

B S R & Associates LLP

Chartered Accountants

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Independent Auditor's Report

To the Members of Spoton Logistics Private Limited

Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of Spoton Logistics Private Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2019, the statement of profit and loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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 state of affairs of the Company as at 31 March 2019, and its loss, and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of matter

We draw attention to Note 24 to the financial statements which describes the contingent liability regarding the provident fund contribution pursuant to Supreme Court Judgment dated 28 February 2019. The Company has been legally advised that there are interpretative challenges on the application of the judgment retrospectively. Based on the legal advice and in the absence of reliable measurement of the provision for earlier periods, the Company has made the provision for provident fund contribution pursuant to the judgment only from the date of Supreme Court Order. Our opinion is not modified in respect of this matter.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's director report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, 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.



Spoton Logistics Private Limited
Independent Auditor's Report (continued)

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.



Spoton Logistics Private Limited
Independent Auditor's Report (continued)
Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the 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 controls that we identify during our audit.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) the Balance Sheet, the Statement of profit and loss and the Cash flow statement dealt with by this Report are in agreement with the books of account.
 - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



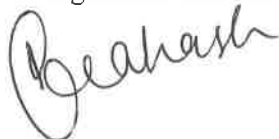
**Spoton Logistics Private Limited
Independent Auditor's Report (continued)
Report on Other Legal and Regulatory Requirements (continued)**

- (e) on the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations on its financial position in the financial statements – Refer Note 24 to the financial statements;
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
 - d. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019.
- (C) With respect to the matter to be included in the Audit Report under Section 197(16);
- In our opinion and according to the information and explanations given to us, the provisions of Section 197 of the Act are not applicable to the Company and hence reporting under Section 197(16) is not applicable. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 106231W/W-100024



G. Prakash

Partner

Membership number: 099696

ICAI UDIN: 19099696AAAABE5996

Place: Bangalore

Date: 09 September 2019

Spoton Logistics Private Limited

“Annexure A” to the Independent Auditor’s report

In respect of the Annexure A referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditor’s Report to the Members of the Company on the financial statements for the year ended 31 March 2019, we report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. Pursuant to the programme, certain fixed assets have been physically verified during the year and no discrepancies were observed on such verification; and
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no immovable properties held in the name of the Company.
- (ii) The Company is primarily engaged in domestic road transportation business. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or Limited Liability Partnership other parties covered in the register maintained under Section 189 of the Companies Act, 2013 (“the Act”).
- (iv) According to the information and explanations given to us, the Company has not granted loans, made investments, or provided any guarantees or security to parties covered under the provisions of Section 185 and 186 of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income-tax, Sales tax, Service tax, Duty of customs, Goods and Services tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities except few delays on Goods and services tax and Provident Fund. As explained to us, the Company did not have any dues on account of Duty of excise and cess.

According to the information and explanations given to us, there are no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income-tax, Sales tax, Service tax, Duty of customs, Goods and Services tax, Value added tax, and other statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.



Spoton Logistics Private Limited

“Annexure A” to the Independent Auditor’s report (continued)

(b) According to the information and explanations given to us, there are no dues of Income-tax, Sales tax, Goods and Services tax and Duty of customs, which have not been deposited with the appropriate authorities on account of any dispute. The following dues of Service Tax and Value added tax which have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of Dues	Amount net of paid under protest (Rs)	Period to which amount relates	Forum where the dispute is pending
The Finance Act, 1994	Service tax, interest and penalty	586,224,960	2006-11	CESTAT-Bengaluru
Value added tax-Bihar	Penalty	5,336,670	2016-17	Commercial Tax Tribunal-Bihar

Note: The amounts paid under protest have been reduced from the amounts demanded in arriving at the aforesaid disclosure.

As explained to us, the Company did not have any dues on account of Duty of excise.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks during the year. The Company does not have any dues to debenture holders or outstanding loans or borrowings from financial institution or Government during the year.
- (ix) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and no term loans has been raised. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no fraud on the Company by its officers and employees or fraud by the Company has been noticed or reported during the course of our audit.
- (xi) The Company is a private company and accordingly the provisions of Section 197 read with Schedule V to the Act are not applicable to the Company. Accordingly, paragraph 3(xi) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company as prescribed under Section 406 of the Act.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with the related parties are in compliance with Section 188 of the Act, where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards. As explained to us, Section 177 of the Act is not applicable to the Company.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertibles debentures during the year.

Spoton Logistics Private Limited

“Annexure A” to the Independent Auditor’s report (continued)

- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, in our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 106231W/W-100024



G. Prakash

Partner

Membership number: 099696

ICAI UDIN: 19099696AAAABE5996

Place: Bangalore

Date: 09 September 2019

Spoton Logistics Private Limited

Annexure B to the Independent Auditor's report on the financial statements of Spoton Logistics Private Limited for the year ended 31 March 2019

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

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

Opinion

We have audited the internal financial controls with reference to financial statements of Spoton Logistics Private Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



Spoton Logistics Private Limited
“Annexure –B” to the Independent Auditor’s Report (continued)

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

for B S R & Associates LLP
Chartered Accountants
Firm registration number: 106231 W/W-100024



G. Prakash
Partner
Membership number: 099696
ICAI UDIN: 19099696AAAABE5996

Place: Bangalore
Date: 09 September 2019

Spoton Logistics Private Limited
Balance sheet

(Amount in Rs.)

	Note	As at 31 March 2019	As at 31 March 2018
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	176,516,450	167,000,000
Reserves and surplus	3	980,455,514	709,673,698
		1,156,971,964	876,673,698
Non-current liabilities			
Other long-term liabilities	4	32,688,679	27,246,911
Long-term provisions	5	40,680,778	28,272,726
		73,369,457	55,519,637
Current liabilities			
Short-term borrowings	6	32,265,856	138,206,020
Trade payables	7		
-total outstanding dues of micro enterprises and small enterprises		1,560,104	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		751,043,125	760,473,049
Other current liabilities	8	165,193,879	97,403,620
Short-term provisions	9	8,962,087	5,093,105
		959,025,051	1,001,175,794
TOTAL		2,189,366,472	1,933,369,129
ASSETS			
Non-current assets			
Fixed assets			
Property, Plant and equipment	10	143,598,192	116,877,772
Intangible assets	10	69,841,971	60,949,146
Intangible assets under development		9,883,836	11,548,517
Deferred tax asset (net)	32	38,649,526	24,485,057
Long-term loans and advances	11	285,196,932	150,099,922
Other non-current assets	12	5,000	5,000
		547,175,457	363,965,414
Current assets			
Trade receivables	13	1,058,725,008	952,687,407
Cash and bank balances	14	189,870,042	258,661,714
Short-term loans and advances	15	139,366,994	129,099,694
Other current assets	16	254,228,971	228,954,900
		1,642,191,015	1,569,403,715
TOTAL		2,189,366,472	1,933,369,129

Significant accounting policies

1

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for **BSR & Associates LLP**
Chartered Accountants
Firm registration number: 116231W/W-100024

for and on behalf of the Board of Directors of
Spoton Logistics Private Limited
UIN : U63090GJ2011PTC108834

G. Prakash
Partner
Membership No. 099696
Place : Bengaluru
Date: 09 September 2019

Abhik Mitra
Director
DIN: 00337465
Place : Bengaluru
Date: 09 September 2019

Abhishek Kabra
Director
DIN: 06782685
Place : Bengaluru
Date: 09 September 2019

Krishna Chandrasekar
Chief Finance Officer
Place : Bengaluru
Date: 09 September 2019

Spoton Logistics Private Limited
Statement of profit and loss

(Amount in Rs.)

	Note	For the year ended 31 March 2019	For the year ended 31 March 2018
INCOME			
Revenue from operations	17	6,000,989,500	4,678,746,551
Other operating income	18	2,856,019	5,290,269
Other income	19	471,329	12,430,695
Total Revenue		6,004,316,848	4,696,467,515
EXPENDITURE			
Operational expenses	20	4,297,861,307	3,325,519,685
Employee benefits expense	21	813,020,560	480,610,694
Finance costs	22	16,123,493	14,547,920
Depreciation and amortisation expenses	10	73,887,969	53,005,860
Other expenses	23	772,263,434	494,813,677
Total Expenditure		5,973,156,763	4,368,497,836
Profit before tax		31,160,085	327,969,679
Tax expense			
- current tax/minimum alternate tax		67,675,697	82,000,000
- tax relating to earlier years		(9,304,933)	-
- deferred tax (credit)	32	(14,164,469)	(24,485,057)
(Loss)/Profit for the year		(13,046,210)	270,454,736
Earnings per share (equity share, par value Rs. 10 each)			
- Basic and diluted (in Rs.)	26	(0.76)	16.19

Significant accounting policies

1

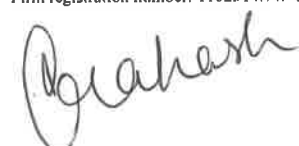
The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for **BSR & Associates LLP**

Chartered Accountants

Firm registration number: 116231W/W-100024



G. Prakash

Partner

Membership No. 099696

Place : Bengaluru

Date: 09 September 2019

for and on behalf of the Board of Directors of

Spoton Logistics Private Limited

UIN : U63090GJ2011PTT108834



Abhik Mitra

Director

DIN: 00337465

Place : Bengaluru

Date: 09 September 2019



Abhishek Kabra

Director

DIN: 06782685

Place : Bengaluru

Date: 09 September 2019



Krishna Chandrasekar

Chief Finance Officer

Place : Bengaluru

Date: 09 September 2019

Spoton Logistics Private Limited
Cash flow statement

(Amount in Rs.)

	For the year ended 31 March 2019	For the year ended 31 March 2018
Cash flow from operating activities		
Profit before tax and extraordinary items	31,160,085	327,969,679
<i>Adjustments</i>		
Depreciation and amortisation expenses	73,887,969	53,005,860
Finance costs	16,123,493	14,547,920
Provision for doubtful debts	1,073,963	8,664,386
Rent equalisation	6,604,496	3,971,878
Loss on sale of fixed assets	40,551	-
Bad debts written off	4,480,676	3,046,754
Interest income on bank deposits	(471,329)	(2,994,136)
Operating cash flows before working capital changes	132,899,904	408,212,341
(Increase) in trade receivables and other assets	(136,896,058)	(334,211,800)
(Increase) in loans and advances	(81,340,120)	(112,802,924)
Decrease in liabilities and provisions	64,168,987	282,048,100
Cash (used in)/generated from operations	(21,167,288)	243,245,717
Income taxes paid	(121,919,263)	12,932,891
Net cash (used in)/generated from operating activities	(143,086,550)	256,178,608
Cash flow from investing activities		
Interest received	501,075	12,490,672
Fixed deposit matured	2,257,904	121,418,241
Purchase of fixed assets	(97,301,865)	(97,963,579)
Proceeds from sale of fixed assets	29,764	-
Net cash (used in)/generated from investing activities	(94,513,122)	35,945,334
Cash flow from financing activities		
Proceeds from the issue of share capital	9,516,450	-
Proceeds from security premium	283,828,026	-
Proceeds from short term borrowings	2,633,285,975	110,507,945
(Repayments) of short term borrowings	(2,739,226,138)	(224,000,000)
Interest paid	(16,338,409)	(16,005,879)
Net cash generated from/(used in) financing activities	171,065,904	(129,497,934)
Net (decrease) / increase in cash and cash equivalents	(66,533,768)	162,626,008
Cash and cash equivalents at the beginning of the year	250,677,559	88,051,551
Cash and cash equivalents at the end of the year	184,143,791	250,677,559
<i>Cash and cash equivalents at the end of the year comprise</i>		
Cash and bank balances (refer note 14)	184,143,791	250,677,559
	184,143,791	250,677,559

Notes:

- The above cash flow statement has been compiled from and is based on the balance sheet as at 31 March 2019 and the related statement of profit and loss for the year ended on that date.
- The above cash flow statement has been prepared under the indirect method as set out in the Accounting Standard - 3 on Cash Flow Statements as notified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

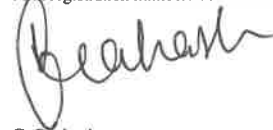
The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for **BSR & Associates LLP**

Chartered Accountants

Firm registration number: 116231W/W-100024



G. Prakash
Partner

Membership No. 099696

Place : Bengaluru

Date: 09 September 2019

for and on behalf of the Board of Directors of

Spoton Logistics Private Limited

UIN: U63090GJ2011PTC108834



Abhik Mitra
Director

DIN: 00337465

Place : Bengaluru

Date: 09 September 2019

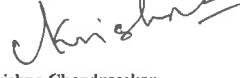


Abhishek Kabra
Director

DIN: 06782685

Place : Bengaluru

Date: 09 September 2019



Krishna Chandrasekar
Chief Finance Officer

Place : Bengaluru

Date: 09 September 2019

Spoton Logistics Private Limited

Notes on financial statements for the year ended 31 March 2019

1. Significant accounting policies

i. Company overview

Spoton Logistics Private Limited ("the Company") was incorporated on 17 November 2011 as Private Limited Company under Companies Act, 1956. The Company's immediate holding Company is Vankatesh Pharma Private Limited.

During the year 2011-12, the Company entered into an Asset Transfer agreement dated 9 December 2011 with TNT India Private Limited ("TNT"), where in TNT agreed to sell and transfer identified assets, customer and vendor contracts in relation to domestic road business and identified employees.

The Company is engaged in the domestic road business i.e. transportation freight through surface transport within the territory of India.

ii. Basis of preparation of financial statements

These financial statements have been prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ("the Act").

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

iii. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting period end. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

iv. Revenue recognition

Revenue 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. Freight income from domestic road business is recognised on transfer of all significant risks and rewards of ownership in goods being transported and is exclusive of goods and services tax, trade and quantity. Excise duty is not applicable to the activities of the Company.

Interest income arising from the deployment of funds is recognised on a time proportionate basis using transactional interest rates.

Dividend income is recognized when the right to receive the dividend is established.



Spoton Logistics Private Limited
Notes on financial statements for the year ended 31 March 2019

v. Fixed assets

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation and provision for impairment of assets, if any. The cost of property, plant and equipment includes freight, duties, taxes and other incidental expenses related to the acquisition or construction of the respective assets. Intangible assets (other than goodwill) are recorded at their acquisition cost.

Goodwill represents the excess of the value of the net assets of the business taken over as compared to the cost of acquisition.

The costs of the fixed assets, which are not ready for their intended use on such date, are disclosed as capital work-in-progress.

Advances paid for acquisition of fixed assets are disclosed as capital advances under long-term loans and advances.

vi. Depreciation/Amortisation

Depreciation on fixed assets is provided on straight-line method over the useful lives as prescribed in part C of Schedule II of the Act.

Management's estimate of useful life of the following assets are as follows:

- Goodwill - amortized on a straight line basis over its estimated useful life of 10 years.
- Leasehold improvements are amortised over the lease term or useful lives of assets, whichever is less
- Intangible assets are amortized on a straight line basis over its useful life or of license received, whichever is lower.

vii. Foreign exchange transactions and translations

Foreign exchange transactions are recorded at the rates of exchange prevailing on the dates of the respective transactions. Exchange difference arising on foreign exchange transactions settled during the period are recognised in the statement of profit and loss for the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rate on that date; the resultant exchange differences are recognised in the statement of profit and loss.



Spoton Logistics Private Limited
Notes on financial statements for the year ended 31 March 2019

viii. Employee benefits

Post employment benefits

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee Provident Fund and Employee State Insurance to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service.

Defined benefit plan

Gratuity

The Company's gratuity benefit scheme are defined benefit plans. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation is performed annually by an independent actuary using the projected unit credit method as at the reporting date.

The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the Statement of profit and loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of profit and loss. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs

Other employee benefits

Compensated absence

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

ix. Leases

Operating Lease:

Assets acquired under leases, where a significant portion of the risk and rewards of ownership are retained by the lessor, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.



Spoton Logistics Private Limited

Notes on financial statements for the year ended 31 March 2019

x. Earnings/ (loss) per share:

The basic earnings/ (loss) per share is computed by dividing the net profit or (loss) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The number of equity shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which would have been issued on conversion of all potentially dilutive equity shares. Potential dilutive equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. The potentially dilutive equity shares have been adjusted for the proceeds receivable had the shares been actually issued at a fair value (i.e. the average market value of the outstanding shares). In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

xi. Taxation

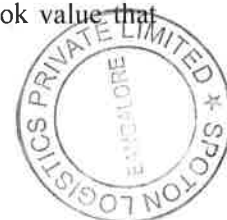
Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets / liabilities are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognized, the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of the MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income-tax during the specified period

Assets and liabilities representing current and deferred tax are disclosed on a net basis when there is a legally enforceable right to set off and management intends to settle the asset and liability on a net basis.

xii. Impairment of assets

The Company periodically assesses whether there is any indication that an asset or a group of assets, including goodwill comprising a cash generating unit may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognised.



Spoton Logistics Private Limited
Notes on financial statements for the year ended 31 March 2019

xiii. Provisions and contingent liabilities

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Provisions are reviewed regularly and are adjusted where necessary to reflect the current estimate of the obligation. When the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset, only when such reimbursement is virtually certain.

Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

Loss contingencies arising from claims, litigations, assessments, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonable estimated.

xiv Stock compensation expense

The Company accounts for stock based compensation expense based on the intrinsic value method as prescribed by the Guidance Note on Accounting for Employee Share-based Payments issued by Institute of Chartered Accountants of India.

xv Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily takes a substantial period of time to get ready for their intended use or sale are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

xvi Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

xvii Cash flow statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a 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.



Spoton Logistics Private Limited
Notes to the financial statements for the year ended 31 March 2019
2 Share capital

Particulars	(Amount in Rs.)	
	As at 31 March 2019	As at 31 March 2018
Authorised		
Equity shares		
20,000,000 (Previous year: 20,000,000) equity shares of Rs. 10 each	200,000,000	200,000,000
Issued, subscribed and paid-up		
Equity shares		
17,651,645 (Previous year: 16,700,000) equity shares of Rs. 10 each, fully paid-up	176,516,450	167,000,000
	<u>176,516,450</u>	<u>167,000,000</u>

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2019		As at 31 March 2018	
	No. of shares	Amount	No. of shares	Amount
Number and value of shares at the beginning of the year	16,700,000	167,000,000	16,700,000	167,000,000
Number of shares issued during the year	951,645	9,516,450	-	-
Number and value of shares outstanding at the end of the year	<u>17,651,645</u>	<u>176,516,450</u>	<u>16,700,000</u>	<u>167,000,000</u>

(b) List of persons holding more than 5 % in the Company and shares held by the holding Company

Name of the shareholder	As at 31 March 2019		As at 31 March 2018	
	No of shares	% holding	No of shares	% holding
Trinite Equity Holdings Limited (holding Company)	-	-	16,609,999	99.46%
Vankatesh Pharma Private Limited (holding Company)	17,651,644	99.99%	-	-

(c) Rights, preference and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having par value of Rs 10. All equity shares carry similar voting rights of 1:1 and similar dividend rights. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting except interim dividend where approval of the Board of Directors is considered sufficient.

(d) Buy back of shares, issue of bonus shares and shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.

There have been no buyback of shares, issue of bonus shares and issue of shares pursuant to contract without payment being received in cash for the period of five years immediately preceding the balance sheet date.

(e) Refer note 28 for disclosure in relation to employee stock option plan.


Spoton Logistics Private Limited
Notes to the financial statements for the year ended 31 March 2019

3 Reserves and surplus

(Amount in Rs.)		
Particulars	As at 31 March 2019	As at 31 March 2018
Securities premium account		
Opening balance	667,600,000	667,600,000
Add: Additions during the year	283,828,026	-
Closing balance	951,428,026	667,600,000
Surplus / Deficit in statement of profit and loss		
Opening balance	42,073,698	(228,381,038)
Add: Profit/(Loss) for the year	(13,046,210)	270,454,736
Closing balance	29,027,488	42,073,698
	980,455,514	709,673,698

4 Other long-term liabilities

(Amount in Rs.)		
Particulars	As at 31 March 2019	As at 31 March 2018
Security deposits	15,788,397	13,798,275
Rent equalisation reserve	16,900,282	13,448,636
	32,688,679	27,246,911

5 Long-term provisions

(Amount in Rs.)		
Particulars	As at 31 March 2019	As at 31 March 2018
Provision for employee benefits		
- gratuity (refer note 27)	33,511,418	23,308,214
- compensated absences	7,169,360	4,964,512
	40,680,778	28,272,726

6 Short-term borrowings

(Amount in Rs.)		
Particulars	As at 31 March 2019	As at 31 March 2018
<i>Secured</i>		
Loan repayable on demand from banks		
- cash credit	6,955,389	1,462,740
Other short term borrowing from banks		
- working capital loan	-	120,000,000
<i>Unsecured</i>		
(A) from banks		
- cash credit	25,310,467	16,743,280
	32,265,856	138,206,020

The short term loans from banks carry interest ranging between 9.15%-9.75% per annum (Previous year 9.1% to 12.5% per annum) computed on a monthly basis on the actual amount utilised and are repayable on the monthly rests.

Short-term secured loans from banks are secured by:

- Hypothecation of current assets and movable fixed assets of the Company
- Letter of comfort by Samara Capital Partners Fund II Limited and Xponentia Fund Partners LLP (previous year Trinite Equity Holdings Limited : the parent company)

There are no default in the repayment of the principal loan and interest amounts with respect to these loans as on balance sheet date. Other short term borrowings were repayable within 180 days.

Unsecured loans:

Repayable on monthly basis.



Spoton Logistics Private Limited
Notes to the financial statements for the year ended 31 March 2019

7 Trade payables

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Total outstanding dues of micro enterprises and small enterprises (refer note 33)	1,560,104	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	751,043,125	760,473,049
	<u>752,603,229</u>	<u>760,473,049</u>

8 Other current liabilities

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Other payables		
- for capital goods	14,643,192	3,562,517
- interest accrued but not due	-	214,916
- withholding and other taxes and duties payable	76,936,393	31,314,986
- accrued salaries and benefits	64,475,199	60,054,514
- for expenses	4,755,185	1,025,627
- rent equalisation reserve	4,383,910	1,231,060
	<u>165,193,879</u>	<u>97,403,620</u>

9 Short-term provisions

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Provision for employee benefits		
- gratuity (refer note 27)	5,469,023	2,980,164
- compensated absences	3,493,064	2,112,941
	<u>8,962,087</u>	<u>5,093,105</u>

11 Long-term loans and advances

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Unsecured, considered good		
Capital advances	1,675,692	1,200,000
Security deposits	140,918,841	85,660,646
Advance tax, net of provision for tax	126,677,495	28,252,717
(net of tax provision Rs. 191,804,933) (Previous year Rs. 124,129,236)		
Minimum alternate tax credit entitlement	-	34,876,280
Prepaid expenses	1,620,904	10,319
Balance with government authorities	14,304,000	100,000
	<u>285,196,932</u>	<u>150,099,922</u>

12 Other non-current assets

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Fixed deposit accounts with banks*	5,000	5,000
	<u>5,000</u>	<u>5,000</u>

*Refers to fixed deposits given as security for loan availed by the Company. These fixed deposits cannot be withdrawn by the Company within 12 months of balance sheet date.

13 Trade receivables

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Unsecured		
Debits due for a period exceeding six months		
- considered good	37,356,950	18,781,650
- considered doubtful	17,951,239	27,683,259
	<u>55,308,189</u>	<u>46,464,909</u>
Less: Provision for doubtful debts	(17,951,239)	(27,683,259)
	<u>37,356,950</u>	<u>18,781,650</u>
Other debts		
- considered good	1,021,368,058	933,905,757
- considered doubtful	13,862,364	3,056,381
	<u>1,035,230,422</u>	<u>936,962,138</u>
Less: Provision for doubtful debts	(13,862,364)	(3,056,381)
	<u>1,021,368,058</u>	<u>933,905,757</u>
	<u>1,058,725,008</u>	<u>952,687,407</u>



Spoton Logistics Private Limited
Notes to the financial statements for the year ended 31 March 2019

14 Cash and bank balances

Particulars	(Amount in Rs.)	
	As at 31 March 2019	As at 31 March 2018
Cash and cash equivalents		
Cash on hand	933,895	1,173,328
Balance with banks		
- in current accounts	183,209,896	249,504,231
	<u>184,143,791</u>	<u>250,677,559</u>
Other bank balances		
Balance with banks		
- in fixed deposit accounts with banks (Refer note below)*	5,726,251	7,984,155
	<u>189,870,042</u>	<u>258,661,714</u>

* Fixed deposits with a original maturity period of less than 3 months are classified as "Cash and cash equivalents" and fixed deposits with a original maturity period of greater than 3 months, but with a maturity date of less than 12 months from balance sheet date are classified as "Other bank balances".

Deposits are marked as security for the facilities mentioned below:

(i) amount of Rs. 5,726,251 (previous year Rs. 7,984,155) marked as lien for Bank guarantee taken with IJDFC Bank for Government authorities and others.

15 Short-term loans and advances

Particulars	(Amount in Rs.)	
	As at 31 March 2019	As at 31 March 2018
Unsecured, considered good		
Advances to suppliers	25,217,796	28,738,242
Staff advances	1,256,170	2,596,567
Balance with government authorities	6,499,142	6,462,820
Prepaid expenses	106,393,886	91,362,065
	<u>139,366,994</u>	<u>129,099,694</u>

16 Other current assets

Particulars	(Amount in Rs.)	
	As at 31 March 2019	As at 31 March 2018
Interest accrued but not due	301,922	331,668
Unbilled revenue	253,927,049	228,623,232
	<u>254,228,971</u>	<u>228,954,900</u>



Spoton Logistics Private Limited
Notes to the financial statements for the year ended 31 March 2019

10 Fixed assets

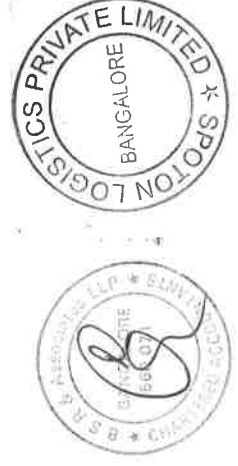
(Amount in Rs)

Particulars	Gross block at cost			Accumulated depreciation and amortisation			Net block	
	As at 1 April 2018	Additions during the year	Deletions during the year	As at 31 March 2019	Charge for the year	Deletions during the year	As at 31 March 2019	As at 31 March 2018
Property, plant and equipment, owned								
Furniture and fittings	13,492,473	2,677,264	-	16,169,737	1,128,613	-	9,037,494	7,488,843
Leasehold improvements	49,911,236	23,877,966	-	73,789,202	13,083,203	-	25,240,832	14,446,071
Office equipments	58,547,244	7,832,689	-	66,379,933	11,215,515	-	34,051,142	37,433,968
Computers	82,949,213	33,948,664	87,429	116,810,448	21,870,826	17,114	51,170,825	39,163,302
Plant and machinery	21,056,207	7,406,750	-	28,462,957	1,578,311	-	23,527,957	17,699,518
Vehicles	672,694	-	-	672,694	76,128	-	569,942	646,070
Total (A)	226,629,067	75,743,333	87,429	302,284,971	48,952,598	17,114	143,598,192	116,877,772
Intangible assets, owned								
Goodwill	112,395,372	-	-	112,395,372	11,239,537	-	29,315,189	40,554,726
Computer software	84,745,393	33,828,196	-	118,573,589	13,695,834	-	40,526,782	20,394,420
Total (B)	197,140,765	33,828,196	-	230,968,961	24,935,371	-	69,841,971	60,949,146
Total (A) + (B)	423,769,832	109,571,529	87,429	533,253,932	73,887,969	17,114	213,440,163	177,826,918

Fixed assets as at 31 March 2018

(Amount in Rs)

Particulars	Gross block at cost			Accumulated depreciation and amortisation			Net block	
	As at 1 April 2017	Additions during the year	Deletions during the year	As at 31 March 2018	Charge for the year	Deletions during the year	As at 31 March 2018	As at 31 March 2017
Property, plant and equipment, owned								
Furniture and fittings	11,910,854	1,581,619	-	13,492,473	938,900	-	7,488,843	6,846,124
Leasehold improvements	34,918,044	14,993,192	-	49,911,236	10,685,212	-	14,446,071	10,138,091
Office equipments	35,068,923	23,478,371	-	58,547,244	7,957,893	-	37,433,968	21,913,540
Computers	54,151,944	28,797,269	-	82,949,213	13,044,186	-	39,163,302	23,410,219
Plant and machinery	13,519,177	7,537,030	-	21,056,207	1,016,818	-	17,699,518	11,179,306
Vehicles	-	672,694	-	672,694	26,624	-	646,070	-
Total (A)	149,568,942	77,060,125	-	226,629,067	33,669,633	-	116,877,772	73,487,280
Intangible assets, owned								
Goodwill	112,395,372	-	-	112,395,372	11,332,176	-	40,554,726	51,886,902
Computer software	76,884,019	7,861,374	-	84,745,393	8,004,051	-	20,394,420	20,537,097
Total (B)	189,279,391	7,861,374	-	197,140,765	19,336,227	-	60,949,146	72,423,999
Total (A) + (B)	338,848,333	84,921,499	-	423,769,832	53,005,860	-	177,826,918	145,911,279



Spoton Logistics Private Limited
Notes to the financial statements for the year ended 31 March 2019

17 Revenue from operations

(Amount in Rs.)		
Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Income from freight	6,000,989,500	4,678,746,551
	<u>6,000,989,500</u>	<u>4,678,746,551</u>

18 Other operating income

(Amount in Rs.)		
Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Income from sale of unclaimed goods	2,856,019	5,290,269
	<u>2,856,019</u>	<u>5,290,269</u>

19 Other income

(Amount in Rs.)		
Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest income		
- on fixed deposits	471,329	2,994,136
- on income tax refund	-	9,436,559
	<u>471,329</u>	<u>12,430,695</u>

20 Operational expense

(Amount in Rs.)		
Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Linchaul charges	2,792,202,256	2,159,684,082
Pick-up and delivery charges	1,452,352,253	1,125,925,865
Franchisee commission	26,401,896	17,966,520
Packing materials and consumables	26,904,902	21,943,218
	<u>4,297,861,307</u>	<u>3,325,519,685</u>

21 Employee benefit expense

(Amount in Rs.)		
Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Salaries, wages and allowances	713,098,636	411,605,743
Contribution to provident and other funds (refer note 27)	55,975,695	33,167,215
Staff welfare expenses	43,946,229	35,837,736
	<u>813,020,560</u>	<u>480,610,694</u>

22 Finance costs

(Amount in Rs.)		
Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest on short term borrowings	16,094,080	14,547,920
Interest on Micro, Small and Medium Creditors	29,413	-
	<u>16,123,493</u>	<u>14,547,920</u>



Spoton Logistics Private Limited
Notes to the financial statements for the year ended 31 March 2019

23 Other expenses

Particulars	(Amount in Rs.)	
	For the year ended 31 March 2019	For the year ended 31 March 2018
Rent (Refer note 29)	269,091,367	178,457,734
Lease and hire charges (Refer note 29)	29,764,502	20,102,890
Rates and taxes	5,610,154	709,179
Power and fuel	34,468,149	22,748,039
Office maintenance	37,951,490	29,056,523
Insurance	1,704,914	1,406,072
Repairs and maintenance		
- plant and machinery	711,103	861,831
- others	12,985,941	6,859,211
Legal and professional charges (Refer note 25) *	128,665,055	19,964,365
Sub-contractor costs	42,115,593	34,498,645
Travelling and conveyance	45,008,710	32,911,478
Printing and stationery	7,812,410	7,250,574
Provision for doubtful debts	1,073,963	8,664,386
Corporate social responsibility expenses	3,729,558	1,025,627
Information technology service cost	38,310,387	29,276,398
Postage and telephone	28,116,167	28,238,446
Bank charges	1,513,748	774,538
Bad debts written off	4,480,676	3,046,754
Security expenses	75,525,118	65,905,827
Loss on sale of fixed assets	40,551	-
Sales and marketing expenses	3,583,878	3,055,160
	<u>772,263,434</u>	<u>494,813,677</u>

* includes Rs.112,236,390 paid for legal and professional service rendered towards change in shareholders.



24 Capital commitments and contingent liabilities

(Amount in Rs.)		
Particulars	As at 31 March 2019	As at 31 March 2018
(i) Contingent liabilities		
a) Service Tax		
During previous year 2017-18, the Commissioner of service tax department had issued a show cause notice (SCN) for raising a demand of Rs. 189,386,504 and Rs. 221,636,252 on 28 March 2018 for the period from January 2012 to March 2015 and from April 2015 to June 2017 respectively, in respect of classification of services of the Company's vendors as a Goods Transport Agency for the period. The SCN alleged that vehicle hire services availed by the Company for transporting the goods of its customers both between the cities and within the city should be classified under "Goods Transportation Agency" ("GTA") as per section 65 (105) (zzp) of the Finance Act prior to July 1, 2012 and the Company is required to pay the service tax under the reverse tax charge mechanism. The Company had responded to these SCN in previous year. During the current year the department passed adjudication order on 6 September 2018 with a service tax demand of Rs. 189,386,504 and along with interest and penalty of Rs. 189,386,204 for the period from January 2012 to March 2015. The Company has filed an appeal before CESTAT against the order after paying Rs. 14,204,000 under protest and SCN relating to the period from April 2015 to June 2017, is yet to be adjudicated as at 31 March 2019. Based on the underlying facts, applicable laws and industry standards, the Company is confident of prevailing against the department's position and does not anticipate any adverse financial outcome.	600,428,960	411,022,756
b) Sales Tax Department-Bihar		
During the previous year 2017-18, the Assistant Commissioner of Commercial Tax - Investigation and Bureau (Bihar), has raised demanded a penalty of Rs. 5,336,670 on failure of producing statutory records reflecting proper account of goods under provision of section 61 of BVAT Act 2005, read with Rule 41 of WBVAT rules 2005. The Company filed a writ petition before the Patna High court directing the department not to take action till the Company's application is heard by the Tribunal. The Honble High Court upon hearing has directed the department not to take any coercive action against the Company for recovery of the disputed amount till the Company's revision application is taken up for hearing by the Tribunal. As at 31st March 2019, The Tribunal is yet to hear the said matter. Based on the facts of the case, the Company is confident of prevailing against the department's position and does not anticipate any adverse financial outcome.	5,336,670	5,336,670
c) Other matters		
- demands not acknowledged by the Company	2,917,238	-
- provident fund (refer note (a))	55,656,598	-
(d) Commitments		
- estimated amount of contracts remaining to be executed on capital account (net of advances)	19,294,262	4,346,783
(e) Guarantees	5,726,251	7,984,155
	689,359,979	428,690,364

Note (a)

With respect to the provident fund contribution pursuant to Supreme Court Judgement dated 28 February 2019, The Company has been legally advised that there are interpretative challenges on the application of Judgement retrospectively. Based on the legal advice and in the absence of the reliable measurement of the provision for earlier periods, the Company has made a provision for provident fund contribution pursuant to the judgement only from the date of Supreme Court Order. The Company considers any exposure related to the period before the date of Supreme Court order as a contingent liability.

25 Auditor's remuneration (excluding GST)

(Amount in Rs.)		
Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Audit fees	2,250,000	2,250,000
Taxation matters	350,000	350,000
Other services	500,000	-
Out of pocket expenses reimbursed	130,000	100,000
	3,230,000	2,700,000

26 Earnings per share

Reconciliation of basic and diluted shares used in computing earnings per share -

(Amount in Rs.)		
Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Profit after tax attributable to equity shareholders	(13,046,210)	270,454,736
Number of equity shares at the beginning of the year	16,700,000	16,700,000
Add: Weighted average number of equity shares issued during the year	573,594	-
Number of weighted average equity shares considered for calculation of basic earnings per share	17,273,594	16,700,000
Earnings per share		
Basic	(0.76)	16.19
Diluted	(0.76)	16.19



Spoton Logistics Private Limited
Notes to the financial statements for the year ended 31 March 2019

27 (a) Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries in respect of qualifying employees towards Provident Fund and state plans such as Employees' State Insurance (ESI), which is a defined contribution plan. The company has no obligations other than to make the specified contributions. The Company's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related services.

During the year, the Company has recognised the following amounts in the statement of profit and loss, which are included in contribution to provident and other funds

Particulars	(Amount in Rs.)	
	For the year ended 31 March 2019	For the year ended 31 March 2018
Provident Fund and Employee's Pension Scheme	28,012,233	19,866,919
Employees' State Insurance	6,099,844	4,917,754

(b) Defined benefit plans

The Company provides for gratuity, a defined benefit plan (the Gratuity Plan), to its employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, of an amount based on the respective employee's last drawn salary and years of employment with the Company. The gratuity plan of the company is non-funded.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation.

Particulars	(Amount in Rs.)	
	As at 31 March 2019	As at 31 March 2018
(i) Change in projected benefit obligations		
Obligations at year beginning	26,288,378	19,597,812
Service cost	5,904,983	4,920,819
Benefits paid	(2,609,876)	(1,691,976)
Interest cost	1,896,243	1,370,758
Actuarial loss/ (gain)	7,500,713	2,090,965
Obligations at year end	38,980,441	26,288,378
(iii) Actual return on plan assets		
Expected Return on plan assets	-	-
Actuarial (loss)/gain on plan assets	-	-
Actual return on plan assets	-	-
(ii) Reconciliation of present value of the obligation and the fair value of the plan assets:		
Fair value of plan assets at the end of the year	-	-
Present value of the defined benefit obligations at the end of the year	38,980,441	26,288,378
Asset/ (liability) recognised in the balance sheet	(38,980,441)	(26,288,378)
Expense recognised in statement of profit and loss	For the year ended 31 March 2019	For the year ended 31 March 2018
Service cost	5,904,983	4,920,819
Interest cost	1,896,243	1,370,758
Actuarial loss/ (gain)	7,500,713	2,090,965
Net gratuity cost	15,301,939	8,382,542
Assumptions:		
Discount rate	7.55%	7.59%
Expected rate of salary increase	8.00%	6.00%
Attrition rate	18.00%	5.00%
Retirement age	60 years	60 years

The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

(iii) Details for the present value of defined obligation, fair value of assets, surplus/(deficit) of assets and past experience adjustments of current year and preceding four years are as under :

Five-year information	31 March 2019	31 March 2018	31 March 2017	31 March 2016	31 March 2015
Amounts for the current and previous four periods are as follows:					
Defined benefit obligation	38,980,441	26,288,378	19,597,812	15,365,700	13,095,483
Fair value of plan assets	-	-	-	-	-
Surplus / (deficit) in the plan	38,980,441	26,288,378	19,597,812	15,365,700	13,095,483
Experience adjustments arising on plan liabilities	2,092,833	2,807,482	719,418	359,803	679,608
Experience adjustments arising on plan assets	-	-	-	-	-



Spoton Logistics Private Limited
Notes to the financial statements for the year ended 31 March 2019

28 Employee stock option plan 2013

The Startrek Logistics Private Limited ESOP -2013 (now called as Spoton Logistics Private Limited) was approved by the Board of Directors of the Company in June 2013 and by the shareholders in August 2013. The ESOP 2013 plan provides the maximum exercisable share into not more than 3% paid up capital to the employees. The plan is administered by a Board or a sub committee. The plan was revised and approved by the board of directors of the company in 2 April 2019 and by the shareholders in 2 April 2019 and total number of Employee Stock Option to be granted under the Scheme was increased to 9% of paid up capital. Options will be issued to employees of the Company at an exercise price, which shall be determined and established of an equity share in the recent funding immediately preceding the date of grant or any other price not less than the face value of the shares as determined by the Board. The equity shares covered under these options would vest not more than five years from the date of grant of such options.

Option activity during the year ended 31 March 2019 and the related weighted average exercise price of stock options under the Startrek Logistics Private Limited ESOP plan 2013 (now called as Spoton Logistics Private Limited) is presented below.

Particulars	For the year ended 31 March 2019		For the year ended 31 March 2018	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding at the beginning of the year	597,638	50.00	298,860	50
Granted during the year	417,500	50.00	298,778	-
Exercised during the year	-	-	-	-
Forfeited / lapsed during the year	387,563	50.00	-	50
Options outstanding at the end of the year	627,575	50.00	597,638	50
Exercisable at the end of the year	627,575	50.00	131,809	50

During the year as per para 7(f) of the scheme, the Board of Directors of the Company has decided to accelerate the vesting of unvested options, as a result all options outstanding under this scheme are exercisable at the end of the year.

The options outstanding as at 31 March 2019 have an exercise price of Rs. 50 and the weighted average remaining contractual life of 2.6 years.

Employee stock option plan 2018

The Spoton Logistics Private Limited ESOP-2018 was approved by the Board of Directors of the Company and shareholders effective from 12 October 2018. The ESOP 2018 plan provides for the issue of 1300000 options to the employees. The plan is administered by a Board or a sub committee. Options will be issued to employees of the Company at an exercise price, which shall be determined and established of an equity share in the recent funding immediately preceding the date of grant or any other price not less than the face value of the shares as determined by the Board. The equity shares covered under these options would vest not more than five years from the date of grant of such options.

Option activity during the year ended 31 March 2019 and the related weighted average exercise price of stock options under the Spoton Logistics Private Limited ESOP-2018, is presented below.

Particulars	For the year ended 31 March 2019		For the year ended 31 March 2018	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding at the beginning of the year	-	-	-	-
Granted during the year	690,180	308.25	-	-
Exercised during the year	-	-	-	-
Forfeited / lapsed during the year	-	-	-	-
Options outstanding at the end of the year	690,180	308.25	-	-
Exercisable at the end of the year	-	-	-	-

The options outstanding as at 31 March 2019 have an exercise price of Rs. 308.25 and the weighted average remaining contractual life of 5 years.

Had the compensation been determined using the fair value approach described in the aforesaid Guidance Note, the Company's net profit and basic and diluted earnings per share as reported would have reduced to the pro forma amounts as indicated:

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Profit for the year	(13,046,210)	270,454,736
Add: Stock based compensation expense determined under the intrinsic value method	-	-
Less: Stock based compensation expense determined under the fair value method	(76,564,150)	(24,615,941)
Adjusted net profit	(89,610,360)	245,838,795
Basic earnings per share as reported	(0.76)	16.19
Pro forma basic earnings per share	(5.19)	14.72
Diluted earnings per share as reported	(0.76)	16.19
Pro forma diluted earnings per share	(5.19)	14.72

Determination of exercise price

Exercise price, shall be determined and established of an equity share in the recent funding immediately preceding the date of grant or any other price not less than the face value of the shares as determined by the Board.



Spoton Logistics Private Limited
Notes to the financial statements for the year ended 31 March 2019
29 Operating leases

The Company is obligated under non-cancellable operating leases for office premises. Total lease rental expense under non-cancellable operating leases amounted to Rs. 66,711,213 (previous year: Rs. 27,349,853) for the year ended 31 March 2019. Future minimum lease payments under non-cancellable operating leases are as follows:

Period	For the year ended 31 March 2019	For the year ended 31 March 2018
Not later than 1 year	83,622,150	50,487,083
Later than 1 year and not later than 5 years	69,601,118	76,350,693
Later than 5 years	-	-
	153,223,268	126,837,776

The Company is also obligated under cancellable lease for hub, service center and office premises, which are cancellable at the option of both the lessor and lessee. Total rental expense under cancellable operating lease entered amounted to Rs. 225,540,159 (previous year: Rs. 167,238,893).

An amount Rs. 6,604,497 (Previous year Rs. 3,971,878) was recognised as rent expenses in respect of rent equalisation.

30 Segment information

The Company's sole business segment is domestic road transport services engaged in domestic cargo shipments by land and the only geographical segment is 'India'. Consequently, the requirement for a separate disclosure as required under Accounting Standard 17 - 'Segment Reporting' is not applicable.

31 Related party disclosures
A. Name of related parties and description of relationship:
1. Enterprises having control over the Company

Vankatesh Pharma Private Limited (with effect from 24 August 2018)
Trinite Equity Holdings Limited (upto 23 August 2018)

2. Key management personnel

Abhik Mitra – Director
Devinjit Singh-Director (with effect from 24 August 2018)
Perumal Ramamurthy Srinivasan-Director (with effect from 24 August 2018)
Abhishek Kabra-Director (with effect from 24 August 2018)
Goutam Gode-Director (with effect from 24 August 2018)
Supratim Banerjee - Director (upto 23 August 2018)
K K Iyer - Director (upto 23 August 2018)
Sundar Krishna Khanna - Director (upto 23 August 2018)
Krishna Chandrashekar - Director (upto 23 August 2018)

B. The following is a summary of transactions with related parties by the Company:

Particulars	For the year ended 31 March 2019	(Amount in Rs.) For the year ended 31 March 2018
Directors remuneration *		
Abhik Mitra	121,590,379	8,999,000
Krishna Chandrashekar	9,321,851	6,898,834

* Directors remuneration includes bonus paid in current year.

There are no balances receivable from / payable to related parties as at the year end.

32 Deferred tax asset, net

Particulars	As at 31 March 2019	(Amount in Rs.) As at 31 March 2018
Deferred tax assets		
Provision for doubtful debts, bonus and retirement benefits	40,540,758	32,331,685
	40,540,758	32,331,685
Deferred Tax Liability		
Excess of depreciation/ amortisation on fixed assets under income-tax law over depreciation/ amortisation provided in accounts	(1,891,232)	(7,846,628)
	38,649,526	24,485,057



Spoton Logistics Private Limited

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

- 33 The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2019 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Particulars	(Amount in Rs)	
	As at 31 March 2019	As at 31 March 2018
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
Principal	1,532,952	Nil
Interest	27,152	Nil
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year		
Principal	Nil	Nil
Interest	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	27,152	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	2,261	Nil

34 Expenditure on Corporate Social Responsibility Activities

- (a) Gross amount required to be spent by the company during the year ended 31 March 2019 is Rs 3,729,558

(b) Amount spent during the year on:-

Particulars	In Cash	Yet to be paid in Cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	-	-	-

For the year ended 31 March 2018

- a) Gross amount required to be spent by the company during the year is Rs 1,025,627

b) Amount spent during the year on:-

Particulars	In Cash	Yet to be paid in Cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	-	-	-

- 35 The details regarding specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended 31 March 2019.

- 36 On 25 June 2019, the Company has changed its registered office from Bengaluru, Karnataka to Ahmedabad, Gujarat.

- 37 During the year, Trinite Equity Holdings Limited (erstwhile holding company) has transferred its shares to Vankatesh Pharma Private Limited.

- 38 On 9th July 2019, the Board of directors of the Company have approved the Scheme of Amalgamation between Vankatesh Pharma Private Limited (Holding Company) and Spoton Logistics Private Limited and their respective shareholders pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013 with an appointed date of Scheme on 30 August 2018. The Company is in the process of filing required documents with National Company Law Tribunal (NCLT).

- 39 Previous year's figures have been regrouped/ reclassified as per the current year's presentation for the purpose of comparability, if any

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

Firm registration number 116231W/W-100024



G. Prakash

Partner

Membership No. 099696

Place: Bangalore

Date: 09 September 2019

for and on behalf of the Board of Directors of

Spoton Logistics Private Limited

UIN: A63090GJ2011PTC108834



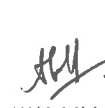
Abhishek Kabra

Director

DIN: 0037465

Place: Bangalore

Date: 09 September 2019



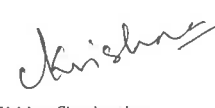
Abhishek Kabra

Director

DIN: 06782685

Place: Bangalore

Date: 09 September 2019



Krishna Chandrasekar

Chief Finance Officer

Place: Bangalore

Date: 09 September 2019