

## **INDEPENDENT AUDITOR'S REPORT**

### **To The Board of Directors of Topcoder LLC Report on the Audit of the Special Purpose Financial Statements**

#### **Opinion**

We have audited the accompanying special purpose financial statements of Topcoder LLC ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "the special purpose financial statements"). As explained in Note 2(ii) to the Special Purpose Financial Statements, these Special Purpose Financial Statements include limited information and have been prepared by the Management of Wipro Limited ("the Parent") solely for inclusion in the annual report of Wipro limited for the year ended March 31, 2019 under the requirements of section 129(3) of the Companies Act, 2013, in accordance with the accounting policies of the Parent and in compliance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose financial statements give a true and fair view in conformity with the basis of preparation referred to in Note 2 (ii) to the special purpose financial statements, of the state of affairs of the Company as at March 31, 2019, and its profit, total comprehensive income, its changes in equity and cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) issued by Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Special Purpose Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the special purpose financial statements.

#### **Basis of Accounting and Restriction on Distribution and Use**

Without modifying our opinion, we draw attention to Note 2(ii) to the Special Purpose Financial Statements, on the basis of the preparation to the special purpose financial statements. The Special Purpose Financial Statements are prepared for inclusion in the annual report of the Ultimate Holding Company under the requirements of Section 129(3) of the Companies Act, 2013. As a result, the Special Purpose Financial Statements may not be suitable for any another purpose. Our report is intended solely for the Company and Wipro Limited and should not be distributed to or used by parties other than the Company and Wipro Limited.

## **Material uncertainty related to Going Concern**

We draw attention to Note 2(i) to the Special Purpose Financial Statements, which indicates that as of that date, the Company's current liabilities exceeded its current assets by USD 544,633. This indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, the Special Purpose Financial Statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note.

Our opinion is not modified in respect of this matter.

## **Management's Responsibility for the Special Purpose Financial Statements**

The Company's Board of Directors is responsible for the preparation of these special purpose financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the basis described in Note 2 (ii) of the special purpose financial statements for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the special purpose 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 financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## **Auditor's Responsibility for the Audit of the Special Purpose Financial Statements**

Our objectives are to obtain reasonable assurance about whether the special purpose 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 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 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the special purpose financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the special purpose financial statements, including the disclosures, and whether the special purpose financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm's Registration No. 117366W/W- 100018)

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Vikas Bagaria  
Partner  
(Membership No.60408)

Place: Bengaluru  
Date: June 20, 2019

# TOPCODER, LLC (Formerly known as Topcoder, Inc.)

## BALANCE SHEET AS AT MARCH 31, 2019

(Amount in \$, unless otherwise stated)

	Notes	As at March 31, 2019	As at March 31, 2018
<b>ASSETS</b>			
<b>Current assets</b>			
Financial assets			
Cash and cash equivalents	7	282,887	469,311
<b>Total current assets</b>		<b>282,887</b>	<b>469,311</b>
<b>TOTAL ASSETS</b>		<b>282,887</b>	<b>469,311</b>
<b>EQUITY</b>			
Equity share capital	8	17,508,740	17,508,740
Other equity		(18,053,373)	(18,053,373)
<b>Total Equity</b>		<b>(544,633)</b>	<b>(544,633)</b>
<b>Current liabilities</b>			
Financial liabilities			
Other financial liabilities	9	827,520	1,013,944
<b>Total current liabilities</b>		<b>827,520</b>	<b>1,013,944</b>
<b>Total Liabilities</b>		<b>827,520</b>	<b>1,013,944</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>282,887</b>	<b>469,311</b>

The accompanying notes form an integral part of these Financial Statements.

In terms of our report attached  
for **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
Firm's Registration No.: 117366W/W-100018

For and on behalf of the Board of Directors

Sd/-  
**Vikas Bagaria**  
Partner  
Membership No.: 60408

Sd/-  
**Ashish Chawla**  
Director

Sd/-  
**Hiral Chandrana**  
Director

Place: Bengaluru  
Date: June 20, 2019

**TOPCODER, LLC (Formerly known as Topcoder, Inc.)**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019**

*(Amount is \$, except share and per share data, unless otherwise stated )*

	Notes	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
<b>REVENUE</b>			
<b>Total Revenue</b>		-	-
<b>EXPENSES</b>			
<b>Total Expenses</b>		-	-
<b>Profit/Loss before tax</b>		-	-
<b>Tax expense</b>		-	-
<b>Profit/Loss for the period</b>		-	-
<b><u>Other Comprehensive Income</u></b>			
<b>Total Other Comprehensive Income for the period, net of tax</b>		-	-
<b>Total comprehensive income for the period</b>		-	-
<b>Earnings per equity share</b>			
Basic		-	-
Diluted		-	-

The accompanying notes form an integral part of these Financial Statements.

In terms of our report attached  
for **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
Firm's Registration No.: 117366W/W-100018

**For and on behalf of the Board of Directors**

**Sd/-**  
**Vikas Bagaria**  
Partner  
Membership No.: 60408

**Sd/-**  
**Ashish Chawla**  
Director

**Sd/-**  
**Hiral Chandrana**  
Director

Place: Bengaluru  
Date: June 20, 2019

**TOPCODER, LLC (Formerly known as Topcoder, Inc.)**  
**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019**  
*(Amount in \$, unless otherwise stated)*

	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
<b>Cash flows from operating activities:</b>		
Profit/(Loss) for the year	-	-
<b>Adjustments:</b>		
(Decrease)/ Increase in other financial liabilities	(186,424)	54,721
Cash generated from operating activities before taxes	(186,424)	54,721
Income taxes paid, net	-	-
Net cash used/generated from operating activities	<b>(186,424)</b>	<b>54,721</b>
<b>Cash flows from investing activities:</b>		
Cash used in investing activities	-	-
Net cash used in investing activities	-	-
<b>Cash flows from financing activities:</b>		
Net cash generated from financing activities	-	-
Net (Decrease)/Increase in cash and cash equivalents during the year	(186,424)	54,721
Cash and cash equivalents at the beginning of the year	469,311	414,590
Cash and cash equivalents at the end of the year (Note 7)	<b>282,887</b>	<b>469,311</b>

The accompanying notes form an integral part of these Financial Statements

In terms of our report attached  
for **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
Firm's Registration No.: 117366W/W-100018

Sd/-  
**Vikas Bagaria**  
Partner  
Membership No.: 60408

Place: Bengaluru  
Date: June 20, 2019

**For and on behalf of the Board of Directors**

Sd/- <b>Ashish Chawla</b> Director	Sd/- <b>Hiral Chandrana</b> Director	
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**TOPCODER, LLC (Formerly known as Topcoder, Inc.)**  
**STATEMENT OF CHANGES IN EQUITY**

*(Amount in \$, unless otherwise stated)*

**A. EQUITY SHARE CAPITAL**

	Balance as at April 1, 2018	Changes during the Period	Balance as at March 31, 2019
	17,508,740	-	17,508,740
	Balance as at April 1, 2017	Changes during the Period	Balance as at March 31, 2018
	17,508,740	-	17,508,740

**B. OTHER EQUITY**

	Share Capital	Retained Earnings	Equity Attributable to Equity Holders of the Company	Total Other Equity
Balance as at April 01, 2018	17,508,740	(18,053,373)	(18,053,373)	(18,053,373)
Profit/(Loss) for the period	-	-	-	-
Total comprehensive income for the period	-	-	-	-
Balance as at March 31, 2019	17,508,740	(18,053,373)	(18,053,373)	(18,053,373)

	Share Capital	Retained Earnings	Equity Attributable to Equity Holders of the Company	Total Other Equity
Balance as at April, 2017	17,508,740	(18,053,373)	(18,053,373)	(18,053,373)
Profit/(Loss) for the period	-	-	-	-
Total comprehensive income for the period	-	-	-	-
Balance as at March 31, 2018	17,508,740	(18,053,373)	(18,053,373)	(18,053,373)

The accompanying notes form an integral part of these Financial Statements.

In terms of our report attached

for **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

Firm's Registration No.: 117366W/W-100018

For and on behalf of the Board of Directors

Sd/-

**Vikas Bagaria**

Partner

Membership No.: 60408

Sd/-

**Ashish Chawla**

Director

Sd/-

**Hiral Chandrana**

Director

Place: Bengaluru

Date: June 20, 2019

# TOPCODER, LLC (Formerly known as Topcoder, Inc.)

## Notes to the Financial Statements

(Amount in \$, unless otherwise stated)

### 1. The Company overview

Topcoder, LLC (Formerly known as Topcoder, Inc.) (the "Company"), incorporated in the state of Delaware, United States of America is a 100% subsidiary of Appirio Inc. (USA), is a leading global consultancy and provider of cloud-based services to business enterprises' Information Technology (IT) cloud solutions. The Company offers professional services and subscription Software-as-a-Service (SaaS) products on a Platform-as-a-Service (PaaS) that help enterprises accelerate their adoption to cloud-based computing. The ultimate holding company is Wipro Limited.

With effect from March 31, 2018, the name of the Company was changed from Topcoder, Inc. to Topcoder, LLC

The Company utilises its knowledge and partnerships with leading SaaS-based providers, such as Salesforce.com, Workday, Google and Cornerstone OnDemand to provide unique solutions to its customers' IT needs. The Company derives the majority of its revenues in the United States of America.

### 2. Basis of preparation of financial statement

#### (i) Going concern basis

As at March 31, 2019 the current liabilities of the Company exceed its current assets by USD 544,633. Excluding the amount repayable to its parent, Appirio Inc., for USD 8,27,520, the entity has total current assets of USD 282,887. The company plans to restart its operations. Appirio Inc., agrees to extend the repayment terms till the time, the entity generates operating cash flows and has the ability to repay the amount outstanding as on March 31, 2019.

#### (ii) Statement of Compliance and basis of preparation

The Special Purpose Financial Statements are prepared for inclusion in the annual report of the Ultimate Holding Company (Wipro limited) under the requirements of section 129(3) of the Companies Act, 2013. The comparative financial information have been provided for the year ended March 31, 2019.

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under the provisions of the Companies Act, 2013 ("the Companies Act"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016

The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial statement". For clarity, various items are aggregated in the statement of profit & loss and other comprehensive income and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable.

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). The functional currency of the company is US Dollar (USD). All amounts included in the financial statements are reported in USD including share and per share data, unless otherwise stated.

#### (iii) Basis of Measurement

These financial statements have been prepared on a historical cost convention and on an accrual basis. Accounting policies have been applied consistently to all periods presented in these financial statements.

#### (iv) Use of estimates and judgement

The preparation of the financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statement is included in the following notes:

**a) Income taxes:** The major tax jurisdictions for the Company is the United States of America. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.



# TOPCODER, LLC (Formerly known as Topcoder, Inc.)

## Notes to the Financial Statements

(Amount in \$, unless otherwise stated)

### 3. Significant accounting policies

#### (i) Foreign currency transactions

##### a) Transactions and Balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation at the exchange rates prevailing at the reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of profit and loss and reported within foreign exchange gains/(losses), net within results of operating activities except when deferred in statement of other comprehensive income as qualifying cash flow hedges. Gains/(losses) relating to translation or settlement of borrowings denominated in foreign currency are reported within finance costs. Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Translation differences on non-monetary financial assets measured at fair value at the reporting date, such as equities classified as FVTOCI are included in other comprehensive income, net of taxes.

#### (ii) Equity and share capital

##### a) Equity share capital

The authorized share capital of the Company as of March 31, 2019 is USD 17,508,740. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as share premium.

##### b) Retained earnings

Retained earnings comprises the Company's undistributed earnings after taxes.

##### c) Other reserves

Changes in the fair value of financial assets measured at FVTOCI, other than impairment loss, is recognized in other comprehensive income (net of taxes), and presented within equity in other reserves.

#### (iii) Provisions

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

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

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

#### (iv) Finance costs

Finance costs comprise interest cost on borrowings, impairment losses recognized on financial assets, gains/ (losses) on translation or settlement of foreign currency borrowings and changes in fair value and gains/ (losses) on settlement of related derivative instruments. Borrowing costs that are not directly attributable to a qualifying asset are recognized in the statement of profit and loss using the effective interest method.

#### (v) Other income

Other income comprises interest income on loan given, gains/(losses) on disposal of financial assets that are measured at FVTPL, and debt instruments at FVTOCI. Interest income is recognized using the effective interest method.

#### (vi) Cash flow statement

Cash flows are reported using indirect method, whereby net profit after tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

## TOPCODER, LLC (Formerly known as Topcoder, Inc.)

### Notes to the Financial Statements

(Amount in \$, unless otherwise stated)

#### 4. Fair Value Hierarchy

Financial assets and liabilities include cash and cash equivalents and non-current liabilities. The fair value of financial assets and liabilities approximate their carrying amount largely due to the short-term nature of such assets and liabilities.

There are no financial assets or financial liabilities measured on fair value basis as at March 31, 2019. Accordingly, no fair value hierarchy disclosure has been included.

#### 5. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expense are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes 2 and 3 to the financial statement

##### a. Financial Assets and Liabilities

The carrying value of financial instruments by categories as at March 31, 2019 is as follows:

	Amortised Cost	Total carrying value
<b>Financial Assets:</b>		
Cash and Cash Equivalents	282,887	282,887
<b>Total</b>	282,887	282,887
<b>Financial Liabilities:</b>		
Other Financial Liabilities	827,520	827,520
<b>Total</b>	827,520	827,520

The carrying value of financial instruments by categories as at March 31, 2018 is as follows:

	Amortised Cost	Total carrying value
<b>Financial Assets:</b>		
Cash and Cash Equivalents	469,311	469,311
<b>Total</b>	469,311	469,311
<b>Financial Liabilities:</b>		
Other Financial Liabilities	1,013,944	1,013,944
<b>Total</b>	1,013,944	1,013,944

##### b. Exposure to Credit Risk

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. There is no significant concentration of credit risk

##### c. Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. Management monitors company's net liquidity position through rolling forecast on the basis of expected cash-flows.

##### d. Foreign Currency Exchange Rate Risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of comprehensive income and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity. There is no significant foreign currency risk, that the Company is exposed to.

##### e. Interest Rate Risk

Interest rate risk primarily arises from floating rate borrowing which is based on the movement in LIBOR.

## TOPCODER, LLC (Formerly known as Topcoder, Inc.)

### Notes to the Financial Statements

(Amount in \$, unless otherwise stated)

#### 6. Amendments in the Accounting Standards

##### (a) New and amended standards and interpretations

###### (i) New Ind AS effective during the year

###### **Ind AS 115 Revenue from Contracts with Customers**

Ind AS 115 *Revenue from contracts with customers*, issued on 28 March 2018 replaced Ind AS 18 *Revenue* and Ind AS 11 *Construction contracts* and applies to all revenue arising from contracts with customers, unless such contracts are within the scope of other standards. As per Ind AS 115, the revenue from each of the contract performance obligations must be separately identified, classified and accrued. Among other issues, the standard also establishes the accounting criteria for activating the incremental costs of obtaining a contract with a customer.

As the company is not having any active revenue contracts, Ind AS 115 Revenue from contracts with customers did not have any impact on the Financial Statements.

###### (ii) Amendment to Ind AS effective during the year

###### **Amendment to Ind AS 20 Government Grants related to non-monetary asset**

The amendment clarifies that where the government grant related to asset, including non-monetary grant at fair value, shall be presented in balance sheet either by setting up the grant as deferred income or by deducting the grant in arriving at the carrying amount of the asset. Prior to the amendment, Ind AS 20 did not allow the option to present asset related grant by deducting the grant from the carrying amount of the asset. These amendments do not have any impact on financial statements as the Company continues to present grant relating to asset by setting up the grant as deferred income.

###### **Amendment to Ind AS 38 Intangible Assets acquired free of charge**

The amendment clarifies that in some cases, an intangible asset may be acquired free of charge, or for nominal consideration, by way of a government grant. In accordance with Ind AS 20 *Accounting for government grants and disclosure of government assistance*, an entity may choose to recognise both the intangible asset and the grant initially at fair value. If an entity chooses not to recognise the asset initially at fair value, the entity recognises the asset initially at a nominal amount plus any expenditure that is directly attributable to preparing the asset for its intended use. The amendment also clarifies that revaluation model can be applied for asset which is received as government grant and measured at nominal value. These amendments do not have any impact on the financial statements.

###### **Appendix B to Ind AS 21 Foreign Currency Transactions and Advance Considerations**

The appendix clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine the date of the transactions for each payment or receipt of advance consideration. This interpretation does not have any material impact on the financial statements.

#### **Amendments to Ind AS 40 Transfer of Investment Property**

The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use.

Entities should apply the amendments prospectively to changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. An entity should reassess the classification of property held at that date and, if applicable, reclassify property to reflect the conditions that exist at that date. Retrospective application in accordance with Ind AS 8 is only permitted if it is possible without the use of hindsight.

The Company does not have any investment property and thus, these amendments have no impact on the financial statements.

#### **Amendments to Ind AS 112 Disclosure of Interests in Other Entities: Clarification of the scope of disclosure requirements**

The amendments clarify that the disclosure requirements in Ind AS 112, other than those in paragraphs B10 to B16, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale. These amendments are not applicable to the Company.

#### **Amendments to Ind AS 28 Investments in Associates and Joint Ventures: Clarification that measuring investees at fair value through profit or loss is an investment-by-investment choice**

The amendments clarify that an entity that is a venture capital organisation, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. If an entity that is not itself an investment entity, has an interest in an associate or joint venture that is an investment entity, then it may, when applying the equity method, elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries. This election is made separately for each investment entity associate or joint venture, at the later of the date on which: (a) the investment entity associate or joint venture is initially recognised; (b) the associate or joint venture becomes an investment entity; and (c) the investment entity associate or joint venture first becomes a parent. These amendments do not have any ime reporting date, such as equitie

#### **Amendments to Ind AS 12 Recognition of Deferred Tax Assets for Unrealised Losses**

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact.

These amendments do not have any significant impact on the financial statements.

**(b) Recent accounting pronouncements**

**(i) New Indian Accounting Standard (Ind AS) issued but not yet effective**

**Ind AS 116 Leases**

Ind AS 116 *Leases*, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months. Lessees are required to initially recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. The lease liability is measured at the present value of the lease payments to be made over the lease term.

The new standard permit lessees to use either a full retrospective or a modified retrospective approach on transition for leases existing at the date of transition, with options to use certain transition reliefs.

Ind AS 116, was notified on 30 March 2019 by Ministry of Corporate Affairs and will be effective for periods beginning on or after 1 April 2019. This standard will replace the existing leases standard, Ind AS 17 *Leases*, and related interpretations. The Company is currently evaluating the impact that the adoption of this standard will have on its standalone financial statements. The Company does not expect any impact of the amendment on its financial statements.

**(ii) Amendment to Ind AS issued but not yet effective**

**Ind AS 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)**

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any impact of the amendment on its financial reporting date, suc

**Ind AS 109 Prepayment Features with Negative Compensation**

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

**Ind AS 19 Plan Amendment, Curtailment or Settlement**

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

**Ind AS 23 Borrowing Costs**

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect this amendment to have any impact on its financial statements.

**Ind AS 28 Long-term Interests in Associates and Joint Ventures**

The amendments clarify that an entity applies Ind AS 109 *Financial Instruments*, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Company does not currently have any long-term interests in associates and joint ventures. The Company does not expect this amendment to have any impact on its financial statements.

**Ind AS 103 Business Combinations and Ind AS 111 Joint Arrangements**

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company does not expect this amendment to have any impact on its financial statements.

# TOPCODER, LLC (Formerly known as Topcoder, Inc.)

## Notes to the Financial Statements

(Amount in \$, unless otherwise stated)

### 7. Cash and Cash Equivalents

Cash and cash equivalents consists of balances with banks.

	As at March 31, 2019	As at March 31, 2018
Balances with banks		
- Current accounts	282,887	469,311
	<b>282,887</b>	<b>469,311</b>

### 8. Share Capital

	As at March 31, 2019	As at March 31, 2018
Authorised Capital, Issued and Subscribed Capital	17,508,740	17,508,740
	<b>17,508,740</b>	<b>17,508,740</b>

#### (i) Reconciliation of number shares

There is no movement in the number of shares during the year ended March 31, 2019 and March 31, 2018.

#### (ii) Details of shareholders having more than 5% of the total equity shares of the Company.

	March 31, 2019	March 31, 2018
Name of the Shareholder	% held	% held
Appirio Inc.	100	100

### Rights, preferences and contingencies attached to the equity shares

The company has one class of equity shares. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to approval of the shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets on the company after distribution of all preferential amounts, in proportion of their shareholding.

### 9. Other Financial Liabilities

	As at March 31, 2019	As at March 31, 2018
<b>Current</b>		
Other liabilities, (net) <sup>(1)</sup>	827,520	1,013,944
	<b>827,520</b>	<b>1,013,944</b>

<sup>(1)</sup> The Company has inter-company payables of USD 4,652,853 (PY: USD 4,161,772) and inter-company receivables of USD 3,825,333 (PY: USD 3,147,828) from its parent co. which has been shown after netting-off in the financial statement.

**TOPCODER, LLC (Formerly known as Topcoder, Inc.)**  
**Notes to the Financial Statements**  
*(Amount in \$, unless otherwise stated)*

**10. Related Party Relationships, Transactions and Balances**

i) The following are the entities with which the Company has related party transactions:

Name of the Party	Relationship with the Company
Appirio Inc.	Intermediary Holding Company

ii) Balances with related parties as at March 31, 2019 are summarised below

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>Payables:</b>		
Appirio Inc.	<b>(827,520)</b>	<b>(1,013,944)</b>

**11. Commitments and contingencies**

**Capital commitments:** As at March 31, 2019, material capital commitments was Nil (As at March 31, 2018 : Nil)

**Contingencies:** As at March 31, 2019, material contingencies was Nil. (As At March 31, 2018 : Nil)

**12. Segment reporting**

The Company operates in one segment, namely sale of software services. In line with IND-AS 108, as the relevant information is available from balance sheet and the statement of profit and loss itself, and keeping in view the objective of segment reporting, the Company is not required to disclose segment information as per IND AS-108.

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

In terms of our report attached

**For and on behalf of the Board of Directors**

for **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
Firm's Registration No.: 117366W/W-100018

**Sd/-**  
**Vikas Bagaria**  
Partner  
Membership No.: 60408

**Sd/-**  
**Ashish Chawla**  
Director

**Sd/-**  
**Hiral Chandrana**  
Director

Place: Bengaluru  
Date: June 20, 2019