Financial assets at fair value with changes in net worth	22100			
II. Hedging	22200			
III. Non-current assets and related liabilities, held for the sale . 22300				
IV. Conversion difference	22400			
V. Others	22500			
A-3) Subsidies, donations and legacies received	23000			
B) NON-CURRENT LIABILITIES	31000			
I. Long-term provisions	31100			
1. Obligations for long-term employee benefits	30111			
2. Environmental actions	31120			
3. Provisions for restructuring	31130			
4. Other provisions	31140			
II. Long term debts	31200			
1. Obligations and other negotiable securities	31210			

(1) Year to which the annual accounts refer.
(2) Previous year.

NORMAL BALANCE SHEET

B2.2

NIF: B66662511 SOCIAL DENOMINATION: RATEGAIN TECHNOLOGIES SPAIN, SLU	RateGain Technologies Spain S.L. Barcelona Space destined for the signatures of the administrators

EQUITY AND LIABILITIES		NOTES OF THE EXERCISE MEMORY	2021	2020 (2)
2. Debts with credit institutions.............................31220				
3. Creditors for finance leases......................31230				
4. Derivatives..31240				
5. Other financial liabilities..................................31250				
III. Debts with group companies and long-term associates....	31300			
IV. Deferred tax liabilities	31400			
V. Long-term accruals.....................	31500			
SAW. Non-current commercial creditors......................	31600			
VII. Long-term debt with special characteristics............31700				
C) CURRENT LIABILITIES.....................................32000			112,577.41	56,093.14
I. Liabilities related to non-current assets held for sale...32100				
II. Short-term provisions	32200			
1. Provisions for greenhouse gas emission rights. 32210				
2. Other provisions...32220				
III. Short term debts	32300			
1. Obligations and other negotiable securities......................32310				
2. Debts with credit institutions.............................32320				
3. Creditors for finance leases......................32330				
4. Derivatives..32340				
5. Other financial liabilities..................................32350				
IV. Short-term debts with group companies and associates.....	32400			
V. Trade creditors and other accounts payable.............	32500		112,577.41	56,093.14
1. Providers...32510				
a) Long-term suppliers...........................	32511			
b) Short-term suppliers...........................	32512			
2. Suppliers, group companies and associates.................32520				
3. Various creditors..32530			112,577.41	13,310.92
4. Personnel (remuneration pending payment).................32540				
5. Current tax liabilities.............................32550				
6. Other debts with the Public Administrations.................32560				42,782.22
7. Customer advances.......................................32570				
SAW. Short-term accruals..................	32600			
VII. Short-term debt with special characteristics............32700				
TOTAL NET EQUITY AND LIABILITIES (A + B + C)..................30000			341,466.90	194,617.93

(1) Year to which the annual accounts refer.
(2) Previous year.

NORMAL PROFIT AND LOSS ACCOUNT

NIF: B66662511

SOCIAL DENOMINATION:

RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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(MUST) / CREDIT		NOTES OF THE EXERCISE MEMORY	2021	2020 (2)
A) ONGOING OPERATIONS				
1. Net amount of turnover........ 40100			1,078,686.09	642,937.80
a) Sales........ 40110				
b) Provision of services........ 40120			1,078,686.09	642,937.80
c) Income of a financial nature from holding companies........ 40130				
2. Changes in inventories of finished products and work in progress manufacturing........	40200			
3. Work carried out by the company for its assets........ 40300				
4. Supplies........ 40400				
a) Consumption of goods........ 40410				
b) Consumption of raw materials and other consumable materials........ 40420				
c) Work carried out by other companies........ 40430				
d) Impairment of merchandise, raw materials and other supplies. 40440				
5. Other operating income........ 40500				
a) Ancillary income and other current management........ 40510				
b) Operating subsidies included in the result for the year. 40520				
6. Personnel expenses........ 40600			-945,748.12	-540,443.56
a) Salaries, wages and similar........ 40610			-778,132.62	-414,415.49
b) Social charges........ 40620			-167,615.50	-126,028.07
c) Provisions........ 40630				
7. Other operating expenses........ 40700			-80,663.31	-42,213.43
a) External services........ 40710			-80,663.31	-42,213.43
b) Taxes........ 40720				
c) Losses, impairment and variation of provisions for operations commercial........ 40730				
d) Other current management expenses........ 40740				
e) Expenses for emission of greenhouse gases........ 40750				
8. Amortization of fixed assets........ 40800			-4,778.78	-4,558.70
9. Allocation of non-financial fixed asset subsidies and others........ 40900				
10. Excess provisions........ 41000				
11. Impairment and results from disposals of fixed assets........ 41100				
a) Impairment and losses........ 41110				
b) Results from disposals and others........ 41120				
c) Impairment and results from disposals of fixed assets of the holding companies........	41130			
12. Negative difference of business combinations........ 41200				

(1) Year to which the annual accounts refer.
(2) Previous year.

LOSS ACCOUNT AND REGULAR EARNINGS Q1.2

NIF: B66662511

SOCIAL DENOMINATION:

RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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(MUST) / CREDIT		NOTES OF THE EXERCISE MEMORY	2021	2020 (2)
13. Other results	41300		-169.99	-30,150.90
A.1) OPERATING INCOME (1 + 2 + 3 + 4 + 5 + 6 + 7 + 8 + 9 + 10 + 11 + 12 + 13)	49100		47,325.89	25,571.21
14. Financial income	41400			
a) Participations in equity instruments	41410			
a 1) In group companies and associates	41411			
to 2) In third parties	41412			
b) Of marketable securities and other financial instruments	41420			
b 1) From group companies and associates	41421			
b 2) From third parties	41422			
c) Allocation of grants, donations and legacies of a financial nature	41430			
15. Financial expenses	41500			
a) For debts with group companies and associates	41510			
b) For debts with third parties	41520			
c) Due to updating of provisions	41530			
16. Variation of fair value in financial instruments	41600			
Fair value with changes in profit and loss	41610			
a) b) Transfer of fair value adjustments with changes in equity	41620			
17. Exchange differences	41700		-2,096.00	971.43
18. Impairment and results from disposals of instruments financial	41800			
a) Impairments and losses	41810			
b) Results from disposals and others	41820			
19. Other income and expenses of a financial nature	42100			
a) Incorporation to assets of financial expenses	42110			
b) Financial income derived from creditor agreements	42120			
c) Other income and expenses	42130			
A.2) FINANCIAL RESULT (14 + 15 + 16 + 17 + 18 + 19)	49200		-2,096.00	971.43
A.3) RESULT BEFORE TAXES (A.1 + A.2)	49300		45,229.89	26,542.64
20. Taxes on profits	41900		-11,803.19	-6,635.66
A.4) PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS (A.3 + 20)	49400		33,426.70	19,906.98
B) INTERRUPTED OPERATIONS				
21. Profit for the year from operations discontinued net of taxes	42000			
A.5) RESULT OF THE YEAR (A.4 + 21)	49500		33,426.70	19,906.98

(1) Year to which the annual accounts refer.
(2) Previous year.

ITS TADO OF CHANGES IN THE NORMAL NET WORTH

A) Statement of income and expenses recognized in the year

NIF: B66662511

SOCIAL DENOMINATION:

RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

Space destined for the signatures of the administrators

		NOTES OF THE EXERCISE MEMORY	2021	2020 (2)
A) ACCOUNT RESULT OF LOSSES AND PROFITS	59100		33,426.70	19,906.98
INCOME AND EXPENSES IMPUTADOS DIRECT MIND THE HERITAGE NET				
I. Due to the valuation of financial instruments...	50010			
1. Financial assets at fair value with changes in the net worth	50011			
2. Other income/expenses......................................	50012			
II. For cash flow hedges	50020			
III. Grants, donations and heritages received	50030			
IV. For actuarial gains and losses and other adjustments..........	50040			
V. For non-current assets and related liabilities held for sale..	50050			
SAW. Conversion Differences................	50060			
VII. Tax effect..	50070			
B) Total income and expenses allocated directly to equity (I + II + III + IV +V+VI+VII)	59200			
TRANSFERS TO THE PROFIT AND LOSS ACCOUNT				
VII. For valuation of financial instruments..................	50080			
1. Financial assets at fair value with changes in the net worth	50081			
2. Other income/expenses......................................	50082			
IX. For cash flow hedges	50090			
X. Subsidies, donations and legacies received...............	50100			
XI. For non-current assets and related liabilities, held for sale..	50110			
XII. Conversion Differences................	50120			
XIII. Tax effect..	50130			
C) Total transfers to the profit and loss account (VIII + IX + X + XI + XII + XIII)................................	59300			
TOTAL INCOME AND EXPENSES YOU RECOGNIZED (TO + B + C)	59400		33,426.70	19,906.98

(1) Year to which the annual accounts refer.
(2) Previous year.

STATEMENT OF CHANGES IN NORMAL NET WORTH

PN2.1

B) Total statement of changes in equity

NIF: B66662511

SOCIAL DENOMINATION:
RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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		CAPITAL		
		WRITTEN	(NOT REQUIRED)	ISSUE PREMIUM
		01	02	03
A) BALANCE, END OF YEAR (1)2019	511	3,000.00		
I. Adjustments for changes in criteria for the year 2019 (1) and earlier II.	512			
Adjustments for errors in fiscal year 2019(1) and earlier.	513			
B) ADJUSTED BALANCE, BEGINNING OF THE YEAR 2020 (2)	514	3,000.00		
I. Total recognized income and expenses.	515			
II. Transactions with shareholders or owners	516			
1. Capital increases.	517			
2. (–) Capital reductions.	518			
3. Conversion of financial liabilities into equity (conversion of obligations, forgiveness of debts).	519			
4. (–) Distribution of dividends.	520			
5. Operations with own shares or participations (net)	521			
6. Increase (decrease) in equity resulting from a business combination.	522			
7. Other operations with partners or owners.	523			
III. Other changes in equity	524			
1. Movement of the Revaluation Reserve (4)	531			
2. Other variations.	532			
C) BALANCE, END OF YEAR (2) 2020	511	3,000.00		
I. Adjustments for changes in criteria in the year 2020 (two)	512			
II. Adjustments for errors in the exercise 2020 (2)	513			
D) ADJUSTED BALANCE, BEGINNING OF THE YEAR 2021 (3)	514	3,000.00		
I. Total recognized income and expenses.	515			
II. Transactions with shareholders or owners	516			
1. Capital increases.	517			
2. (–) Capital reductions.	518			
3. Conversion of financial liabilities into equity (conversion of obligations, forgiveness of debts).	519			
4. (–) Distribution of dividends.	520			
5. Operations with own shares or participations (net)	521			
6. Increase (decrease) in equity resulting from a business combination.	522			
7. Other operations with partners or owners.	523			
III. Other changes in equity	524			
1. Movement of the Revaluation Reserve (4)	531			
2. Other variations.	532			
E) BALANCE, END OF FISCAL YEAR 2021 (3)	525	3,000.00		

(1) Exercise N-2.
(2) Fiscal year prior to which the annual accounts refer (N-1).
(3) Year to which the annual accounts refer (N).
(4) Revaluation Reserve of Law 16/2012, of December 27. Companies covered by revaluation provisions other than Law 16/2012 must detail the legal standard on which they are based.

STATEMENT OF CHANGES IN NORMAL NET WORTH

PN2.2

B) Total statement of changes in equity

NIF: B66662511

SOCIAL DENOMINATION:
RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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		BOOKINGS	(ACTIONS AND PARTICIPATIONS IN OWN EQUITY)	RESULTS OF EXERCISES PREVIOUS
		04	05	06
A) BALANCE, END OF YEAR (1) 2019....	511	4,175.54		80,703.31
I. Adjustments for changes in criteria for the year 2019 (1) and earlier II.	512			
Adjustments for errors in the year (1) 2019 and earlier..........	513			
B) ADJUSTED BALANCE, BEGINNING OF THE YEAR 2020 (2).	514	4,175.54		80,703.31
I. Total recognized income and expenses.	515			
II. Transactions with shareholders or owners	516			
1. Capital increases.	517			
2. (–) Capital reductions.....	518			
3. Conversion of financial liabilities into equity (conversion of obligations, forgiveness of debts).	519			
4. (–) Distribution of dividends.	520			
5. Operations with own shares or participations (net)	521			
6. Increase (decrease) in equity resulting from a business combination.	522			
7. Other operations with partners or owners.	523			
III. Other changes in equity	524			30,738.96
1. Movement of the Revaluation Reserve (4)	531			
2. Other variations.	532			30,738.96
C) BALANCE, END OF YEAR (2) 2020....	511	4,175.54		111,442.27
I. Adjustments for changes in criteria in the year 2020 (two)	512			
II. Adjustments for errors in the exercise 2020 (2)	513			
D) ADJUSTED BALANCE, BEGINNING OF FISCAL YEAR 2021 ...... (3)	514	4,175.54		111,442.27
I. Total recognized income and expenses.	515			
II. Transactions with shareholders or owners	516			
1. Capital increases.	517			
2. (–) Capital reductions.....	518			
3. Conversion of financial liabilities into equity (conversion of obligations, forgiveness of debts).	519			
4. (–) Distribution of dividends.	520			
5. Operations with own shares or participations (net)	521			
6. Increase (decrease) in equity resulting from a business combination.	522			
7. Other operations with partners or owners.	523			
III. Other changes in equity	524			19,906.98
1. Movement of the Revaluation Reserve (4)	531			
2. Other variations.	532			19,906.98
E) BALANCE, END OF FISCAL YEAR 2021 (3)	525	4,175.54		131,349.25

(1) Exercise N-2.
(2) Fiscal year prior to which the annual accounts refer (N-1).
(3) Year to which the annual accounts refer (N).
(4) Revaluation Reserve of Law 16/2012, of December 27. Companies covered by revaluation provisions other than Law 16/2012 must detail the legal standard on which they are based.

STATEMENT OF CHANGES IN NORMAL NET WORTH

PN2.3

B) Total statement of changes in equity

NIF: B66662511

SOCIAL DENOMINATION:

RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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		OTHERS CONTRIBUTIONS OF PARTNERS	RESULT THE EXERCISE	(DIVIDEND ON ACCOUNT)
		07	08	09
A) BALANCE, END OF YEAR (1) .. 2019	511		30,738.96	
I. Adjustments for changes in criteria for the year 2019 (1) and earlier II.	512			
Adjustments for errors in the year (1) 2019 and earlier	513			
B) ADJUSTED BALANCE, BEGINNING OF THE YEAR 2020 (two)	514		30,738.96	
I. Total recognized income and expenses	515		19,906.98	
II. Transactions with shareholders or owners	516			
1. Capital increases	517			
2. (–) Capital reductions	518			
3. Conversion of financial liabilities into equity (conversion of obligations, forgiveness of debts)	519			
4. (–) Distribution of dividends	520			
5. Operations with own shares or participations (net)	521			
6. Increase (decrease) in equity resulting from a business combination	522			
7. Other operations with partners or owners	523			
III. Other changes in equity	524		-30,738.96	
1. Movement of the Revaluation Reserve (4)	531			
2. Other variations	532		-30,738.96	
C) BALANCE, END OF YEAR (2) .. 2020	511		19,906.98	
I. Adjustments for changes in criteria in the year 2020 (two)	512			
II. Adjustments for errors in the exercise 2020(2)	513			
D) ADJUSTED BALANCE, BEGINNING OF FISCAL YEAR 2021	514		19,906.98	
I. Total recognized income and expenses	515		33,426.70	
II. Transactions with shareholders or owners	516	56,938.00		
1. Capital increases	517			
2. (–) Capital reductions	518			
3. Conversion of financial liabilities into equity (conversion of obligations, forgiveness of debts)	519			
4. (–) Distribution of dividends	520			
5. Operations with own shares or participations (net)	521			
6. Increase (decrease) in equity resulting from a business combination	522			
7. Other operations with partners or owners	523	56,938.00		
III. Other changes in equity	524		-19,906.98	
1. Movement of the Revaluation Reserve (4)	531			
2. Other variations	532		-19,906.98	
E) BALANCE, END OF YEAR (3) .. 2021	525	56,938.00	33,426.70	

(1) Exercise N-2.
(2) Fiscal year prior to which the annual accounts refer (N-1).
(3) Year to which the annual accounts refer (N).
(4) Revaluation Reserve of Law 16/2012, of December 27. Companies covered by revaluation provisions other than Law 16/2012 must detail the legal standard on which they are based.

STATEMENT OF CHANGES IN NORMAL NET WORTH

PN2.4

B) Total statement of changes in equity

NIF: B66662511

SOCIAL DENOMINATION:
RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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		OTHER INSTRUMENTS OF NET WORTH	ADJUSTMENTS FOR CHANGES OF VALUE	SUBSIDIES, DONATIONS AND LEGACY RECEIVED
		10	—	12
A) BALANCE, END OF YEAR (1) .. 2019	511			
I. Adjustments for changes in criteria for the year 2019 (1) and earlier II.	512			
Adjustments for errors in the year (1) 2019 and earlier.	513			
B) ADJUSTED BALANCE, BEGINNING OF THE YEAR 2020 (two).	514			
I. Total recognized income and expenses.	515			
II. Transactions with shareholders or owners	516			
1. Capital increases.	517			
2. (–) Capital reductions.	518			
3. Conversion of financial liabilities into equity (conversion of obligations, forgiveness of debts).	519			
4. (–) Distribution of dividends.	520			
5. Operations with own shares or participations (net)	521			
6. Increase (decrease) in equity resulting from a business combination.	522			
7. Other operations with partners or owners.	523			
III. Other changes in equity	524			
1. Movement of the Revaluation Reserve (4)	531			
2. Other variations.	532			
C) BALANCE, END OF YEAR (2) .. 2020	511			
I. Adjustments for changes in criteria in the year 2020 (two).	512			
II. Adjustments for errors in the exercise 2020 (2)	513			
D) ADJUSTED BALANCE, BEGINNING OF FISCAL YEAR 2021	514			
I. Total recognized income and expenses.	515			
II. Transactions with shareholders or owners	516			
1. Capital increases.	517			
2. (–) Capital reductions.	518			
3. Conversion of financial liabilities into equity (conversion of obligations, forgiveness of debts).	519			
4. (–) Distribution of dividends.	520			
5. Operations with own shares or participations (net)	521			
6. Increase (decrease) in equity resulting from a business combination.	522			
7. Other operations with partners or owners.	523			
III. Other changes in equity	524			
1. Movement of the Revaluation Reserve (4)	531			
2. Other variations.	532			
E) BALANCE, END OF YEAR (3) .. 2021	525			

(1) Exercise N-2.
(2) Fiscal year prior to which the annual accounts refer (N-1).
(3) Year to which the annual accounts refer (N).
(4) Revaluation Reserve of Law 16/2012, of December 27. Companies covered by revaluation provisions other than Law 16/2012 must detail the legal standard on which they are based.

STATEMENT OF CHANGES IN NORMAL NET WORTH

PN2.5

B) Total statement of changes in equity

NIF: B66662511

SOCIAL DENOMINATION:
RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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		TOTAL
		13
A) BALANCE, END OF YEAR ______ (1) 2019...	511	118,617.81
I. Adjustments for changes in criteria for the year 2019 (1) and earlier II.	512	
Adjustments for errors in the year 2019 and earlier..................................	513	
B) ADJUSTED BALANCE, BEGINNING OF THE YEAR 2020 (two)......................	514	118,617.81
I. Total recognized income and expenses..............	515	19,906.98
II. Transactions with shareholders or owners	516	
1. Capital increases............................	517	
2. (–) Capital reductions.......................	518	
3. Conversion of financial liabilities into equity (conversion of obligations, forgiveness of debts) .	519	
4. (–) Distribution of dividends.....................	520	
5. Operations with own shares or participations (net).......................................	521	
6. Increase (decrease) in equity resulting from a business combination.....................	522	
7. Other operations with partners or owners..........	523	
III. Other changes in equity	524	
1. Movement of the Revaluation Reserve (4)	531	
2. Other variations...............................	532	
C) BALANCE, END OF YEAR ______ (2) 2020...	511	138,524.79
I. Adjustments for changes in criteria in the year 2020 (two).....................	512	
II. Adjustments for errors in the exercise 2020 (2)........	513	
D) ADJUSTED BALANCE, BEGINNING OF THE YEAR 2021 ______ (3)	514	138,524.79
I. Total recognized income and expenses..............	515	33,426.70
II. Transactions with shareholders or owners	516	56,938.00
1. Capital increases............................	517	
2. (–) Capital reductions.......................	518	
3. Conversion of financial liabilities into equity (conversion of obligations, forgiveness of debts) .	519	
4. (–) Distribution of dividends.....................	520	
5. Operations with own shares or participations (net).......................................	521	
6. Increase (decrease) in equity resulting from a business combination.....................	522	
7. Other operations with partners or owners..........	523	56,938.00
III. Other changes in equity	524	
1. Movement of the Revaluation Reserve (4)	531	
2. Other variations...............................	532	
E) BALANCE, END OF YEAR ______ (3) 2021...	525	228,889.49

(1) Exercise N-2.
(2) Fiscal year prior to which the annual accounts refer (N-1).
(3) Year to which the annual accounts refer (N).
(4) Revaluation Reserve of Law 16/2012, of December 27. Companies covered by revaluation provisions other than Law 16/2012 must detail the legal standard on which they are based.

NORMAL CASH FLOWS STATEMENT

F1.1

NIF: B66662511

SOCIAL DENOMINATION:

RATEGAIN TECHNOLOGIES SPAIN, SLU

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	EXERCISE NOTES	2021 (1)	FISCAL YEAR 2020 (two)
A) CASH FLOWS FROM OPERATING ACTIVITIES			
1. Profit for the year before taxes. 61100		45,229.89	31,527.12
2. Result adjustments. . . . . .61200 . .		63,812.78	5,530.13
a) Amortization of fixed assets (+) 61201		4,778.78	4,558.70
b) Valuation corrections for impairment (+/–) 61202			
c) Variation in provisions (+/–) 61203			
d) Allocation of subsidies (–) 61204			
e) Results from write-offs and disposals of fixed assets (+/–) 61205			
f) Results from write-offs and disposals of financial instruments (+/–) . 61206			
g) Financial income (–) 61207			
h) Financial expenses (+) 61208			
i) Exchange differences (+/–) 61209		2,096.00	971.43
j) Variation in fair value of financial instruments (+/–) 61210			
k) Other income and expenses (–/+) 61211		56,938.00	
3. Changes in working capital. 61300		-56,454.81	27,705.81
a) Inventories (+/–) 61301			
b) Debtors and other accounts receivable (+/–) 61302		-106,036.95	47,140.98
c) Other current assets (+/–) 61303			
d) Creditors and other accounts payable (+/–) 61304		49,582.14	-19,582.77
e) Other current liabilities (+/–) 61305			147.60
f) Other non-current assets and liabilities (+/–) 61306			
4. Other cash flows from operating activities. 61400		-5,048.66	-11,472.54
a) Interest payments (–) 61401			
b) Collection of dividends (+) 61402			
c) Interest charges (+) 61403			
d) Income tax receipts (payments) (+/–) 61404		-5,048.66	-11,472.54
e) Other payments (collections) (–/+) 61405			
5. Cash flows from operating activities (1 + 2 + 3 + 4) 61500		47,686.80	53,290.52

(1) Year to which the annual accounts refer.
(2) Previous year.

NORMAL CASH FLOWS STATEMENT

F1.2

NIF: B66662511

SOCIAL DENOMINATION:

RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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		EXERCISE	NOTES	2021	2020 (2)
B) CASH FLOWS FROM INVESTING ACTIVITIES					
6. Payments for investments (–)	62100			-3,767.00	-495.04
a) Group companies and associates	62101				
b) Intangible fixed assets	62102				
c) Property, plant and equipment	62103			-3,767.00	-495.04
d) Real estate investments	62104				
e) Other financial assets	62105				
f) Non-current assets held for sale	62106				
g) Business unit	62107				
h) Other assets	62108				
7. Collections for divestments (+)	62200				
a) Group companies and associates	62201				
b) Intangible fixed assets	62202				
c) Property, plant and equipment	62203				
d) Real estate investments	62204				
e) Other financial assets	62205				
f) Non-current assets held for sale	62206				
g) Business unit	62207				
h) Other assets	62208				
8. Cash flows from investing activities (6 + 7)	62300			-3,767.00	-495.04

(1) Year to which the annual accounts refer.
(2) Previous year.

NORMAL CASH FLOWS STATEMENT

F1.3

NIF: B66662511

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RATEGAIN TECHNOLOGIES SPAIN, SLU

RateGain Technologies Spain S.L. Barcelona

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		EXERCISE NOTES	2021	2020 (2)
C) CASH FLOWS FROM FINANCING ACTIVITIES				
9. Collections and payments for equity instruments. 63100				
a) Issuance of equity instruments (+) 63101				
b) Amortization of equity instruments (–) 63102				
c) Acquisition of own equity instruments (–) 63103				
d) Disposal of own equity instruments (+) 63104				
e) Subsidies, donations and legacies received (+) 63105				
10. Collections and payments for financial liability instruments.	63200		-21,202.80	-49,300.90
a) Issuance. 63201				38,086.03
1. Obligations and other negotiable securities (+) 63202				
2. Debts with credit institutions (+) 63203				
3. Debts with group companies and associates (+) 63204				38,086.03
4. Debts with special characteristics (+) 63205				
5. Other debts (+) 63206				
b) Return and amortization of 63207			-21,202.80	-87,386.93
1. Obligations and other negotiable securities (–) 63208				
2. Debts with credit institutions (–) 63209				
3. Debts with group companies and associates (–) 63210			-21,202.80	-87,386.93
4. Debts with special characteristics (–) 63211				
5. Other debts (–) 63212				
11. Payments for dividends and remuneration of other instruments of heritage. 63300				
a) Dividends (–) 63301				
b) Remuneration of other equity instruments (–) 63302				
12. Cash flows from financing activities (9 + 10 + 11) . 63400			-21,202.80	-49,300.90
D) Effect of changes in exchange rates. 64000				
E) NET INCREASE/DECREASE IN CASH OR EQUIVALENTS (5 + 8 + 12 + D) 65000			22,717.00	3,494.58
Cash or equivalent at the begining of the exercise	65100		12,077.34	8,582.76
Cash or equivalents at the end of the year. 65200			34,794.34	12,077.34

(1) Year to which the annual accounts refer.
(2) Previous year.

RATEGAIN TECHNOLOGIES INC.
FINANCIAL STATEMENTS

FOR THE YEAR ENDED
MARCH 31, 2022

RateGain Technologies Inc.
DALLAS

RATEGAIN TECHNOLOGIES INC.
Index To Financial Statement
March 31, 2022

P & G ASSOCIATES, PLLC
Public Accounting Firm (FRM)
Regd. Office:
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Tel: 001 (972)-961-4813 Fax: 001 (888)-482-0280
Email: info@pandgassoc.com
Registration No: FRN.5000066

Independent Auditor's Report

To the Management,
RATEGAIN TECHNOLOGIES INC

Opinion

We have audited the accompanying financial statements of RATEGAIN TECHNOLOGIES INC (the "Company"), which comprise the balance sheet as of March 31, 2022, and related statement of income, statement of stockholder's equity and statement of cash flow for the year then ended and related notes to financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company, as of March 31, 2022, and the results of the operations and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis of Opinion

We conducted our audit in accordance with accounting standards generally accepted in the United States of America ("GAAS"). 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 required to be independent of the company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financials statements that are from material misstatements, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate that raise substantial doubt about the company's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's responsibilities for the audit of financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material statements, whether due to fraud or error, and to issue and auditor report that include our opinion. Reasonable assurance is high level of assurance but not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect material statements when it exists. 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. Misstatements, include omissions are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by reasonable user based on financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgement and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financials statement whether due to fraud and error, and design and perform audit procedure responsive to those risk. Such procedure includes examining, on a test basis, evidence regarding the amounts and disclosure in financial statements.
- Obtain an understanding of Internal control relevant to the audit in order to design audit procedure that are appropriate in circumstances, but not for purpose of expressing opinion an effectiveness of internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and reasonableness of significant accounting policies used and reasonableness of significant accounting estimates made by management, as well as evaluate overall presentation of financials statements.
- Conclude whether, in our judgement, there are condition or events, considered in aggregate that raise substantial doubt about the company's ability to continue as a going concern for reasonable period of time.

We required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of audit, significant audit findings and certain internal control related identified during the audit.

Emphasis of Matter

The opening balances as on April 1, 2021 and for the year ended March 31, 2021, is not required to be audited as per laws and regulations applicable in United States of America.

Srinivasa Venkat, CPA
For P&G ASSOCIATES, PLLC
Public Accounting Firm
Firm Registration Number: 5000066
Date: 1st August, 2022.

P&G ASSOCIATES PLLC

RATEGAIN TECHNOLOGIES INC.

Balance Sheet as at March 31, 2022
(all amounts are in United State Dollars, unless otherwise stated)

Particulars	Note	March 31, 2022
Assets		
Current Assets		
Cash and Cash Equivalents	D	1,240,604
Accounts Receivables	E	3,345,970
Other Current Assets	F	12,487,704
Total Current Assets		**17,074,278**
Non-Current Assets		
Property and Equipment, Net	G	323,628
ROU Asset	H	264,770
Intangible Assets, Net	I	4,138,417
Investment	J	14,691,050
Other Non Current Assets	K	98,415
Total Non- Current Assets		**19,516,280**
Total Assets		**36,590,558**
Liabilities & Stockholder's Equity		
Current Liabilities		
Accounts Payables	L	454,760
Lease Liability-current		100,460
Other Current Liabilities	M	8,468,750
Total Current Liabilities		**9,023,970**
Non-Current Liabilities		
Lease Liability-non current		190,847
Other Non Current Liabilities	N	1,966
Total Non-Current Liabilities		**192,813**
Total Liabilities		**9,216,783**
Stockholder's Equity		
Common Stock		100
Additional Paid in capital		25,916,020
Retained Earnings		1,457,655
Total Stockholder's Equity		**27,373,775**
Total Liabilities & Stockholder's Equity		**36,590,558**

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

For RateGain Technologies Inc. USA

RateGain Technologies Inc. DALLAS

Director: B. Chopra
Date: 1st August 2022

P & G ASSOCIATES PLLC

RATEGAIN TECHNOLOGIES INC.

Statement of Income for the year ended March 31, 2022

(all amounts are in United State Dollars, unless otherwise stated)

Particulars	Note	March 31, 2022
Revenue		
Sale of Services	O	15,387,132
Other Income		61,789
Total Revenue		**15,448,921**
Operating Expenses		
Salary and Benefits		5,782,473
General and Administrative expenses	P	4,368,144
Depreciation and Amortization	G, H, I	1,544,895
Total Operating Expenses		**11,695,512**
Operating Income		**3,753,409**
Interest Expenses	Q	179,867
Profit Before tax		3,573,542
Tax Expenses	R	30,726
Profit After tax		3,542,816

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

For RateGain Technologies Inc, USA

Director: B. Chopra
Date: 1st August 2022

RateGain Technologies Inc. DALLAS

P & G ASSOCIATES PLLC

RATEGAIN TECHNOLOGIES INC.

Statement of Stockholder's Equity for the year ended March 31, 2022
(all amounts are in United State Dollars, unless otherwise stated)

Particulars	Common Stock	Additional Paid in Capital	Retained Earnings	Stockholder's Equity
Balance as on March 31, 2021	100	12,206,663	(2,085,160)	10,121,603
Changes during the Year	-	13,709,356	-	13,709,356
Net Income for the year	-	-	3,542,816	3,542,816
Balance as on March 31, 2022	100	25,916,020	1,457,655	27,373,775

During the year the stakeholders has infused additional paid in capital of $ 3,034,354 and converted stakeholders loan of $ 10,675,000 into equity.

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

P & G ASSOCIATES PLLC

RateGain Technologies Inc. DALLAS

RATEGAIN TECHNOLOGIES INC.

Statements of Cash Flows for the year ended March 31, 2022

(all amounts are in United State Dollars, unless otherwise stated)

	March 31, 2022
Cash Flows From Operating Activities	
Net Profit before taxes	3,573,542
Depreciation and Amortization	1,544,895
Interest Expense	179,867
Provision for Doubtful debts	78,243
Changes In Operating Assets And Liabilities	
(Increase) In Accounts Receivable	(423,730)
(Increase) In Other Current Assets	(2,060,206)
(Increase) in Other non Current Assets	(108,470)
(Decrease) In Accounts Payable	(592,689)
(Decrease) in Other Current Liabilities	(965,727)
Tax Paid	(12,029)
Net Cash Generated By Operating Activities	**1,213,696**
Cash Flow From Investing Activities	
Purchase of Property and Equipment	(203,942)
Net Cash Used By Investing Activities	**(203,942)**
Cash Flow From Financing Activities	
Proceeds from Additional Capital	3,034,354
Repayment of Borrowings	(3,698,209)
Interest Paid	(111,033)
Payment of Lease Liabilities	(8,791)
Interest On Lease Liability	(5,455)
Net Cash Used By Financing Activities	(789,134)
Net Increase In Cash And Cash Equivalents	220,620
Cash And Cash Equivalents At Beginning Of Year	1,019,984
Cash And Cash Equivalents At End Of Year (Note D)	**1,240,604**

Cash flow statements have been prepared using Indirect method as specified in US GAAP.

Non- Cash Transactions:

During the year the company has converted related party loans from holding company into equity amounting to 10,675,000

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

RateGain Technologies Inc. DALLAS

P & G ASSOCIATES PLLC

RATEGAIN TECHNOLOGIES INC.
Notes to the Financial Statements for the year ended March 31, 2022

Note A NATURE OF OPERATIONS

The company is a wholly owned subsidiary of RateGain Technologies Limited.. It is engaged in the business of providing data as a service, distribution and market technologies to travel and hospitality sector on a SaaS platform.

Note B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies are detailed below:

1 Basis of accounting

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (US GAAP) to reflect the financial position and results of operations of the Company.

The financial statements are presented for the year ended March 31, 2022. All amounts are stated in United States Dollars, unless specified otherwise.

2 Use of Estimate

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The management's estimates for realization of deferred tax assets and liabilities, determination of useful lives for property and equipment, provision for doubtful debts, allowance for chargebacks, discounts and rebates, and estimation relating to unsettled transactions and events at the balance sheet date represent certain of these particularly sensitive estimates. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates'. Revisions in accounting estimates are recognized prospectively in the current and future periods.

3 Cash and Cash Equivalents

Cash equivalents consist of all cash accounts which are not subject to withdrawal restrictions or penalties and all highly liquid investments with an initial maturity of three months or less. The carrying value of cash and cash equivalents approximates fair value because of the short maturities of those financial instruments. Cash balances in bank accounts are insured by the Federal Deposit Insurance Corporation up to specified sum for each insured bank for each account per depositor. Cash balances in excess of the Federal Deposit Insurance Corporation and similar insurance coverage are subject to the usual banking risks associated with funds in excess of those limits.

4 Revenue Recognition

Revenue from Contracts with Customers, revenue is recognised upon transfer of control of promised services to customers. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, incentives, performance bonuses, price concessions, amounts collected on behalf of third parties, or other similar items, if any, as specified in the contract with the customer. Revenue is recorded provided the recovery of consideration is probable and determinable. Revenue from operations is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of services in case of hospitality sector is recognised over the specified subscription period on straight line basis or on the basis of underlying services performed, as the case may be, in accordance with the terms of the contracts with customers and in case of travel sector the same is recognised when the related services are performed as per the terms of contracts. The Company defers unearned revenue, including payments received in advance, until the related subscription period is complete or underlying services are performed.

Revenue from sale of services

Revenue from marketing support services, management fee and auxiliary and business support services are in terms of agreements with the customers and are recognised on the basis of satisfaction of performance obligation over the duration of the contract from the date the contracts are effective or signed provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

5 Provision for Doubtful accounts

Accounts receivable is reported at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to valuation allowance based on its assessment of the status of individual accounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable.

Based on the business environment in which the company operates, management considers that the accounts receivables are in default (credit impaired) if the payments are more than 365 days past due however the company based upon past trends determine loss allowance on receivables.

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RateGain Technologies Inc. DALLAS *

6 Property and Equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises: (a) its purchase price and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use. 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 statement of income when such asset is derecognised.

Subsequent cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the company and the cost of the item can be measured reliably. All other subsequent cost are charged to statement of income at the time of incurrence.

Depreciation

Depreciation on PPE is provided on the straight-line method computed on the basis of useful life on a pro-rata basis from the date the asset is ready to put to use Depreciation is calculated on a pro rata basis for assets purchased/sold during the year. The residual values, useful lives and methods of depreciation of property plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

	Estimated Useful Life
Asset Name	No. of years
Furniture and Fixtures	4-7
Computer Equipment	2-3
Office Equipment	2-4
Production Equipment	1-5

7 Intangible Assets

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any. Gain or losses arising from derecognition of other intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible assets and are recognised in the statement of income when the asset is derecognised.

Subsequent cost

Subsequent cost is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All the subsequent expenditure on other intangible assets is recognised in statement of income , as incurred.

Amortisation

Amortisation is calculated to write off the cost of other intangible assets over their estimated useful lives as stated below using straight-line method. The estimated useful lives of the amortizable intangible asset are as follows:

	Estimated Useful Life
Asset Name	No. of years
Intangible Asset	1-13

8 Leases

For any new or modified lease, the Company, at the inception of the contract, determines whether a contract is or contains a lease. The Company records right-of-use ("ROU") assets and lease obligations for its finance and operating leases, which are initially recognized based on the discounted future lease payments over the term of the lease. If the rate implicit in the Company's leases is not easily determinable, the Company's applicable incremental borrowing rate is used in calculating the present value of the sum of the lease payments. Lease term is defined as the non-cancelable period of the lease plus any options to extend or terminate the lease when it is reasonably certain that the Company will exercise the option. The Company has elected not to recognize ROU asset and lease obligations for its short-term leases, which are defined as leases with an initial term of 12 months or less.

9 Income Taxes

In accordance with the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC Topic 740 "Income Taxes", income taxes are accounted for using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The deferred tax asset is reduced by a valuation allowance if it is more likely than not that some portion or all of the assets will not be realized. All deferred tax assets and liabilities, along with any related valuation allowance, are classified as noncurrent on the balance sheet.

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RateGain Technologies Inc. DALLAS

10 **Fair Value Measurements and Financial Instruments**
Assets and liabilities recorded at fair value in the financial statements are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels which are directly related to the amount of subjectivity associated with the inputs to the valuation of these assets or liabilities are as follows:

Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access as of the measurement date.

Level 2 - inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data

Level 3 - unobservable inputs for the asset or liability only used when there is little, if any, market activity for the asset or liability at the measurement date.

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, Investment, accounts payable and accrued liabilities. The estimated fair value of cash, accounts receivable, accounts payable and accrued liabilities approximate their carrying amounts of these instruments. None of these instruments are held for trading purposes.

11 **Commitments and Contingencies**
Liabilities for loss contingencies arising from claims, assessments litigations, fines, penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated Legal costs incurred in connection with loss contingencies are expensed as incurred. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

12 **Recently issued accounting standards not yet adopted**
We have reviewed the recent accounting pronouncements and concluded they are either not applicable to the business or no material effect is expected on the financial statements as a result of future adoption.

13 **Early adoption of accounting standards**
Financial Accounting Standard Board (FASB) lease accounting standard (ASC 842) will take effect beginning after December 15, 2021 (calendar 2022) for private companies. The company has adopted this accounting standard with effect from 1 April 2021 accounted and disclosed Leases accordingly.

Note C FINANCIAL INSTRUMENTS AND CONCENTRATION OF CREDIT RISK
Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash equivalents and accounts receivable. By their nature, all accounts receivable involve risk including the credit risk of non-performance by counter parties. In management's opinion, as of March 31, 2022 there was no significant risk of loss in the event of non-performance of the counter parties to these cash equivalents and accounts receivable.

Note D CASH AND CASH EQUIVALENTS
Cash and Cash Equivalents, include the following:

	As at March 31,2022 $
Cash at Bank	1,240,604
Total	1,240,604

The company has no restricted cash balance as at March 31, 2022

Note E ACCOUNTS RECEIVABLE AND OTHER RECEIVABLES, NET
Accounts receivable, net include the following:

	As at March 31,2022 $
Accounts receivable	4,287,732
Less: Allowance for doubtful accounts	(941,762)
Total	3,345,970

Note F OTHER CURRENT ASSETS

	As at March 31,2022 $
Prepaid Expenses and Advances	450,545
Unbilled Revenue	294,463
Related Party Receivables*	11,742,696
Total	12,487,704

* Related party receivables are unsecured and interest free

RateGain Technologies Inc. DALLAS

P & G ASSOCIATES PLLC

RATEGAIN TECHNOLOGIES INC.
Notes to the Financial Statements for the year ended March 31, 2022

Note G PROPERTY AND EQUIPMENT, NET

Property and equipment, net, comprises of

Particulars	Furniture and Fixtures	Computer Equipment	Office Equipment	Production Equipment	Fine Arts (non-depreciable)	Total
Gross carrying value:						
Balance as at 1 April 2021	9,134	48,319	76,863	2,261,419	55,600	2,451,335
Additions	42,815	13,638	3,474	144,015	-	203,942
Disposals/ Adjustments	-	-		-	-	-
Balance as at 31 March 2022	51,949	61,957	80,337	2,405,434	55,600	2,655,277
Accumulated depreciation:						
Balance as at 1 April 2021	3,881	36,740	20,932	2,090,455	-	2,152,008
Depreciation Expense	3,781	9,441	20,484	145,935	-	179,641
Disposals/ Adjustments	-	-		-	-	-
Balance as at 31 March 2022	7,662	46,181	41,416	2,236,390	-	2,331,649
Net carrying value:						
Balance as at 31 March 2021	5,253	11,579	55,931	170,964	55,600	299,327
Balance as at 31 March 2022	44,287	15,776	38,921	169,044	55,600	323,628

Note H ROU ASSET, NET

Particulars	As at March 31,2022 $
Gross carrying value:	
Balance as at 1 April 2021	-
Additions	302,062
Disposals/ Adjustments	-
Balance as at 31 March 2022	302,062
Accumulated depreciation:	
Balance as at 1 April 2021	-
Depreciation Expense	37,292
Disposals/ Adjustments	-
Balance as at 31 March 2022	37,292
Net carrying value:	
Balance as at 31 March 2022	264,770

Note I INTANGIBLE ASSETS, NET

Particulars	Softwares	Intangible	Total
Gross carrying value:			
Balance as at 1 April 2021	4,540,656	4,875,000	9,415,656
Additions	-	-	-
Disposals/ Adjustments	-	-	-
Balance as at 31 March 2022	4,540,656	4,875,000	9,415,656
Accumulated ammortization:			
Balance as at 1 April 2021	2,568,893	1,380,149	3,949,042
Ammortization Expense	884,516	443,681	1,328,197
Disposals/ Adjustments	-	-	-
Balance as at 31 March 2022	3,453,409	1,823,830	5,277,239
Net carrying value:			
Balance as at 31 March 2021	1,971,763	3,494,851	5,466,614
Balance as at 31 March 2022	1,087,247	3,051,170	4,138,417

RateGain Technologies Inc. DALLAS

P & G ASSOCIATES PLLC

RATEGAIN TECHNOLOGIES INC.
Notes to the Financial Statements for the year ended March 31, 2022

Note J INVESTMENT

Particulars	As at March 31,2022
Investment in BCV Social LLC	14,691,050
Total	14,691,050

Note K OTHER NON CURRENT ASSETS

Particulars	As at March 31,2022
Property Deposits	47,498
Prepaid Expenses	50,917
Total	98,415

Note L ACCOUNTS PAYABLES

Particulars	As at March 31,2022
Accounts Payables	454,760
Total	454,760

Note M OTHER CURRENT LIABILITIES

Particulars	As at March 31,2022
Related Party Payables*	7,655,902
Deferred Miscellaneous Revenue	92,603
Advances from customers	45,035
Accrued Expenses	354,602
Sales Tax payable	4,324
Others	316,284
Total	8,468,750

* Related party payables are unsecured and interest free

RELATED PARTY PAYABLES

Name of Entity	As at March 31,2022
Rategain Technologies Limited (UK Company)	7,225,133
RateGain Travel Technologies Limited (formerly known as RateGain Travel Technologies Private Limited)	430,770
Total	7,655,903

Note N OTHER NON CURRENT LIABILITIES

Particulars	As at March 31,2022
Deferred Rent	1,966
Total	1,966

RateGain Technologies Inc. DALLAS

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RATEGAIN TECHNOLOGIES INC.
Notes to the Financial Statements for the year ended March 31, 2022

Note O SALE OF SERVICES

The following tables summarize revenues by

Region	For the year ended March 31,2022 $
Revenue from services and other income provided in USA	15,387,132

Revenue disaggregated by timing of recognition:

	For the year ended March 31,2022 $
Sale of Services over a period of time	15,387,132
Total revenue by timing of recognition	**15,387,132**

Note P GENERAL AND ADMINISTRATIVE EXPENSES

Particulars	For the year ended March 31,2022
Revenue share	856,615
Communication charges	887,298
Fees and subscription	446,198
Software licenses	334,565
Rent	270,719
Contractual manpower cost	352,721
Bad Debts	78,243
Insurance	174,915
Legal and professional	145,326
Advertising and sales promotion	184,859
Training and recruitment expenses	57,728
Travelling And Conveyance	62,203
Rates and taxes	14,291
Repairs to buildings	8,880
Other repair and maintenance	3,905
Postage and Courier	3,211
Office maintenance	3,182
Bank charges	49,622
Miscellaneous expenses	433,663
Total	**4,368,144**

Note Q INTEREST EXPENSES

Particulars	For the year ended March 31,2022 $
Interest on loans	55,662
Processing Fees	118,750
Interest on Lease liabilities	5,455
Total	179,867

RateGain Technologies Inc. DALLAS

Note R TAX EXPENSES

For the year ended March 31, 2022, the company will file federal and state tax returns as per regulations applicable in the United States.

The components for the provision for income taxes are as follows:

Particulars	For the year ended March 31,2022 $
Current taxes	30,726

P & G ASSOCIATES PLLC

RATEGAIN TECHNOLOGIES INC.
Notes to the Financial Statements for the year ended March 31, 2022

Note S RELATED PARTY TRANSACTIONS

Related Party Relationships

Related Party	Nature of relation
RateGain Travel Technologies Limited	Parent and Ultimate Controlling Party
Rategain Technologies Limited	Wholly owned subsidiary
RateGain Technologies Spain S.L.	Wholly owned subsidiary
BCV Social LLC	Wholly owned subsidiary

Transaction with Related Party

Expenses incurred on behalf of	Amount as on 31st March 2022
RateGain Technologies Limited, UK	216,454
RateGain Travel Technologies Limited	69,042
BCV Social	185,670
Expense incurred on our behalf by	**Amount as on 31st March 2022**
RateGain Technologies Limited, UK	755,767
RateGain Travel Technologies Limited	632,395
BCV Social	561,304
Customer realization on behalf of	**Amount as on 31st March 2022**
RateGain Technologies Limited, UK	381,097
RateGain Travel Technologies Limited	142,407
Loan Repayment & Equity Conversion	**Amount as on 31st March 2022**
RateGain Technologies Limited, UK	12,025,000

RateGain Technologies Inc. DALLAS

P & G ASSOCIATES PLLC

RATEGAIN TECHNOLOGIES INC.
Notes to the Financial Statements for the year ended March 31, 2022

Balances with Related Party

Name of Entity	Transaction Type	Amount as on 31st March 2022 $
Rategain Technologies Limited	Other Current Assets	3,873,234
BCV Social LLC	Other Current Assets	7,869,462
Rategain Technologies Limited	Other Current Liabilities	7,225,133
RateGain Travel Technologies Limited	Other Current Liabilities	430,770

Note T **RISK AND UNCERTAINTIES**

The Company's future results of operations involve several risks and uncertainties. Factors that could affect the Company's future operating results and cause actual results to vary materially from expectations include, competitive factors, including but not limited to pricing pressures; deterioration in general economic conditions; the Company's ability to effectively manage operating costs and increase operating efficiencies; declines in revenues, technological and market changes; the ability to attract and retain qualified employees and the Company's ability to execute on its business plan.

The Company's exposure to credit risk for the accounts receivables is minimum. The average credit period to settle accounts receivables is about 30 days to 60 days.

Note U **SUBSEQUENT EVENTS**

Subsequent events have been evaluated till the date on which is the date the financial statements were issued. No material subsequent event has been noted.

Note V The opening balances as on April 1, 2021 derived from financial information that were not subject to audit as per US GAAP.

RateGain Technologies Inc. DALLAS

P & G ASSOCIATES PLLC

BCV SOCIAL LLC
FINANCIAL STATEMENTS

FOR THE YEAR ENDED
MARCH 31, 2022

BCV Social LLC
Chicago

BCV SOCIAL LLC
Index To Financial Statements
March 31, 2022

P & G ASSOCIATES, PLLC
Public Accounting Firm (FRM)
Regd. Office:
36, South 18th Avenue, Suite 0,
Brighton CO 80601
Admin Office:
4512 Legacy Drive Unit 100, Plano, TX
75024, USA
Tel: 001 (972)-961-4813 Fax: 001 (888)-482-0280
Email: info@pandgassoc.com
Registration No: FRN.5000066

Independent Auditor's Report

To the Management,
BCV Social LLC

Opinion

We have audited the accompanying financial statements of BCV Social LLC (the "Company"), which comprise the balance sheet as of March 31, 2022, and related statement of income, statement of stockholder's equity and statement of cash flow for the year then ended and related notes to financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company, as of March 31, 2022, and the results of the operations and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis of Opinion

We conducted our audit in accordance with accounting standards generally accepted in the United States of America ("GAAS"). 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 required to be independent of the company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financials statements that are from material misstatements, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate that raise substantial doubt about the company's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's responsibilities for the audit of financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material statements, whether due to fraud or error, and to issue and auditor report that include our opinion. Reasonable assurance is high level of assurance but not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect material statements when it exists. 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. Misstatements, include omissions are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by reasonable user based on financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgement and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financials statement whether due to fraud and error, and design and perform audit procedure responsive to those risk. Such procedure includes examining, on a test basis, evidence regarding the amounts and disclosure in financial statements.
- Obtain an understanding of Internal control relevant to the audit in order to design audit procedure that are appropriate in circumstances, but not for purpose of expressing opinion an effectiveness of internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and reasonableness of significant accounting policies used and reasonableness of significant accounting estimates made by management, as well as evaluate overall presentation of financials statements.
- Conclude whether, in our judgement, there are condition or events, considered in aggregate that raise substantial doubt about the company's ability to continue as a going concern for reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of audit, significant audit findings and certain internal control related identified during the audit.

Emphasis of Matter

The opening balances as on April 1, 2021 and for the year ended March 31, 2021, is not required to be audited as per laws and regulations applicable in United States of America.

Srinivasa Venkat, CPA
For P&G ASSOCIATES, PLLC
Public Accounting Firm
Firm Registration Number: 5000066
Date : 1st August, 2022.

BCV SOCIAL LLC
Balance Sheet as at March 31, 2022
(all amounts are in United State Dollars, unless otherwise stated)

Particulars	Note	March 31, 2022
Assets		
Current Assets		
Cash and Cash Equivalents	D	242,542
Accounts Receivables	E	2,406,203
Other Current Assets	F	222,574
Total Current Assets		**2,871,319**
Non-Current Assets		
Property and Equipment, Net	G	139,064
Intangible Assets, Net	H	11,649,546
Total Non- Current Assets		**11,788,610**
Total Assets		**14,659,929**
Liabilities & Stockholder's Equity		
Current Liabilities		
Accounts Payables		428,273
Other Current Liabilities	I	10,072,040
Total Current Liabilities		**10,500,313**
Total Liabilities		**10,500,313**
Commitments and Contingencies (Note J)		
Stockholder's Equity		
Equity Share Capital		6,192,912
Additional Paid in Capital		15,269,492
Retained Earnings		(17,302,788)
Total Stockholder's Equity		**4,159,616**
Total Liabilities & Stockholder's Equity		**14,659,929**

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

For BCV Social LLC

BCV Social LLC Chicago

P & G ASSOCIATES PLLC

Director: B. Chopra
Date: 1st August, 2022

BCV SOCIAL LLC

Statement of Income for the year ended March 31, 2022

(all amounts are in United State Dollars, unless otherwise stated)

Particulars	Note	March 31, 2022
Revenue	M	
Sale of Services		10,099,467
Other Income		25,451
Total Revenue		10,124,918
Operating Expenses		
Salary and Benefits		7,793,546
General and Administrative expenses	N	3,578,270
Depreciation and Amortization	G & H	1,693,501
Total Operating Expense		13,065,317
Operating Loss		(2,940,399)
Net Loss		(2,940,399)

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

For BCV Social LLC

BCV Social LLC Chicago

P & G ASSOCIATES PLLC

Director: B. Chopra
Date: 1st August, 2022

BCV SOCIAL LLC

Statement of Stockholder's Equity for the year ended March 31, 2022
(all amounts are in United State Dollars, unless otherwise stated)

Particulars	Equity share capital	Additional Paid in Capital	Retained Earnings	Stockholder's Equity
Balance as on March 31, 2021	6,192,912	15,269,492	(14,362,389)	7,100,015
Net loss for the year	-	-	(2,940,399)	(2,940,399)
Balance as on March 31, 2022	6,192,912	15,269,492	(17,302,788)	4,159,616

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

BCV SOCIAL LLC

Statement of Cash Flows for the year ended March 31, 2022
(all amounts are in United States Dollars, unless otherwise stated)

	March 31, 2022
Cash Flows From Operating Activities	
Net Loss	(2,940,399)
Depreciation and Amortization	1,693,501
Provision for Doubtful debts	69,308
Loss on sale of asset	20,081
Changes In Operating Assets And Liabilities	
(Increase) In Accounts Receivable	(1,244,690)
(Increase) In Other Current Assets	(155,941)
Increase In Accounts Payable	91,040
Increase in Other Current Liabilities	2,084,813
Net Cash Used By Operating Activities	**(382,287)**
Cash Flows From Investing Activities	
Purchase of Computer Office and Equipment	(59,378)
Proceeds from sale of fixed asset	6,966
Net Cash Used By Investing Activities	**(52,412)**
Net Decrease In Cash And Cash Equivalents	(434,699)
Cash And Cash Equivalents At Beginning Of Year	677,241
Cash And Cash Equivalents At End Of Year (Note D)	242,542

Cash flow statements have been prepared using Indirect method as specified in US GAAP.

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

P & G ASSOCIATES PLLC

BCV Social LLC Chicago

Note A NATURE OF OPERATIONS

The company is a wholly owned subsidiary of RateGain Technologies Inc. It is engaged in the business of providing data as a service, distribution and market technologies to travel and hospitality sector on a SaaS platform.

Note B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies are detailed below:

1 Basis of accounting

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (US GAAP) to reflect the financial position and results of operations of the Company.

The financial statements are presented for the year ended March 31, 2022. All amounts are stated in United States Dollars, unless specified otherwise.

2 Use of Estimate

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The management's estimates for determination of useful lives for property and equipment, provision for doubtful debts, allowance for chargebacks, discounts and rebates, and estimation relating to unsettled transactions and events at the balance sheet date represent certain of these particularly sensitive estimates. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates'. Revisions in accounting estimates are recognized prospectively in the current and future periods.

3 Cash and Cash Equivalents

Cash equivalents consist of all cash accounts which are not subject to withdrawal restrictions or penalties and all highly liquid investments with an initial maturity of three months or less. The carrying value of cash and cash equivalents approximates fair value because of the short maturities of those financial instruments. Cash balances in bank accounts are insured by the Federal Deposit Insurance Corporation up to specified sum for each insured bank for each account per depositor. Cash balances in excess of the Federal Deposit Insurance Corporation and similar insurance coverage are subject to the usual banking risks associated with funds in excess of those limits.

4 Revenue Recognition

Revenue from Contracts with Customers, revenue is recognised upon transfer of control of promised services to customers. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, incentives, performance bonuses, price concessions, amounts collected on behalf of third parties, or other similar items, if any, as specified in the contract with the customer. Revenue is recorded provided the recovery of consideration is probable and determinable. Revenue from operations is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of services in case of hospitality sector is recognised over the specified subscription period on straight line basis or on the basis of underlying services performed, as the case may be, in accordance with the terms of the contracts with customers. The Company defers unearned revenue, including payments received in advance, until the related subscription period is complete or underlying services are performed.

Sale of Services

Revenue from marketing support services, social media management fee and auxiliary business support services are in terms of agreements with the customers and are recognised on the basis of satisfaction of performance obligation over the duration of the contract from the date the contracts are effective or signed provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

BCV Social LLC Chicago

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5 Provision for Doubtful accounts

The Company follows the specific identification method for recognizing provision for doubtful accounts. Management analyses composition of the accounts receivable aging, historical bad debts, current economic trends, risk identified and customer credit worthiness of each accounts receivable when evaluating the adequacy of the provision for doubtful accounts. Provision for doubtful accounts is included in general and administration expenses in the statements of income. The Company charges off bad debts against the provision in the period in which it determines they are uncollectible. Based on the business environment in which the company operates, management considers that the accounts receivables are in default (credit impaired) if the payments are more than 365 days past due however the company based upon past trends determine loss allowance on receivables.

6 Property and Equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises: (a) its purchase price and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use. 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 statement of income when such asset is derecognised.

Subsequent cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the company and the cost of the item can be measured reliably. All other subsequent cost are charged to statement of income at the time of incurrence.

Depreciation

Depreciation on PPE is provided on the straight-line method computed on the basis of useful life on a pro-rata basis from the date the asset is ready to put to use Depreciation is calculated on a pro rata basis for assets purchased/sold during the year. The residual values, useful lives and methods of depreciation of property plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

	Estimated Useful Life
Asset Name	No. of years
Furniture and Fixtures	7
Computer & Office Equipment	5-7

7 Intangible Assets

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any. Gain or losses arising from derecognition of other intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible assets and are recognised in the statement of income when the asset is derecognised.

Subsequent cost

Subsequent cost is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All the subsequent expenditure on other intangible assets is recognised in statement of income , as incurred.

Amortisation

Amortisation is calculated to write off the cost of other intangible assets over their estimated useful lives as stated below using straight-line method. The estimated useful lives of the amortizable intangible asset are as follows:

Goodwill Impairment:

The company tests goodwill for impairment annually. The management conducts impairment assessment and compares the carrying amount of goodwill with its recoverable amount. Recoverable amount is computed based upon discounted cash flow projections.

	Estimated Useful Life
Asset Name	No. of years
Softwares	1-13

BCV Social LLC Chicago

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8 Operating Leases

Lease rent expenses on operating leases are charged to expense over the lease term. Certain operating lease agreements provide for scheduled rent increases over the lease term. Rent expense for such leases is recognized on a straight-line basis over the lease term.

9 Income Taxes

The company with stockholders consent has elected to be taxed as an 'Single Member LLC ' under the provisions of the Internal Revenue Code and comparable state revenue tax law. As an 'Single Member LLC' the company is generally not subject to corporate income taxes and the Company's' net income or loss is reported on the individual tax return of the stakeholders of the Company. Therefore, no provision for liability on income tax or deffered tax is reflected in the financial statements.

10 Fair Value Measurements and Financial Instruments

Assets and liabilities recorded at fair value in the financial statements are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels which are directly related to the amount of subjectivity associated with the inputs to the valuation of these assets or liabilities are as follows:

Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access as of the measurement date.

Level 2 - inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data

Level 3 - unobservable inputs for the asset or liability only used when there is little, if any, market activity for the asset or liability at the measurement date.

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities. The estimated fair value of cash, accounts receivable, accounts payable and accrued liabilities approximate their carrying amounts of these instruments. None of these instruments are held for trading purposes.

11 Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments litigations, fines, penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated Legal costs incurred in connection with loss contingencies are expensed as incurred. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

12 Recently issued accounting standards not yet adopted

We have reviewed the recent accounting pronouncements and concluded they are either not applicable to the business or no material effect is expected on the financial statements as a result of future adoption.

Note C FINANCIAL INSTRUMENTS AND CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash equivalents and accounts receivable. By their nature, all accounts receivable involve risk including the credit risk of non-performance by counter parties. In management's opinion, as of March 31, 2022 there was no significant risk of loss in the event of non-performance of the counter parties to these cash equivalents and accounts receivable.

The Company's exposure to credit risk for the accounts receivables is minimum. The average credit period to settle accounts receivables is about 30 to 60 days.

Note D CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents, include the following:

	As at March 31,2022
Balances with banks	242,542
Total	242,542

The company has no restricted cash balance as at March 31, 2022

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BCV Social LLC Chicago

Note E ACCOUNTS RECEIVABLES

Accounts receivable, net include the following:

	As at March 31,2022
Accounts and other receivable	2,485,511
Less: Allowance for doubtful accounts	(79,308)
Total	2,406,203

Note F OTHER CURRENT ASSETS

Other Current Assets, net include the following:

	As at March 31,2022
Security deposits	19,569
Prepaid expenses	85,750
Advances to employees	117,255
Total	222,574

Note G PROPERTY AND EQUIPMENT, NET

Property and equipment, net, comprises of

Particulars	Furniture and Fixtures	Computer & Office Equipment	Total
Gross carrying value:			
Balance as at 1 April 2021	29,741	446,835	476,576
Additions	-	59,378	59,378
Disposals/ Adjustments	-	(88,042)	(88,042)
Balance as at 31 March 2022	29,741	418,171	447,912
			-
Accumulated depreciation:			-
Balance as at 1 April 2021	24,158	299,627	323,785
Depreciation Expense	3,413	42,645	46,058
Disposals/ Adjustments	-	(60,995)	(60,995)
Balance as at 31 March 2022	27,571	281,277	308,848
			-
Net carrying value:			-
Balance as at 31 March 2021	5,583	147,208	152,791
Balance as at 31 March 2022	2,170	136,894	139,064

Note H INTANGIBLE ASSETS, NET

Particulars	Softwares	Goodwill	Total
Gross carrying value:			
Balance as at 1 April 2021	14,454,879	2,690,658	17,145,537
Balance as at 31 March 2022	14,454,879	2,690,658	17,145,537
Accumulated amortization:			
Balance as at 1 April 2021	3,848,549	-	3,848,549
Amortization Expense	1,647,442	-	1,647,442
Balance as at 31 March 2022	5,495,991	-	5,495,991
Net carrying value:			
Balance as at 31 March 2021	10,606,330	2,690,658	13,296,988
Balance as at 31 March 2022	8,958,888	2,690,658	11,649,546

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BCV Social LLC Chicago

BCV SOCIAL LLC

Notes to the Financial Statements for the year ended March 31, 2022

Note I OTHER CURRENT LIABILITIES

Other Current Liabilities, net include the following:

	As at March 31,2022
Employee related payable	150,007
Related Party Payables	8,483,988
Statutory liabilities	125,536
Advance from customer	116,858
Deferred Revenue	1,156,834
Accrued Expenses	38,817
Total	10,072,040

Note J COMMITMENTS AND CONTINGENCIES

There are no Commitments and Contingent Liabilities as at 31st March, 2022.

Note K RELATED PARTY TRANSACTIONS

Related Party	Nature of relation
RateGain Travel Technologies Limited (India)	Ultimate Holding Company
RateGain Technologies Limited (UK)	Intermediate Holding Company
RateGain Technologies Inc.(US)	Holding Company

Transactions with related parties

Expenses incurred on behalf of	Amount as on March 31,2022
RateGain Technologies Inc., US	561,304
Expense incurred on our behalf by	
RateGain Technologies Limited, UK	218,047
RateGain Technologies Inc., US	185,670
RateGain Travel Technologies Limited	760,842

Balances with related parties

Related Party	Transaction Type	Amount as on March 2022
RateGain Technologies Inc.(US)	Other current liability	7,869,463
RateGain Travel Technologies Limited (India)	Other current liability	298,249
RateGain Technologies Limited (UK)	Other current liability	316,276

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Notes to the Financial Statements for the year ended March 31, 2022

Note L EMPLOYEE BENEFIT

Short Term Employee Benefits:

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid 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.

Defined Benefit Employee Plans:

The contributions made by the company under defined contribution plan are recognized as an expense in the statement of income.

Note M REVENUE FROM CONTRACTS WITH CUSTOMERS

The following tables summarize revenues by region for the years March 31,2022:

Region	Revenue Amount
Revenue from services provided in USA	10,099,467

Revenue disaggregated by timing of recognition:

	For the year ended March 31,2022
Services transferred over time	10,099,467
Total revenue by timing of recognition	**10,099,467**

Note N GENERAL AND ADMINISTRATIVE EXPENSES

	As at March 31,2022
Advertising and marketing expenses	1,923,146
Trade and other receivables (Provision created for Bad debts)	69,308
Bank charges	22,798
Communication charges	19,721
Contractual manpower cost	363,302
Electricity charges	6,975
Legal and professional	25,558
Fees and subscriptions	622,535
Miscellaneous expenses	2,089
Office maintenance	27,449
Postage and courier charges	2,175
Rent	185,776
Training & Recruitment expenses	101,142
Travelling and conveyance	186,213
Loss on Assets theft	20,081
Total	3,578,270

Note O RISK AND UNCERTAINTIES

The Company's future results of operations involve several risks and uncertainties. Factors that could affect the Company's future operating results and cause actual results to vary materially from expectations include, competitive factors, including but not limited to pricing pressures; deterioration in general economic conditions; the Company's ability to effectively manage operating costs and increase operating efficiencies; declines in revenues, technological and market changes; the ability to attract and retain qualified employees and the Company's ability to execute on its business plan.

Note P SUBSEQUENT EVENTS

Subsequent events have been evaluated till the date on which is the date the financial statements were issued. No material subsequent event has been noted.

Note Q The opening balances as on April 1, 2021 derived from financial information that were not subject to audit as per US GAAP.

P & G ASSOCIATES PLLC

BCV Social LLC Chicago

Myhotelshop GmbH
Standalone Balance Sheet as at 31 March 2022
All amounts are in Euro unless otherwise stated

Particulars	Notes	As at 31 March 2022
ASSETS		
Non-current assets		
Property, plant and equipment	3	20,117
Right-of-use assets	4	103,463
Intangible assets	5	31,660
Financial assets		
Loans	11	1,515,323
Investments	12	3,000
Other financial assets	6	14,040
Deferred tax assets (net)	30	69,961
Total non-current assets		**1,757,564**
Current assets		
Financial assets		
Trade receivables	9	1,270,350
Cash and cash equivalents	10	1,155,422
Other financial assets	6	522,029
Other current assets	8	26,045
Total current assets		**2,973,846**
Total assets		**4,731,410**
EQUITY AND LIABILITIES		
Equity		
Equity share capital	13	1,070,341
Other equity	14	1,173,688
Total equity		**2,244,029**
LIABILITES		
Non-current liabilities		
Financial liabilities		
Lease liabilities	16	47,468
Total non-current liabilities		47,468
Current liabilities		
Financial liabilities		
Lease liabilities	16	59,318
Trade payables	17	614,278
Other financial liabilities	18	2,705
Other current liabilities	19	1,228,365
Current tax liabilities (net)	7	535,247
Total current liabilities		**2,439,913**
Total liabilities		**2,487,381**
Total equity and liabilities		**4,731,410**
Significant accounting policies	2	

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of
Myhotelshop GmbH

Bhanu Chopra
Managing Director
Date: May 13 2022
Place: Delhi

MyHotelShop GmbH Germany

Myhotelshop GmbH
Standalone Statement of Profit and Loss
for the period ended ended 31 March 2022
All amounts are in Euro unless otherwise stated

Particulars	Notes	Period from 1 Sep 2021 to 31 March 2022
Revenue from operations	20	5,136,685
Other income	21	47,074
Total income		5,183,759
Expenses		
Employee benefits expense	22	1,463,794
Finance costs	23	1,471
Depreciation and amortisation expense	24	50,876
Other expenses	25	3,296,912
Total expenses		4,813,053
Profit before tax		370,706
Tax expense:	26	
Current tax		153,937
Deferred tax (credit)/charge		(46,373)
Total tax expense		107,564
Profit for the period		263,142
Other comprehensive income		-
Total other comprehensive income		-
Earnings per equity share (EPS)		
Basic EPS	27	0.25
Diluted EPS	27	0.25
Significant accounting policies	2	

The accompanying notes are an integral part of these financial statements

For and on behalf of the Board of Directors of
Myhotelshop GmbH

Bhanu Chopra
Managing Director
Date: May 13 2022
Place: Delhi

MyHotelShop GmbH
Germany

Myhotelshop GmbH
Standalone Cash Flow Statement
for the period ended 31 March 2022
All amounts are in Euro unless otherwise stated

Particulars	Period Ended 31 March 22
Operating activities	
Profit before tax	370,706
Adjustments for:	
Depreciation and amortisation expense	50,876
Finance cost	1,471
Allowance for expected credit loss	141,256
Operating profit before working capital changes and other adjustments	**564,309**
Working capital adjustments:	
(Increase)/ Decrease in trade receivables	(630,183)
(Increase)/ Decrease in financial assets	169,499
(Increase)/ Decrease in other assets	(12,474)
Increase/ (Decrease) in trade payable	35,837
Increase/ (Decrease) in other financial liabilities	(126,037)
Increase/ (Decrease) in other liabilities	88,627
Cash generated from operating activities	**89,578**
Income tax refund received / (paid)	-
Net cash generated from operating activities	**89,578**
Investing activities	
Purchase of property, plant and equipment	(18,811)
Loan Recovered	572,407
Loan given	(1,515,323)
Net cash used in investing activities	**(961,727)**
Financing activities	
Repayment of long-term borrowings	(100,000)
Repayment of lease liabilities	(35,109)
Net cash (used in) financing activities	**(135,109)**
Net (decrease)/increase in cash and cash equivalents	(1,007,258)
Cash and cash equivalents at the beginning of the period	2,162,680
Cash and cash equivalents at end of the period	**1,155,422**

Notes:

1. The Standalone Statement of Cash Flows has been prepared under the 'Indirect method' as set out in the Ind AS - 7 on 'Statement of Cash Flows'.
2. Changes in liabilities arising from financing activities:

Particular	As at 01 August 2021	Cash Inflows/(Outflows)	Non-Cash Changes
Borrowings	100,000	(100,000)	-
Lease liabilities	140,424	(35,109)	1,471
Total	240,424	(135,109)	1,471

For and on behalf of the Board of Directors of

Myhotelshop GmbH

Bhanu Chopra
Managing Director
Date: May 13 2022
Place: Delhi

MyHotelShop GmbH
Germany

Myhotelshop GmbH

Standalone Statement of Changes in Equity

for the period ended ended 31 March 2022

All amounts are in Euro unless otherwise stated

a. Equity share capital

Particulars	Amount
Balance as at 31 August 2021	1,070,341
Changes in equity share capital during the period	-
Balance as at 31 March 2022	1,070,341

b. Other equity

Particulars	Share premium	Equity share issuance costs	Retained earnings	Total
Balance as at 31 August 2021	143,959	(8,500)	775,087	910,546
Profit for the period	-	-	263,142	263,142
Balance as at 31 March 2022	143,959	(8,500)	1,038,229	1,173,688

The description of the nature and purpose of each reserve within equity is as follows:

1 **Share premium :**
Share premium is credited when shares are issued at premium. It is utlised in accordance with the local laws and regulations

2 **Equity share issuance cost :**
It is related to incremental costs directly attributable to issuing new equity shares.

3 **Retained earnings :**
This represents undistributed accumulated earnings/losses of the Company as on the balance sheet date

For and on behalf of the Board of Directors of

Myhotelshop GmbH

Bhanu Chopra
Managing Director
Date: May 13 2022
Place: Delhi

MyHotelShop GmbH
Germany

Myhotelshop GmbH

Notes forming part of the Standalone financial statements
for the period ended 31 March 2022

1 Background

Myhotelshop GmbH (the 'Company' or 'the Holding Company') is registered under registration number 28024 in the German Commercial Register and domiciled in Germany, having its registered office at Floßplatz 6, 04107 Leipzig, Germany. The Company was incorporated on 31 January 2012. The Company is 100% subsidiary of Rategain Technologies Limited based out in United Kingdom.

The Company is an Information Technology company providing innovative solutions to help clients in the hospitality and travel industry to achieve their business goals. The Company connects hotel websites to major meta searches and runs marketing campaigns to increase direct bookings and push the websites as a distribution channel. The Company earns net market placement revenue from advertisement/media spends and recurring monthly fee under packages such as campaign management, campaign management light, full management, etc.

2.1 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of this special purpose standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

RateGain Travel Technologies Limited, a SaaS company registered in India, ("RateGain") has acquired Myhotelshop GmbH through its subsidiary company RateGain Technologies Limited, a company registered in United Kingdom, vide Sale and Purchase Agreement (SPA) entered on 10 September 2021. RateGain is listed in the stock exchanges in India. The financial statement of RateGain is prepared in accordance with Indian Accounting Standards prescribed under section 133 of the Indian Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 (hereinafter referred to as the 'Ind AS') for the purpose of providing information to the RateGain Travel Technologies Limited solely to enable it to prepare its standalone financial statements

Accordingly, the special purpose standalone financial statements for the 7 months' period ended 31 March 2022 have been prepared in accordance with the Ind AS.

For all periods up to and including the year ended 31 December 2019, the Company prepared its financial statements in accordance with the German statutory accounting and reporting requirements (German GAAP) (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in Germany. However, the previous financial statements are not audited as it is not required to be audited as per German statute.

(b) Basis of measurement

The standalone financial statements have been prepared on a historical cost basis except for certain financial assets and financial liabilities that are measured at fair value or amortized cost.

(c) Critical accounting estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Changes in estimates are reflected in the standalone financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the standalone financial statements.

Information about significant areas of estimation /uncertainty and judgements in applying accounting policies that have the most significant effect on the standalone financial statements are as follows:

MyHotelShop GmbH Germany

- judgment required to determine probability of recognition of deferred tax assets;
- impairment assessment of non-financial assets key assumptions underlying recoverable amount;
- impairment assessment of financial assets;
- measurement of financial guarantee contracts, provisions and contingent liabilities;
- measurement of share-based payments, provisions and contingent liabilities;
- judgment required to ascertain lease classification, lease term, incremental borrowing rate, lease and non-lease component, and impairment of ROU;
- judgement required to determine that the government grant will be received
- measurement of unbilled or deferred revenue
- cash flow projections and liquidity assessment with respect to Covid-19.

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year except for as disclosed in these financial statements.

(d) Fair value measurement

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.

The principal or the most advantageous market must be accessible to / by the Company.

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

- Level 1 — Quoted (unadjusted) 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 standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing 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.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.2 Other significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in the standalone financial statements.

(a) Property, plant equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises: (a) its purchase price and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use.

The cost of improvements to leasehold premises, if recognition criteria are met, are capitalized and disclosed separately under leasehold improvement.

An item of property, plant and equipment and any significant part initially recognised is derecognized 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 standalone Statement of profit and loss when such asset is derecognized.

Subsequent cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other subsequent cost is charged to standalone Statement of profit and loss at the time of incurrence.

Depreciation

Depreciation on property, plant equipment is provided on the straight-line method computed on the basis of estimated useful life on a pro-rata basis from the date the asset is ready to put to use.

Depreciation has been charged based on the following useful lives:

Asset description	Useful life of asset (in years)
Office Furniture and Fixtures	5

Depreciation is calculated on a full year basis in the year of purchase or sale for that year.

The residual values, useful lives and methods of depreciation of property plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

(b) **Intangible Assets**

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortization and impairment losses, if any.

Gain or losses arising from derecognition of other intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible assets and are recognised in the standalone Statement of profit and loss when the asset is derecognized.

Subsequent cost

Subsequent cost is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All the subsequent expenditure on other intangible assets is recognised in standalone Statement of profit and loss, as incurred.

Amortization

Amortization is calculated to write off the cost of other intangible assets over their estimated useful lives as stated below using straight-line method. Amortization is calculated on full year basis for assets purchased /disposed during the year.

Amortization has been charged based on the following useful lives:

Asset description	Useful life of asset (in years)

Computer software	5

Amortization method, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

(c) **Leases**

The Company as a lessee

The Company enters into an arrangement for lease of buildings. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 – Leases, at inception of the contract, the Company assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

Measurement and recognition of leases as a lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in Statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Company as a lessor
At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

(d) Impairment - non-financial assets
At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are companyed together into the smallest company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGU'). Goodwill arising from a business combination is allocated to a CGU or companys of CGU that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Impairment losses are recognised in the standalone Statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

(e) Provisions and contingent liabilities
Provisions
Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past events, 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.

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

Contingent liabilities
Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

(f) Employee benefits
Short-term employee benefits
Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled. Grants related to employees' costs subsidy are deducted from the respective employee cost.

Post-employment benefit plans

Defined benefit plans

There are no defined benefit plans in the Company.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions to the government and will have no legal or constructive obligation to pay further amounts. Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

(g) Share based payments

The grant-date fair value of equity-settled share-based payment arrangements granted to eligible employees of the Company under the Employee Stock Option Scheme ('ESOS') is recognised as employee stock option scheme expenses in the standalone Statement of profit and loss, in relation to options granted to employees of the Company (over the vesting period of the awards), with a corresponding increase in other equity. The amount recognised as an expense to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. The increase in equity recognised in connection with a share based payment transaction is presented in the "Employee stock options outstanding account", as separate component in other equity. For share-based payment awards with market conditions, the grant- date fair value of the share-based payment is measured to reflect such conditions and there is no true- up for differences between expected and actual outcomes. At the end of each period, the Companyrevises its estimates of the number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

In case of cash-settled plan, fair value is determined on each reporting date and expense is accordingly recognised in the statement of profit and loss with a corresponding increase to the ESOP liability.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(h) Income taxes

Income tax expense comprises of current tax and deferred tax. It is recognised in the standalone profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted for the relevant reporting period. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets - unrecognized or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.
The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.
Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax liabilities and assets levied by the same tax authorities.

(i) Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Company operates, i.e., the functional currency, to be Euro. The financial statements are presented in Euro, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest Euro, unless otherwise stated. Consequent to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute amounts.

(j) Foreign currency transactions

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions.
Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realization/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the standalone Statement of profit and loss.

Foreign exchange gains / (losses) arising on translation of foreign currency monetary loans are presented in the standalone Statement of profit and loss on net basis.

(k) Revenue recognition

Revenue from Contracts with Customers, revenue is recognised upon transfer of control of promised services to customers. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, incentives, performance bonuses, price concessions, amounts collected on behalf of third parties, or other similar items, if any, as specified in the contract with the customer. Revenue is recorded provided the recovery of consideration is probable and determinable.

Revenue from operations is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of services in case of hospitality sector is recognised over the specified subscription period on straight line basis or on the basis of underlying services performed, as the case may be, in accordance with the terms of the contracts with customers and in case of travel sector the same is recognised when the related services are performed as per the terms of contracts.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The Company defers unearned and deferred revenue, including payments received in advance, until the related subscription period is complete or underlying services are performed.

Service income
Revenue from marketing support services, management fee, set-up fee and auxiliary and business support services are in terms of agreements with the customers and are recognised on the basis of satisfaction of performance obligation over the duration of the contract from the date the contracts are effective or signed provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

Interest income
Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method.

(l) 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.

Financial assets

Recognition and initial measurement
Trade receivables and debt instruments are initially recognised when they are originated. All other financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, for an item not at fair value through standalone Statement of profit and loss, transaction costs that are attributable to its acquisition or use.

Classification
For the purpose of initial recognition, the Company classifies its financial assets in following categories:

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI); and
- Financial assets measured at fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset being 'debt instrument' is measured at the amortized cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets for collecting 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 (SPPI) on the principal amount outstanding.

A financial asset being 'debt instrument' is measured at the FVTOCI if both of the following criteria are met:

- The asset is held within the business model, whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

A financial asset being equity instrument is measured at FVTPL.
All financial assets not classified as measured at amortized cost or FVTOCI as described above are measured

at FVTPL.

Subsequent measurement

Financial assets at amortized cost
These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the standalone Statement of profit and loss.

Financial assets at FVTPL
These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the standalone Statement of profit and loss.

Derecognition
The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the standalone Statement of profit and loss.

Impairment of financial assets (other than at fair value)
The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit and 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 financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the standalone Statement of profit and loss.

Write-off
The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial liabilities

Recognition and initial measurement
All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, for an item not at fair value through profit and loss, transaction costs that are attributable to the liability.

Classification and subsequent measurement
Financial liabilities are classified as measured at amortized cost or FVTPL.
A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the standalone Statement of profit and loss.
Financial liabilities other than classified as FVTPL, are subsequently measured at amortized cost using the effective interest method. Interest expense are recognised in standalone Statement of profit and loss. Any gain or loss on derecognition is also recognised in the standalone Statement of profit and loss.

Derecognition
The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the standalone Statement of profit and loss.

Offsetting of financial instruments
Financial assets and financial liabilities are offset, and the net amount presented in the standalone Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the assets and settle the liabilities simultaneously.

(m) Earnings per share
The Company presents basic and diluted earnings per share (EPS) data for its equity shares. Basic EPS is calculated by dividing the standalone Statement of profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting standalone Statement of profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares, which comprise share options granted to employees.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

(n) Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets
An asset is classified as current when it satisfies any of the following criteria:
it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;

- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities
A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

(o) Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(p) Segment reporting

As the Company's business activity primarily falls within a single segment which is providing innovative solutions to help clients in the hospitality and travel industry to achieve their business goals. The geographical segments considered are "within Germany", "within European Union" and "outside European Union" and are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company who monitors the operating results of its business units not separately for the purpose of making decisions about resource allocation and performance assessment. The CODM is considered to be the shareholder who make strategic decisions and is responsible for allocating resources and assessing the financial performance of the operating segments. The analysis of geographical segments is based on geographical location of the customers.

(q) Exceptional items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance.

(r) Cash flow statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less.

(s) Share issue expense

Share issue expenses of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

(t) Government Grant

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the years in which the Company recognises as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

Grants related to income and reimbursement of fixed costs are presented as part of profit or loss separately under 'Other income'. Grants related to employees' costs subsidy are deducted from the related expense.

The benefit of a government loan at a below-market rate of interest and effect of this favourable interest is treated as a government grant. The loan or assistance is initially recognised at fair value and the government grant is measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and recognised to the income statement immediately on fulfillment of the performance obligations. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

(u) New and amended standards adopted by the company

The company has applied the following amendments to Ind AS for the first time for their annual reporting period commencing 1 April 2021:
• Extension of COVID-19 related concessions – amendments to Ind AS 116
• Interest rate benchmark reform – amendments to Ind AS 109, Financial Instruments, Ind AS 107, Financial Instruments: Disclosures, Ind AS 104, Insurance Contracts and Ind AS 116, Leases.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(v) New amendments issued but not effective

The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective 1 April 2022. These amendments are not expected to have a material impact on the company in the current or future reporting periods and on foreseeable future transactions.

3 Property, plant and equipment

	Office furniture and fixtures	Total amount
Gross carrying value:		
Balance as at 31 August 2021	109,763	109,763
Additions for the period	18,811	18,811
Balance as at 31 March 2022	128,574	128,574
Accumulated depreciation:		
Balance as at 31 August 2021	97,961	97,961
Charge for the period	10,496	10,496
Balance as at 31 March 2022	108,457	108,457
Net carrying value:		
Balance as at 31August 2021	11,802	11,802
Balance as at 31 March 2022	20,117	20,117

4 Right-of-use assets

	Office building	Total amount
Gross carrying value:		
Balance as at 31 August 2021	233,315	233,315
Additions for the period	-	-
Balance as at 31 March 2022	233,315	233,315
Accumulated amortisation:		
Balance as at 31 August 2021	96,187	96,187
Charge for the period	33,665	33,665
Balance as at 31 March 2022	129,852	129,852
Net carrying value:		
Balance as at 31 August 2021	137,128	137,128
Balance as at 31 March 2022	103,463	103,463

MyHotelShop GmbH
Germany

Myhotelshop GmbH
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5 Intangible assets

	Softwares	Total amount
Gross carrying value:		
Balance as at 31 August 2021	91,260	91,260
Additions for the period	-	-
Balance as at 31 March 2022	91,260	91,260
Accumulated amortisation:		
Balance as at 31 August 2021	52,885	52,885
Charge for the period	6,715	6,715
Balance as at 31 March 2022	59,600	59,600
Net carrying value:		
Balance as at 31 August 2021	38,375	38,375
Balance as at 31 March 2022	31,660	31,660

		As at 31 March 2022
6	**Other financial assets**	
	(Unsecured and considered good at amortised cost)	
	Non-current	
	Security deposits	14,040
		14,040
	Current	
	Interest receivables	22,899
	Unbilled revenue^	499,130
		522,029

^Unbilled revenue pertains to monthly outstanding invoices which are raised and approved in the subsequent financial year

7	**Income tax assets and liabilities**	
	Current tax liabilities	
	Income tax payable	535,247
		535,247
8	**Other assets**	
	(unsecured and considered good)	
	Current	
	Prepaid expenses	10,967
	Advance to supplier	2,740
	Advances to employees	1,330
	Others	11,008
		26,045
9	**Trade receivables**	
	Unsecured, considered good	1,577,035
	Less: Loss allowance (refer note 31(iii)(a))	(306,685)
		1,270,350

		As at 31 March 2022
10	**Cash and cash equivalents**	
	Balances with banks	
	- In current account	1,155,422
		1,155,422

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

11	**Non-current loan**	
	Unsecured, considered good	
	Rategain Technologies Limited**	1,515,323
		1,515,323

** The loan was granted to Rategain Technologies Ltd, the Parent company. The company has disbursed the loan amounting to Euro 15,15,323 in the month of January 2022. The repayment of loan shall shall be made in one amount on termination date (i.e. 31st December, 2026). The outstanding loan balance would carry an interest @ 7% p.a. payable on a quarterly basis.

12	**Non Current Investment**	
	Investment in subsidiary	3,000

	As at 31 March 2022
13 Equity share capital	
Subscribed capital	
1,070,341 equity shares of Euro 1 each fully paid up	1,070,341
	1,070,341

Notes:

(i) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Euro 1 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

a **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the period:**

Particulars	As at 31 March 2022	
	No of Shares	Amount
Equity shares outstanding at the beginning of the period	1,070,341	1,070,341
Add : Issued during the period	-	-
Equity shares outstanding at the end of the period	**1,070,341**	**1,070,341**

(iii) **Shares held by each shareholder holding more than 5 percent shares:**

Particulars	As at 31 March 2022
Rategain Technologies Limited	1,030,000

(iv) **Details of shareholding of promoters:**

Sr. No	Promoter name	At the end of 31st March 2022		
		No of Shares	% of total shares	% Change during the year
1	Rategain Technologies Limited	1,070,341	100%	0%

(v) No shares have been issued by the Company for consideration other than cash, during the period of five years immediately preceding the reporting periods.

		As at 31 March 2022
14	**Other equity**	
	Share premium	143,959
	Retained earnings	1,038,229
	Equity share issuance costs	(8,500)
		1,173,688

14.1 Share premium

Balance at the beginning of the period	143,959
Change during the period	-
Balance at the end of the period	**143,959**

14.2 Retained earnings

Balance at the beginning of the period	775,087
Profit for the period	263,142
Balance at the end of the period	1,038,229

Retained earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

14.3 Equity share issuance costs

Balance at the beginning of the period	(8,500)
Incurred during the period	-
Balance at the end of the period	**(8,500)**

	As at 31 March 2022
16 Lease liabilities	
Office and Buildings	
Non-current	
Opening Balance	140,424
Add : Interest expense	1,471
Less : Payments during the period	35,109
	106,786
Less : Classified to current	59,318
Lease liabilities	47,468
	47,468
Current	
Lease liabilities	59,318
	59,318
17 Trade payables	
Trade payables	614,278
	614,278

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

Particulars	Not Due	tstanding for following periods from due date of paymei				Total
		Less than 1 Year	1 -2 Years	2 - 3 Years	More than 3 Years	
Trade Payable						
Others	527,310	26,714	-	-	-	554,024
Disputed dues - Others	-	-	-	-	-	-
Accrued expenses	60,891					60,891
	588,201	26,714	-	-	-	614,915

18 Other financial liabilities	
Current	
Payable to Trivago	2,705
	2,705
19 Other liabilities	
Current	
Advances from customers	66,053
Statutory liabilities	207,798
Provisions for employee benefits	143,826
Deferred revenue	810,688
	1,228,365

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		Period from 1 Sep 2021 to 31 March 2022
20	**Revenue from operations**	
	Sale of services	5,136,685
		5,136,685

Note:

(a) **Disaggregated revenue information**

Set out below is the disaggregation of the company's revenue from contracts with customers:

Particulars	Period from 1 Sep 2021 to 31 March 2022
Type of services	
Market placement and other consultancy fees	5,136,685
Total revenue from contracts with customers	5,136,685
Geographical region	
Germany	3,912,332
European Union other than Germany	509,436
Other countries	714,917
Total revenue from contracts with customers	5,136,685
Timing of recognition	
Revenue recognised at a point of time	5,136,685
Total revenue from contracts with customers	5,136,685

(b) **Assets and liabilities related to contracts with customers**

Trade receivables	1,270,350
Unbilled revenue	499,130
Advances from customers	66,053
Deferred revenue	810,688

Remaining performance obligations as at the reporting date are expected to be substantially recognised over the next reporting period by the Company.

(c) **Revenue recognised in relation contract liabilities**

Contract liabilities related to sale of services	
Advances from customers	66,053
Deferred revenue	810,688

(d) **Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price**

Revenue as per contracted price	5,136,685
Adjustments:	
Rebate	-
Revenue from contracts with customers	5,136,685

21	**Other income**	
	Government grant income	10,000
	Interest income	22,429
	Other miscellaneous income	14,645
		47,074

		Period from 1 Sep 2021 to 31 March 2022
22	**Employee benefits expense**	
	Salaries and wages	1,214,721
	Contribution to social securities	223,315
	Staff welfare expenses	25,758
		1,463,794
23	**Finance costs**	
	Interest on lease liabilities	1,471
		1,471
24	**Depreciation and amortisation expense**	
	Depreciation on property, plant and equipment	10,496
	Amortisation of right of use assets	33,665
	Amortisation of intangible assets	6,715
		50,876
25	**Other expenses**	
	External Services	2,730,875
	Legal and professional fees	30,109
	Rent and other space costs(Refer note 29)	5,742
	Postage, telephone and internet expenses	44,852
	Licenses and concessions expenses	35,706
	Vehicle running and maintenance	19,333
	Training and recruitment expenses	28,219
	Insurance and other charges	3,580
	Travelling and conveyance	34,869
	Bank charges	12,580
	Loss on foreign exchange (net)	1,099
	Office supplies and incidental expenses	402
	Gifts, hospitality and attentions	6,570
	Advertising and sales promotion expenses	6,787
	Allowance for expected credit loss	141,256
	Bad debts	532
	Miscellaneous expenses	194,401
	Total	3,296,912

	Period from 1 Sept 2021 to 31 March 2022
26 Income taxes	
Income tax recognised in the Standalone statement of profit and loss	
Current tax	
In respect of the current period	153,937
	153,937
Deferred tax	
In respect of the current period	(46,373)
	(46,373)
Total income tax expense recognised in the current period	107,564

The Income tax expense for the period can be reconciled to the accounting profit as follows:

Profit before tax	370,706
Statutory income tax rate	31.925%
Income tax expense at statutory income tax rate	118,348
Others	(10,784)
	107,564

27 **Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit for the period attributable to equity holders by the weighted average number of equity shares outstanding during the period.
Diluted EPS amounts are calculated by dividing the profit for the period attributable to equity holder by the weighted average number of equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all dilutive potential equity shares into equity shares.
The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Period from 1 September 2021 to 31 March 2022
Earnings attributable to equity holder of the Holding Company	263,142
Weighted average number of equity shares	1,070,341
Basic EPS	0.25
Diluted EPS	0.25

28 **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the company. The CODM is considered to be the Managing Director who makes strategic decisions and is responsible for allocating resources and assessing the financial performance of the operating segments.

The company's business activity falls within a single segment, which is providing innovative solutions to help clients in the hospitality and travel industry to achieve their business goals, in terms of Ind AS 108 on Segment Reporting. Information about relevant geography wide disclosure are as follows:

Particulars	Period from 1 September 2021 to 31 March 2022
Revenue from external customers by location of the customers #	
(i) Germany	3,912,332
(ii) European Union other than Germany	509,436
(iii) Other countries	714,917
Total	5,136,685

Particulars	As at 31 March 2022
Non-current assets *	
(i) Germany	155,240
(ii) European Union other than Germany	-
(iii) Other countries	-

** Non-current assets, other than financial instruments and income tax assets (net)/deferred tax asset (net).*

Particulars	Period from 1 September 2021 to 31 March 2022
Single external customer of the company contributing 10% or more of the company's total revenue	1,024,297

 # Revenue numbers are after intercompany eliminations.

29 Leases

The company has leases for office buildings and apartments. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The company classifies its right-of-use assets in a consistent manner to its property, plant and equipment. The company has recorded two office lease as right-of-use assets which has average lease term of 5 years and average remaining lease term of 2 years.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the lease liability. The lease payments are discounted using incremental borrowing rate of the company, being the rate the company would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar environment with similar terms, security and conditions.

Amounts recognised in the Standalone statement of profit or loss:

Particulars	Period from 1 September 2021 to 31 March 2022
Amortisation on right-of-use assets	33,665
Interest on lease liabilities	1,471
Expenses relating to short-term leases	(5,017)

	As at 31 March 2022
30 Deferred tax assets	
Deferred tax assets in relation to:	
Loss allowance for doubtful debts	68,900
Right-of-use assets and lease liabilities	1,061
Deferred tax assets (net)	69,961

(a) Movement in deferred tax liabilities for the period ended 31 March 2022 is as follows:

	Opening Balance	Recognised in Profit or loss	Closing balance
Deferred tax assets in relation to:			
Loss allowance for doubtful debts	22,536	46,364	68,900
Right-of-use assets and lease liabilities	1,052	9	1,061
	23,588	46,373	69,961

31 Related party disclosures

(I) Relationship with related parties:

(a) Parent company
MHS Ventures (upto 31st August 2021)
Rategain Technologies Limited, United Kingdom (w.e.f: 1st September 2021)

(b) Key management personnel (KMP):
Mr. Ullrich Kastner (Chief Executive Officer and Managing Director upto 30the September 2021)
Mr. Bhanu Chopra (Chief Executive Officer and Managing Director w.e.f 1st October 2021)

(II) Transactions with related parties during the period 1 September 2021 to 31 March 2022:

Particulars	Period from 1 September 2021 to 31 March 2022
Other expenses	
Rategain Technologies Limited, United Kingdom	49,687
Loan given	
Rategain Technologies Limited, United Kingdom	1,515,323
Interest income	
Rategain Technologies Limited, United Kingdom	22,899
Compensation to KMPs	
Mr. Ullrich Kastner	30,365

(III) Outstanding Balances

Particulars	As at 31 March 2022	As at 31 August 2021
(i) Payables		
Rategain Technologies Limited, United Kingdom	49,687	-
Mr. Ullrich Kastner	5,176	-
(ii) Loan receivable		
Rategain Technologies Limited, United Kingdom	1,515,323	-
MHS Ventures (upto 31st August 2021)	-	572,407
(iii) Interest receivable		
Rategain Technologies Limited, United Kingdom	22,899	-

32 Fair value measurements

i) Financial instruments by category

Particulars	As at 31 March 2022	
	FVTPL	Amortised cost
Financial assets		
Trade receivables	-	1,270,350
Cash and cash equivalents	-	1,155,422
Loans	-	1,515,323
Other financial assets	-	536,069
Total	-	4,477,164
Financial liabilities		
Lease liabilities	-	106,786
Trade payables	-	614,278
Other financial liabilities	-	2,705
Total	-	723,769

ii) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the standalone balance sheet are divided 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: Quoted prices (unadjusted) in active markets for financial instruments.

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 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.

a. Fair value of financial assets and liabilities measured at amortised cost:

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other bank balances, other current financials assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

The company has borrowings at fixed interest rate. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

iii) Financial risk management

The company's activities expose it to market risk, liquidity risk and credit risk. The company's board of directors has overall responsibility for the establishment and oversight of the company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Ageing analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

a. Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans and receivables carried at amortised cost, and
- deposits with banks

a. Credit risk *(continued)*

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Standalone balance sheet:

Particulars	As at 31 March 2022
Loans (current and non current)	1,515,323
Trade receivables	1,270,350
Cash and cash equivalents	1,155,422
Other financial assets (current and non-current)	536,069

Credit risk on cash and cash equivalents and bank deposits (shown under other bank balances) and other financial assets is limited as the company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. The loans primarily represents loan given to related parties and employees. Other financial assets measured at amortized cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

The exposure to the credit risk at the reporting date is primarily from security deposits and trade receivables.
Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in Germany, Spain and other Eurpean countries. The company does monitor the economic environment in which it operates. The company manages its credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the company grants credit terms in the normal course of business.

The company uses expected credit loss model to assess the impairment loss. Credit risk in security deposits considered to be low as they form part of other commercial arrangements such as leases, therefore security deposit are impaired only when there is objective evidence of impairment. The company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors such as the company's historical experience for customers. Based on the business environment in which the company operates, management considers that the trade receivables are in default (credit impaired) if the payments are more than 180 days and 365 days for past due as applicable to respective company entity, however, the company based upon past trends determine an impairment allowance for loss on receivables (other than receivables from related parties).

Refer note 9 for bifurcation of trade receivables into credit impaired and others.

Changes in the loss allowance in respect of trade receivables	For the period 1 Sept 2021 to 31 March 2022
Balance at the beginning of the year	165,429
Change in impairment allowances for receivables	141,256
Balance at the end of the year	306,685

The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers.

The aging of trade receivables at the reporting date was as follows;

Particluars	For the Period ended 31 March 2022
Not Due	653,873
Less than 6 Months	794,686
6 Months - 1 Year	37,679
More than 1 Years	90,797
Gross Trade Receivable	1,577,035
Loss allowance	(306,685)
Net Trade Receivable	1,270,350

b. Liquidity risk

Liquidity risk is the risk that the company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral obligations. Ultimate responsibility for liquidity risk management rests with the shareholders. The company's manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

b. Liquidity risk *(Continued)*

Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity companyings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

31 March 2022	Carrying amount	Less than 1 year	1-5 year	More than 5 years	Total
Non-derivatives					
Lease liabilities	106,786	59,318	47,468	-	106,786
Trade payables	614,278	614,278	-	-	614,278
Other financial liabilities	2,705	2,705	-	-	2,705
Total	723,769	676,301	47,468	-	723,769

c. Market risk - Interest rate risk

The company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At the reporting periods end, the company is not exposed to changes in market interest rates as all borrowings are at fixed interest rates.

d. Market risk - Price risk

The company does not have invetments held and classified in the balance sheet at fair value through profit or loss. Hence, the company does not have price risk.

33 Capital management policies and procedures

The company's objective for capital management is to maximize shareholder's value, safeguard business continuity and support the growth of the company. The company determines the capital requirement based on annual operating plan and other strategic investment plans. The company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to all its shareholders. The company's funding requirements are met through equity infusions and internal accruals an long-term borrowings. The company raises long term loans mostly for its expansion requirements and based on the working capital requirement utilise the working capital facilities. The company monitors capital on the basis of standalone total debt to standalone total equity on a periodic basis.

The amounts managed as capital by the company's for the reporting periods under review are summarised as follows:

Particulars	As at 31 March 2022
Long-term borrowings	-
Total borrowings	-
Less:	
Cash and cash equivalents	1,155,422
Net debts	(1,155,422)
Total equity*	2,244,029
Net debt to equity ratio	#

*Equity includes equity share capital and other equity of the company that are managed as capital.

The company has no debt as at March 31, 2022, Hence, net debt to equity ratio has not been calculated.

Myhotelshop GmbH
Notes forming part of the Standalone financial statements
for the period ended ended 31 March 2022
All amounts are in Euro unless otherwise stated

33 Additional Reulatory Information

Ratios

	Particulars	Numerator	Denominator	31st March 2022
I	Current Ratio	Total current assets	Total current Liabilities	1.22
II	Debt Equity Ratio	Total Debt	Total Equity	-
III	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustment	Debt service = Interest and lease payments + Principal repayments #	2.34
IV	Return on Equity	Profit for the year less Preference dividend (if any)	Average total equity	11.73%
V	Inventory turnover	Revenue from operations	Average Inventory	*
VI	Trade Receivable turnover Ratio	Revenue from operations	Average trade receivables	5.02
VII	Trade Payable turnover Ratio	Cost of External Services	Average trade Payable	4.58
VIII	Net Capital Turnover ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities	9.62
IX	Net Profit Ratio	Profit for the year	Revenue from operations	5.12%
X	Return on capital employed	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	15.83%
XI	Return on Investment	Final value of Investment - Initial Value of Investment	Initial Value of Investment	**

The Company does not have any debt however, repayment of lease liability is considered for the calculation of Debt Servicing Ratio as per the Guidance Note on Schedule III issued by the Institute of Chartered Accountancy of India.

* The Company is in service sector and hence inventory turnover ratio is not applicable to the Company

** The Company does not have any investment and hence the stated analytical ratio is not applicable

34 The outbreak of coronavirus (COVID-19) pandemic globally is causing significant disturbance and slowdown of economic activity. The company's operations were impacted due to restriction on travel and hotel accommodation during the nationwide lockdown. As a result of lockdown, the volumes for the period/year have been impacted. Further, the company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables and other assets. In developing the assumptions relating to the possible future uncertainties in the global economic condition because of the pandemic, the company, as at the date of the approval of these standalone financial statements has used internal and external sources on the expected future performance of the company. Based on current indicators of future conditions, the company expects the carrying amount of these will be recovered and sufficient liquidity is available to fund the business operations. Given the uncertainty because of COVID-19, the final impact on the company's assets in future may differ from the estimated as at the date of approval of the standalone financial statements.

For and on behalf of the Board of Directors of

Myhotelshop GmbH

Bhanu Chopra
Managing Director
Date: May 13 2022
Place: Delhi

MyHotelShop GmbH Germany

Independent Auditor's Report

To the Board of Directors of
Myhotelshop GmbH

Report on audit of special purpose Consolidated Financial Statements

Opinion

We have audited the special purpose consolidated financial statements of Myhotelshop GmbH ("the Holding Company"), and it's a subsidiary (Holding Company and it's a subsidiary together refer to as "the Group") which comprise:

(a) the consolidated balance sheet as at 31 March 2022;
(b) the consolidated statement of profit and loss accounts (including other comprehensive income), consolidated statement of changes in equity and consolidated cash flow statement for the period beginning from 1 September 2021 to 31 March 2022; and
(c) notes to the special purpose consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the special purpose consolidated financial statements") .

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose consolidated financial statements give the information required by the Indian Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2022, of its consolidated profit and other comprehensive income, consolidated changes in equity and its cash flows for the period 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 the Special Purpose Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the special purpose consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India, and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on special purpose consolidated financial statements.

Emphasis of Matter – Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2 to the special purpose consolidated financial statements, which describes the basis of preparation. The special purpose consolidated financial statements are prepared to assist a parent company to comply with the accounting principle generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act for the purpose of preparing a consolidated financial statement under the requirement of section 129(3) of the Companies Act, 2013. As a result, the special purpose consolidated financial statements may not be suitable for another purpose. Our report is intended solely for Parent company and should not be distributed to or used by parties other than Parent company. Our opinion is not modified in respect of this matter.

Shridhar & Associates Mumbai

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

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these special purpose consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 special purpose consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the special purpose consolidated financial statements, the management and board of directors are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Special Purpose Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the special purpose consolidated 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 special purpose consolidated 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 special purpose consolidated 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, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Shridhar & Associates Mumbai

Auditor's Responsibilities for the Audit of the Special Purpose Consolidated Financial Statements (continued)

- 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 Group'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 special purpose consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the special purpose consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

The special purpose consolidated financial statements of the Group upto 31 August 2021 were not audited.

For Shridhar and Associates
Chartered Accountants
Firm's Registration No. 134427W

Shridhar & Associates Mumbai

Abhishek Pachlangia
Partner
Membership No. 120593
UDIN: 22120593AIYDAO6565

Place: Mumbai
Date: May 13, 2022

Myhotelshop GmbH

Special purpose consolidated Balance Sheet as at 31 March 2022

All amounts are in Euro unless otherwise stated

Particulars	Notes	As at 31 March 2022 Audited	As at 31 August 2021 Unaudited
ASSETS			
Non-current assets			
Property, plant and equipment	3	20,117	11,802
Right-of-use assets	4	103,463	137,128
Intangible assets	5	31,660	38,375
Financial assets			
Loans	11	1,515,323	572,407
Other financial assets	6	18,040	18,040
Non-current tax assets (Net)	7	272	1,999
Deferred tax assets (net)	29	69,961	23,588
Total non-current assets		1,758,836	803,339
Current assets			
Financial assets			
Trade receivables	9	1,270,350	776,237
Cash and cash equivalents	10	1,203,412	2,192,559
Other financial assets	6	522,029	691,528
Other current assets	8	34,954	23,663
Total current assets		3,030,745	3,683,987
Total assets		4,789,581	4,487,326
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	1,070,341	1,070,341
Other equity	13	1,232,991	964,545
Total equity		2,303,332	2,034,886
LIABILITES			
Non-current liabilities			
Financial liabilities			
Borrowings	14	-	100,000
Lease liabilities	15	47,468	82,215
Total non-current liabilities		47,468	182,215
Current liabilities			
Financial liabilities			
Lease liabilities	15	59,318	58,209
Trade payables	16	614,915	574,175
Other financial liabilities	17	-	111,250
Other current liabilities	18	1,229,301	1,145,281
Current tax liabilities (net)	7	535,247	381,310
Total current liabilities		2,438,781	2,270,225
Total liabilities		2,486,249	2,452,440
Total equity and liabilities		4,789,581	4,487,326
Significant accounting policies	2		

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For Shridhar and Associates
Chartered Accountants
Firm's Registration Number: 134427W

Abhishek Pachlangia
Partner
Membership Number: 120593

Date: May 13 2022
Place: Mumbai

Shridhar & Associates Mumbai

For and on behalf of the Board of Directors of
Myhotelshop GmbH

Bhanu Chopra
Managing Director

Date: May 13 2022
Place: Delhi

Myhotelshop GmbH Germany

Myhotelshop GmbH

Special purpose consolidated Statement of Profit and Loss for the period ended ended 31 March 2022

All amounts are in Euro unless otherwise stated

Particulars	Notes	Period from 1 Sep 2021 to 31 March 2022
Revenue from operations	19	5,136,685
Other income	20	47,074
Total income		5,183,759
Expenses		
Employee benefits expense	21	1,574,798
Finance costs	22	1,546
Depreciation and amortisation expense	23	50,876
Other expenses	24	3,180,529
Total expenses		4,807,749
Profit before tax		376,010
Tax expense:	25	
Current tax		153,937
Deferred tax (credit)/charge		(46,373)
Total tax expense		107,564
Profit for the period		268,446
Other comprehensive income		-
Profit for the period		268,446
Attributable to:		
Owners of the Holding Company		268,446
Total comprehensive income for the period		268,446
Attributable to:		
Owners of the Holding Company		268,446
Earnings per equity share (EPS)		
Basic EPS	26	0.25
Diluted EPS	26	0.25
Significant accounting policies	2	

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For Shridhar and Associates
Chartered Accountants
Firm's Registration Number: 134427W

Abhishek Pachlangia
Partner
Membership Number: 120593

Date: May 13 2022
Place: Mumbai

Shridhar & Associates Mumbai

For and on behalf of the Board of Directors of
Myhotelshop GmbH

Bhanu Chopra
Managing Director

Date: May 13 2022
Place: Delhi

Myhotelshop Germany GmbH

Myhotelshop GmbH
Special purpose consolidated Cash Flow Statement
for the period ended 31 March 2022
All amounts are in Euro unless otherwise stated

Particulars	Period Ended 31 March 22 Audited	Year ended 31 August 21 Unaudited
Operating activities		
Profit before tax	376,010	334,940
Adjustments for:		
Depreciation and amortisation expense	50,876	32,733
Finance cost	1,471	1,289
Allowance for expected credit loss	141,256	-
Operating profit before working capital changes and other adjustments	569,613	368,962
Working capital adjustments:		
(Increase)/ Decrease in trade receivables	(635,369)	(450,475)
(Increase)/ Decrease in financial assets	169,499	(615,524)
(Increase)/ Decrease in other assets	(11,291)	234,086
Increase/ (Decrease) in trade payable	40,740	452,234
Increase/ (Decrease) in other financial liabilities	(111,250)	83,663
Increase/ (Decrease) in other liabilities	84,020	105,792
Cash generated from operating activities	105,962	178,738
Income tax refund received / (paid)	1,727	(4,976)
Net cash generated from operating activities	107,689	173,762
Investing activities		
Purchase of property, plant and equipment	(18,811)	(2,541)
Loan Recovered	572,407	-
Loan given	(1,515,323)	(37,407)
Net cash used in investing activities	(961,727)	(39,948)
Financing activities		
Repayment of long-term borrowings	(100,000)	-
Repayment of lease liabilities	(35,109)	(25,009)
Net cash (used in) financing activities	(135,109)	(25,009)
Net (decrease)/increase in cash and cash equivalents	(989,147)	108,805
Cash and cash equivalents at the beginning of the period	2,192,559	2,083,754
Cash and cash equivalents at end of the period	1,203,412	2,192,559

Notes:
1. The Consolidated Statement of Cash Flows has been prepared under the 'Indirect method' as set out in the Ind AS - 7 on 'Statement of Cash Flows'.
2. Changes in liabilities arising from financing activities:

Particular	As at 01 August 2021	Cash Inflows/(Outflows)	Non-Cash Changes	As at 31 March 2022
Borrowings	100,000	(100,000)	-	-
Lease liabilities	140,424	(35,109)	1,471	106,786
Total	240,424	(135,109)	1,471	106,786

As per our report of even date attached

For Shridhar and Associates
Chartered Accountants
Firm's Registration Number: 134427W

Abhishek Pachlangia
Partner
Membership Number: 120593

Date: May 13 2022
Place: Mumbai

Shridhar & Associates Mumbai

For and on behalf of the Board of Directors of
Myhotelshop GmbH

Bhanu Chopra
Managing Director

Date: May 13 2022
Place: Delhi

Myhotelshop GmbH Germany

Myhotelshop GmbH

Special purpose consolidated Statement of Changes in Equity

for the period ended ended 31 March 2022

All amounts are in Euro unless otherwise stated

a. Equity share capital

Particulars	Amount
Balance as at 31 August 2021	1,070,341
Changes in equity share capital during the period	-
Balance as at 31 March 2022	1,070,341

b. Other equity

Particulars	Share premium	Equity share issuance costs	Retained earnings	Total
Balance as at 31 August 2021	143,959	(8,500)	829,086	964,545
Profit for the period	-	-	268,446	268,446
Balance as at 31 March 2022	143,959	(8,500)	1,097,532	1,232,991

The description of the nature and purpose of each reserve within equity is as follows:

1 **Share premium :**
Share premium is credited when shares are issued at premium. It is utilised in accordance with the local laws and regulations

2 **Equity share issuance cost :**
It is related to incremental costs directly attributable to issuing new equity shares.

3 **Retained earnings :**
This represents undistributed accumulated earnings/losses of the Company as on the balance sheet date

As per our report of even date attached

For Shridhar and Associates
Chartered Accountants
Firm's Registration Number: 134427W

Abhishek Pachlangia
Partner
Membership Number: 120593

Date: May 13 2022
Place: Mumbai

Shridhar & Associates Mumbai

For and on behalf of the Board of Directors of

Myhotelshop GmbH

Bhanu Chopra
Managing Director

Date: May 13 2022
Place: Delhi

Myhotelshop GmbH Germany

Myhotelshop GmbH
Notes forming part of the consolidated financial statements
for the period ended 31 March 2022

1 **Background**

Myhotelshop GmbH (the 'Company' or 'the Holding Company') is registered under registration number 28024 in the German Commercial Register and domiciled in Germany, having its registered office at Floßplatz 6, 04107 Leipzig, Germany. The Company was incorporated on 31 January 2012. The Company is 100% subsidiary of Rategain Technologies Limited based out in United Kingdom. These consolidated financial statements comprise the financial statements of the Company and it's a subsidiary company (collectively referred to as the 'Group').

The Group is an Information Technology company providing innovative solutions to help clients in the hospitality and travel industry to achieve their business goals. The Group connects hotel websites to major meta searches and runs marketing campaigns to increase direct bookings and push the websites as a distribution channel. The Group earns net market placement revenue from advertisement/media spends and recurring monthly fee under packages such as campaign management, campaign management light, full management, etc.

Details relating to Group considered in these consolidated financial statements are as follows:

Name of the company	Country of incorporation	Nature of relationship	% voting power held as at 31 August 2021	% voting power held as at 31 March 2022
Myhotelshop S.L.	Spain	Subsidiary	100%	100%

The financial statements of the above subsidiary are drawn up-to the same accounting period as that of the Group.

2.1 **Significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of this special purpose consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) **Basis of preparation**

RateGain Travel Technologies Limited, a SaaS company registered in India, ("RateGain") has acquired Myhotelshop GmbH through its subsidiary company RateGain Technologies Limited, a company registered in United Kingdom, vide Sale and Purchase Agreement (SPA) entered on 10 September 2021. RateGain is listed in the stock exchanges in India. The financial statement of RateGain is prepared in accordance with Indian Accounting Standards prescribed under section 133 of the Indian Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 (hereinafter referred to as the 'Ind AS') for the purpose of providing information to the RateGain Travel Technologies Limited solely to enable it to prepare its consolidated financial statements

Accordingly, the special purpose consolidated financial statements for the 7 months' period ended 31 March 2022 have been prepared in accordance with the Ind AS.

For all periods up to and including the year ended 31 December 2019, the Group prepared its financial statements in accordance with the German statutory accounting and reporting requirements (German GAAP) (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in Germany. However, the previous financial statements are not audited as it is not required to be audited as per German statute.

(b) **Basis of measurement**

The consolidated financial statements have been prepared on a historical cost basis except for certain financial assets and financial liabilities that are measured at fair value or amortized cost.

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(c) **Critical accounting estimates and judgements**

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the consolidated financial statements.

Information about significant areas of estimation /uncertainty and judgements in applying accounting policies that have the most significant effect on the consolidated financial statements are as follows:

- judgment required to determine probability of recognition of deferred tax assets;
- impairment assessment of non-financial assets key assumptions underlying recoverable amount;
- impairment assessment of financial assets;
- measurement of financial guarantee contracts, provisions and contingent liabilities;
- measurement of share-based payments, provisions and contingent liabilities;
- judgment required to ascertain lease classification, lease term, incremental borrowing rate, lease and non-lease component, and impairment of ROU;
- judgement required to determine that the government grant will be received
- measurement of unbilled or deferred revenue
- cash flow projections and liquidity assessment with respect to Covid-19.

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year except for as disclosed in these financial statements.

(d) **Fair value measurement**

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.

The principal or the most advantageous market must be accessible to / by the Group.

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

- Level 1 — Quoted (unadjusted) 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 consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing 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.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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(e) **Basis of consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiary company.

Subsidiary company

Subsidiary company is an entity controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. The financial statements of a subsidiary company is included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The standalone financial statements of the Company and financial statements of the subsidiaries are consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, after eliminating intra-group balances, intra-group transactions and any unrealized incomes and expenses arising from intra-group transactions. These consolidated financial statements are prepared by applying uniform accounting policies in use at the Group.

2.2 **Other significant accounting policies**

The accounting policies set out below have been applied consistently to the periods presented in the consolidated financial statements.

(a) **Property, plant equipment**

Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises: (a) its purchase price and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use.

The cost of improvements to leasehold premises, if recognition criteria are met, are capitalized and disclosed separately under leasehold improvement.

An item of property, plant and equipment and any significant part initially recognised is derecognized 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 consolidated Statement of profit and loss when such asset is derecognized.

Subsequent cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Group and the cost of the item can be measured reliably. All other subsequent cost is charged to consolidated Statement of profit and loss at the time of incurrence.

Depreciation

Depreciation on property, plant equipment is provided on the straight-line method computed on the basis of estimated useful life on a pro-rata basis from the date the asset is ready to put to use.

Depreciation has been charged based on the following useful lives:

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Asset description	Useful life of asset (in years)
Office Furniture and Fixtures	5

Depreciation is calculated on a full year basis in the year of purchase or sale for that year.

The residual values, useful lives and methods of depreciation of property plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

(b) Intangible Assets

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortization and impairment losses, if any.

Gain or losses arising from derecognition of other intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible assets and are recognised in the consolidated Statement of profit and loss when the asset is derecognized.

Subsequent cost

Subsequent cost is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All the subsequent expenditure on other intangible assets is recognised in consolidated Statement of profit and loss, as incurred.

Amortization

Amortization is calculated to write off the cost of other intangible assets over their estimated useful lives as stated below using straight-line method. Amortization is calculated on full year basis for assets purchased /disposed during the year.

Amortization has been charged based on the following useful lives:

Asset description	Useful life of asset (in years)
Computer software	5

Amortization method, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

(c) Leases

The Group as a lessee

The Group enters into an arrangement for lease of buildings. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 – Leases, at inception of the contract, the Group assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use. At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

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Measurement and recognition of leases as a lessee

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in Statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

(d) Impairment - non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGU'). Goodwill arising from a business combination is allocated to a CGU or groups of CGU that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Impairment losses are recognised in the consolidated Statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

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An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

(e) Provisions and contingent liabilities

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past events, 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.

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

Contingent liabilities

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

(f) Employee benefits

Short-term employee benefits

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled. Grants related to employees' costs subsidy are deducted from the respective employee cost.

Post-employment benefit plans

Defined benefit plans

There are no defined benefit plans in the Group.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions to the government and will have no legal or constructive obligation to pay further amounts. Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

(g) Share based payments

The grant-date fair value of equity-settled share-based payment arrangements granted to eligible employees of the Group under the Employee Stock Option Scheme ('ESOS') is recognised as employee stock option scheme expenses in the consolidated Statement of profit and loss, in relation to options granted to employees of the Group (over the vesting period of the awards), with a corresponding increase in other equity. The amount recognised as an expense to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. The increase in equity recognised in connection with a share based payment transaction is presented in the "Employee stock options outstanding account", as separate component in other equity. For share-based payment awards with market conditions, the grant- date fair value of the share-based payment is measured to reflect such conditions and there is no true- up for differences between expected and actual outcomes. At the end of each period, the Group revises its estimates of the number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

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In case of cash-settled plan, fair value is determined on each reporting date and expense is accordingly recognised in the statement of profit and loss with a corresponding increase to the ESOP liability.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(h) Income taxes

Income tax expense comprises of current tax and deferred tax. It is recognised in the consolidated profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax
Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted for the relevant reporting period. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis.

Deferred tax
Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets - unrecognized or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.
The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax liabilities and assets levied by the same tax authorities.

(i) Functional and presentation currency
The management has determined the currency of the primary economic environment in which the Company operates, i.e., the functional currency, to be Euro. The financial statements are presented in Euro, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest Euro, unless otherwise stated. Consequent to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute amounts.

(j) Foreign currency transactions
Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Group at the exchange rates at the date of the transactions.

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Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realization/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the consolidated Statement of profit and loss.

Foreign exchange gains / (losses) arising on translation of foreign currency monetary loans are presented in the consolidated Statement of profit and loss on net basis.

(k) **Revenue recognition**

Revenue from Contracts with Customers, revenue is recognised upon transfer of control of promised services to customers. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, incentives, performance bonuses, price concessions, amounts collected on behalf of third parties, or other similar items, if any, as specified in the contract with the customer. Revenue is recorded provided the recovery of consideration is probable and determinable.

Revenue from operations is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of services in case of hospitality sector is recognised over the specified subscription period on straight line basis or on the basis of underlying services performed, as the case may be, in accordance with the terms of the contracts with customers and in case of travel sector the same is recognised when the related services are performed as per the terms of contracts.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The Company defers unearned and deferred revenue, including payments received in advance, until the related subscription period is complete or underlying services are performed.

Service income

Revenue from marketing support services, management fee, set-up fee and auxiliary and business support services are in terms of agreements with the customers and are recognised on the basis of satisfaction of performance obligation over the duration of the contract from the date the contracts are effective or signed provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

Interest income

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method.

(l) **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.

Financial assets

Recognition and initial measurement

Trade receivables and debt instruments are initially recognised when they are originated. All other financial assets are initially recognised when the Group becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, for an item not at fair value through consolidated Statement of profit and loss, transaction costs that are attributable to its acquisition or use.

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Classification
For the purpose of initial recognition, the Group classifies its financial assets in following categories:

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI); and
- Financial assets measured at fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset being 'debt instrument' is measured at the amortized cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets for collecting 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 (SPPI) on the principal amount outstanding.

A financial asset being 'debt instrument' is measured at the FVTOCI if both of the following criteria are met:

- The asset is held within the business model, whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

A financial asset being equity instrument is measured at FVTPL.
All financial assets not classified as measured at amortized cost or FVTOCI as described above are measured at FVTPL.

Subsequent measurement

Financial assets at amortized cost
These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the consolidated Statement of profit and loss.

Financial assets at FVTPL
These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the consolidated Statement of profit and loss.

Derecognition
The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the consolidated Statement of profit and loss.

Impairment of financial assets (other than at fair value)
The Group recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit and 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 financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the consolidated Statement of profit and loss.

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Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Financial liabilities

Recognition and initial measurement

All financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, for an item not at fair value through profit and loss, transaction costs that are attributable to the liability.

Classification and subsequent measurement

Financial liabilities are classified as measured at amortized cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the consolidated Statement of profit and loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortized cost using the effective interest method. Interest expense are recognised in consolidated Statement of profit and loss. Any gain or loss on derecognition is also recognised in the consolidated Statement of profit and loss.

Derecognition

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired.

The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the consolidated Statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount presented in the consolidated Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the assets and settle the liabilities simultaneously.

(m) Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its equity shares. Basic EPS is calculated by dividing the consolidated Statement of profit and loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting consolidated Statement of profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares, which comprise share options granted to employees.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

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(n) Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets
An asset is classified as current when it satisfies any of the following criteria:
it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;

- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities
A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non-current.

(o) Cash and cash equivalents
Cash and cash equivalents comprises of cash at banks and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(p) Segment reporting
As the Group's business activity primarily falls within a single segment which is providing innovative solutions to help clients in the hospitality and travel industry to achieve their business goals. The geographical segments considered are "within Germany", "within European Union" and "outside European Union" and are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group who monitors the operating results of its business units not separately for the purpose of making decisions about resource allocation and performance assessment. The CODM is considered to be the shareholder who make strategic decisions and is responsible for allocating resources and assessing the financial performance of the operating segments. The analysis of geographical segments is based on geographical location of the customers.

(q) Exceptional items
Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Group's financial performance.

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(r) **Cash flow statement**
Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Group are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less.

(s) **Share issue expense**
Share issue expenses of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

(t) **Government Grant**
Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the years in which the Company recognises as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

Grants related to income and reimbursement of fixed costs are presented as part of profit or loss separately under 'Other income'. Grants related to employees' costs subsidy are deducted from the related expense.

The benefit of a government loan at a below-market rate of interest and effect of this favourable interest is treated as a government grant. The loan or assistance is initially recognised at fair value and the government grant is measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and recognised to the income statement immediately on fulfillment of the performance obligations. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

(u) **New and amended standards adopted by the group**

The group has applied the following amendments to Ind AS for the first time for their annual reporting period commencing 1 April 2021:
• Extension of COVID-19 related concessions – amendments to Ind AS 116
• Interest rate benchmark reform – amendments to Ind AS 109, Financial Instruments, Ind AS 107, Financial Instruments: Disclosures, Ind AS 104, Insurance Contracts and Ind AS 116, Leases.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(v) **New amendments issued but not effective**

The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective 1 April 2022. These amendments are not expected to have a material impact on the group in the current or future reporting periods and on foreseeable future transactions.

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3 Property, plant and equipment

	Office furniture and fixtures	Total amount
Gross carrying value:		
Balance as at 31 August 2021	109,763	109,763
Additions for the period	18,811	18,811
Balance as at 31 March 2022	128,574	128,574
Accumulated depreciation:		
Balance as at 31 August 2021	97,961	97,961
Charge for the period	10,496	10,496
Balance as at 31 March 2022	108,457	108,457
Net carrying value:		
Balance as at 31August 2021	11,802	11,802
Balance as at 31 March 2022	20,117	20,117

4 Right-of-use assets

	Office building	Total amount
Gross carrying value:		
Balance as at 31 August 2021	233,315	233,315
Additions for the period	-	-
Balance as at 31 March 2022	233,315	233,315
Accumulated amortisation:		
Balance as at 31 August 2021	96,187	96,187
Charge for the period	33,665	33,665
Balance as at 31 March 2022	129,852	129,852
Net carrying value:		
Balance as at 31 August 2021	137,128	137,128
Balance as at 31 March 2022	103,463	103,463

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5 Intangible assets

	Softwares	Total amount
Gross carrying value:		
Balance as at 31 August 2021	91,260	91,260
Additions for the period	-	-
Balance as at 31 March 2022	91,260	91,260
Accumulated amortisation:		
Balance as at 31 August 2021	52,885	52,885
Charge for the period	6,715	6,715
Balance as at 31 March 2022	59,600	59,600
Net carrying value:		
Balance as at 31 August 2021	38,375	38,375
Balance as at 31 March 2022	31,660	31,660

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		As at 31 March 2022	As at 31 August 2021
6	**Other financial assets**		
	(Unsecured and considered good at amortised cost)		
	Non-current		
	Security deposits	18,040	18,040
		18,040	18,040
	Current		
	Government grant receivable*	-	352,864
	Interest receivables	22,899	15,264
	Unbilled revenue^	499,130	323,400
		522,029	691,528

*Government subsidy accrued during the previous periods on account of Covid-19 were accounted as Revenue Grant. During the current period same has been received

^Unbilled revenue pertains to monthly outstanding invoices which are raised and approved in the subsequent financial year

7	**Income tax assets and liabilities**		
	Non-current tax assets		
	Income tax receivable	272	1,999
		272	1,999
	Current tax liabilities		
	Income tax payable	535,247	381,310
		535,247	381,310
8	**Other assets**		
	(unsecured and considered good)		
	Current		
	Prepaid expenses	10,967	12,156
	Advance to supplier	2,740	-
	Advances to employees	1,330	1,330
	Prepaid Value Added Tax	8,909	10,092
	Others	11,008	85
		34,954	23,663
9	**Trade receivables**		
	Unsecured, considered good	1,577,035	941,666
	Less: Loss allowance (refer note 31(iii)(a))	(306,685)	(165,429)
		1,270,350	776,237

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	As at 31 March 2022	As at 31 August 2021

Ageing for Trade Receivables - Billed - Outstanding as at 31st March, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables – considered good	653,873	794,686	37,679	90,797	-	-	1,577,035
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	0	-
	653,873	794,686	37,679	90,797	-	-	1,577,035
Less: Allowance for Doubtful Trade Receivable							(306,685)
Total							1,270,350

Ageing for Trade Receivables - Billed - Outstanding as at 31st August 2021

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables – considered good	769,919	95,946	48,284	27,517	-	-	941,666
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	769,919	95,946	48,284	27,517	-	-	941,666
Less: Allowance for Doubtful Trade Receivable							(165,429)
Total							776,237

10 Cash and cash equivalents

	As at 31 March 2022	As at 31 August 2021
Balances with banks		
- In current account	1,203,412	2,182,556
- In savings account	-	10,003
	1,203,412	2,192,559

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

11 Non-current loan

	As at 31 March 2022	As at 31 August 2021
Unsecured, considered good		
Loan to MHS Ventures GmbH*	-	572,407
Rategain Technologies Limited**	1,515,323	-
	1,515,323	572,407

** The loan was granted to Rategain Technologies Ltd, the Parent company. The company has disbursed the loan amounting to Euro 15,15,323 in the month of January 2022. The repayment of loan shall shall be made in one amount on termination date (i.e. 31st December, 2026). The outstanding loan balance would carry an interest @ 7% p.a. payable on a quarterly basis.

* The company has granted unsecured loan to MHS Ventures GmbH and the same is repayable within 10 years from the date of loan agreement i.e. 04th January 2021. Interest is charged at 5.5% p.a. payable quarterly on the 10th calendar day of a quarter.During the current period, the loan has been squared off and the company has received the full amount on 30th September 2021.

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	As at 31 March 2022	As at 31 August 2021
12 Equity share capital		
Subscribed capital		
1,070,341 (31 December 2020: 40,341 and 1 January 2020: 40,341) equity shares of Euro 1 each fully paid up	1,070,341	1,070,341
	1,070,341	1,070,341

Notes:

(i) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Euro 1 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

a Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the period:

Particulars	As at 31 March 2022		As at 31 August 2021	
	No of Shares	Amount	No of Shares	Amount
Equity shares outstanding at the beginning of the period	1,070,341	1,070,341	1,070,341	1,070,341
Add : Issued during the period	-	-	-	-
Equity shares outstanding at the end of the period	**1,070,341**	**1,070,341**	**1,070,341**	**1,070,341**

(iii) Shares held by each shareholder holding more than 5 percent shares:

Particulars	As at 31 March 2022	As at 31 August 2021
MHS Ventures GmbH	-	1,030,000
Rategain Technologies Limited	1,030,000	-

(iv) Details of shareholding of promoters:

Sr. No	Promoter name	At the end of 31st March 2022			At the end of 31st August 2021		
		No of Shares	% of total shares	% Change during the year	No of Shares	% of total shares	% Change during the year
1	MHS Ventures	-	-	-	1,070,341	100%	0%
2	Rategain Technologies Limited	1,070,341	100%	0%	-	-	-

(v) No shares have been issued by the Company for consideration other than cash, during the period of five years immediately preceding the reporting periods.

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		As at 31 March 2022	As at 31 August 2021
13	Other equity		
	Share premium	143,959	143,959
	Retained earnings	1,097,532	829,086
	Equity share issuance costs	(8,500)	(8,500)
		1,232,991	964,545
13.1	**Share application money**		
	Balance at the beginning of the period	-	1,030,000
	Received during the period	-	-
	Share issued during the period	-	(1,030,000)
	Balance at the end of the period	-	-
13.2	**Share premium**		
	Balance at the beginning of the period	143,959	143,959
	Change during the period	-	-
	Balance at the end of the period	143,959	143,959
13.3	**Retained earnings**		
	Balance at the beginning of the period	829,086	594,202
	Profit for the period	268,446	234,884
	Balance at the end of the period	1,097,532	829,086

Retained earnings are created from the profit / loss of the Group, as adjusted for distributions to owners, transfers to other reserves, etc.

13.4	**Equity share issuance costs**		
	Balance at the beginning of the period	(8,500)	(8,500)
	Incurred during the period	-	-
	Balance at the end of the period	(8,500)	(8,500)

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	As at 31 March 2022	As at 31 August 2021
14 Borrowings		
Non-current		
(Unsecured, at amortised cost)	-	100,000
Term loans from a bank	-	100,000

a) **Terms and security details of term loans from banks:**
The Company has obtained non-interest-bearing borrowing from SAB, Saxony, Germany of 100,000 Euro. The loan is repayable from 31 August 2023 in a quarterly equal instalments of Euro 3,571.43 payable in February, May, August and November of each year. The last instalment of the loan is payable on 31 May 2030. As per agreement, the Company needs to repay only 90% of principal amount, if settled within 3 years. During the current period company has paid the above loan to the extent of 90% and remainining 10% is consider as an other income.

	As at 31 March 2022	As at 31 August 2021
15 Lease liabilities		
Office and Buildings		
Non-current		
Opening Balance	140,424	164,144
Add : Interest expense	1,471	1,289
Less : Payments during the period	35,109	25,009
	106,786	140,424
Less : Classified to current	59,318	58,209
	47,468	82,215
Lease liabilities	47,468	82,215
Current	59,318	58,209
Lease liabilities	59,318	58,209
16 Trade payables		
Trade payables	614,915	574,175
	614,915	574,175

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of payment: Less than 1 Year	1 -2 Years	2 - 3 Years	More than 3 Years	Total
Trade Payable						
Others	527,310	26,714	-	-	-	554,024
Disputed dues - Others	-	-	-	-	-	-
Accrued expenses	60,891					60,891
	588,201	26,714	-	-	-	614,915

	As at 31 March 2022	As at 31 August 2021
17 Other financial liabilities		
Current		
Share based payments liability*	-	111,250
	-	111,250

* During the previous period, company has granted Share options scheme(cash settled) to its 3 eligible employees. This has been settled in cash in the month of september,2021.

	As at 31 March 2022	As at 31 August 2021
18 Other liabilities		
Current		
Advances from customers	66,053	124,006
Statutory liabilities	208,820	161,221
Provisions for employee benefits	143,740	94,776
Deferred revenue	810,688	765,278
	1,229,301	1,145,281

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		Period from 1 Sep 2021 to 31 March 2022
19	**Revenue from operations**	
	Sale of services	5,136,685
		5,136,685

Note:

(a) **Disaggregated revenue information**

Set out below is the disaggregation of the Group's revenue from contracts with customers:

Particulars	Period from 1 Sep 2021 to 31 March 2022
Type of services	
Market placement and other consultancy fees	5,136,685
Total revenue from contracts with customers	5,136,685
Geographical region	
Germany	3,912,332
European Union other than Germany	509,436
Other countries	714,917
Total revenue from contracts with customers	5,136,685
Timing of recognition	
Revenue recognised at a point of time	5,136,685
Total revenue from contracts with customers	5,136,685

(b) **Assets and liabilities related to contracts with customers**

Trade receivables	1,270,350
Unbilled revenue	499,130
Advances from customers	66,053
Deferred revenue	810,688

Remaining performance obligations as at the reporting date are expected to be substantially recognised over the next reporting period by the Group.

(c) **Revenue recognised in relation contract liabilities**

Contract liabilities related to sale of services	
Advances from customers	66,053
Deferred revenue	810,688

(d) **Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price**

Revenue as per contracted price	5,136,685
Adjustments:	
Rebate	-
Revenue from contracts with customers	5,136,685

20	**Other income**	
	Government grant income [refer note 14(a)]	10,000
	Interest income	22,429
	Other miscellaneous income	14,645
		47,074

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		Period from 1 Sep 2021 to 31 March 2022
21	**Employee benefits expense**	
	Salaries and wages	1,305,192
	Contribution to social securities	243,848
	Staff welfare expenses	25,758
		1,574,798
22	**Finance costs**	
	Interest on lease liabilities	1471
	Other finance costs	75
		1,546
23	**Depreciation and amortisation expense**	
	Depreciation on property, plant and equipment	10,496
	Amortisation of right of use assets	33,665
	Amortisation of intangible assets	6,715
		50,876
24	Other expenses	
	External Services	2,730,875
	Legal and professional fees	33,275
	Rent and other space costs(Refer note 28)	18,542
	Postage, telephone and internet expenses	44,852
	Licenses and concessions expenses	35,706
	Vehicle running and maintenance	19,333
	Training and recruitment expenses	28,219
	Insurance and other charges	5,400
	Travelling and conveyance	44,586
	Bank charges	12,580
	Loss on foreign exchange (net)	1,099
	Office supplies and incidental expenses	1,566
	Gifts, hospitality and attentions	6,570
	Advertising and sales promotion expenses	6,787
	Allowance for expected credit loss(refer note 31(iii)(a))	141,256
	Bad debts	532
	Miscellaneous expenses	49,351
	Total	3,180,529

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	Period from 1 Sept 2021 to 31 March 2022
25 Income taxes	
Income tax recognised in the Consolidated statement of profit and loss	
Current tax	
In respect of the current period	153,937
	153,937
Deferred tax	
In respect of the current period	(46,373)
	(46,373)
Total income tax expense recognised in the current period	107,564

The Income tax expense for the period can be reconciled to the accounting profit as follows:

Profit before tax	376,010
Statutory income tax rate	31.925%
Income tax expense at statutory income tax rate	120,041
Others	(12,477)
	107,564

26 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the period attributable to equity holders by the weighted average number of equity shares outstanding during the period.
Diluted EPS amounts are calculated by dividing the profit for the period attributable to equity holder by the weighted average number of equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all dilutive potential equity shares into equity shares.
The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Period from 1 September 2021 to 31 March 2022
Earnings attributable to equity holder of the Holding Company	268,446
Weighted average number of equity shares	1,070,341
Basic EPS	0.25
Diluted EPS	0.25

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27 **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM is considered to be the Managing Director who makes strategic decisions and is responsible for allocating resources and assessing the financial performance of the operating segments.

The Group's business activity falls within a single segment, which is providing innovative solutions to help clients in the hospitality and travel industry to achieve their business goals, in terms of Ind AS 108 on Segment Reporting. Information about relevant geography wide disclosure are as follows:

Particulars	Period from 1 September 2021 to 31 March 2022
Revenue from external customers by location of the customers #	
(i) Germany	3,912,332
(ii) European Union other than Germany	509,436
(iii) Other countries	714,917
Total	5,136,685

Particulars	As at 31 March 2022	As at 31 August 2021
Non-current assets *		
(i) Germany	155,240	187,305
(ii) European Union other than Germany	-	-
(iii) Other countries	-	-

* Non-current assets, other than financial instruments and income tax assets (net)/deferred tax asset (net).

Particulars	Period from 1 September 2021 to 31 March 2022
Single external customer of the Group contributing 10% or more of the Group's total revenue	1,024,297

 # Revenue numbers are after intergroup eliminations.

28 **Leases**

The Group has leases for office buildings and apartments. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment. The Group has recorded two office lease as right-of-use assets which has average lease term of 5 years and average remaining lease term of 2 years.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the lease liability. The lease payments are discounted using incremental borrowing rate of the Group, being the rate the Group would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar environment with similar terms, security and conditions.

Amounts recognised in the consolidated statement of profit or loss:

Particulars	Period from 1 September 2021 to 31 March 2022
Amortisation on right-of-use assets	33,665
Interest on lease liabilities	1,471
Expenses relating to short-term leases	7,783

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	As at 31 March 2022	As at 31 August 2021
29 Deferred tax assets		
Deferred tax assets in relation to:		
Loss allowance for doubtful debts	68,900	22,536
Right-of-use assets and lease liabilities	1,061	1,052
Deferred tax assets (net)	69,961	23,588

(a) Movement in deferred tax liabilities for the period ended 31 March 2022 is as follows:

	Opening Balance	Recognised in Profit or loss	Closing balance
Deferred tax assets in relation to:			
Loss allowance for doubtful debts	22,536	46,364	68,900
Right-of-use assets and lease liabilities	1,052	9	1,061
	23,588	46,373	69,961

(b) The Group has not recognised any deferred tax liability in respect to unrecognised temporary differences relating to investment in subsidiaries as the Parent Company is able to control the timing of distributions from the subsidiaries.

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30 **Related party disclosures**

(I) Relationship with related parties:

(a) Parent company
MHS Ventures (upto 31st August 2021)
Rategain Technologies Limited, United Kingdom (w.e.f: 1st September 2021)

(b) Key management personnel (KMP):
Mr. Ullrich Kastner (Chief Executive Officer and Managing Director upto 30the September 2021)
Mr. Bhanu Chopra (Chief Executive Officer and Managing Director w.e.f 1st October 2021)

(II) Transactions with related parties during the period 1 September 2021 to 31 March 2022:

Particulars	Period from 1 September 2021 to 31 March 2022
Other expenses	
Rategain Technologies Limited, United Kingdom	49,687
Loan given	
Rategain Technologies Limited, United Kingdom	1,515,323
Interest income	
Rategain Technologies Limited, United Kingdom	22,899
Compensation to KMPs	
Mr. Ullrich Kastner	30,365

(III) Outstanding Balances

Particulars	As at 31 March 2022	As at 31 August 2021
(i) Payables		
Rategain Technologies Limited, United Kingdom	49,687	-
Mr. Ullrich Kastner	5,176	-
(ii) Loan receivable		
Rategain Technologies Limited, United Kingdom	1,515,323	-
MHS Ventures (upto 31st August 2021)	-	572,407
(iii) Interest receivable		
Rategain Technologies Limited, United Kingdom	22,899	-

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31 Fair value measurements

i) Financial instruments by category

Particulars	As at 31 March 2022		As at 31 August 2021	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Trade receivables	-	1,270,350	-	776,237
Cash and cash equivalents	-	1,203,412	-	2,192,559
Loans	-	1,515,323	-	572,407
Other financial assets	-	540,069	-	709,568
Total	-	4,529,154	-	4,250,771
Financial liabilities				
Borrowings	-	-	-	100,000
Lease liabilities	-	106,786	-	140,424
Trade payables	-	614,915	-	574,175
Other financial liabilities	-	-	-	111,250
Total	-	721,701	-	925,849

ii) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the consolidated balance sheet are divided 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: Quoted prices (unadjusted) in active markets for financial instruments.

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 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.

a. Fair value of financial assets and liabilities measured at amortised cost:

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other bank balances, other current financials assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

The Group has borrowings at fixed interest rate. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

iii) Financial risk management

The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Ageing analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

a. Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The Group's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans and receivables carried at amortised cost, and
- deposits with banks

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a. Credit risk *(continued)*

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the consolidated balance sheet:

Particulars	As at 31 March 2022	As at 31 August 2021
Loans (current and non current)	1,515,323	572,407
Trade receivables	1,270,350	776,237
Cash and cash equivalents	1,203,412	2,192,559
Other financial assets (current and non-current)	540,069	709,568

Credit risk on cash and cash equivalents and bank deposits (shown under other bank balances) and other financial assets is limited as the Group generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. The loans primarily represents loan given to related parties and employees. Other financial assets measured at amortized cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

The exposure to the credit risk at the reporting date is primarily from security deposits and trade receivables.
Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in Germany, Spain and other Eurpean countries. The Group does monitor the economic environment in which it operates. The Group manages its credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Group grants credit terms in the normal course of business.

The Group uses expected credit loss model to assess the impairment loss. Credit risk in security deposits considered to be low as they form part of other commercial arrangements such as leases, therefore security deposit are impaired only when there is objective evidence of impairment. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors such as the Group's historical experience for customers. Based on the business environment in which the Group operates, management considers that the trade receivables are in default (credit impaired) if the payments are more than 180 days and 365 days for past due as applicable to respective group entity, however, the Group based upon past trends determine an impairment allowance for loss on receivables (other than receivables from related parties).

Refer note 9 for bifurcation of trade receivables into credit impaired and others.

Changes in the loss allowance in respect of trade receivables	For the period 1 Sept 2021 to 31 March 2022	For the period 1 April 2021 to 31 Aug 2021
Balance at the beginning of the year	165,429	165,429
Change in impairment allowances for receivables	141,256	-
Balance at the end of the year	306,685	165,429

The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers.

The aging of trade receivables at the reporting date was as follows;

Particluars	For the Period ended 31 March 2022	For the year ended 31 August 2021
Not Due	653,873	769,919
Less than 6 Months	794,686	95,946
6 Months - 1 Year	37,679	48,284
More than 1 Years	90,797	27,517
Gross Trade Receivable	1,577,035	941,666
Loss allowance	(306,685)	(165,429)
Net Trade Receivable	1,270,350	776,237

b. Liquidity risk

Liquidity risk is the risk that the Group may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral obligations. Ultimate responsibility for liquidity risk management rests with the shareholders. The Group's manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows.

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b. Liquidity risk *(Continued)*

Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

31 March 2022	Carrying amount	Less than 1 year	1-5 year	More than 5 years	Total
Non-derivatives					
Lease liabilities	106,786	59,318	47,468	-	106,786
Trade payables	614,915	614,915	-	-	614,915
Other financial liabilities	-	-	-	-	-
Total	721,701	674,233	47,468	-	721,701

31 August 2021	Carrying amount	Less than 1 year	1-5 year	More than 5 years	Total
Non-derivatives					
Borrowings	100,000	100,000	-	-	100,000
Lease liabilities	140,424	58,209	82,215	-	140,424
Trade payables	574,175	574,175	-	-	574,175
Other financial liabilities	111,250	111,250	-	-	111,250
Total	925,849	843,634	82,215	-	925,849

c. Market risk - Interest rate risk

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At the reporting periods end, the Group is not exposed to changes in market interest rates as all borrowings are at fixed interest rates.

d. Market risk - Price risk

The Group does not have invetments held and classified in the balance sheet at fair value through profit or loss. Hence, the Group does not have price risk.

32 Capital management policies and procedures

The Group's objective for capital management is to maximize shareholder's value, safeguard business continuity and support the growth of the Group. The Group determines the capital requirement based on annual operating plan and other strategic investment plans. The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to all its shareholders. The Group's funding requirements are met through equity infusions and internal accruals an long-term borrowings. The Group raises long term loans mostly for its expansion requirements and based on the working capital requirement utilise the working capital facilities. The Group monitors capital on the basis of consolidated total debt to consolidated total equity on a periodic basis.

The amounts managed as capital by the Group's for the reporting periods under review are summarised as follows:

Particulars	As at 31 March 2022	As at 31 August 21
Long-term borrowings	-	100,000
Total borrowings	-	100,000
Less:		
Cash and cash equivalents	1,203,412	2,192,559
Net debts	(1,203,412)	(2,092,559)
Total equity*	2,303,332	2,034,886
Net debt to equity ratio	#	0.05

*Equity includes equity share capital and other equity of the Group that are managed as capital.

The Group has no debt as at March 31, 2022, Hence, net debt to equity ratio has not been calculated.

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Myhotelshop GmbH
Notes forming part of the Special purpose consolidated financial statements
for the period ended ended 31 March 2022
All amounts are in Euro unless otherwise stated

33 Additional Reulatory Information

Ratios

	Particulars	Numerator	Denominator	31st March 2022
I	Current Ratio	Total current assets	Total current Liabilities	1.24
II	Debt Equity Ratio	Total Debt	Total Equity	-
III	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustment	Debt service = Interest and lease payments + Principal repayments #	2.37
IV	Return on Equity	Profit for the year less Preference dividend (if any)	Average total equity	11.65%
V	Inventory turnover	Revenue from operations	Average Inventory	*
VI	Trade Receivable turnover Ratio	Revenue from operations	Average trade receivables	5.02
VII	Trade Payable turnover Ratio	Cost of External Services	Average trade Payable	4.59
VIII	Net Capital Turnover ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities	8.68
IX	Net Profit Ratio	Profit for the year	Revenue from operations	5.23%
X	Return on capital employed	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	15.67%
XI	Return on Investment	Final value of Investment - Initial Value of Investment	Initial Value of Investment	**

The Company does not have any debt however, repayment of lease liability is considered for the calculation of Debt Servicing Ratio as per the Guidance Note on Schedule III issued by the Institute of Chartered Accountancy of India.

* The Company is in service sector and hence inventory turnover ratio is not applicable to the Company

** The Company does not have any investment and hence the stated analytical ratio is not applicable

34 The outbreak of coronavirus (COVID-19) pandemic globally is causing significant disturbance and slowdown of economic activity. The Group's operations were impacted due to restriction on travel and hotel accommodation during the nationwide lockdown. As a result of lockdown, the volumes for the period/year have been impacted. Further, the Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables and other assets. In developing the assumptions relating to the possible future uncertainties in the global economic condition because of the pandemic, the Group, as at the date of the approval of these consolidated financial statements has used internal and external sources on the expected future performance of the Group. Based on current indicators of future conditions, the Group expects the carrying amount of these will be recovered and sufficient liquidity is available to fund the business operations. Given the uncertainty because of COVID-19, the final impact on the Group's assets in future may differ from the estimated as at the date of approval of the consolidated financial statements.

As per our report of even date attached

For Shridhar and Associates
Chartered Accountants
Firm's Registration Number: 134427W

Abhishek Pachlangia
Partner
Membership Number: 120593

Date: May 13 2022
Place: Mumbai

Shridhar & Associates Mumbai

For and on behalf of the Board of Directors of

Myhotelshop GmbH

Bhanu Chopra
Managing Director

Myhotelshop GmbH Germany

Date: May 13 2022
Place: Delhi

Myhotelshop Spain

Standalone Balance Sheet as at 31 March 2022

All amounts are in Euro unless otherwise stated

Particulars	Notes	As at 31 March 2022 Unaudited
ASSETS		
Non-current assets		
Other financial assets	1	4,000
Non-current tax assets (Net)	2	272
Total non-current assets		**4,272**
Current assets		
Financial assets		
Cash and cash equivalents	4	47,990
Other current assets	3	8,909
Total current assets		**56,899**
Total assets		**61,171**
EQUITY AND LIABILITIES		
Equity		
Equity share capital	5	3,000
Other equity	6	31,377
Total equity		**34,377**
LIABILITES		
Current liabilities		
Financial liabilities		
Trade payables	7	25,858
Other current liabilities	8	936
Total current liabilities		**26,794**
Total liabilities		**26,794**
Total equity and liabilities		**61,171**

Significant accounting policies

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of
Myhotelshop GmbH

Bhanu Chopra
Managing Director
Date: May 13 2022
Place: Delhi

MYHotelShop Spain S.L.
Barcelona

Myhotelshop Spain
Standalone Statement of Profit and Loss
for the period ended ended 31 March 2022
All amounts are in Euro unless otherwise stated

Particulars	Notes	Period from 1 Sep 2021 to 31 March 2022
Revenue from operations	9	145,996
Total income		**145,996**
Expenses		
Employee benefits expense	10	111,005
Finance costs	11	75
Other expenses	12	29,802
Total expenses		**140,882**
Profit before tax		**5,114**
Tax expense:		
Current tax		-
Deferred tax (credit)/charge		-
Total tax expense		**-**
Profit for the period		**5,114**
Other comprehensive income		-
Total other comprehensive income		**5,114**
Earnings per equity share (EPS)		
Basic EPS	1	1.70
Diluted EPS	1	1.70

Significant accounting policies

The accompanying notes are an integral part of these financial statements

For and on behalf of the Board of Directors of
Myhotelshop GmbH

Bhanu Chopra
Managing Director
Date: May 13 2022
Place: Delhi

Myhotelshop Spain
Standalone Cash Flow Statement
for the period ended 31 March 2022
All amounts are in Euro unless otherwise stated

Particulars	Period Ended 31 March 22
	Unaudited
Operating activities	
Profit before tax	5,114
Adjustments for non cash items:	-
Operating profit before working capital changes and other adjustments	5,114
Working capital adjustments:	
(Increase)/ Decrease in trade receivables	(8,431)
(Increase)/ Decrease in other assets	1,183
Increase/ (Decrease) in trade payable	23,124
Increase/ (Decrease) in other liabilities	(4,606)
Cash generated from operating activities	16,384
Income tax refund received / (paid)	1,727
Net cash generated from operating activities	18,111
Investing activities	-
Net cash used in investing activities	-
Financing activities	-
Net cash (used in) financing activities	-
Net (decrease)/increase in cash and cash equivalents	18,111
Cash and cash equivalents at the beginning of the period	29,879
Cash and cash equivalents at end of the period	47,990

For and on behalf of the Board of Directors of

Myhotelshop Spain

Bhanu Chopra
Managing Director
Date: May 13 2022
Place: Delhi

MyHotelShop Spain S.L.
Barcelona

Myhotelshop Spain
Standalone Statement of Changes in Equity
for the period ended ended 31 March 2022
All amounts are in Euro unless otherwise stated

a. **Equity share capital**

Particulars	Amount
Balance as at 31 August 2021	3,000
Changes in equity share capital during the period	-
Balance as at 31 March 2022	3,000

b. **Other equity**

Particulars			Retained earnings	Total
Balance as at 31 August 2021			26,263	26,263
Profit for the period			5,114	5,114
Balance as at 31 March 2022			31,378	31,378

The description of the nature and purpose of each reserve within equity is as follows:

1 **Retained earnings :**
This represents undistributed accumulated earnings/losses of the Company as on the balance sheet date

For and on behalf of the Board of Directors of
Myhotelshop Spain

Bhanu Chopra
Managing Director
Date: May 13 2022
Place: Delhi

MyHotelShop Spain S.L. Barcelona

1 Background

Myhotelshop Spain (the 'Company' or 'the Holding Company') is registered under in Spain. The Company is 100% subsidiary of Myhotelshop Gmbh based out in Germany. These financial statements comprise the financial statements of the Company (collectively referred to as the 'Company').

The Company is an Information Technology company providing innovative solutions to help clients in the hospitality and travel industry to achieve their business goals. The Company connects hotel websites to major meta searches and runs marketing campaigns to increase direct bookings and push the websites as a distribution channel. The Company earns net market placement revenue from advertisement/media spends and recurring monthly fee under packages such as campaign management, campaign management light, full management, etc.

2.1 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of this special purpose financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

RateGain Travel Technologies Limited, a SaaS company registered in India, ("RateGain") has acquired its holding company Myhotelshop GmbH through its subsidiary company RateGain Technologies Limited, a company registered in United Kingdom, vide Sale and Purchase Agreement (SPA) entered on 10 September 2021. RateGain is listed in the stock exchanges in India. The financial statement of RateGain is prepared in accordance with Indian Accounting Standards prescribed under section 133 of the Indian Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 (hereinafter referred to as the 'Ind AS') for the purpose of providing information to the RateGain Travel Technologies Limited solely to enable it to prepare its financial statements

Accordingly, the special purpose financial statements for the 7 months' period ended 31 March 2022 have been prepared in accordance with the Ind AS.

For all periods up to and including the year ended 31 December 2019, the Company prepared its financial statements in accordance with the German statutory accounting and reporting requirements (German GAAP) (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in Germany. However, the previous financial statements are not audited as it is not required to be audited as per German statute.

(b) Basis of measurement

The financial statements have been prepared on a historical cost basis except for certain financial assets and financial liabilities that are measured at fair value or amortized cost.

(c) Critical accounting estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.
Information about significant areas of estimation /uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

- judgment required to determine probability of recognition of deferred tax assets;
- impairment assessment of non-financial assets key assumptions underlying recoverable amount;
- impairment assessment of financial assets;
- measurement of financial guarantee contracts, provisions and contingent liabilities;

MYHotelShop Spain S.L.
Barcelona

- measurement of share-based payments, provisions and contingent liabilities;
- judgment required to ascertain lease classification, lease term, incremental borrowing rate, lease and non-lease component, and impairment of ROU;
- judgement required to determine that the government grant will be received
- measurement of unbilled or deferred revenue
- cash flow projections and liquidity assessment with respect to Covid-19.

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year except for as disclosed in these financial statements.

(d) Fair value measurement

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.

The principal or the most advantageous market must be accessible to / by the Company.

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

- Level 1 — Quoted (unadjusted) 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 reassessing 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.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.2 Other significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in the financial statements.

(a) Property, plant equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises: (a) its purchase price and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use.

The cost of improvements to leasehold premises, if recognition criteria are met, are capitalized and disclosed separately under leasehold improvement.

An item of property, plant and equipment and any significant part initially recognised is derecognized 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 Statement of profit and loss when such asset is derecognized.

Subsequent cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other subsequent cost is charged to Statement of profit and loss at the time of incurrence.

Depreciation

Depreciation on property, plant equipment is provided on the straight-line method computed on the basis of estimated useful life on a pro-rata basis from the date the asset is ready to put to use.

Depreciation is calculated on a full year basis in the year of purchase or sale for that year.

The residual values, useful lives and methods of depreciation of property plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

(b) Intangible Assets

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortization and impairment losses, if any.

Gain or losses arising from derecognition of other intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible assets and are recognised in the Statement of profit and loss when the asset is derecognized.

Subsequent cost

Subsequent cost is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All the subsequent expenditure on other intangible assets is recognised in Statement of profit and loss, as incurred.

Amortization

Amortization is calculated to write off the cost of other intangible assets over their estimated useful lives as stated below using straight-line method. Amortization is calculated on full year basis for assets purchased /disposed during the year.

Amortization has been charged based on the following useful lives:

Asset description	Useful life of asset (in years)
Computer software	5

Amortization method, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

(c) Leases

The Company as a lessee

The Company enters into an arrangement for lease of buildings. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 – Leases, at inception of the contract, the Company assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

Measurement and recognition of leases as a lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an

extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in Statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

(d) Impairment - non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are companyed together into the smallest company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGU'). Goodwill arising from a business combination is allocated to a CGU or companys of CGU that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Impairment losses are recognised in the Statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

(e) Provisions and contingent liabilities

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past events, 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.

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

Contingent liabilities

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

(f) Employee benefits

Short-term employee benefits

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled. Grants related to employees' costs subsidy are deducted from the respective employee cost.

Post-employment benefit plans

Defined benefit plans

There are no defined benefit plans in the Company.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions to the government and will have no legal or constructive obligation to pay further amounts. Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

(g) Share based payments

The grant-date fair value of equity-settled share-based payment arrangements granted to eligible employees of the Company under the Employee Stock Option Scheme ('ESOS') is recognised as employee stock option scheme expenses in the Statement of profit and loss, in relation to options granted to employees of the Company (over the vesting period of the awards), with a corresponding increase in other equity. The amount recognised as an expense to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. The increase in equity recognised in connection with a share based payment transaction is presented in the "Employee stock options outstanding account", as separate component in other equity. For share-based payment awards with market conditions, the grant- date fair value of the share-based payment is measured to reflect such conditions and there is no true- up for differences between expected and actual outcomes. At the end of each period, the Companyrevises its estimates of the number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

In case of cash-settled plan, fair value is determined on each reporting date and expense is accordingly recognised in the statement of profit and loss with a corresponding increase to the ESOP liability.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(h) Income taxes

Income tax expense comprises of current tax and deferred tax. It is recognised in the profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted for the relevant reporting period. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis.

Deferred tax
Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets - unrecognized or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.
The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.
Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax liabilities and assets levied by the same tax authorities.

(i) Functional and presentation currency
The management has determined the currency of the primary economic environment in which the Company operates, i.e., the functional currency, to be Euro. The financial statements are presented in Euro, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest Euro, unless otherwise stated. Consequent to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute amounts.

(j) Foreign currency transactions
Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions.
Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realization/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the Statement of profit and loss.

Foreign exchange gains / (losses) arising on translation of foreign currency monetary loans are presented in the Statement of profit and loss on net basis.

(k) Revenue recognition
Revenue from Contracts with Customers, revenue is recognised upon transfer of control of promised services to customers. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, incentives, performance bonuses, price concessions, amounts collected on behalf of third parties, or other similar items, if any, as specified in the contract with the customer. Revenue is recorded provided the recovery of consideration is probable and determinable.

Revenue from operations is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of services in case of hospitality sector is recognised over the specified subscription period on straight line basis or on the basis of underlying services performed, as the case may be, in accordance with the terms of the contracts with customers and in case of travel sector the same is recognised when the related services are performed as per the terms of contracts.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The Company defers unearned and deferred revenue, including payments received in advance, until the related subscription period is complete or underlying services are performed.

Service income

Revenue from marketing support services, management fee, set-up fee and auxiliary and business support services are in terms of agreements with the customers and are recognised on the basis of satisfaction of performance obligation over the duration of the contract from the date the contracts are effective or signed provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection. The amount recognised as revenue is net of applicable taxes.

Interest income

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method.

(l) 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.

Financial assets

Recognition and initial measurement

Trade receivables and debt instruments are initially recognised when they are originated. All other financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, for an item not at fair value through Statement of profit and loss, transaction costs that are attributable to its acquisition or use.

Classification

For the purpose of initial recognition, the Company classifies its financial assets in following categories:

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI); and
- Financial assets measured at fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset being 'debt instrument' is measured at the amortized cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets for collecting 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 (SPPI) on the principal amount outstanding.

A financial asset being 'debt instrument' is measured at the FVTOCI if both of the following criteria are met:

- The asset is held within the business model, whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

A financial asset being equity instrument is measured at FVTPL.

All financial assets not classified as measured at amortized cost or FVTOCI as described above are measured at FVTPL.

Subsequent measurement

Financial assets at amortized cost
These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the Statement of profit and loss.

Financial assets at FVTPL
These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the Statement of profit and loss.

Derecognition
The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of profit and loss.

Impairment of financial assets (other than at fair value)
The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit and 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 financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the Statement of profit and loss.
Write-off
The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial liabilities

Recognition and initial measurement
All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, for an item not at fair value through profit and loss, transaction costs that are attributable to the liability.

Classification and subsequent measurement
Financial liabilities are classified as measured at amortized cost or FVTPL.
A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of profit and loss.
Financial liabilities other than classified as FVTPL, are subsequently measured at amortized cost using the effective interest method. Interest expense are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in the Statement of profit and loss.

Derecognition

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Statement of profit and loss.

Offsetting of financial instruments
Financial assets and financial liabilities are offset, and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the assets and settle the liabilities simultaneously.

(m) Earnings per share
The Company presents basic and diluted earnings per share (EPS) data for its equity shares. Basic EPS is calculated by dividing the Statement of profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting Statement of profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares, which comprise share options granted to employees.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

(n) Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets
An asset is classified as current when it satisfies any of the following criteria:
it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;

- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities
A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

(o) Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(p) Segment reporting

As the Company's business activity primarily falls within a single segment which is providing innovative solutions to help clients in the hospitality and travel industry to achieve their business goals. The geographical segments considered are "within Germany", "within European Union" and "outside European Union" and are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company who monitors the operating results of its business units not separately for the purpose of making decisions about resource allocation and performance assessment. The CODM is considered to be the shareholder who make strategic decisions and is responsible for allocating resources and assessing the financial performance of the operating segments. The analysis of geographical segments is based on geographical location of the customers.

(q) Exceptional items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance.

(r) Cash flow statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less.

(s) Share issue expense

Share issue expenses of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

(t) Government Grant

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the years in which the Company recognises as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

Grants related to income and reimbursement of fixed costs are presented as part of profit or loss separately under 'Other income'. Grants related to employees' costs subsidy are deducted from the related expense.

The benefit of a government loan at a below-market rate of interest and effect of this favourable interest is treated as a government grant. The loan or assistance is initially recognised at fair value and the government grant is measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and recognised to the income statement immediately on fulfillment of the performance obligations. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

(u) New and amended standards adopted by the company

The company has applied the following amendments to Ind AS for the first time for their annual reporting period commencing 1 April 2021:
• Extension of COVID-19 related concessions – amendments to Ind AS 116
• Interest rate benchmark reform – amendments to Ind AS 109, Financial Instruments, Ind AS 107, Financial Instruments: Disclosures, Ind AS 104, Insurance Contracts and Ind AS 116, Leases.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(v) New amendments issued but not effective

The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective 1 April 2022. These amendments are not expected to have a material impact on the company in the current or future reporting periods and on foreseeable future transactions.

Myhotelshop Spain
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		As at 31 March 2022
1	**Other financial assets**	
	(Unsecured and considered good at amortised cost)	
	Non-current	
	Security deposits	4,000
		4,000
2	**Income tax assets and liabilities**	
	Non-current tax assets	
	Income tax receivable	272
		272
3	**Other assets**	
	(unsecured and considered good)	
	Current	
	Prepaid Value Added Tax	8,909
		8,909

	As at 31 March 2022
4 Cash and cash equivalents	
Balances with banks	
- In current account	47,990
	47,990

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

		As at 31 March 2022
5	**Equity share capital**	
	Subscribed capital	
	3000 equity shares of Euro 1 each fully paid up	3,000
		3,000

Notes:

(i) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Euro 1 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

a **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the period:**

Particulars	As at 31 March 2022	
	No of Shares	Amount
Equity shares outstanding at the beginning of the period	3,000	3,000
Add : Issued during the period	-	-
Equity shares outstanding at the end of the period	**3,000**	**3,000**

(iii) Shares held by each shareholder holding more than 5 percent shares:

Particulars	As at 31 March 2022
Myhotelshop GmbH	100%

(iv) Details of shareholding of promoters:

Sr. No	Promoter name	At the end of 31st March 2022		
		No of Shares	% of total shares	% Change during the year
1	Myhotelshop GmbH	3,000	100%	-

(v) No shares have been issued by the Company for consideration other than cash, during the period of five years immediately preceding the reporting periods.

		As at 31 March 2022
6	**Other equity**	
	Retained earnings	31,377
		31,377

6.1	**Retained earnings**	
	Balance at the beginning of the period	26,263
	Profit for the period	5,114
	Balance at the end of the period	31,377

Retained earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

		As at 31 March 2022
7	**Trade payables**	
	Trade payables	25,858
		25,858
8	**Other liabilities**	
	Current	
	Statutory liabilities	936
		936

		Period from 1 Sep 2021 to 31 March 2022
9	**Revenue from operations**	
	Sale of services	145,996
		145,996

		Period from 1 Sep 2021 to 31 March 2022
10	**Employee benefits expense**	
	Salaries and wages	90,471
	Contribution to social securities	20,534
		111,005
11	**Finance costs**	
	Other finance costs	75
		75
12	**Other expenses**	
	Legal and professional fees	3,167
	Rent and other space costs(Refer note 28)	12,800
	Insurance and other charges	1,820
	Travelling and conveyance	9,716
	Office supplies and incidental expenses	1,164
	Allowance for expected credit loss(refer note 31(iii)(a))	(8,534)
	Miscellaneous expenses	9,487
	Total	29,620

13 Related party disclosures

(I) Relationship with related parties:

(a) Parent company
MHS Ventures (upto 31st August 2021)
Rategain Technologies Limited, United Kingdom (w.e.f: 1st September 2021)

(b) Key management personnel (KMP):
Mr. Ullrich Kastner (Chief Executive Officer and Managing Director upto 30the September 2021)
Mr. Bhanu Chopra (Chief Executive Officer and Managing Director w.e.f 1st October 2021)

(II) Transactions with related parties during the period 1 September 2021 to 31 March 2022:

Particulars	Period from 1 September 2021 to 31 March 2022
Other expenses	
Rategain Technologies Limited, United Kingdom	49,687
Compensation to KMPs	
Mr. Ullrich Kastner	30,365

(III) Outstanding Balances

Particulars	As at 31 March 2022
(i) Payables	
Rategain Technologies Limited, United Kingdom	49,687
Mr. Ullrich Kastner	5,176

14 Fair value measurements

i) Financial instruments by category

Particulars	As at 31 March 2022	
	FVTPL	Amortised cost
Financial assets		
Cash and cash equivalents	-	47,990
Other financial assets	-	4,000
Total	-	51,990
Financial liabilities		
Trade payables	-	25,858
Total	-	25,858

ii) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the balance sheet are divided 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: Quoted prices (unadjusted) in active markets for financial instruments.

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 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.

a. Fair value of financial assets and liabilities measured at amortised cost:

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other bank balances, other current financials assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

The company has borrowings at fixed interest rate. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

iii) Financial risk management

The company's activities expose it to market risk, liquidity risk and credit risk. The company's board of directors has overall responsibility for the establishment and oversight of the company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Ageing analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

a. Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans and receivables carried at amortised cost, and
- deposits with banks

a. Credit risk *(continued)*

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet:

Particulars	As at 31 March 2022
Cash and cash equivalents	47,990
Other financial assets (current and non-current)	4,000

Credit risk on cash and cash equivalents and bank deposits (shown under other bank balances) and other financial assets is limited as the company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. The loans primarily represents loan given to related parties and employees. Other financial assets measured at amortized cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

The exposure to the credit risk at the reporting date is primarily from security deposits and trade receivables.
Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in Germany, Spain and other Eurpean countries. The company does monitor the economic environment in which it operates. The company manages its credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the company grants credit terms in the normal course of business.

The company uses expected credit loss model to assess the impairment loss. Credit risk in security deposits considered to be low as they form part of other commercial arrangements such as leases, therefore security deposit are impaired only when there is objective evidence of impairment. The company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors such as the company's historical experience for customers. Based on the business environment in which the company operates, management considers that the trade receivables are in default (credit impaired) if the payments are more than 180 days and 365 days for past due as applicable to respective company entity, however, the company based upon past trends determine an impairment allowance for loss on receivables (other than receivables from related parties).

The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers.

b. Liquidity risk

Liquidity risk is the risk that the company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral obligations. Ultimate responsibility for liquidity risk management rests with the shareholders. The company's manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

b. Liquidity risk *(Continued)*

Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity companyings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

31 March 2022	Carrying amount	Less than 1 year	1-5 year	More than 5 years	Total
Non-derivatives					
Trade payables	25,858	25,858	-	-	25,858
Total	25,858	25,858	-	-	25,858

c. Market risk - Interest rate risk

The company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At the reporting periods end, the company is not exposed to changes in market interest rates as all borrowings are at fixed interest rates.

d. Market risk - Price risk

The company does not have invetments held and classified in the balance sheet at fair value through profit or loss. Hence, the company does not have price risk.

15 Capital management policies and procedures

The company's objective for capital management is to maximize shareholder's value, safeguard business continuity and support the growth of the company. The company determines the capital requirement based on annual operating plan and other strategic investment plans. The company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to all its shareholders. The company's funding requirements are met through equity infusions and internal accruals an long-term borrowings. The company raises long term loans mostly for its expansion requirements and based on the working capital requirement utilise the working capital facilities. The company monitors capital on the basis of total debt to total equity on a periodic basis.

The amounts managed as capital by the company's for the reporting periods under review are summarised as follows:

Particulars	As at 31 March 2022
Long-term borrowings	-
Total borrowings	-
Less:	
Cash and cash equivalents	47,990
Net debts	(47,990)
Total equity*	34,377
Net debt to equity ratio	#

*Equity includes equity share capital and other equity of the company that are managed as capital.

The company has no debt as at March 31, 2022, Hence, net debt to equity ratio has not been calculated.

Myhotelshop Spain
Notes forming part of the Standalone financial statements
for the period ended ended 31 March 2022
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16 Additional Reulatory Information

Ratios

	Particulars	Numerator	Denominator	31st March 2022
I	Current Ratio	Total current assets	Total current Liabilities	2.12
II	Debt Equity Ratio	Total Debt	Total Equity	#
III	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustment	Debt service = Interest and lease payments + Principal repayments #	#
IV	Return on Equity	Profit for the year less Preference dividend (if any)	Average total equity	14.88%
V	Inventory turnover	Revenue from operations	Average Inventory	*
VI	Trade Receivable turnover Ratio	Revenue from operations	Average trade receivables	(34.62)
VII	Trade Payable turnover Ratio	Cost of External Services	Average trade Payable	-
VIII	Net Capital Turnover ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities	4.85
IX	Net Profit Ratio	Profit for the year	Revenue from operations	3.50%
X	Return on capital employed	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	15.10%
XI	Return on Investment	Final value of Investment - Initial Value of Investment	Initial Value of Investment	**

The Company does not have any debt however, repayment of lease liability is considered for the calculation of Debt Servicing Ratio as per the Guidance Note on Schedule III issued by the Institute of Chartered Accountancy of India.

* The Company is in service sector and hence inventory turnover ratio is not applicable to the Company

** The Company does not have any investment and hence the stated analytical ratio is not applicable

17 The outbreak of coronavirus (COVID-19) pandemic globally is causing significant disturbance and slowdown of economic activity. The company's operations were impacted due to restriction on travel and hotel accommodation during the nationwide lockdown. As a result of lockdown, the volumes for the period/year have been impacted. Further, the company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables and other assets. In developing the assumptions relating to the possible future uncertainties in the global economic condition because of the pandemic, the company, as at the date of the approval of these financial statements has used internal and external sources on the expected future performance of the company. Based on current indicators of future conditions, the company expects the carrying amount of these will be recovered and sufficient liquidity is available to fund the business operations. Given the uncertainty because of COVID-19, the final impact on the company's assets in future may differ from the estimated as at the date of approval of the financial statements.

For and on behalf of the Board of Directors of

Myhotelshop GmbH

Bhanu Chopra
Managing Director
Date: May 13 2022
Place: Delhi