routemobile
communication simplified

Annual Report

2019 - 2020

CEO Speak

Dear all,

Today is a fantastic day that marks the 16th year anniversary of a journey that started in 2004; the year Route Mobile was founded. Back then, RML was made up of just four individuals sitting in a 100 sq. ft office. Today is a different story. Today is more than just a milestone. Today is a testament to all the hard work and commitment so many of you have dedicated towards this journey along with me, and I am incredibly proud of it, as I hope all of you are!

We are now one of the most prominent CPaaS players and largest global brands in our industry across the world, especially in Asia, Africa, and the Middle East. We have served more than 25,000 customers to date, a feat made possible because of your collective efforts.

We have faced so many challenges, made many mistakes along the way, but the most important thing is that we have learned from those mistakes and always continued to evolve, to get better every day. Our company has been dedicatedly serving the largest global OTT players, as a result of which we have grown tremendously over the last few years.

For this next year, we are targeting a revenue of 1,200 crores! At a time when so many companies are just looking to survive, we are targeting double-digit growth! This is not wishful thinking guys; this is a well thought out plan. Survival is the buzzword these days across all companies and industries, but now is the time to be positive, stay aggressive, and keep our eyes on new opportunities that will help us grow. And for this, I need each of you to be 100% focused and engaged.

This lockdown has tested us in many ways. We have many areas for improvement, but I am happy to say that the team's productivity and dedication are incredible. We are fortunate that our business model enables us to work from home and serve our clients with the same enthusiasm as we used to before. I appreciate the efforts of everyone and how you all have pulled together as a team.

We still have a long way to go, many more milestones to cross. We are just beginning the next phase of this story, and for our continued success, we need to be stronger than ever before and work better than we ever have as a team! I look forward to celebrating many more years with all of you.

We will formally celebrate our 16th Anniversary in the usual RML party hard style once all this is over.

Once again, a big thank you to all for contributing to RML's success and making this dream into a reality.

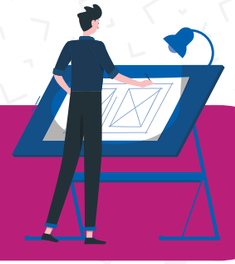
“We are committed to simplifying communication using our advanced communications platform that provides technologically superior products & services in terms of quality, value offered and are easy to enable our clients for better customer engagement that leads to successful business outcomes”

Our Journey

Route Mobile is a leading Cloud Communication Platform provider, catering to enterprises, over-the-top (OTT) players and mobile network operators (MNO). Our product portfolio includes smart solutions in Messaging, Voice, Email, and SMS Filtering, Analytics & Monetization.

Since its inception in 2004, Route Mobile has been enhancing mobile communications through technology upgrades and product innovations; meeting the needs of a diverse clientele across geographies. Our customizable, user-friendly, and effective solutions enable enterprises and mobile operators to deliver efficient services to their customers

2004



Founding of Route SMS Solutions by brothers & visionaries Rajdip and Sandip Gupta in Mumbai, India

2011

Opening of the 1st International Route SMS Office in London, UK

2012

Launch of India Enterprise Division

Route SMS is officially certified as a GSMA Open Solution Connectivity

Route SMS launches its own fully functional SS7

2013 - 14

Opening of office in Dubai FZE
Opening of office in Nigeria

2016

Rebranding to Route Mobile Limited

Ranked no. 6 as per ROCCO report 2016

Route Mobile acquires Cellent Technologies (India) Pvt. Ltd. & Start corp India Pvt. Ltd

Opening of offices in Dubai, Ghana & Singapore

2017

Ranked no. 2 by ROCCO report 2017
Route Mobile acquires Call 2 Connect India Pvt. Ltd, & 365squared Ltd.
Opening of office in US & Kenya

2018

Route Mobile listed as one of the Top 5 fastest growing Indian Companies in UK by 'India Meets Britain' Tracker 2018

Route Mobile Limited is among the Top 5 Tier 1 Vendors in A2P SMS Messaging for the 2nd consecutive year - as per ROCCO report 2018

Opening of office in Bangladesh, Nepal, SriLanka & Uganda

2019

Route Mobile listed as one of the Top 5 fastest growing Indian Companies in UK by 'India Meets Britain' Tracker 2019

Route Mobile Limited awarded 'Most Innovative Mobile Communication Solutions Provider 2019'

2020

Route Mobile awarded 19th ICSI National Award for Corporate Governance with "Best Governed Company" (Emerging Category)

Route Mobile featured in Fortune Magazine's - The Next 500 India's Top Midsize Companies

Vision, Mission & Values

Vision

Route Mobile's vision is to connect the world through mobile technology, helping customers, partners and employees prosper locally as well as globally. What drives us is:

People:
Inspiring our people, celebrating their success, helping them achieve their goals and assisting them in improving their lives.

Partners:
Cultivating valuable relationships with our global customers and partners based on mutual trust, loyalty as well as respect.

Portfolio:
Being pioneers with a dedicated research and development team, able to offer our customers products and solutions that meet their needs while exceeding their expectations.

Mission

Route Mobile are committed to being a leading global messaging and voice API company; leading in terms of quality, value offered, customer service, talent development and consistent growth. Our mission is:

To simplify communications

To enable seamless global messaging & voice solutions

To connect our customers to their world, helping them make a difference to their customers' lives

Mission

Route Mobile operates adhering to the following corporate values:

People
Our people are like our family. We help them be the best they can be, making them feel valued & appreciated. We love success & celebrating it as a team!

Reliability
We prove reliability by delivering on our commitments. We focus on finding solutions that work and on achieving the best results, personally committing to the success of the business.

Passion
We are passionate about our business & show pride in our brand's heritage. We promote an innovative, energetic and fun environment to delight customers with high quality service.

Global Statistics:

Numbers Highlighting Our Growth

Since 2004, Route Mobile has focused on building mutually beneficial relationships, product innovation, and geographical expansion to serve enterprise clients locally, all of which, have contributed to our success

31+billion
Messages delivered in fiscal 2019-20

2.5+billion
Transactions processed/month

3,000+
Active monthly billable clients

~300
No. of employees

10+
Firewalls deployed with MNOs globally

800+
network Operators

6
Datacentres

~255+
Direct Connections with Telecom Operators

4
SMSCs

Product & Services

Messaging

Reach global audiences instantly through our customizable messaging platform

- A2P Messaging
- RCS Business Messaging
- Viber Business Messages
- Acculync
- CPaaS
- WhatsApp Business API
- 2-Way Messaging
- Mail2SMS
- Number Lookup
- Route Connector
- Route OTP
- Omni Channel Communications

Operator

Reach global audiences instantly through our customizable messaging platform

- Platform as a Service – Operator
- Route Shield
- Instant Virtual Number
- Route Shield
- SMS Hub

Voice

Step-up customer experience through customizable & innovative voice solutions

- Outbound Dialer
- Interactive Voice Response
- Call Patching
- Click 2 Call
- Missed Call
- Call Center
- SMS 2 Call

Email

Send emails through a safe network without being classified as spam

- Route Mailer

Identity solution

Safeguard the end-user security and send trusted business communications with Identity Solutions

- Mobile Identity as a Service
- Verified SMS
- Brandi5

Bespoke solutions

Customer compliance made easy for enterprises

- Verbatim

Communicate globally through our unified solutions

We offer swift, reliable and cost-effective channels to stay in touch with your customers

Board of Directors

Chandrakant Gupta

Chairman & Non-Executive Director

Aged 66 years, is the Chairman and Non-executive Director of our Company. He received the higher secondary school examination certificate from Balbhadra Inter College, Pratapgarh (Uttar Pradesh). He has been a Director on our Board since 2007.

Sudha Navandar

Independent Director & Chairperson - Audit Committee

Aged 52 years, is an Independent Director of our Company. She is a qualified chartered accountant registered with the Institute of Chartered Accountants of India and a Certified Public Accountant, USA. She is also an insolvency professional / registered with Indian Institute of Insolvency Professional of ICAI. She is currently a partner in M/s. Pravin R. Navandar & Co. Chartered Accountants, with main focuses on corporate audits (internal and statutory), bank audits, company law cases, income leakage and corporate advisory services. She is also an independent director on the board of Goa Glass Fibre Limited.

Rajdip Gupta

Managing Director & Group CEO

Aged 44 years, is the Managing Director and Group Chief Executive Officer of our Company. He holds a bachelor's degree in science (physics) from Mumbai University and master's diploma in software engineering from Aptech Computer Education. He is also a certified HTML programmer, Javascript programmer and active server pages programmer from rainbench. He is the Promoter of our Company and has been associated with our Company since inception. Prior to incorporating our Company, he has worked with Approved Information Systems (I) Private Limited and Gurukul Online Learning Solutions (P) Limited. He has more than 16 years of experience in in the field of software designing and development. He is responsible for our Company's growth and business development.

Ramachandran Sivathanu

Independent Director & Chairman - NRC

Aged 53 years, is an Independent Director of our Company. He holds a bachelor's degree in science from University of Madras and holds a master's degree in business administration from Sikkim Manipal University. He has more than 20 years of experience in the field of sales and marketing. Prior to joining our Company, he has worked with Loop Telecom Private Limited, Loop Mobile (India) Limited, Meridian Mobile Private Limited, RPG Cellular Services Limited, Red Bottle Telecommunications Consultancy Private Limited, Clothesline Media Private Limited and Eureka Forbes Limited.

Sandip Gupta

Non-Executive Director

Aged 45 years, is the Non-Executive Director of our Company. He holds a bachelor's degree in commerce from Mumbai University. He is also a qualified chartered accountant and a member of the Institute of Chartered Accountants of India. He is a SAP certified solution consultant – mySAP Financials – Management and Financial Accounting. He is also the Promoter of our Company and has been associated with our Company since inception. Prior to incorporating our Company, he has worked with PricewaterhouseCoopers Private Limited, and Covansys (India) Private Limited. He has over 17 years of experience in audit and accounts, business analysis, SAP configuration and software system consulting.

Nimesh Salot

Independent Director

Aged 50 years, is an Additional Director (Independent) of our Company. He holds a bachelor's degree in commerce from University of Mumbai. He is a qualified chartered accountant and a member of the Institute of Chartered Accountants of India. He is also a qualified cost accountant and a member of the Institute of Cost Accountants of India. He has more than 14 years of experience in the field of investment banking. He has previously worked with Ladderup Corporate Advisory Private Limited, Mape Advisory Group Private Limited, Rabo Finance Limited, Ernst and Young, India, DSJ Communications Limited and Kayjay Financial Research Services Private Limited.

Leadership Team

Tushar Agnihotri

Executive Vice President - India & APAC

Tushar Agnihotri, is the EVP - India & APAC. He holds a master's degree in business management from Bundelkhand University. He has over 22 years of experience in in the telecom sector. Prior to joining our Company, he has worked with Tata Teleservices (Maharashtra) Limited, Reliance JioInfocom Limited, Arvind Mills Limited and Kodak India. He is responsible for driving sales and operations for the India market.

Rahul Pandey

Chief Credit Officer

Rahul Pandey, is the Chief Credit Officer of our Company. He holds a bachelor's degree in science from Mumbai University. He has 15 years of experience in telecommunications industry. Prior to joining our Company, he has worked with Gurukul Online Learning Solutions (P) Ltd., DuFlon Polymers Pvt. Ltd., Concept Jewellery (I) Pvt. Ltd. and ADORA wireless Solutions. He is responsible for coordinating the debts of existing creditors and deciding whether to allow credit to a debtor and overall managing all money borrowed or owed to the business.

Ramesh Helaiya

Chief Technical Officer

Ramesh Helaiya is working as the Chief Technical Officer at Route Mobile. He has been with the company for the past 13 years. He has held Senior Software Analyst & Project manager designations in the past. He holds a degree in BSC IT.

Sharad Kumar Thukral

Executive Vice President - Middle East

Sharad Kumar, is the Executive Vice President - Middle East. He holds a bachelor's degree in engineering (electronics and telecommunications) from Mumbai University and a PG in business management from XLRI, Jamshedpur. He has over 17 years of experience in the telecom sector. Prior to joining, he has worked with Bharti Airtel Ltd., Reliance Communications Ltd. and United Nations.

Elsa Shibu

Head - Human Resources

Elsa Shibu is the Head of Human Resources. She has over 17+ years in the HR function, with the last 12 years in IT and ITeS domain, and has worked with a mix of Indian organizations like UGAM as well as MNCs like KPMG, UPS and Euronet worldwide. She holds a degree in Economics and is a PG Diploma in HR.

Suresh Jankar

Chief Financial Officer

Suresh Jankar, is the CFO of our Company. He holds a bachelor's degree in commerce from Pune University and is qualified chartered accountant from the Institute of Chartered Accounts of India. He has 9 years of experience in finance sector. Prior to joining our Company, he has worked with the Capricorn Lifestyle Private Limited. He leads the finance and accounts team and is responsible for activities pertaining to the accounts of our Company in India.

Gautam Badalia

Chief Strategy Officer

Gautam Badalia, is the Chief Strategy Officer of our Company. He holds a bachelor's degree in economics from Kolkata University and a master's degree in business administration (finance) from ICFAI University. He has 12 years of experience in investment banking, mergers and acquisitions and structured finance. Prior to joining our Company, he has worked with YES Securities (India) Limited. He is responsible for development and execution of strategic initiatives to support long term growth of our Company and enhance shareholders value.

Sammy Mamdani

Executive Vice President - Head of Operations & HR

Sammy Mamdani heads RML's global operations and is responsible for day-to-day management and coordination between worldwide offices. With over 13 years of international experience, Sammy has successfully held senior positions at a consulting firm in the U.S. as well as a private investment firm based out of Mumbai, where he managed diverse business units in India and the UAE. Most recently, Sammy served as C.O.O at Cellent Technologies, which was acquired by Route Mobile in August 2016. He holds an MBA from the University of Central Florida.

Rathindra Das

Head - Legal & Compliance, CS

Rathindra Das is working as Company Secretary and Legal Head. He is a B.Com, CS and LLB with 12 years of experience as Company Secretary and in-house General Legal counsel in multiple companies like Cipla, NSE and Piramal Group. His expertise involves in the domain of Corporate Regulatory & Employment law compliance including Litigation, Commercial contracts & dispute resolution. He was last employed with Neterwala Group where he was majorly involved in supervision of legal counselling, contract negotiations, litigation management and corporate secretarial activities of listed, unlisted and foreign subsidiaries of the group.

Awards & Recognition

FY 2019-'20 ushered in many accolades for the Company and its senior management personnel. Your Company was conferred with awards at various prestigious industry platforms in the area of corporate management, marketing, digital engagement. Some awards are listed below:

'Tier 1' ranking in ROCCO's A2P SMS Messaging Vendor Performance Report 2020. ROCCO Group provides strategic guidance and support for MNOs, Vendors and Enterprises with unique Independent Research, consulting and training at a global level.

Fastest growing companies in Technology & Telecom sector and overall 2nd in the UK's top fastest growing Indian companies in the UK 2020" in the 7th edition of the Grant Thornton India meets Britain Tracker.

Route Mobile Wins the Best Messaging Innovation – Consumer Solution Award at Messaging and SMS Global Awards, London. Rajdipkumar Gupta, MD & Group CEO was also a speaker in the keynote panel discussion "Have we Passed the Tipping Point for RCS?"

Mr. Rathindra Das, Head Legal, Company Secretary and Compliance Officer recognized as the **'Governance Professional of the Year'** Award at **the 19th ICSI National Award for Corporate Governance.**

Mr. Ramesh Helaiya, Chief Technical Officer won **'Architects of What's Next'** award at **the VMware vForum Mumbai 2019.**

Mr. Tanmay Ayare, Global Head-Marketing & Communications was honoured as one of the **'Most Influential Global Marketing Leader' at the World Marketing Congress.**

'Most Innovative Mobile Communication Solutions Provider 2019' at the 5th Technology Innovator Awards 2019 held by Corporate Vision Magazine (UK) (CV Magazine), part of AI Global Media.

"Best Governed Company" in the unlisted segment (Emerging Category) Award at the 19th ICSI National Award for Corporate Governance. Mr. Anurag Singh Thakur- Minister of State for Finance and Corporate Affairs and Hon'ble Mr. Dipak Misra, Former Chief Justice of India handed over the Award to Mr. Sandipkumar Gupta (Promoter & Director) at a function held in New Delhi.

Directors' Report

Dear Members of Route Mobile,

Your Directors present the Annual Report of Route Mobile Limited ('Company/RML') along with the audited financial statements for the financial year ended March 31, 2020. The consolidated financial results and performance of the Company and its subsidiaries have been referred to wherever required. Other disclosure requirements, which form part of the Directors' Report, are included in other sections of this Annual Report. Details on information incorporated by reference are generally set out under the relevant topics in the Directors' Report.

1. Corporate Overview

Route Mobile is a leading Cloud Communication Platform provider, catering to enterprises, over-the-top (OTT) players and mobile network operators (MNO). Our range of enterprise communication services includes application-to-peer ("**A2P**") / peer-to-application ("**P2A**") / 2Way Messaging, RCS, OTT business messaging, voice, email, and omni-channel communication. Further, we also offer SMS analytics, firewall, filtering and monetization, SMS hubbing and Instant Virtual Number ("**IVN**") solutions to MNOs across the globe.

Since its inception in 2004, Route Mobile has been enhancing mobile communications through technology upgrades and product innovations; meeting the needs of a diverse clientele across geographies. Our customizable, user-friendly, and effective solutions enable enterprises and mobile operators to deliver efficient services to their customers.

2. Financial Summary and State of Affairs

(₹ in Lakhs)

Particulars	For the financial year ended 31st March, 2020		For the financial year ended 31st March, 2019	
	Standalone	*Consolidated*	*Standalone*	*Consolidated*
Revenue	42,508.64	96810.17	37831.9	85237.61
EBIDTA	1,922.35	9691.05	1904.65	9404.67
Profit before tax	1,008.36	6936.33	1281.53	6522.85
Less: Current tax	187.60	1186.33	526.02	1121.92
Deferred Tax Credit	66.07	-15.19	-141.56	-149.75
Profit for the year	754.69	5765.19	897.07	5550.68
Total other comprehensive income (net of tax)	14.17	574.26	13.62	421.8
Total comprehensive income for the year	740.52	6339.45	910.69	5972.48

3. Business Overview, Company's performance and Note on Financial and Operations

We are among the leading cloud-communication platform service providers to enterprises, over-the-top ("OTT") players and mobile network operators. Our range of services include messaging, voice, email and SMS filtering, analytics and monetization. We offer a range of cloud-communication services to clients across diverse sectors including banking and financial services, aviation, retail, e-commerce, logistics, healthcare, hospitality, media and entertainment, pharmaceuticals and telecom. Our clients include some of the world's largest and well-known organisations, including a number of Fortune Global 500 companies.

We were ranked amongst the tier 1 application-to-peer ("A2P") service providers in 2020 and scored high rankings across metrics including reliability, customer service, technical expertise, understanding of the industry and quality of service amongst others. (Source: ROCCO Report).

Route Mobile Limited (UK), our wholly owned subsidiary in the United Kingdom, received an honourable recognition of being amongst the fastest growing companies in Technology & Telecom sector and overall 2nd in the UK's top fastest growing Indian companies in the UK 2020 (Source: 7th edition of the Grant Thornton India meets Britain Tracker, developed in collaboration with the Confederation of Indian Industry).

We were incorporated in 2004 and are headquartered in Mumbai, India. As of March 31, 2020, we have over 26,000 clients (at a consolidated level), with a monthly billed customer base of c. 3,000 (at a consolidated level). As of March 31, 2020, our global operations included nine direct and twelve step-down subsidiaries serving our clients through 19 locations across Africa, Asia Pacific, Europe, Middle East and North America.

Total revenue on a consolidated basis increased by 13% and profit went up by 3%. On a standalone basis, revenue went up by 12% and EBIDTA went up by 19% though PAT was impacted due to one-time tax settlement (refer Note 42 to the Standalone Financial Statements).

4. Awards and Recognition

FY 2019-'20 ushered in many accolades for the Company and its senior management personnel. Your Company was conferred with awards at various prestigious industry platforms in the area of corporate management, marketing, digital engagement. Some awards are listed below:

- 'Tier 1' ranking in ROCCO's A2P SMS Messaging Vendor Performance Report 2020. ROCCO Group provides strategic guidance and support for MNOs, Vendors and Enterprises with unique Independent Research, consulting and training at a global level.

- Fastest growing companies in Technology & Telecom sector and overall 2nd in the UK's top fastest growing Indian companies in the UK 2020" in the 7th edition of the Grant Thornton India meets Britain Tracker.

- Route Mobile Wins the Best Messaging Innovation – Consumer Solution Award at Messaging and SMS Global Awards, London. Rajdipkumar Gupta, MD & Group CEO was also a speaker in the keynote panel discussion "Have we Passed the Tipping Point for RCS?"

- 'Most Innovative Mobile Communication Solutions Provider 2019' at the 5th Technology Innovator Awards 2019 held by Corporate Vision Magazine (UK) (CV Magazine), part of AI Global Media.

- "Best Governed Company" in the unlisted segment (Emerging Category) Award at the 19th ICSI National Award for Corporate Governance. Mr. Anurag Singh Thakur- Minister of State for Finance and Corporate Affairs and Hon'ble Mr. Dipak Misra, Former Chief Justice of India

handed over the Award to Mr. Sandipkumar Gupta (Promoter & Director) at a function held in New Delhi.

- Mr. Rathindra Das, Head Legal, Company Secretary and Compliance Officer recognized as the 'Governance Professional of the Year' Award at the 19th ICSI National Award for Corporate Governance.

- Mr. Ramesh Helaiya, Chief Technical Officer won 'Architects of What's Next' award at the VMware vForum Mumbai 2019.

- Mr. Tanmay Ayare. Global Head-Marketing & Communications was honoured as one of the 'Most Influential Global Marketing Leader' at the World Marketing Congress.

5. Update on COVID-19 Response

On January 17, 2020, the Ministry of Health and Family Welfare acknowledged the emergence of a new coronavirus (COVID-19) that was spreading across China. On March 11, 2020, the World Health Organisation declared the COVID-19 disease to be a global pandemic. The Ministry of Home Affairs through its notification No. 40-3/2020-DM-I(A), dated March 24, 2020 announced a 21-day lockdown to contain the spread of COVID-19 from March 25, 2020 to April 14, 2020. During the lockdown, all establishments, other than those providing essential goods and services, and those involved in agricultural operations, have been closed. The aforesaid lockdown was further extended throughout the country in various degrees including Govt. of Maharashtra extending it up July 31, 2020, consequent to which our offices remained closed except for bare minimum staff staying in office to continue the support function.

In support of the Central Government's initiatives to bring the pandemic under control, and to protect the health and well-being of our colleagues, most of our offices across India and our global offices remained shut except for few operating with minimal staff and a skeleton staff which volunteered to stay in place at our head office in Mumbai during the lockdown period to ensure that systems and security are maintained and running. We also welcomed the clarion call by the Prime Minister of India to preserve employment and we are happy to share that, despite strained revenues and profitability during the last few months, we are actively progressing our participation in the job retention scheme, have been able to retain all our employees and pay full salaries as part of our plans to support our colleagues through the crisis period.

At RML, under the able leadership if its CEO, '*work from home*' guidance were issued much earlier with effect from March 17, 2020 before the nationwide lockdown started from March 24, 2020 in India to ensure the health and well-being of all employees, and on minimizing disruption to services for all our customers spread across the globe. The entire transition happened seamlessly and as of March 31, 2020, work from home was enabled for almost all key departments and functions. Notwithstanding this shift from *sitting in office* to *staying at home*, our technology infrastructure and leadership team ensured that the focus on customer centricity remained intact, unaltered and we are happy to report that our concerted efforts have yielded a very positive response and appreciation from customers. Although these are uncertain times and coming few quarters will be watched with anticipation, our business model, ability to remain fully functional even from remote locations and our financial strengths will support us to tide over these temporary phenomena and emerge as a stronger and better organisation in the coming years.

The Covid-19 environment, and its positive impact on business

Digital marketing and digital communication, as we all are aware, emerged as the primary mode

for enterprises to acquire, retain and service customers. Over the past 10 years, every enterprise has focused on leveraging various digital channels of communication to reach out to, and interact with their consumer base. The impact of Covid-19, unlike in many other industries, has been extremely positive for the digital marketing and digital communication industry. Digital communication roadmaps which enterprises originally planned to implement over a few years' timeframe, were accelerated, and implemented over a period of weeks, to ensure that enterprises continue to engage and interact with their consumers. Digital transformation projects were accelerated by practically all large enterprises across the globe, and significant investments have already been made to ensure customer retention and engagement through this challenging phase. In certain surveys conducted across industry segments, results indicate that over 97% of enterprises have sped up their digital transformation projects, and accelerated their digital communication strategy by almost 6 years.

Omni-channel digital communication is a direct beneficiary of these decisions taken by enterprises, and we have witnessed positive impact on our business through Q4 FY2020, and expect this to sustain into the near term. The impact is predicted to be long-term, as the situation is driving behavioural changes – both at the consumers' end – wherein their preference is now to rely extensively on digital channels for discovering, transacting and seeking support; and also at the enterprises' end – who want to be continuously available to the consumer, 24x7. Our ability to support enterprises with the entire suite of digital communication channels has helped us acquire significant large clients through the pandemic, and sustain business growth despite gloomy predictions in several other segments of the technology industry.

6. Share Capital

During the year, there was no change in the Company's issued, subscribed and paid-up equity share capital. As on March 31, 2020, paid-sup share capital of the Company stood at ₹ 50,00,00,000 divided into 5,00,00,000 equity shares of ₹ 10 each.

7. Dividend

For FY 2020, based on the Company's performance, the Directors have declared an interim dividends of ₹ 1.50/- per equity share on March 23, 2020. With the objective of conserving cash and ensuring liquidity for the operations for the Financial Year 2020-21, the Board of Directors decided not to recommend any further dividend to the shareholders for the Financial Year 2019-20.

8. Dividend Distribution Policy

According to Regulation 43A of the Listing Regulations, the top 500 listed companies based on market capitalisation, as on 31st March of every financial year, are required to formulate a dividend distribution policy. As part of voluntary adoption of the SEBI Listing Regulations (SEBI LODR), the Company has in accordance with regulation 43a of the SEBI LODR, has adopted a dividend distribution policy ('policy') which endeavours for definite strategic consistency and sustainability while sharing profits of the Company with the shareholders. The policy is available on the Company's website at https://www.routemobile.com/corporate-policies

9. Transfer to Reserves

The Board of Directors has decided to retain the entire amount of profits in the Retained Earnings.

10. Management Discussion and Analysis Report

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR**') the Management Discussion and Analysis Report for the year under review, is presented in a separate section, forming part of the Annual Report. As required under the provisions of the listing regulations, the audit Committee of the Company has reviewed the Management discussion and analysis report of the Company for the year ended March 31, 2020.

11. Corporate Governance

Pursuant to the LODR, the Report on Corporate Governance for the year under review, is presented in a separate section, forming part of the Annual Report. A certificate from M/s. Dhrumil M. Shah & Co., Practising Company Secretary, confirming compliance of conditions of Corporate Governance, as stipulated under the LODR, also forms part of the Corporate Governance Report.

12. Deposits

The Company has not accepted any deposits during the FY 2019-'20 and, as such, no amount of principal or interest was outstanding as on the balance sheet closure date.

13. Material changes and commitments affecting financial position between end of the financial year and date of report

There were no material changes and commitments affecting the financial position of the Company between the end of financial year and the date of this report.

14. Subsidiaries, Associate and Performance Highlights

Your Company along with its subsidiaries and other group companies provide a wide range of Cloud Communication Platform services to enterprises, over-the-top ("OTT") players and mobile network operators. At the beginning of the year, your Company had 9 direct subsidiaries and 12 step down subsidiaries. As on March 31, 2020, your Company has 09 direct subsidiaries, 12 step down subsidiaries.

During the FY 2019-'20, Route Mobile Hong Kong Limited (step down subsidiary) was deregistered. As the part of the expansion strategy, one (1) new step-down subsidiary was incorporated viz. Spectrum Telecom FZ-LLC.

We have reviewed, in accordance with Section 129(3) of the Companies Act, 2013 prepared consolidated financial statements of the Company and all its subsidiaries. Further, the report on the performance and financial position of each subsidiary, associate and joint venture and salient features of the Financial Statements in the prescribed **Form AOC-1** is annexed to this report (**Annexure 1**). The statement also provides details of the performance and financial position of each of the subsidiaries.

In accordance with the provisions of Section 136 of the Companies Act, 2013 and the amendments thereto, the audited Financial Statements, including the consolidated financial statements and related information of the Company and financial statements of the subsidiary companies will be available on our website www.routemobile.com.

The names of the companies that have become or ceased to be subsidiaries, joint ventures and associates during the year are disclosed in the annexure to this report (**Annexure 2**).

15. Employee Stock Option Plan

At present, the Company has one Employee Stock Options (ESOP) scheme, namely the 'Employee Stock Option Plan 2017'. Besides attracting talent, the scheme also helped retain talent and experience. The Human Resource department and Nomination and Remuneration Committee administers the Company's ESOP scheme. There were no changes in the ESOP scheme during the financial year under review. During the year under review, the Company granted additional 8,88,500 stock options pursuant to RML Stock Option Plan. The disclosures required under Rule 12 of the Companies (Issue of Share Capital and Debenture) Rules, 2014 is annexed to this Report. (**Annexure 3**).

16. Directors and Key Managerial Personnel

Re-appointment

Pursuant to the provisions of the Companies Act, 2013, Mr. Chandrakant Gupta, Director of the Company will retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment. A brief resume, nature of expertise, details of directorships held in other companies of the Director proposed to be re-appointed, along with his shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the LODR, is forming part of the Notice of the ensuing AGM.

Cessation

Mr. Ankit Paleja resigned from the position of Independent Director of the Company due to his other commitments w.e.f January 31, 2020.

Appointment

Further, Mr. Nimesh Salot was appointed as the Additional Director in Independent category w.e.f February 12, 2020 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto Five (5) consecutive years.

Also, Mr. Rathindra Das, Company Secretary and Compliance Officer was appointed as the Head Legal, Company Secretary and Compliance Officer w.e.f August 1, 2019 with the additional responsibility of overseeing legal functions of the Company.

17. Declarations by Independent Directors

The Company has received declarations from all Independent Directors of the Company confirming that they continue to meet the criteria of independence, as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 25(8) read with Regulation 16(1)(b) of the LODR. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

The Board is of the opinion that the Independent directors of the Company possess requisite integrity, qualifications, experience and expertise in the fields of science and technology, digitalisation, human resources, strategy, auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold highest standards of integrity.

The Independent directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent directors maintained with the Indian Institute of

Corporate affairs in terms of Section 150 of the act read with rule 6 of the Companies (appointment & Qualification of directors) rules, 2014.

18. Committees of Board, Meetings of the Board and Board Committees

The Board currently has Four (4) Committees, namely, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee and the Stakeholders Relationship Committee. The Company has constituted an IPO Committee to deal with matters relating to its IPO & listing. Further the Company has also constituted an Operations Committee to deal with the matters relating to frequent banking and business affairs.

During the year under review, the Board met seven (7) times. A detailed update on the Board, its composition, including synopsis of terms of reference of various Board Committees, number of Board and Committee meetings held during FY 2019-'20 and attendance of the Directors at each meeting is provided in the Report on Corporate Governance, which forms part of this report.

19. Human Capital

HR plays an instrumental role in securing the future success of the organization. In doing so, the function is guided by its long-term vision of working in partnership to create an environment where employees can thrive and are enabled to deliver sustainable organizational performance. Investment into the enhancement of skills and accelerating employees' professional and personal development have been essential components of the Organizations people agenda. To achieve the same, the Company has rolled out in-house programs like RML internal Hackathon 2019 "RAPID" where employees from different departments and in particular non-technical staff collaborated with internal and external Coders to create new and improved ideas of software solutions. These solutions are aimed at not just internal process efficiency but also commercial monetisation. We constantly seek to retain, develop and continue to attract people with the requisite skills to help shape a better Organization and foster employees' engagement and motivation. Through our annual rewards and recognition programme we have ensured to celebrate and reward exceptional work done by our employees. The Annual employee appreciation night was held in January of 2020. We believe that our employees need to be kept updated on the organization wins and successes, company vision and direction. The monthly town hall provides a platform to all our leaders to share information with employees at large. During this event, employees are also encouraged to ask question and share suggestions if any. We have increased our people strength globally from 284 in 2018-19 to 299 in 2019-'20.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this report (**Annexure 4**).

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules forms part of the report. In terms of the provisions of section 136(1) of the Act, the Annual Report is being sent to shareholders excluding the aforementioned information. The information will be available for inspection at the registered office of the Company during working hours before the Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary at the Registered Office of the Company. There was no employee during the year employed throughout the year and in receipt of remuneration of ₹ 1.02 crore or more per annum and employees employed for part of the year and in receipt of remuneration of ₹ 8.5 lakh or more per month in terms of

Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

20. Quality initiatives

The Company continues to sustain its commitment to the highest levels of quality, superior service management, robust information security practices and mature business continuity management. Our quality management system certified by KVQA Certification Services Private Limited complies with ISO 9001:2015 while our information security management system is certified by KVQA Certification Services Private Limited as ISO/IEC 27001:2013 compliant.

21. Board Diversity and Policy on Director's Appointment and Remuneration

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board will be able to leverage different skills, qualifications, professional experiences, perspectives and backgrounds, which is necessary for achieving sustainable and balanced development. The policy on 'Nomination and Remuneration' and 'Board Diversity' adopted by the Board sets out the criteria for determining qualifications, positive attributes and independence while evaluating a person for appointment / re-appointment as a Director or as KMP, with no discrimination on the grounds of gender, race or ethnicity, nationality or country of origin. The policy is available on the Company's website at https://www.routemobile.com/corporate-policies

22. Board Evaluation

In compliance with the Corporate Governance Code, the Board of Directors conducted a self-evaluation. The evaluation focused on Board accountability and composition, the Board's role in setting strategy, risk management, cyber security, crisis management, gender diversity, talent strategy and succession planning and the effectiveness of the Board committees. The evaluation is in the form of a survey. The overall conclusion was that the Board worked well and continued to function in an open and collaborative way with a high level of trust and respect. The Board of Directors agreed that no further follow-up was required.

A note on the Board evaluation process undertaken and familiarisation programme adopted by the Company for orientation and training of the Directors in compliance with the provisions of the Companies Act, 2013 and the LODR is provided in the Report on Corporate Governance, which forms part of this Report.

23. Remuneration to Managing Director/Whole - Time Director from holding or Subsidiary Companies

In terms of Section 197 (14) of the Companies Act, 2013, remuneration paid to our Managing Director from subsidiary company viz. Route Mobile (UK) Limited was GBP 28,080.

24. Auditors & Reports

- Company had voluntarily adopted compliance of Listing Regulations from FY 2019 onwards (*to the extent reasonably permissible*) in view of its proposed IPO; as part of that voluntary adoption, the Company has received the Practicing Company Secretary's certificate on corporate governance for FY 2019-'20. The certificate does not contain any qualification, reservation or adverse remark.

- The Secretarial Auditors' Report for FY 2019-'20 does not contain any qualification, reservation or adverse remark.

- The Auditors' Report for FY 2019-'20 does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Annual Report.

- Cost records and cost audit Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

25. Auditor

Members of the Company at the Extra-Ordinary General Meeting ('EoGM') held on Tuesday, April 18, 2017, had approved the appointment of Walker Chandiok & Co LLP, Chartered Accountants ('**WCC**'), as the Statutory Auditor of the Company for a period of five years commencing from the conclusion of the Annual General Meeting held on 22nd September, 2017 until the conclusion of 17th Annual General Meeting of the Company to be held in the year 2021.

WCC has audited the book of accounts of the Company for the Financial Year ended March 31, 2020 and have issued the Auditor's Report thereon. The Auditor's report for FY 2019-'20 does not contain any qualification, reservations, or adverse remark. The said report for the financial year ended 31st March, 2020 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The Auditor's Report is enclosed with the financial statements in this Annual Report.

Reporting of Fraud

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee or the Board, under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

26. Internal Financial Controls, their adequacy and Internal Auditors

Internal financial control systems of the Company are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable accounting standards and relevant statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2019-'20. During the year, such controls were assessed and no reportable material weaknesses in the design or operation were observed. Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the FY 2019-'20.

The Audit Committee assesses the need for an internal audit function on an annual basis and makes a recommendation to the Board of Directors. The Board has appointed M/s Pipalia Singhal & Associates, Chartered Accountants, Mumbai as the Internal Auditor of the Company to conduct the internal audit basis a detailed internal audit plan which is reviewed each year in consultation with the Audit Committee.

27. Particulars of contracts or arrangements with Related Parties:

All contracts/arrangements / transactions entered into by the Company with its related parties during the year were in the ordinary course of business and on an arm's length basis. All transactions with related parties were reviewed and approved by the audit Committee. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. The transactions entered into pursuant to the omnibus approval so granted are reviewed by the audit committee. Thereafter, a statement giving details of all related party transactions, entered pursuant to omnibus approval so granted, is placed before the audit Committee on a quarterly basis for its review. The Company has put in place a mechanism for certifying the Related Party Transactions Statements placed before the Audit Committee and the Board of Directors from an Independent Chartered Accountant Firm who have submitted their confirming that all RPTs carried out by the Company during the year were in *ordinary course of business* and *at arms' length*. Particulars of Transactions with Related Parties referred to in section 188(1), as prescribed in AOC-2 under Rule 8 (2) of the Companies (Accounts) Rules, 2014 is attached as **Annexure 5.** Details of other related party transactions have been included in Note 40 to the standalone financial statements. The Policy on the Related Party Transactions is available on the Company's website at https://www.routemobile.com/corporate-policies

28. Secretarial Audit

Section 204 of the Companies Act, 2013 *inter-alia* requires every company with a paid up capital of ₹ 50 crores or more to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form.

The Board appointed Dhrumil M Shah & Co., Practicing Company Secretaries, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2019-'20 and their report is annexed to this report (**Annexure 6**). There are no qualifications or reservations or adverse remarks in the said Report.

29. Risk Management

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. The Company has duly approved a Risk Management Policy. The objective of this Policy is to have a well-defined approach to risk. The policy lays down broad guidelines for timely identification, assessment, and prioritization of risks affecting the Company in the short and foreseeable future. The Policy suggests framing an appropriate response action for the key risks identified, so as to make sure that risks are adequately addressed or mitigated. Risk management policy is available on the website of the Company at https://www.routemobile.com/corporate-policies

30. Particulars of Loans, Guarantees and Investments

Particulars of loans, guarantees and investments under section 186 of the Act are given in the Notes to Financial Statements forming part of this annual report.

31. Whistle Blower Policy

The Company is committed to principles of professional integrity and ethical behaviour in the conduct of its affairs. The Whistle-blower Policy provides for adequate safeguards against victimisation of director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. It is affirmed that no person has been denied access to the Audit Committee. The Compliance officer and Audit Committee is mandated to receive the complaints under this policy. Whistle Blower policy is available on the website of the Company at https://www.routemobile.com/corporate-policies

32. Disclosure under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

At RML, we strive to create an open and safe workplace where employees feel safe and protected to contribute to the best of their abilities, irrespective of gender and sexual preferences. The Company has zero tolerance towards sexual harassment at the workplace and has implemented a policy for prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (**'Act'**) and the Rules made thereunder. Under the said Act, Internal Complaints Committee has also been constituted. During the year under review, the Company did not receive any complaint of sexual harassment.

33. Secretarial Standards

The Company has in place proper systems to ensure compliance with the provisions of the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

34. Corporate Social Responsibility

The objective of the Company's Corporate Social Responsibility ('CSR') initiatives is to improve the quality of life of communities through long-term value creation for all stakeholders. The Company remains focused on improving the quality of life and engaging communities through health, education, livelihood, sports and infrastructure development. The Company has in place a CSR policy which provides guidelines to conduct CSR activities of the Company. Brief terms of CSR policy is included in the corporate governance section which forms part of the Annual Report. The CSR policy is available on the website of the Company https://www.routemobile.com/corporate-policies The Annual Report on CSR activities, in terms of Section 135 of the Companies Act, 2013 ('Act'), is annexed to this report (**Annexure 7**).

35. Directors' Responsibility Statement

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations. Company law requires the Directors to prepare financial statements for each financial year. Accordingly, pursuant to Section 134 (3) (c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm:

a) That in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
b) That we have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d) That the annual accounts have been prepared on a going concern basis;
e) That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively; and
f) That proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

36. Extract of Annual Return

Pursuant to sections 92(3) and 134(3)(a) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT-9 forms part of this report as **Annexure 8**. The same may also be accessed on company's website.

37. Significant and material orders passed by the Regulators or Court

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

38. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Details of the energy conservation, technology absorption and foreign exchange earnings and outgo are annexed to this report as **Annexure 9.**

39. Cautionary Statement

The Board of Directors ('the Board') has voluntarily adopted the Guidelines prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR**') from the fiscal year 2018-'19 onwards in view of its proposed initial public offer (IPO) and Listing. The Company is in compliance with the mandatory requirements of the Code of Corporate Governance as specified in regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, to the extent practicable, on a voluntary basis as on the date of this report. However, the voluntary adoption of such guidelines and preparation of this annual report in accordance with LODR, to the extent reasonable and practicable, is in no way an indication or assurance that the Company would bring its IPO and get listed on stock exchanges within any definitive timelines in future. IPO and listings are subject to market conditions, board approval and approval of the various regulatory agencies. Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include global economy, political stability, stock performance on stock markets, changes in government regulations, tax regimes, economic developments and other incidental factors. Except as required by law, the Company does not undertake to update any forward-looking statements to reflect future events or circumstances. Investors are advised to exercise due care and caution while interpreting these statements.

40. Acknowledgements

Your Company has been able to operate efficiently because of the culture of togetherness, professionalism, integrity and continuous improvement in all functions and areas as well as the efficient utilization of the Company's resources for sustainable and profitable growth. The Directors hereby wish to place on record their appreciation of the efficient and loyal services rendered by each and every employee, without whose whole-hearted efforts, the overall satisfactory performance would not have been possible. We thank the governments of various countries where we have our operations. We thank the Government of India, Telecom Regulatory Authority of India, the Ministry of Finance, the Ministry of Corporate Affairs, the Central Board of Direct Taxes, the Central Board of Indirect Taxes and Customs, GST authorities, the Reserve Bank of India, Securities and Exchange Board of India (SEBI), our banker & advisors and look forward to their continued support. Your Directors look forward to the long term future with confidence.

For and on behalf of the Board of Directors

Chandrakant Gupta
Chairman

Place: Mumbai
Date: August 25, 2020

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Annexure 1

Salient Features of Financial Statements of Subsidiaries and Associates

Statement pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014 in **Form AOC-1** relating to subsidiary and joint venture companies for the year ended March 31, 2020

(₹ in Lakhs)

Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	Share capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding (in %)	Country
Sphere Edge Consulting (India) Private Limited	NA	INR	1	811.10	4167.43	3355.33	0	4373.12	137.69	35.49	102.2	0	100%	India
Cellent Technologies (India) Private Limited	NA	INR	4.97	15.96	219.32	198.39	0	432.84	-125.27	0.79	-126.06	0	100%	India
Start Corp India	NA	INR	1.00	126.38	198.39	71.01	0	161.67	6.70	2.66	4.04	0.00	100%	India

Private Limited														
Route Mobile (UK) Limited	NA	GBP - 31/03/2020 Exchange Rate - 93.87 (Average Rate - 92.36)	18.77	10449.25	42417.19	31949.17	16589.97	45274.74	4726.07	-385.57	5113.23	0	100%	UK
Routesms Solutions FZE	NA	AED - 31/03/2020 Exchange Rate: 20.52 (Average Rate: 19.68)	8.56	12596.23	20740.45	8135.66	30.16	17778.96	1760.78	0	1760.78	0	100%	UAE
Routesms Solutions Nigeria Ltd.	NA	NGN - 31/03/2020 Exchange Rate: 0.1934 (Average Rate: 0.1934)	19.34	801.59	2085.04	1264.11	0	6314.30	520.96	167.14	353.82	0	100%	Nigeria
Route Mobile Pte. Ltd.	NA	SGD - 31/03/2020 Exchange Rate:53.01 (Average Rate - 52.05)	13.25	-213.04	324.38	524.17	0	877.62	78.53	0.00	78.53	0	100%	Singapore
Call 2 Connect India Private Limited	NA	INR	14.5	-66.67	3176.38	3228.55	0.26	3025.41	-92.21	0	-92.21	0	100%	India
Route Connect Private Limited	NA	INR	1	13.69	221.13	206.44	0	0	38.29	0	38.29	0	74%	India
Route Mobile Limited	NA	GHS – 31/03/2020 Exchange Rate – 13.06	152.80	-198.83	123.26	169.29	0	75.23	-30.15	0	-30.15	0	70% holding by UK	Ghana

		(Average Rate – 12.99)											
Route Mobile INC.	NA	USD - 31/03/2020 Exchange Rate: 75.37 (Average Rate – 72.28)	0.15	-1335.36	257.29	1592.64	0	39.86	-413.16	0	-413.16	0	100% holding by UK	USA
Route Connect (Kenya) Limited	NA	KES - 31/03/2020 Exchange Rate: 0.72 (Average Rate - 0.71)	72.00	-7.12	72.54	7.66	0	0.53	-2.05	-	-2.05	0.00	99.10% holding by UK	Kenya
365 Squared Limited	NA	EUR - 31/03/2020 Exchange Rate: 83.08 (Average Rate - 80.33)	1.66	17.23	3804.92	3786.02	0	11580.90	3088.57	1040.70	2047.87	0	100% holding by UK	Malta
Route Mobile Nepal Private Limited	NA	NPRR – 31/03/2020 Exchange Rate: 0.62 (Average Rate – 0.62)	31	-5.81	48.88	23.69	0	2.52	-2.95	0.74	-2.21	0	100% holding by UK	Nepal
Route Mobile Lanka (Private) Limited	NA	LKR - 31/03/2020 Exchange Rate: 0.39 (Average Rate - 0.39)	0.39	-10.39	1.98	11.99	0	0.03	-4.13	0	-4.13	0	100% holding by UK	Sri Lanka
Route Mobile (Bangladesh) Limited	NA	BDT - 31/03/2020 Exchange Rate: 0.88 (Average Rate - 0.85)	8.80	-54.71	20.11	66.02	0	0.76	-28.37	0.0019	-28.37	0	99.999% holding by UK	Bangladesh

Route Mobile Malta Limited	NA	EUR - 31/03/2020 Exchange Rate: 83.08 (Average Rate - 80.33)	1.74	-1.25	1.74	1.25	0	0	0	0	0	0	0	Malta
Route Mobile Uganda Limited	NA	UGX - 31/03/2020 Exchange Rate: 0.019 (Average Rate - 0.018)	9.50	-27.17	32.24	49.91	0	0.05	-22.03	0	-22.03	0	100% holding by UK	Uganda
Route SMS Solutions Zambia Limited	NA	ZMW - 31/03/2020 Exchange Rate: 4.16 (Average Rate - 4.94)	0.62	-5.58	2.99	7.94	0	0	-6.53	0	-6.53	0	99.993% held by UK	Zambia
Route Mobile L.L.C.	NA	AED - 31/03/2020 Exchange Rate: 20.52 (Average Rate: 19.68)	61.56	-459.98	2333.52	2731.94	0	4989.22	-5.37	0	-5.37	0	49% held by Routesms Solutions FZE	United Arab Emirates
Spectrum Telecom FZ LLC	NA	AED - 31/03/2020 Exchange Rate: 20.52 (Average Rate: 19.68)	2.05	0	12.28	10.23	0	0	0	0	0	0	100% holding by UK	United Arab Emirates

Notes:

1. Names of subsidiaries which are yet to commence operations: Route SMS Solutions Zambia Limited; Route Mobile Malta Limited and Spectrum Telecom FZ LLC
2. Names of subsidiaries which have been liquidated during the year: Route Mobile Hong Kong Limited was deregistered with effect from January 10, 2020.

3. The Company does not have any Joint Venture and/or Associate Company.

For and on behalf of the Board of Directors

Chandrakant Gupta
Chairman

Rajdipkumar Gupta
Managing Director and Group Chief Executive Officer

Sandipkumar Gupta
Director (Non-Executive)

Suresh Jankar
Chief Financial Officer

Rathindra Das
Head Legal, Company Secretary & Compliance officer

Date:
Place: Mumbai

ANNEXURE 2

Companies which became / ceased to be Company's Subsidiaries, Joint Ventures or Associate Companies as per the provisions of the Companies Act, 2013:

1. Companies/Bodies Corporate which became Subsidiaries: None.

2. Companies / Bodies Corporate which became step down Subsidiaries:

Sr. No.	Name of the Company	Date of Incorporation	Date of becoming subsidiary
1	Spectrum Telecom FZ-LLC	July 16, 2019	July 16, 2019

3. Companies / Bodies Corporate ceased during the year:

Sr. No.	Name of the Company	Date of Cessation
1	Route Mobile Hong Kong Limited	January 10, 2020

For and on behalf of the Board of Directors

Chandrakant Gupta
Chairman

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ANNEXURE 3

Employee Stock Option Plan as on March 31, 2020

(Pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014

Options Granted	Options Vested	Options exercised	The total number of shares arising as a result of exercise of option	Options lapsed	The exercise price	Variation of terms of options	Money realized by exercise of options	Total number of options in force	Employee wise details of options granted to:-
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Grant I[1]									(i) Key Managerial Personnel:- *Details included in "Note 1"* (ii) Any other employee who receives a grant of options in any one year of option amounting to five per cent or more of options granted during that year:- *Details included in "Note 2"* (iii) Identified employees who were granted option, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of
14,52,500	5,98,500	Nil	N.A.	2,75,500	₹ 300/-	N.A.	N.A.	11,77,000	
Grant II[2]									
8,88,500	Nil	Nil	N.A.	10,000	₹ 326.16/-	N.A.	N.A.	8,78,500	

									the company at the time of grant:- N.A.

[1]Grant I – Date of Grant of Options – October 13, 2017.
[2]Grant II – Date of Grant of Options – February 21, 2020.

Note 1:-Key Managerial Personnel:-

Name of Key Managerial Personnel	Number of options granted		
	Grant I (Options Granted in F.Y. 2017-18)	Grant II (Options Granted in F.Y. 2017-18)	Total
Suresh Jankar, Chief Financial Officer	40,000	10,000	50,000
Rathindra Das, Head Legal, Company Secretary & Compliance Officer	-	20,000	20,000

Note 2:- Any other employee who receives a grant of options in any one year of option amounting to five per cent or more of options granted during that year:-

Name of employee	Number of options granted		
	Grant I (Options Granted in F.Y. 2017-18)	Grant II (Options Granted in F.Y. 2019-20)	Total
Rahul Pandey	150,000	10,000	1,60,000

For and on behalf of the Board of Directors

Chandrakant Gupta
Chairman

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Annexure 4

Details pertaining to remuneration as under Section 197(12) of Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(A) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during FY 2019-'20 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2019-'20 are as under:

Sr. No	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2019-'20 (amount in ₹)	Percentage increase in remuneration in FY 2019-'20	Ratio of remuneration of each Director to median remuneration of employees
	Executive Director(s)			
1.	Mr. Rajdipkumar Gupta[1] Managing Director and Group CEO	50,00,000	N.A.	8.29
	Non-Executive Non-Independent Directors[2]			
2.	Mr. Chandrakant Gupta	-	N.A.	N.A.
3.	Mr. Sandipkumar Gupta	-	N.A.	N.A.
	Independent Directors[3]			
4.	Mr. Ramachandran Sivathanu	-	N.A.	N.A.
5.	Ms. Sudha Navandar	-	N.A.	N.A.
6.	[4]Mr. Ankit Paleja	-	N.A.	N.A.
7.	[5]Mr. Nimesh Salot	-	N.A.	N.A.
	Key Managerial Personnel[6]			
8.	Mr. Suresh Jankar, Chief Financial Officer	56,45,178	12%	N.A.
9.	Mr. Rathindra Das, Head Legal, Company Secretary & Compliance Officer	28,89,006	11%	N.A.

Notes:

[1] Note :Mr. Rajdipkumar Gupta was entitled to a total salary of ₹ 52,91,809 (being 5% of ₹ 10,58,36,198, being the net profit of FY 2019-'20 computed as per section 198 of the companies act, 2013) during the FY 2019-'20. The Company during the year from April 1, 2019 to September 30, 2019 had paid Rs 50,00,000 (rupees Fifty Lakhs only) as managerial remuneration to Mr. Rajdipkumar Gupta. During the year, the Company had opted for the benefit of 'Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme") (one-time tax settlement: refer Note 42 to the Standalone Financial Statement for details). Considering the past performance trend of the Company and the aforesaid exceptional expense, it was projected that the profits for the financial year 2019-'20 could be inadequate under the relevant provisions of the Companies Act, 2013 for computing the managerial remuneration paid/to be paid to Mr. Rajdipkumar Gupta till September 30, 2019 and also for F.Y. 2019-20 as a whole. Accordingly, Shareholders prior approval in the extra-ordinary general meeting held on February 11, 2020 was taken in terms of Section 197 of the Companies Act, 2013, for the waiver of the excess remuneration paid to Mr. Rajdipkumar Gupta if there are inadequate profits during the year financial year 2019-'20. As a consequence to that and in order not to breach the prescribed limits, no further salary was paid to Mr. Rajdipkumar Gupta post September 30, 2019.

[2] Non-Executive Non Independent Directors were in receipt of sitting fees only.

[3] Independent Directors were in receipt of sitting fees only.

[4] Mr. Ankit Paleja resigned from the position of Independent Director w.e.f January 31, 2020.

[5] Mr.Nimesh Salot was appointed as Additional Director in Independent Category w.e.f February 12, 2020.

[6] Remuneration of KMPs does not include perquisite value of stock options granted/vested during FY 2019-'20.

(B) **The percentage increase in the median remuneration of the employees in the financial year:** 12.66%

(C) **The number of permanent employees on the rolls of the Company:** There were 253 employees on the rolls of the Company as on March 31, 2020.

(D) **Average percentage increase already made in the salaries of employees other than the managerial personnel in FY 2019-'20 and its comparison with the percentage increase in the managerial remuneration and justification thereof:** The average increase in the remuneration of employees excluding KMPs during FY 2019-'20 was 12.67% and the average increase in the remuneration of KMPs was 12%.

(E) **Affirmation that the remuneration is as per the remuneration policy of the company:** Yes.

Annexure - 5

Form No. AOC – 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / Transactions and Salient terms of the contracts or arrangements or transactions including the value, if any:	date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Route Mobile (UK) Limited *Wholly owned Subsidiary*	Purchase of messaging services ₹ 82.55 crore	Term / Renewal: 1 Year and Auto-renewal Salient terms: Reciprocal messaging Service Agreement wherein both the parties can buy and sell the messages to the other Party.	NA	Nil	Not applicable
Spectrum Technologies *Entities in which relatives of KMP exercise significant influence.*	Purchase of messaging services ₹ 116.70 crore	Term / Renewal: 1 Year and Auto-renewal Salient terms: Reciprocal messaging Service Agreement wherein both the parties can buy and sell the messages to the other Party.	NA	Nil	Not applicable
Sphere Edge Consulting (India) Private Limited *Wholly owned Subsidiary*	Purchase of messaging services ₹ 49.96 crore	Term / Renewal: 1 Year and Auto-renewal Salient terms: Reciprocal messaging Service Agreement wherein both the parties can buy and sell the messages to the other Party.	NA	Nil	Not applicable

Note: 'Materiality' is not defined in *Rule 8(2) of the Companies (Accounts) Rules, 2014 and hence threshold limits (amounting to ten percent or more in case of services) prescribed under Rule 15 (3) of Companies (Meetings of Board and its Powers) Rules, 2014 has been followed for the aforesaid disclosure.*

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SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ROUTE MOBILE LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ROUTE MOBILE LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2020 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations made there under to the extent of Foreign Direct Investment, overseas Direct Investment and External Commercial Borrowings.

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable**

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable** and

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable**

vi. I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the Telecom Regulatory Authority of India Act, 1997.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

- The Board of Directors of the Company is constituted with Executive and Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Independent Directors and Woman Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- adequate notices is given to all Directors to schedule Board Meetings. Agenda and detailed notes on agenda were sent seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- all decisions at Board and Committees meetings are were carried out unanimously, as recorded in the minutes of the Board and Committee meetings.

- there are adequate systems and processes exist in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Dhrumil M Shah & Co.
UDIN:

Place: Mumbai
Date:

Dhrumil M Shah
Practicing Company Secretary
CP 8978; FCS 8021
PR 400/2016

*This Report is to be read with my letter of even date which is annexed as **Annexure 1** and forms an integral part of this report.*

Annexure 1
(to the Secretarial Audit Report)

To,

The Members,
ROUTE MOBILE LIMITED

My report of even date is to be read along with this letter:

1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.

2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4) Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.

5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Dhrumil M Shah & Co.
UDIN:

Place: Mumbai
Date:

Dhrumil M Shah
Practicing Company Secretary
CP 8978; FCS 8021
PR 400/2016

Annexure 7

Annual Report on CSR Activities

1. Overview of Corporate Social Responsibility:

Route Mobile Limited ('the Company') is committed to sustainable business practices and contributing to the quality of life of the communities it serves through serving the least privileged sections of the society. Company's CSR program is not just philanthropy program but also actively participating in nation building through spread of education, encouraging sports etc. The detailed CSR Policy of the Company is available on Company's website at https://www.routemobile.com/corporate-policies. During the year, the Company was approached by Saraswati Devi Charitable Trust, a public charitable trust registered with the Charity Commissioner of Mumbai with the proposal for establishing a school, in and around Mumbai. The proposal document received from the Trust was circulated and placed at the meeting for Committee's review on March 23, 2020. The Committee noted that the proposed school would be a co-education school with boarding facilities and would focus on promoting education primarily for the children from weaker sections of society, though at the same time open to students of other sections of the society to create a healthy mix of appropriate representation of various strata of the society.

The Committee further noted that Saraswati Devi Charitable Trust had been actively engaged in the social welfare activities in the recent years and had already contributed in the areas of poverty & hunger eradication and promoting health care. It was now proposing to enter into the area of promoting affordable education, vocational skills, sporting activities/sports complex etc. for children, among others. The Committee was also apprised that, activities relating to promoting education, if undertaken would also be recognised and be eligible under companies act, 2013 and schedule VII *ibid,* which prescribes indicative activities that a company may undertake to comply with its CSR obligations. The total project outlay would be around Rs. 15-20 crore initially and should the proposal be in-principally approved by the Committee, a detailed project report would be submitted by the Trust to the Committee in due course.

In terms of section 184 and other applicable provisions of the companies act, 2013, disclosure were noted to the effect that Directors of the company viz. Mr. Chandrakant Gupta, Mr. Sandipkumar Gupta and Mr. Rajdipkumar Gupta were also serving as Trustees of Saraswati Devi Charitable Trust.

The Committee after due deliberations granted its in-principle approval for making contribution for the above project and include the same in Company's CSR initiatives and recommended the same to the Board for its approval subject to the following:

a) Such donation should not be more than 60 % of the total CSR obligation of the Company; and

b) Total amount to be contributed for the school project should not be more than 70 % of the total project cost.

Notwithstanding the above, the Committee additionally advised that conceptually the percentage would be dependent on the project details and the same should crystalize over a period considering how the CSR obligation evolves. Accordingly, the Committee recommended that actual spending recommendation be placed to the board for finalisation at various relevant times so that Board may eventually take an informed decision.

2. Composition of CSR Committee

The composition of the CSR Committee as on the date of the Director's Report is as follows:

Name	Category	Designation
Mr. Ankit Paleja[1]	Independent Director	Chairman
Mr. Sandipkumar Gupta	Non - Executive Director	Member
Mr. Chandrakant Gupta	Non - Executive Director	Member
Mr. Nimesh Salot[2]	Independent Director	Member
Ramachandran Sivathanu[3]	Independent Director	Member

[1]Resigned as Independent Director effective January 31, 2020
[2]Appointed as an Additional and Independent Director w.e.f. February 12, 2020
[3] Appointed as Chairman w.e.f. February 12, 2020

3. Average Net Profit of the Company for last three Financial Years (Average Net Profit calculated in accordance with the provisions of Section 198 of the Companies Act)

₹21,79,65,230/-

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)

₹43,59,305/-

5. Details of CSR spent during the Financial Year 2019-20:

(a) Total amount to be spent during the Financial Year: ₹43,59,305/-
(b) Amount unspent: Nil.

(c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	**CSR project or activity identified**	**Sector in which the project is covered (As per Schedule VII of the Companies Act, 2013, as amended)**	**Projects or Programmes (1) Local area or other (2) State and district where projects or programs was undertaken**	**Total Amount outlay (budget) project or programs wise**	**Amount spent on the projects or programs Sub heads: (1) Direct expenditure on projects or programs (2)Overheads:**	**Cumulative expenditure upto the reporting period FY 2019-20**	**Amount spent: (1)Direct or (2)through implementing agency**
1	Contribution towards renovation of chemistry Laboratory at Smt. P. N. Doshi Women's College.	Promoting education, including special education and employment enhancing vocation skills especially among children,	Mumbai, Maharashtra	Rs. 1,50,000/-	Rs. 1,50,000/-	Rs. 1,50,000/-	Donation to Rotary Club, Ghatkopar.

		women, elderly and the differently abled and livelihood enhancement projects.					
2	Promoting health care	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.	Mumbai, Maharashtra	Rs. 3,30,000/-	Rs. 3,30,000/-	Rs. 3,30,000/-	Donation to Mandke Foundation
3	Eradicating poverty	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.	Mumbai, Maharashtra	Rs. 2,50,000/-	Rs. 2,50,000/-	Rs. 2,50,000/-	Donation to Sai Prabodhan Trust
4	Contribution towards Setting up of school	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.	Mumbai, Maharashtra	Rs. 35,00,000/-	Rs. 35,00,000/-	Rs. 35,00,000/-	Donation to Saraswati Devi Charitable Trust
5	Training and Promotion of nationally recognized sport	Training to promote rural sports, nationally recognized	Mumbai, Maharashtra	Rs. 50,00,000/-	Rs. 50,00,000/-	Rs. 50,00,000/-	Donation to Maharashtra Rajya Krida Vikas Nidhi

		sports, Paralympic sports and Olympic sports safe drinking water.					
TOTAL				**Rs. 92,30,000/-**	**Rs. 92,30,000/-**	**Rs. 92,30,000/-**	

6. **In case company has failed to spend the two percent of the average net profit for the last three financial years or any part thereof, the reasons for not spending the amount.**

During the FY 2019-'20, the Company spent ₹ 92,30,000 on various CSR initiatives, which is equivalent to 4.23 % of its average net profit of the last three financial years. With regard to total unspent amounts of past years (₹96,48,798) and after taking into consideration of additional spending of ₹ 61,55,974 during the FY 2018-19 and 2019-20, the total unspent amount as on the date of this report is ₹ 34,92,824.

7. **Responsibility Statement**

Pursuant to the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, it is confirmed that the CSR Committee has implemented and monitored the CSR initiatives of Route Mobile Limited is in line with the CSR objectives and Policy of the Company.

Mr. Rajdipkumar Gupta
Managing Director & Group CEO

Mr. Ramachandran Sivathanu
Chairman-CSR Committee

Date: August 25, 2020

****

ANNEXURE 8

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other Details:

CIN	**U72900MH2004PLC146323**
Registration Date	14th May, 2004
Name of the Company	Route Mobile Limited
Category / Sub-Category of the Company	Company Limited by shares/ Indian Non-Government Company
Address of the Registered office and contact details	4th Dimension, 3rd Floor, Mind space, Malad (West), Mumbai - 400 064.
Whether listed Company	No
Name, Address and Contact details of Registrar and Transfer Agent, if any.	KFin Technologies Private Limited Selenium, Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana. Tel: (040) 6716 2222 Fax: (040) 2343 1551 Email: einward.ris@kfintech.com

II. Principal business activities of the Company

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sr. No.	Name and Description of main products/ services	NIC Code of the product/service	% to total turnover of the Company
1	Other Information Service activities	63999	95.63%

III. Particulars of Holding, Subsidiary and Associate Companies:

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section of the Companies Act, 2013
Subsidiaries (held directly)					
1.	**Sphere Edge Consulting (India) Private Limited** Address: - Office 408, Evershine Mall, Mind Space New Link Road, Malad (West), Mumbai – 400 064.	U74140MH2007PTC171900	Subsidiary	100%	2(87)
2.	**Cellent Technologies (India) Private Limited** Address: - 401, Fourth Floor, Evershine Mall, New link Road, Malad (West), Mumbai – 400064.	U64202MH2003PTC140310	Subsidiary	100%	2(87)
3.	**Start Corp India Private Limited** Address: - 401, Fourth Floor, Evershine Mall, New link Road, Malad West, Mumbai – 400064.	U72900MH2004PTC149576	Subsidiary	100%	2(87)
4.	**Route Mobile (UK) Limited** Address: - 183-189 The Vale, London, W3 7RW, UK.	7733317	Subsidiary	100%	2(87)
5.	**Routesms Solutions FZE** Address: - A1-401B, Building No. A1, Al Hamra Industrial Zone-FZ, RAK, United Arab Emirates	RAKIA 72FZ3 01 13 6543	Subsidiary	100%	2(87)
6.	**Routesms Solutions Nigeria Limited** Address:- Suite 202, 4th Floor, AHCN Towers, CIPM Road, Central Business District, Alausa, Ikeja, Lagos.	RC 1217910	Subsidiary	100%	2(87)
7.	**Route Mobile Pte. Ltd.** Address: - 23 New Industrial Road #04-09 Solstice Business Center, Singapore 536209.	201628553C	Subsidiary	100%	2(87)
8.	**Call 2 Connect India Private Limited** Address: - 401, Fourth Floor, Evershine Mall, New link Road, Malad West, Mumbai – 400064.	U72900MH2003PTC140693	Subsidiary	100%	2(87)
9.	**Route Connect Private Limited** Address: - 401, Fourth Floor, Evershine Mall, Meter Cabin No. 1, New Link Road, Malad West, Mumbai – 400064.	U74999MH2018PTC307385	Subsidiary	76%	2(87)
Subsidiaries (held indirectly)					
10.	**Route Mobile Limited** Address: Adjacent Royal Mart Building, Off The Tseaddo- Zenith University Road, Accra, PO BOX OS1785, OSU, Greater Accra, Ghana	CS108532016	Subsidiary	70%	2(87)
11.	**Route Mobile Inc.** Address: 3240 Estate Street Ext. Hamilton, NJ 08619 Mercer (Commonwealth of Virginia)	N.A.	Subsidiary	100%	2(87)
12.	**Route Connect (Kenya) Limited** Address: Standard House, Plot Number 209/4045, House Number 10, Nairobi, Standard Street, P. O. Box 67290-00200, City Square, Kenya	PVT-ZQULJVZ	Subsidiary	100%	2(87)
13.	**365squared Limited** Address: Velzon Building, Block B, Pantar Road, Lija, Malta.	C58493	Subsidiary	100%	2(87)
14.	**Route Mobile Nepal Private Limited** Address: K.M.N.P. Wada No. 11, Thapathali,	189885/74/075	Subsidiary	100%	2(87)

	Kathmandu				
15.	**Route Mobile Lanka (Private) Limited** Address: No. 47, Alexandra Place, Colombo 07.	PV131044	Subsidiary	100%	2(87)
16.	**Route Mobile (Bangladesh) Limited** Address: South Breeze Centre, 9th Floor, Buidling No. 5, Road No. 11, Block-G, Banani, Dhaka-1213	C-144611/2018	Subsidiary	99.99%	2(87)
17.	**Route Mobile Malta Limited** Address: Velzon Building, Block B, Pantar Road, Lija, Malta.	C 85771	Subsidiary	100%	2(87)
18.	**Route Mobile Uganda Limited** Address: Ntinda Complex, Block B, Plot 33 Minds Road, 3rd Floor, P.O.Box 40411, Nakawa, Uganda.	80020000743039	Subsidiary	100%	2(87)
19.	**Routesms Solutions Zambia Limited** Address: 2nd Floor, Lotti House, Suite 5, Western Wing, Lusaka, P.O.Box 39114	120180009429	Subsidiary	99.93%	2(87)
20.	**Route Mobile L.L.C.** Address: 403, 4th Floor, One by Omniyat, Business Bay, PO Box 211743, Dubai, UAE.	1244863	Subsidiary	49%	2(87)
21.	**Spectrum Telecom FZ-LLC** Address: SD2-34, Ground Floor, Building 16, Dubai, UAE.	96252	Subsidiary	100%	2(87)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 1, 2019)				No. of Shares held at the end of the year (As on March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	4,30,00,000	-	4,30,00,000	86	4,30,00,000	-	4,30,00,000	86	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other - Trust	50,00,000	-	50,00,000	10	50,00,000	-	50,00,000	10	-
Sub-total(A)(1):	**4,80,00,000**	**-**	**4,80,00,000**	**96**	**4,80,00,000**	**-**	**4,80,00,000**	**96**	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-

e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	**4,80,00,000**	**-**	**4,80,00,000**	**96**	**4,80,00,000**	**-**	**4,80,00,000**	**96**	**-**
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	-	-	-	-		-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others - Trust	20,00,000	-	20,00,000	4	20,00,000	-	20,00,000	4	-
Sub-total (B)(1):	**20,00,000**	**-**	**20,00,000**	**4**	**20,00,000**	**-**	**20,00,000**	**4**	**-**
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
i) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
ii) Trusts	-	-	-	-	-	-	-	-	-
iii) Non Resident Indians / Foreign Nationals	-	-	-	-	-	-	-	-	-
iv) Clearing Members	-	-	-	-	-	-	-	-	-
v) Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
vi) NBFCs Registered with RBI	-	-	-	-	-	-	-	-	-
vii) Investor Education and Protection Fund Authority Ministry	-	-	-	-	-	-	-	-	-

of Corporate Affairs									
viii) HUF	-	-	-	-	-	-	-	-	-
Sub-total(B)(2):	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total Public Shareholding (B)=(B)(1)+(B)(2)	20,00,000	-	20,00,000	4	20,00,000	-	20,00,000	4	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**5,00,00,000**	**-**	**5,00,00,000**	**100**	**5,00,00,000**	**-**	**5,00,00,000**	**100**	**-**

ii. Shareholding of Promoter and Promoter Group

Sr. No.	**Shareholder's Name**	**Shareholding at the beginning of the year (As on April 1, 2019)**			**Shareholding at the end of the year (As on March 31, 2020)**			**% change in shareholding during the year**
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Sandipkumar Gupta	1,44,00,000	28.80	-	1,44,00,000	28.80	-	-
2.	Mr. Rajdipkumar Gupta	1,44,00,000	28.80	-	1,44,00,000	28.80	-	-
3.	Sandipkumar Chandrakant Gupta (CC Gupta Family Trust)	50,00,000	10	-	50,00,000	10	-	-
4.	Mr. Chandrakant Gupta	23,00,000	4.60	-	23,00,000	4.60	-	-
5.	Mrs. Chamelidevi Gupta	23,00,000	4.60	-	23,00,000	4.60	-	-
6.	Mrs. Sunita Gupta	43,20,000	8.64	-	43,20,000	8.64	-	-
7.	Mrs. Sarika Gupta	43,20,000	8.64	-	43,20,000	8.64	-	-
8.	Sandipkumar Gupta (HUF)	3,00,000	0.60	-	3,00,000	0.60	-	-
9.	Rajdipkumar Gupta (HUF)	3,00,000	0.60	-	3,00,000	0.60	-	-
10.	Chandrakant Gupta (HUF)	3,60,000	0.72	-	3,60,000	0.72	-	-
	Total	**4,80,00,000**	**96**	**-**	**4,80,00,000**	**96**	**-**	**-**

iii. **Change in Promoter and Promoter Group's Shareholding:** There is no change in Promoter and Promoter Group's Shareholding during the year 2019-'20.

iv. **Shareholding Pattern of Top Ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Nitan Chhatwal (Krisharya Trust)				
	At the beginning of the year	20,00,000	4	20,00,000	4
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	20,00,000	4	20,00,000	4

Note: The above information is based on the weekly beneficiary position received from the depositories.

v. **Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Name	Shareholding		Date	Increase/ (Decrease)	Reason	Cumulative Shareholding during the year (1st April, 2019 to 31st March, 2020)	
		No. of shares at the beginning (1st April, 2019) / end of the year (31st March, 2020)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Mr. Sandipkumar Gupta	1,44,00,000	28.80	01/04/2019	-	-	1,44,00,000	28.80
		1,44,00,000	28.80	31/03/2020	-	-	1,44,00,000	28.80
2	Mr. Rajdipkumar Gupta	1,44,00,000	28.80	01/04/2019	-	-	1,44,00,000	28.80
		1,44,00,000	28.80	31/03/2020	-	-	1,44,00,000	28.80
3	Mr. Chandrakant Gupta	23,00,000	4.6	01/04/2019	-	-	23,00,000	4.6
		23,00,000	4.6	31/03/2020	-	-	23,00,000	4.6
4	Mrs. Sudha Navandar	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-
5	Mr. Ramachandran Sivathanu	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-
6	Mr. Ankit Paleja[1]	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-
7	Mr. Nimesh Salot[2]	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-
8	Mr. Suresh Jankar Chief Financial Officer	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-
9	Mr. Rathindra Das Head Legal, Company Secretary and Compliance Officer	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-

[1]Resigned as Independent Director effective January 31, 2020

[2]Appointed as an Additional and Independent Director w.e.f. February 12, 2020

V. **Indebtedness:** Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness (Amount in ₹)**
Indebtedness at the beginning of the financial year				
i) Principal Amount	79,05,36,218			79,05,36,218
ii) Interest due but not paid				
iii) Interest accrued but not due	6,50,233			6,50,233
Total (i+ii+iii)	79,11,86,451			
Change in Indebtedness during the financial year				
i) Addition	37,35,55,838	10,95,13,180		48,30,69,018
ii) Reduction	74,53,08,097			-74,53,08,097
Net Change	37,17,52,259	10,95,13,180		-26,22,39,079
Indebtedness at the end of the financial year				
i) Principal Amount	42,21,78,681	10,95,13,180		53,16,91,861
ii) Interest due but not paid	20,42,405			20,42,405
iii) Interest accrued but not due				
Total (i+ii+iii)	42,42,21,086	10,95,13,180		53,37,34,266
Note: Unsecured Loan Entire amount of Unsecured Loans pertains to liabilities created as per IndAS 116 Leases				

VI. Remuneration of Directors and Key Managerial Personnel

a) Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount (in ₹)
		Mr. Rajdipkumar Gupta **Managing Director and Group CEO**	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	50,00,000	50,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
Total (A)			50,00,000
Ceiling as per the Companies Act, 2013 ("the Act") (being 5% of the net profit of the Company calculated as per section 198 of the Act).			52,91,809

Note :Mr. Rajdipkumar Gupta was entitled to a total salary of ₹ 52,91,809 *(being 5% of* ₹ *10,58,36,198, being the net profit of FY 2019-'20 computed as per section 198 of the companies act, 2013) during the FY 2019-'20.* The Company during the year from April 1, 2019 to September 30, 2019 had paid Rs 50,00,000 (rupees Fifty Lakhs only) as managerial remuneration to Mr. Rajdipkumar Gupta. During the year, the Company had opted for the benefit of 'Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme") (*one-time tax settlement: refer Note 42 to the Standalone Financial Statement for details).* Considering the past performance trend of the Company and the aforesaid exceptional expense, it was projected that the profits for the financial year 2019-'20 could be inadequate under the relevant provisions of the Companies Act, 2013 for computing the managerial remuneration paid/to be paid to Mr. Rajdipkumar Gupta till September 30, 2019 and also for F.Y. 2019-20 as a whole. Accordingly, Shareholders prior approval in the extra-ordinary general meeting held on February 11, 2020 was taken in terms of Section 197 of the Companies Act, 2013, for the waiver of the excess remuneration paid to Mr. Rajdipkumar Gupta if there are inadequate profits during the year financial year 2019-'20. As a consequence to that and in order not to breach the prescribed limits, no further salary was paid to Mr. Rajdipkumar Gupta post September 30, 2019.

b)Remuneration to Other Directors

Sr. No.	Name of the Directors	Fee for attending board / committee meeting*	Commission	Others	Total (Amount in ₹)
1)	**Independent Directors**				
	Mr. Ankit Paleja[1]	50,000	-	-	50,000
	Ms. Sudha Navandar	2,50,000	-	-	2,50,000
	Mr. Ramachandran Sivathanu	3,00,000	-	-	3,00,000
	Mr. Nimesh Salot[2]	1,00,000			1,00,0000
	Total (1)	*7,00,000*	-	-	*7,00,000*
2)	**Other Non-Executive Directors**				
	Mr. Chandrakant Gupta	1,25,000	-	-	1,25,000
	Mr. Sandipkumar Gupta	3,00,000	-	-	3,00,000
	Total (2)	*4,25,000*	-	-	*4,25,000*
	Total B = (1+2)	11,25,000	-	-	11,25,000
Ceiling as per the Act (being 1% of the net profits of the Company calculated as per section 198 of the Act)					10,58,361
Total Managerial Remuneration (A+B)					50,00,000
Overall Ceiling as per the Act (being 11% of Net Profits of the Company calculated as per section 198 of the Act)					1,16,41,981

*sitting fees not covered under Section 197 of the Companies Act, 2013.
[1]Resigned as Independent Director effective January 31, 2020
[2]Appointed as an Additional and Independent Director w.e.f. February 12, 2020

c) Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel *(Amount in ₹)*		
		Mr. Suresh Jankar **Chief Financial Officer**	Mr. Rathindra Das **Head Legal, Company Secretary and Compliance Officer**	**Total**
1	**Gross salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	56,45,178	28,89,006	85,34,184
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-

2	Stock Option[1]	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
5	Others, specify	-	-	-
6	Employer contribution to provident fund and other funds	N.A.	N.A.	N.A.
7	Variable Bonus	-	-	-
	Total	56,45,178	28,89,006	85,34,184

[1] Remuneration of KMPs does not include perquisite value of stock options granted/vested during FY 2019-'20. No stock option was exercised during the year.

VII. Penalties / Punishment/ Compounding of Offences (Under Companies Act, 2013): None

On behalf of the Board of Directors

Chandrakant Gupta
Chairman

Date: August 25, 2020
Place: Mumbai

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Annexure 9

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not applicable and hence not furnished considering the nature of activities undertaken by the Company during the year under review.

Details of foreign exchange earned and used during the year are as follows:

Particulars	April 1, 2019 to March 31, 2020	April 1, 2018 to March 31, 2019
Actual Foreign Exchange Earnings	₹ 2,42,71,90,107	₹ 2,53,15,44,196
Actual Foreign Exchange Outgo	₹ 95,23,84,687	₹ 1,51,35,79,317

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Our Philosophy on Governance

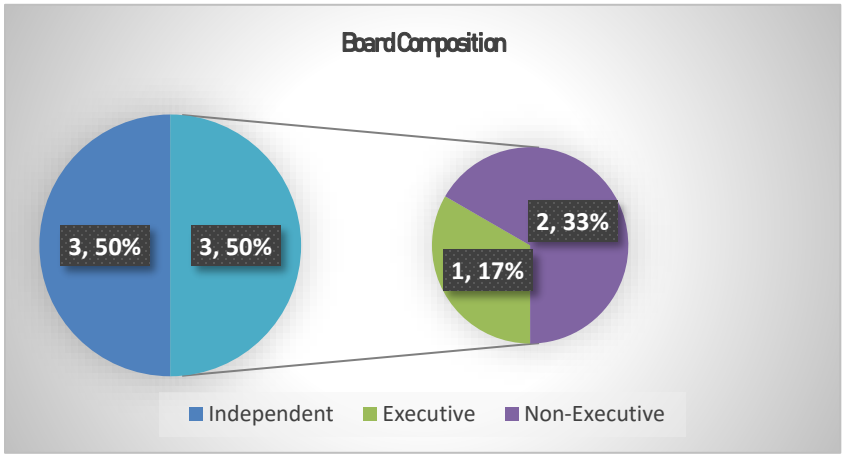
Route Mobile Limited ("Company"/"RML") is a leading Cloud Communication Platform provider, catering to enterprises, over-the-top (OTT) players and mobile network operators (MNO). Our range of enterprise communication services includes smart solutions in Messaging, Voice, Email, and SMS Filtering, Analytics & Monetization. Being pioneers with a dedicated research and development team, we are able to offer our customers products and solutions that meet their needs. Our platforms and tools help drive small business productivity, large business competitiveness, and public-sector efficiency.

Company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, accountability and ethical behaviour in all spheres of its operations and in all its communication with its stakeholders. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Among the new age and first generation companies, your Company has been one of the frontrunners in India to have put in place a structured set of Governance norms and its efforts in this regard brought wonderful results. Route Mobile was adjudged as the "Best Governed Company" in the unlisted segment (Emerging Category) at the 19th ICSI National Award for Corporate Governance. Corporate governance at RML is implemented through robust board governance processes, internal control systems and processes, and strong audit mechanisms.

RML CULTURE

RML's strength lies in its human capital. Our people lead us around the world who work every day to earn our customers' trust and help them succeed. Each day we practice customer centricity – listening and then innovating to meet customers' undefined needs to defined and structured products and services. We are gradually making our workplace more diverse and inclusive to serve our diverse customers around the world and today our workforce includes people from diverse nationalities viz. USA, Canada, Africa and South-East Asian countries.

BOARD OF DIRECTORS, SIZE AND COMPOSITION



Company's policy is to have an appropriate blend of executive and independent directors to maintain the independence of the Board and to separate the Board functions of governance and conducting day to day affairs of the Company. The Board of Directors, through its Audit Committee meets periodically with the internal auditors, and our accounting team to ensure that each is meeting its responsibilities and to discuss matters concerning internal controls and financial reporting. The primary role of the Board is that of trusteeship so as to protect and enhance stakeholders' value through the strategic supervision of the Company and its subsidiaries. The Board plays a critical role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. We believe that an active, well informed and independent Board is necessary to ensure highest standards of Corporate Governance. Detailed profile of our Directors is available on our website at https://www.routemobile.com/board-of-directors/.

In India, the Securities and Exchange Board of India (SEBI) regulates corporate governance for listed companies through SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Listing Regulations mandate the following:

• For a company with a non-executive chairman, who is a promoter, at least half of the board shall consist of independent directors: Complied

• The board of directors of the top 1,000 listed companies effective April 1, 2020 shall have at least one independent woman director: Complied.

Selection of New Directors and Board Membership Criteria

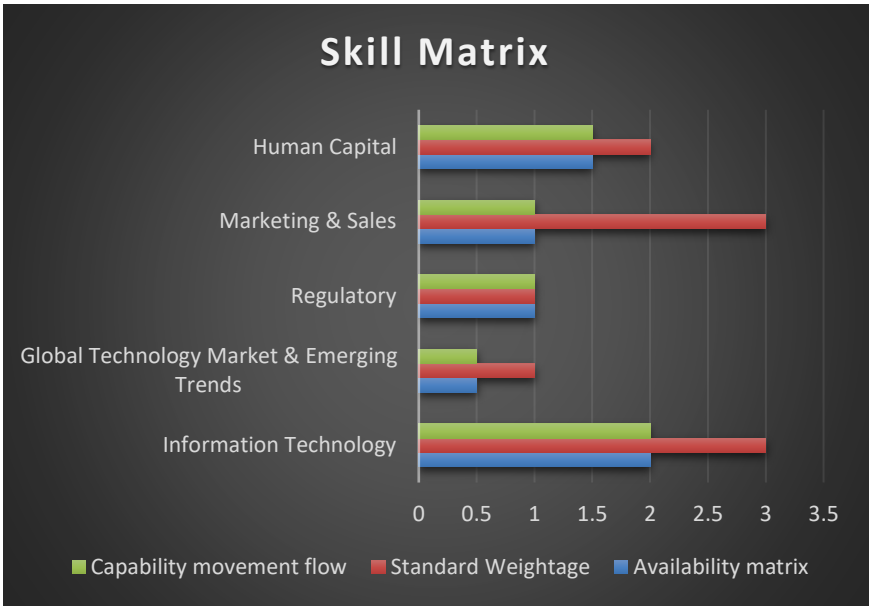
When such a need becomes apparent, the committee reviews potential candidates in terms of their expertise, attributes, personal and professional backgrounds. It then places the details of shortlisted candidates to the board

for its consideration. If the board approves, the person is appointed as an additional director, subject to the approval of shareholders at the company's next general meeting.

BOARD DIVERSITY

Good governance doesn't call for dissension in the boardroom, but it does call for diversity. When governance is good, it's a benefit to the CEO and the organization and all its benefactors. As recently as in January 2020, Goldman Sachs CEO David Solomon said in an interview with CNBC in World Economic Forum in Davos, Switzerland that starting in July, the bank won't help companies without at least one "diverse" board member, with a focus on women, go public. In 2021, that number will increase to two diverse board members, Solomon said in the interview. He prefaced the announcement by explaining the value he sees in having diverse leadership at the helm of public or newly public companies. Board-member diversity has been a hot-button issue for public companies for some time. In 2017, State Street, one of the largest asset managers in the world, launched the ''Fearless Girl" campaign and installed a statue of a defiant girl on Wall Street to pressure companies to add more women to their boards. *(Source:https://markets.businessinsider.com/news/stocks/goldman-sachs-wont-help-companies-ipo-without-diverse-boards-member-2020-1-1028841276#)*. The benefits of diversity on boards become more apparent as boards become more accustomed to it. Many different variables come to mind when attempting to describe and define diversity, such as Age, Ethnicity, Gender, Skills, Experience, Competencies, Philosophies, Life experiences, Race and Religion etc. Businesses and organizations have a diverse set of clients, customers and stakeholders. Bringing diverse perspectives out of a group means tackling the same idea from various angles. Great ideas often emerge when board discussions disrupt common thinking patterns. New perspectives make companies open to the needs of a wider array of groups. Your Company's board towards keeping in line with the principles and emerging trends as enshrined above, is composed of eminent personalities coming from diverse backgrounds like technology, business leadership, finance and taxation, including having an Independent Woman Director. Company's Board Diversity policy can be accessed at https://www.routemobile.com/corporate-policies.

Skill Matrix



SEBI vide amendment to the Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 has mandated all listed entities and its Board of Directors to determine (and disclose in the corporate governance section of the annual report) a chart or a matrix setting out the skills / expertise / competence of the board of directors specifying the following:

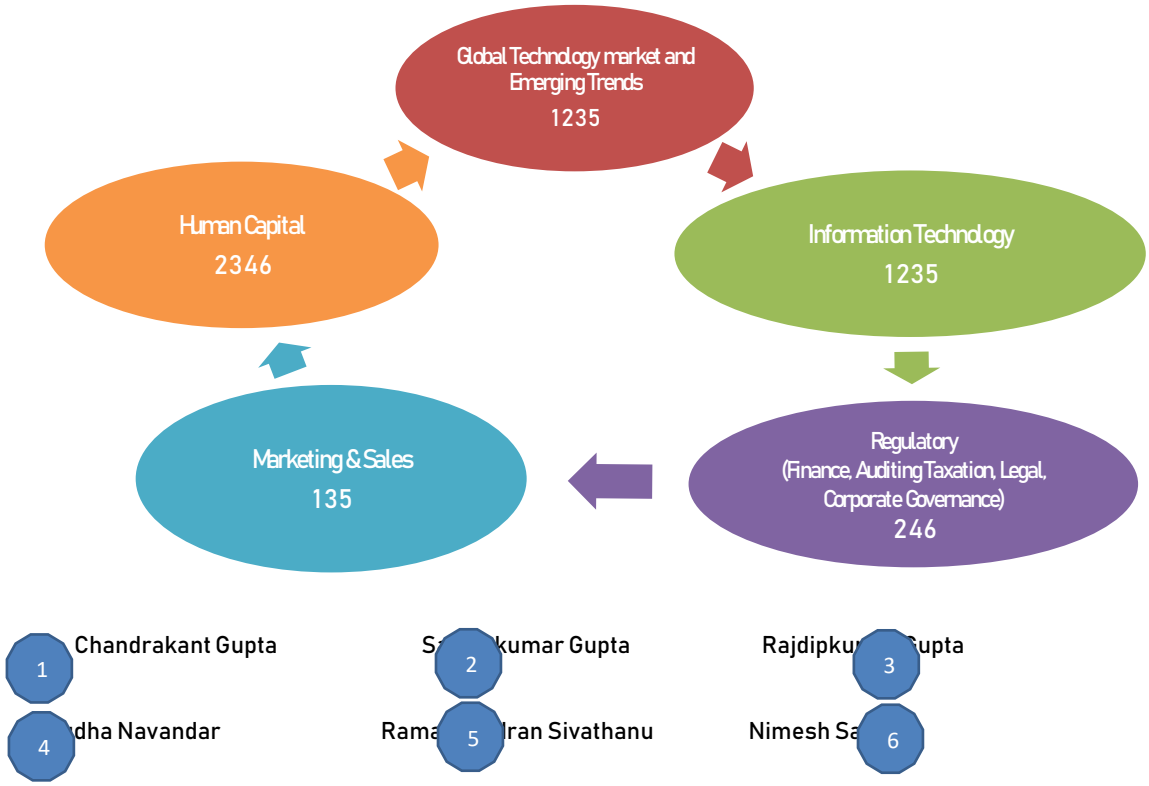
a) With effect from the financial year ending March 31, 2019, the list of core skills / expertise / competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board.

The Board in its meeting held on June 10, 2019 had identified the core skills/ expertise/ competence as relevant and available for the Company in view of the nature of business and global markets in which it operates through direct presence and including through its subsidiaries & associates.

The Board has identified certain skills / expertise / competencies as required in the context of its business and sector for it to function effectively and those actually available with the board. The matrix depicts five core areas viz. information technology, global technology market, regulatory, marketing & sales and human resources which are critical for company's operations in the most dynamic and ever changing technology space. The current availability of such expertise in the Board is also mapped against standard weightage identified. The board continuously endeavors to make itself updated with emerging trends from time to time. The board believes that it has a healthy mix of skill sets essential to maintain its growth momentum and to scale new levels of growth & expansion.

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

b) With effect from the financial year ended March 31, 2020, the names of directors who have such skills / expertise / competence



Compliance with non-mandatory requirements:

1. *The Board*
   Our Chairman is non-executive and is entitled to maintain Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in the performance of his duties. However, during the year, no such services was availed by the Chairman and no fees was paid.

2. *Audit Qualifications*
   There are no audit qualifications on the financial statements of the Company for the year 2019-'20.

3. *Separate posts of Chairman & CEO*
   The Company has different individuals serving as Chairman and CEO respectively.

4. *Reporting of Internal Auditor*
   The internal auditor submits its report to the Audit Committee and makes presentation at the meeting to the Committee members.

The Board has Six (06) Directors as on March 31, 2020. Composition of the Board of Directors of the Company as on March 31, 2020 was as below:

Executive Directors	Non-Executive Directors("NED") (Non-Independent)	Independent Directors (IDs)
Mr. Rajdipkumar Gupta ***Managing Director & Group CEO***	Mr. Chandrakant Gupta ***Chairman*** Mr. Sandipkumar Gupta	Mrs. Sudha Navandar Mr. Ramachandran Sivathanu Mr. Ankit Paleja[1] Mr. Nimesh Salot[2]

[1]Resigned as Independent Director effective January 31, 2020
[2]Appointed as an Additional and Independent Director w.e.f. February 12, 2020

None of the Directors on the Board is a member of more than ten (10) Committees and Chairperson of more than five (5) Committees (committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26(1) of the Listing Regulations) across all public companies in which he / she is a Director. None of the Directors on the Board is a Director in more than seven (7) listed entities. None of the Non-Executive Directors is an Independent Director in more than seven (7) listed companies as required under the Listing Regulations. None of the Directors held directorship in more than twenty (20) Indian companies, with not more than ten (10) public limited companies. All the Directors have made necessary disclosures regarding Committee positions occupied by them in other companies. The composition of the Board of Directors of the Company is in conformity with Regulation 17 of the Listing Regulations and Section 149 of the Act. Further, the Managing Director & CEO does not serve as Independent Directors in any listed company. None of the Directors are related to each other except Mr. Chandrakant Gupta being the father of Mr. Sandipkumar Gupta and Mr. Rajdipkumar Gupta.

Non-Executive (Non-Independent) Chairman:

The Chairman acts as the leader of the Board and presides over the meetings of the Board and the shareholders. The primary responsibility is to ensure that collectively Board is effective in its task of setting and implementing the Company's strategy. He oversees the conduct of the Board and ensures that it adheres to the statutory requirements and good governance practices in letter and spirit. The Chairman is supported by the Managing Director & Group CEO, who takes a lead role in managing the Board meetings & interactions.

Non-executive and non-independent chairman's compensation

Mr. Chandrakant Gupta, Chairman, voluntarily chose not to receive any remuneration for his services rendered to the Company.

Non-Executive Directors' compensation and disclosures

Sitting fees / commission paid to the Non-Executive Directors and Independent Directors are recommended by the Nomination, Remuneration and Compensation Committee of the Board and approved by the Board of Directors and shareholders. The details of sitting fees / commission paid to the Non-Executive Directors and Independent Directors are given separately in this Report.

Shareholding of Non-Executive Directors:

Name	No. of Shares held	No. of convertible instruments held
Mr. Chandrakant Gupta	23,00,000	Nil
Mr. Sandipkumar Gupta	1,44,00,000	Nil
Mrs. Sudha Navandar	Nil	Nil
Mr. Ramachandran Sivathanu	Nil	Nil
Mr. Ankit Paleja[1]	Nil	Nil
Mr. Nimesh Salot[2]	Nil	Nil

[1]Resigned as Independent Director effective January 31, 2020
[2]Appointed as an Additional and Independent Director w.e.f. February 12, 2020

Details of directorships, memberships and chairpersonships of the committees of other companies of the current Directors of the Company are as follows:

Name of Director	Directorships on the Board of other companies[3] (other than RML)	Board Committees**		Name of Listed Entities and category of Directorship	All Companies Worldwide[4]
		Chairperson	Member		
Mr. Chandrakant Gupta	4	Nil	Nil	Nil	07
Mr. Sandipkumar Gupta	5	Nil	Nil	Nil	23
Mrs. Sudha Navandar	3	2	3	Nil	4
Mr. Ankit Paleja[1]	Nil	Nil	Nil	Nil	Nil
Mr. Ramachandran Sivathanu	Nil	Nil	Nil	Nil	1
Mr. Rajdipkumar Gupta	5	Nil	Nil	Nil	23
Mr. Nimesh Salot[2]	Nil	Nil	Nil	Nil	Nil

[1]Resigned as Independent Director effective January 31, 2020
[2]Appointed as an Additional and Independent Director w.e.f. February 12, 2020
[3]Excludes directorships in associations, private limited companies, foreign companies, companies registered under Section 8 of the Act, Government Bodies and Alternate Directorships.
[4]Includes directorships in companies incorporated outside India.

Independent Director

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 (the 'Act'). The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Further, the Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has issued formal letters of appointment to the IDs. As required under Regulation 46 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website at https://www.routemobile.com/corporate-governance. During the year, the Board of Directors based on the recommendations made by the Nomination & Remuneration Committee appointed Mr. Nimesh Salot as Non-Executive Independent Directors with effect from February 12, 2020, subject to approval of the shareholders.

Opinion of the Board

The Board hereby confirms that, in its opinion, the independent directors on the Board fulfil the conditions specified in the SEBI Listing Regulations and Companies Act, 2013 and are independent of the management.

Familiarization Programme and Training for Independent Directors

The Familiarization Programmes are aimed to familiarize the independent directors with the company, their roles responsibilities in the company, nature of industry in which the company operates and business model of the company. The familiarization programme aims to provide Independent Directors with the mobile communication Industry scenario, the business model, the operational and financial performance of the Company, to update the Independent Directors on a continuous basis on significant developments so as to enable them to take well informed decisions in a timely manner. At the time of appointment, the Company conducts familiarization programmes for an Independent Director through meetings with key officials such as Chairman, Managing Director & Chief Executive Officer, Chief Strategy Officer, Chief Financial Officer, Head of Human Resources, Company Secretary & Head of Legal and other senior business leaders. At various Board meetings during the year, briefings are given to the Board on the operations of the Company, market share, financials, compliances, major litigation, regulatory scenario etc. Each Director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part.

Independent Directors' Meetings

In terms of the provisions of the Schedule of the Act and Regulation 25 (3) of the Listing Regulations, the Independent Directors of the Company shall meet at least once in a year, without the presence of Executive Directors and members of Management. The Independent Directors met on March 23, 2020 and inter-alia discussed:

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of the Executive Directors and Non-Executive Directors; and

- the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Board Evaluation

Investors, regulators and other stakeholders are seeking greater board effectiveness and accountability and are increasingly interested in board evaluation processes and results. Boards are also seeking to enhance their own effectiveness and to more clearly address stakeholder interest by enhancing their board evaluation processes and disclosures. Relevant evaluation topics and areas of focus are drawn from:

- Analysis of board and committee minutes and meeting materials;
- Board governance documents, such as corporate governance guidelines, committee terms of reference, director qualification standards, as well as company codes of conduct and ethics;
- Observations relevant to board dynamics, operations, structure, performance and composition;
- Company culture, performance, business environment conditions, strategy; and
- Investor and stakeholder engagement on board composition, performance and oversight.

Pursuant to the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, and that of its Committees, Chairperson and individual directors. Peer evaluations is an important component of our board evaluation Questionnaires; Peer evaluations increasingly are seen as critical tools to develop director skills and performance and promote more authentic board collaboration. A successful peer evaluation can also help improve director perspective. A formal evaluation mechanism (Questionnaires) has been adopted for evaluating the performance of the Board, Committees thereof, individual Directors and the Chairman of the Board. The evaluation is based on criteria which includes, among others, attendance and preparedness for the meetings, contribution at meetings, effective decision making ability, role of the Committees. In accordance with the policy, during the current year, Questionnaires were sent individually to all the Directors to assess the performance of all the other directors, Board and its various Committees, by assigning appropriate scores. The Independent Directors at their meeting held on March 23, 2020 evaluated the performance of the Non-Independent Directors, including the Chairperson and the Board as a whole. The Lead Independent Director Mr. Ramachandran Sivathanu had collated the feedback received from each of the Directors, including having detailed discussion with other Independent Directors in the meeting held on March 23, 2020. The inputs and outcome of the independent directors' meeting were also placed for discussion at the meeting of the NRC Committee and Board. The Board and NRC chairman had expression their satisfaction on successful completion of the evaluation process, various feedback received from the Board members and with the overall performance of the Board during the year.

Compensation Policy for Board and Senior Management

The Company has a Nomination and Remuneration Policy for Directors, Key Managerial Personnel ('KMPs') and all other employees of the Company. The same is available on our website at https://www.routemobile.com/corporate-policies. No payments has been made to any non-executive directors except sitting fees as disclosed below.

Details of remuneration for Directors in FY 2019-'20 are provided in table below:

(a) Non-Executive Directors

Name	Fixed Salary (in ₹)			Commission (in ₹)	Sitting Fees (in ₹)	Total Compensation (in ₹)
	Basic	Perquisites	Total			
Non-Executive (Non-Independent) Directors						
Mr. Chandrakant Gupta	-	-	-	-	1,25,000	1,25,000
Mr. Sandipkumar Gupta	-	-	-	-	3,00,000	3,00,000
Independent Directors						
Mrs. Sudha Navandar	-	-	-	-	2,50,000	2,50,000
Mr. Ramachandran Sivathanu	-	-	-	-	3,00,000	3,00,000
Mr. Ankit Paleja[1]	-	-	-	-	50,000	50,000
Mr. Nimesh Salot[2]	-	-	-	-	1,00,000	1,00,000

[1]Resigned as Independent Director effective January 31, 2020
[2]Appointed as an Additional and Independent Director w.e.f. February 12, 2020

(b) Executive Director

Particulars	Mr. Rajdipkumar Gupta
Term of Appointment	For a period of 5 years from May 1, 2017 to April 30, 2022.
Salary and Allowances	₹ 3,60,00,000 p.a.
Salary paid during the FY 2019-'20[1]	₹50,00,000
Commission	None
Variable Pay	None
Perquisites	None
Sitting Fees	None
Sitting Fess from Subsidiary Companies	None
Minimum Remuneration	Mr. Rajdipkumar Gupta shall be entitled to minimum remuneration comprising of salary, perquisites and benefits as per the applicable provisions of the Companies Act, 2013 in the event of inadequacy / absence of profits.

Number of shares held	1,44,00,000 Equity Shares

[1]Mr. Rajdipkumar Gupta was entitled to a total salary of ₹ 52,91,809 (being 5% of ₹ 10,58,36,198, being the net profit of FY 2019-'20 computed as per section 198 of the companies act, 2013) during the FY 2019-'20. The Company during the year from April 1, 2019 to September 30, 2019 had paid Rs 50,00,000 (rupees Fifty Lakhs only) as managerial remuneration to Mr. Rajdipkumar Gupta. During the year, the Company had opted for the benefit of 'Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme") (one-time tax settlement: refer Note 42 to the Standalone Financial Statement for details). Considering the past performance trend of the Company and the aforesaid exceptional expense, it was projected that the profits for the financial year 2019-'20 could be inadequate under the relevant provisions of the Companies Act, 2013 for computing the managerial remuneration paid/to be paid to Mr. Rajdipkumar Gupta till September 30, 2019 and also for F.Y. 2019-20 as a whole. Accordingly, Shareholders prior approval in the extra-ordinary general meeting held on February 11, 2020 was taken in terms of Section 197 of the Companies Act, 2013, for the waiver of the excess remuneration paid to Mr. Rajdipkumar Gupta if there are inadequate profits during the year financial year 2019-'20. As a consequence to that and in order not to breach the prescribed limits, no further salary was paid to Mr. Rajdipkumar Gupta post September 30, 2019.

Board Meetings

All departments of the Company are advised to schedule their work plans in advance, particularly with regard to matters requiring discussions & approval of the Board. All such matters are communicated to the Company Secretary in advance so that the same could be included in the Agenda for the Board meetings. The agenda for each board meeting is circulated in advance to the Board members. Seven (7) Board Meetings were held during the year ended March 31, 2020 on May 20, 2019, June 10, 2019, September 12, 2019, September 30, 2019, October 23, 2019, February 12, 2020 and March 23, 2020. The gap between any two Board meetings during this period did not exceed one hundred and twenty (120) days. Attendance details of Directors for the year ended March 31, 2020 are given below:

Name of Director	Number of Board meeting held	Number of Board meeting attended	Whether attended last AGM
Mr. Chandrakant Gupta	07	04	Yes
Mr. Sandipkumar Gupta	07	07	Yes
Mrs. Sudha Navandar	07	06	Yes
Mr. Ramachandran Sivathanu	07	06	Yes
Mr. Ankit Paleja[1]	05	02	No
Mr. Rajdipkumar Gupta	07	06	Yes
Mr. Nimesh Salot[2]	02	02	N.A.

[1]Resigned as Independent Director effective January 31, 2020
[2]Appointed as an Additional and Independent Director w.e.f. February 12, 2020

Information placed before the Board

Among others, the company provides the following information to the board and/or its committees: annual operating plans and budgets, capital budgets and other updates, minutes of meetings of the board, other committees, and subsidiary companies, information on recruitment and remuneration of key executives below the board level including chief financial officer and the company secretary, materially important show cause, demand, prosecution and penalty notices, if any, significant development in the human resources, quarterly details of foreign exchange exposure, non-compliance of any regulatory or statutory nature as well as shareholders' services such as non-payment of dividend and delays in share transfer, if any.

Post Meeting Mechanism

The important decisions taken at the Board / Committee(s) meetings are promptly communicated to the concerned departments. Action taken on the decisions of the previous meeting(s) is placed to the Board / Committee(s) wherever required.

Board Support

The Company Secretary attends the Board Meetings and advises the Board on compliances with applicable laws and governance.

Board Committees

Audit Committee

The management is responsible for the company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audits of the company's financial statements in accordance with generally accepted auditing practices and for issuing reports based on such audits. The board of directors has entrusted the audit committee with the responsibility to supervise these processes and ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting.

Terms of Reference

The broad terms of reference of the Audit Committee, as approved by the Board, in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations, are as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   (b) Changes, if any, in accounting policies and practices and reasons for the same;
   (c) Major accounting entries involving estimates based on the exercise of judgment by management;
   (d) Significant adjustments made in the financial statements arising out of audit findings;
   (e) Compliance with listing and other legal requirements relating to financial statements;
   (f) Disclosure of any related party transactions; and
   (g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of

proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval of any subsequent modification of transactions of the company with related parties; *Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2 (zc) of the SEBI Listing Regulations and/or the Accounting Standards.*
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the whistle blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

The Company Secretary acts as the Secretary to the Committee. The internal auditor reports functionally to the Audit Committee. The Chief Financial Officer of the Company also attend the meetings as invitee. Three (3) meetings of the Committee were held during the year ended March 31, 2020 on June 10, 2019, September 30, 2019 and February 12, 2020.

The composition of the Committee and the attendance details of the Members are given below:

Names of Members	Category	No. of Meetings Attended of total meeting held	Appointed wef
Mrs. Sudha Navandar *Chairperson*	ID	02 of 03	November 22, 2017
Mr. Ramachandran Sivathanu	ID	03 of 03	November 22, 2017
Mr. Sandipkumar Gupta	NED	03 of 03	November 22, 2017

Mrs. Sudha Navandar-*Chairperson* of the Audit Committee was present at the AGM of the Company held on June 20, 2019.

Nomination and Remuneration Committee

The Nomination and Remuneration committee (NRC) consist majority of independent directors. Its primary functions are to: examine the structure, composition and functioning of the board, and recommend changes, as necessary, to improve the board's effectiveness, formulate policies on the remuneration of directors, KMP and other senior employees and on board-level diversity, formulate criteria for evaluation of directors and the board and regularly examine ways to strengthen organizational health by improving hiring, retention, motivation. The nomination & remuneration policy can be accessed on the Company's website at https://www.routemobile.com/corporate-policies. During the year ended March 31, 2020, One (1) meeting of Committee was held on June 10, 2019.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee, as approved by the Board in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, are as follows:

The Nomination and Remuneration Committee shall be responsible for, among other things, as may be required by the stock exchanges from time to time, the following:

a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
b) Formulation of criteria for evaluation of independent directors and the Board;
c) Devising a policy on Board diversity; and
d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
e) Recommend to the board, all remuneration, in whatever form, payable to senior management.
f) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

The composition of the Committee and the attendance details of the Members are given below:

Names of Members	Category	No. of Meetings Attended of total meetings held	Appointed wef
Mr. Ramachandran Sivathanu-*Chairman*	ID	01 of 01	November 22, 2017
Mrs. Sudha Navandar	ID	01 of 01	November 22, 2017
Mr. Sandipkumar Gupta	NED	01 of 01	November 22, 2017

Mr. Ramachandran Sivathanu-Chairman of the Nomination and Remuneration Committee was present at the AGM of the Company held on June 20, 2019.

Succession Planning

Succession Planning aids the Company in identifying and developing internal people with the potential to fill certain key positions in the Company viz. Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Company Secretary. It increases the availability of experienced and capable employees that are prepared to assume these roles as they become available. Succession Planning is a part of the charter of the Nominations & Remuneration Committee of the Company. The Committee shall identify, screen and review candidates, inside or outside the Company and provide its recommendations to the Board.

Corporate Social Responsibility Committee

The purpose of our Corporate Social Responsibility ('**CSR**') Committee is to formulate and recommend to the Board, a Corporate Social Responsibility Policy as well as recommending various avenues in which the Company should make its CSR contribution. The Policy shall indicate the initiatives to be undertaken by the Company, recommend the amount of expenditure the Company should incur on CSR activities and to monitor from time to time the CSR activities of the Company. The Committee provides guidance in formulation of CSR strategy and principles to foster sustainable growth of the Company by creating values consistent with long-term preservation and enhancement of financial, natural, social, intellectual and human capital. The CSR policy is available on our website at https://www.routemobile.com/corporate-policies

Terms of Reference

The broad terms of reference of the CSR Committee, as approved by the Board, are in compliance with Section 135 of the Companies Act, 2013, are as follows:

a) To formulate and recommend to the Board, a CSR policy which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013;
b) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
c) To monitor the CSR policy of the Company from time to time;
d) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

One (1) meeting of the CSR Committee was held during the year ended March 31, 2020 on March 23, 2020.

The composition of the Committee and the attendance details of the Members are given below:

Names of Members	Category	No. of Meetings Attended of total meetings held	Appointed w.e.f.
Mr. Ramchandran Sivathanu[1] *Chairman*	ID	01 of 01	February 12, 2020
Mr. Nimesh Salot[2]	ID	01 of 01	February 12, 2020
Mr. Chandrakant Gupta	NED	01 of 01	November 22, 2017
Mr. Sandipkumar Gupta	NED	01 of 01	November 22, 2017
Mr. Ankit Paleja[3] *Chairman*	ID	0 of 01	November 22, 2017

[1]Appointed as Member & Chairman of the Committee w.e.f. February 12, 2020
[2]Appointed as an Additional and Independent Director w.e.f. February 12, 2020
[3]Resigned as Independent Director effective January 31, 2020

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ('**SRC**') considers and resolves the grievances of our shareholders, and other security holders, including complaints relating to non-receipt of annual report, transfer and transmission of securities, non-receipt of dividends/interests and such other grievances as may be raised by the security holders from time to time.

Terms of Reference

The broad terms of reference of the SRC Committee, as approved by the Board, in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, are as follows:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.; (2) Review of measures taken for effective exercise of voting rights by shareholders; (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Company is in the process of developing an Investor FAQs handbook to effectively redress investor grievances and for improving the services provided to the investors. The Investor FAQs handbook serves as ready reference material for shareholders holding / dealing in RML shares. It is designed to assist the shareholders on matters, inter-alia, including transfer / transmission of shares, dematerialisation of shares, dividend, IEPF etc. The said handbook will be uploaded on Company's website under the Corporate Governance tab of the Investor Information section. In view of no mandatory provision under the Companies Act, 2013 (and SEBI LODR not being applicable during the year & as on the date of this report), there was no meeting of the SRC held during the year.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent attend to all grievances of the shareholders received.

Mr. Nimesh Salot, Non-Executive (Independent) Director has been appointed as the Chairman of the Committee w.e.f February 12, 2020.

The composition of the Committee and the attendance details of the Members are given below:

Names of Members	Category	No. of Meetings Attended of total meetings held	Appointed wef
Mr. Ankit Paleja[1] *Chairman*	ID	N.A.	November 22, 2017
Mr. Nimesh Salot[2] *Chairman*	ID	N.A.	February 12, 2020
Mr. Ramachandran Sivathanu	ID	N.A.	November 22, 2017
Mr. Rajdipkumar Gupta	ED	N.A.	November 22, 2017

[1]Resigned as Independent Director effective January 31, 2020
[2]Appointed as an Additional and Independent Director and Chairman of the Committee w.e.f. February 12, 2020

Mr. Ankit Paleja, former Chairman of the SRC was not present at the AGM of the Company held on June 20, 2019.

Details of complaints received and resolved during the FY 2019-20:

Opening as on April 1, 2019	Nil
Received during the year	Nil
Resolved during the year	Nil
Closing as on March 31, 2020	Nil

IPO Committee

Our IPO Committee was constituted by a resolution of our Board dated November 22, 2017. The terms of reference of the IPO Committee include the following:

a. to decide with the Selling Shareholder, as applicable, in consultation with the book running lead managers, on the initial public offering size (including any other reservations or firm allotments as may be permitted, green shoe option and/ or any rounding off in the event of any oversubscription), timing, pricing (price band, issue price, including to anchor investors) and all other terms and conditions of the initial public offering, including the price, premium, discount (as permitted under applicable laws) and to make any amendments, modifications, variations or alterations thereto;
b. to make applications to the stock exchanges for in-principle approval for listing of its equity shares and file such papers and documents, including a copy of the draft red herring prospectus filed with Securities and Exchange Board of India, as may be required for the purpose;
c. to take all actions as may be necessary or authorized, in connection with the Offer, including taking on record the approval of the offer for sale, extending the bid/offer period, revision of the price band, allow revision of the Offer, in accordance with the applicable laws;
d. to appoint and enter into arrangements with the book running lead managers, underwriters to the initial public offering, syndicate members to the initial public offering, brokers to the initial public offering, advisors to the initial public offering, escrow collection banks to the initial public offering, registrars to the initial public offering, refund banks to the initial public offering, public issue account banks to the initial public offering, monitoring agency, legal counsel, advertising agencies and any other agencies or persons or intermediaries to the initial public offering and to negotiate and finalise the terms of their appointment;
e. to negotiate, finalise, settle, execute and deliver or arrange the delivery of the book running lead managers' mandate or engagement letter(s), the offer agreement, registrar agreement, syndicate agreement, underwriting agreement, cash escrow agreement, share escrow agreement and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever, including any amendment(s) or addenda thereto, including with respect to the payment of commissions, brokerages and fees, with the book running lead managers, registrar to the initial public offering, legal advisors, auditors, Stock Exchanges and any other agencies/intermediaries in connection with the initial public offering with the power to authorise one or more officers of our Company to negotiate, execute and deliver all or any of the aforestated documents;
f. deciding the pricing and all other related matters regarding the pre-initial public offering Placement, including the execution of the relevant documents with the investors in consultation with the book running lead managers and in accordance with applicable laws;
g. approving the draft red herring prospectus, red herring prospectus and the prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) and the preliminary and final international wrap for the initial public offering together with any addenda, corrigenda and supplement thereto as finalised in consultation with the book running lead managers, in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/modifications as may be required by and to submit undertakings/certificates or provide clarifications to SEBI or any other relevant governmental and statutory authority;
h. seeking the listing of the Equity Shares on any Indian stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
i. to make applications for listing of the Equity Shares on the stock exchange for listing of the Equity Shares of our Company and to execute and to deliver or arrange the delivery of necessary documentation to the stock exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
j. accept and appropriate proceeds of the Fresh Issue in accordance with the applicable laws;

k. to authorise and approve the incurring of expenditure and payment of fees, commissions, remuneration and expenses in connection with the initial public offering;
l. to delegate any of the powers mentioned in (a) to (t) to such persons as the IPO Committee may deem necessary.

Operations Committee

Our Operations Committee was constituted by the Board of Directors in its meeting held on October 23, 2019 for operational convenience and facilitate transacting urgent business without necessarily calling for a board meeting. The Board in its meeting held on March 23, 2020 further amended the terms of reference to enable faster and seamless decision making. The terms of reference of the Operations Committee include the following:

a) To authorize opening and closing of bank accounts & to authorize additions/deletions to the signatories pertaining to banking transactions;
b) To approve matters as specified under section 179 (3) (d) to (f) and section 186 of the companies act, 2013 (borrowing of monies viz. long & short term fund & non fund based facilities, bank guarantees, working capital facilities etc., to grants loans, give guarantees or provide security, investment of surplus funds of the Company in various mutual funds, fixed deposits, govt. treasury bonds) up to Rs. 175 crore; to approve transactions relating to foreign exchange exposure, derivative & hedging contracts including but not limited to forward cover and derivative products up to Rs. 175 crore (within overall aforesaid limit of investment), including delegating such power to any other official of the Company;
c) To create mortgage, charge on assets (moveable & immoveable) of the company, issue guarantee and provide security, sign, deliver and execute all agreements, documents, papers, undertaking, issue acknowledgement, satisfaction etc. and such other customary acts generally prevalent for the proposes mentioned in clause (b) above and further as the lenders may request from time to time to give effect to such transactions;
d) To delegate authority to the Company officials to represent the Company at various courts, high court and supreme court, National Company Law Tribunal (NCLT) and National Company Law Appellate Tribunal (NCLAT), Government authorities including but not limited to direct and indirect tax authorities, customs, excise etc. make submissions and further to appoint advocates, sign and execute affidavits, vakalatnama, power of attorneys, plaints and written statements etc.;
e) To approve, sign and execute service agreements, customary general business agreements covering various offering of services of the company in the ordinary course of business, consultancy agreements, technical support agreements, issuing and/or accepting Purchase Orders (POs), issuing award of works or purchase contracts or incurring of commitments upto the value of Rs. 50 crore including delegating such power to any other official/employee of the Company to sign and execute such agreements;
f) Allotment and Post-Allotment activities of Company's Securities. The scope of work of this Committee is to approve allotment, issue of Certificate/Letter of allotment, transfer, transmission, re-materialisation, , consolidation /split of RML's domestic and foreign Securities, (if any).

Subsidiary Companies

Pursuant to regulation 16(1)(c) of the Listing Regulations, the Company has two material subsidiary as on March 31, 2020, i.e. Routesms Solutions FZE, 365squared Ltd and Route Mobile (UK) Limited and the Company is in compliance with respect to governance requirements in terms of Regulation 24 (5) & (6) of the Listing Regulations. The Company also has one material subsidiary in terms of Regulation 24 (1) of the Listing Regulations (*read with the explanation thereto*) viz. Route Mobile (UK) Limited and requirements relating to composition of Board of Directors of Unlisted Material subsidiary will be complied with post listing of the Company. The subsidiaries of the Company function independently, with an adequately empowered Board of Directors and adequate resources. The minutes of Board Meetings of subsidiaries are placed before the Board of the Company for its review on a quarterly basis and a statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies are also placed before the Board. The Board of Directors of the Company has approved a Policy for determining Material Subsidiaries which is in line with the Listing Regulations as amended. The said policy has been uploaded on the website of the Company at https://www.routemobile.com/corporate-policies.

PIT Committee

Regulation 9 (4) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('**PIT**') provides that the board of directors shall in consultation with the Compliance Officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information. Accordingly, the Board has constituted the PIT Committee which shall prepare a list of designated persons of the Company who would be covered by the code of conduct. The Committee shall also monitor regular updation of the list of designated persons based on employees/directors newly joined/inducted and resigned, as the case may be.

The composition of the Committee and the attendance details of the Members are given below:

Names of Members	Category	No. of Meetings Attended[1]	Appointed wef
Mr. Rajdipkumar Gupta	MD & Group CEO	N.A.	June 10, 2019
Mr. Sammy Mamdani	Head-Human Resources & EVP Global Operations	N.A.	June 10, 2019
Mr. Rathindra Das	Head Legal, Company Secretary and Compliance Officer	N.A.	June 10, 2019

**No meetings held during the FY 2019-'20. The Committee was formed on June 10, 2019.*

General Information for Shareholders

Disclosures regarding the appointment or re-appointment of Directors

In terms of the relevant provisions of the Companies Act, 2013, Mr. Chandrakant Gupta is liable to retire by rotation at the ensuing Annual General Meeting ('AGM') and being eligible, seeks re-appointment. Further, Mr. Nimesh Salot was appointed as the Additional Director in Independent category w.e.f February 12, 2020 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto Five (5) consecutive years. The Board recommends above appointment & re-appointment for approval of the Shareholders. The detailed profile of the above Director and particulars of his experience, skill or attributes that qualify him for Board membership are provided in the Notice convening the AGM.

Communication to the Shareholders

As on date, requirement of sending quarterly financial results to our Shareholders is not applicable. The Company's website is a comprehensive reference on its leadership, management, vision, mission, policies, corporate governance, sustainability, investor relations, products, updates and news.

Investor grievance and share transfer

We have a Board-level Stakeholders' Relationship Committee to examine and redress investors' complaints. The status on complaints and share transfers are reported to the Board. During the year, no complaints from shareholders was received.

Code of conduct

The Company has formulated and adopted Code of Conduct ('**CoC**') for members of the board of directors and senior management personnel which is available on the website www.routemobile.com. The Company has received confirmation from all members of the Board of Directors and Senior Management Personnel regarding compliance of the Code for the year under review. The declaration signed by Mr. Rajdipkumar Gupta, MD & Group Chief Executive Officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management is forming part of this report.

Details of non-compliance

Though none of the Company's securities are listed on any stock exchange as on date, the Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets, to the extent applicable to the Company as on the date of this report. There has been no instance of non-compliance with any legal requirements.

Practicing Company Secretary's certificate on Corporate Governance

As required by Regulation 34(3) and Schedule V Part E of the Listing Regulations, the certificate given by M/s. Dhrumil M. Shah & Co., Practicing Company Secretaries, is annexed to this report.

CEO and CFO certification

The Managing Director (MD) and Chief Financial Officer (CFO) have certified to the Board in accordance with Regulation 17(8) of the Listing Regulations pertaining to CEO/CFO certification for the financial year ended March 31, 2020, which is annexed hereto.

Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form. The said audit is not applicable to the Company as on the date of this report.

AFFIRMATIONS AND DISCLOSURES:

(a) Compliances with Governance Framework

The Company is in compliance with all mandatory requirements under the Listing Regulations to the extent the same were reasonably practicable for voluntary adoption as on the date of this report.

(b) Related Party Transactions

All related party transactions that were entered into during the FY 2019-'20 were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant related party transactions made by the Company with Promoters, Directors, KMPs or other designated persons which may have a potential conflict with the interest of the Company at large. The Board of Directors have approved and adopted a Policy on Related

Party Transactions and the same has been uploaded on the website of the Company and can be accessed at https://www.routemobile.com/corporate-policies.

During the FY 2019-'20, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors apart from paying Director's remuneration/sitting fees. Further, the Directors have not entered into any contracts with the Company or its subsidiaries, which will be in material conflict with the interest of the Company.

(c) Disclosure of commodity price risks and commodity hedging activities

The Company's operations and business does not involve dealing with any commodities.

(d) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable

(e) A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the board/ Ministry of Corporate Affairs or any such statutory authority

The certificate issued by M/s. Dhrumil Shah & Co., Practising Company Secretaries is forming part of this report.

(f) Commodity price risk or foreign exchange risk and hedging activities

There are no materially uncovered exchange rate risks relating to the Company's imports and exports. The Company does not enter into any derivative instruments for trading or speculative purposes. The disclosure on foreign exchange as on March 31, 2020 are disclosed in Note No. 37 to the standalone financial statements.

(g) Recommendation of Committee

During the year, there has been no instance where the board had not accepted any recommendation of any committee of the board which is mandatorily required.

(h) Total fees paid to Statutory Auditors

Particulars of total fees paid to Auditor are provided in Note No. 32 to the standalone financial statements.

(i) Secretarial Compliance Certificate

In accordance with the SEBI Circular dated February 8, 2019, the Company is required to obtain an Annual Secretarial Compliance Report from a Practicing Company Secretary/Chartered Accountant. However, since the company is not listed as on the date of this report, majority of the scope/regulations covered under the said certificate is not applicable to the Company. The Company shall commence procuring the said certificate post listing, as may be applicable.

(j) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to provide a safe and healthy work environment free of any hassles and all kinds of harassment including sexual harassment and to prevent and redress such harassment complaints, the Company has in place Prevention and Redressal of Sexual Harassment at Work Place Policy. This policy applies to all employees of the Company & its group companies like regular, temporary, ad hoc, contractual staff, vendors, customers, trainees, probationers, apprentices, and also all visitors to the Company. Any complaints about harassment shall be dealt under this Policy.

Number of complaints filed during the financial year	Nil
number of complaints disposed-off during the financial year	N.A.
number of complaints pending as on end of the financial year	N.A.

(k) Policy for Determining Material Subsidiaries

The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at https://www.routemobile.com/corporate-policies

(l) Vigil Mechanism

The principles of trust through transparency and accountability are at the core of the Company's existence. To ensure strict compliance with ethical and legal standards across the company, a Whistle Blower Policy is in place to provide appropriate avenues to the Directors, employees, contractors, contractors' employees, clients, vendors, internal or external auditors, consultants etc. to bring to the attention of the management any issues which are perceived to be of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Business Ethics and Conduct. The policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. No personnel of the Company has been denied access to the Audit Committee. The Compliance Officer has issued appropriate affirmations to the Board of Directors that no compliant was received during the year ended March 31, 2020.

(m) Anti-Bribery and Anti-Money Laundering Policy

The Board towards adopting & instilling best corporate practice and governance standard, adopted a policy which is aimed to regulate various aspects of corporate affairs leading to instances of fraud, corruption and bribery. A detailed policy in this regard would help creating awareness among the employees and various stakeholders on practices that are not just illegal but also unethical for a responsible corporate citizen. It is also expected that this policy would also bring in transparency of operations and further raise governance standards from compliance aspects of SEBI listing regulations. A policy synopsis is appended below:

Policy Statement (Anti-Corruption and Bribery Policy)

*We take a zero tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery. Our associates, consultants, advisors and employees are prohibited from engaging in any bribery or potential bribery. This includes a prohibition against both direct bribery and indirect bribery, including payments through third parties. If any associate suspects or becomes aware of any potential bribery involving the Company, it is the duty of that associate to report their suspicion or awareness to the Company's Audit Committee and follow the procedure described. This policy applies to all individuals working for Route Mobile Limited or any of its subsidiaries and affiliates anywhere in the world (collectively referred to as the "**Company**") and at all levels and grades. This includes senior managers, officers, directors, employees (whether regular, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "associate(s)" in this policy).*

Bribery is a serious criminal offence in countries in which the Company operates, including India, the United Kingdom (UK Bribery Act 2010), the United States of America (Foreign Corrupt Practices Act) and others. Bribery offences can result in the imposition of severe fines and/or custodial sentences (imprisonment), exclusion from tendering for public contracts, and severe reputational damage. We therefore take our legal responsibilities very seriously. We will uphold all laws relevant to countering bribery and corruption. The purpose of this policy is to: a) set out our responsibilities to comply with laws against bribery and corruption; and b) provide guidance on how to recognise and deal with bribery and corruption issues.

1. *Scope Of Policy*
   The Policy shall apply to all frauds and bribery suspected and/or proven and/or otherwise, taking place in the Company, involving Directors (Whole-time or otherwise), Key Managerial Personnel, other Employees (including contractual employees) as well as Shareholders, Consultants, Vendors, Suppliers, Service Providers, Contractors, Lenders, Borrowers, Outside Agencies and other parties having business relationship with the Company (hereinafter referred to as the "Person") and any investigative activity, that will be conducted within as per the provisions of this policy, will be conducted without regard to the suspected person's length of service, position/ title or relationship with the Company.

2. *Policy Objectives*

   The "Fraud Prevention Policy" has been framed to provide a system for detection and prevention of fraud & bribery, reporting of any fraud & bribery that is detected or suspected and fair dealing of matters pertaining to fraud. The policy will ensure and provide for the following:- To ensure that management is aware of its responsibilities for detection and prevention of fraud & bribery and for establishing procedures for preventing fraud and/or detecting fraud when it occurs. The policy intends to enumerate the measures that the Company shall implement to deter, prevent, control and detect the fraud(s) & bribery in the context of following elements: a. Creating and maintaining a culture of honesty and high ethics; b. Creating awareness about risks and controls; c. Identify and assess the risks of fraud; d. Implement the processes, procedures and controls needed to mitigate the risks and reduce the opportunities for fraud & bribery; and e. Develop an appropriate oversight process.

   As per the provisions Explanation (i) of S. 447 of the Companies Act, 2013, "fraud" in relation to affairs of a company or any body-corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss. Fraud may include a range of irregularities and illegal acts more particularly characterized by intentional deception or misrepresentation, which an individual knows to be false or does not believe to be true and which is likely to result in some unauthorized benefit to him/her or to another person.

   The term Fraud shall include but not be limited to the acts mentioned hereunder:- i. Execution of a document on behalf of the Company, with malafide intention and ulterior motive, with an intention to gain wrongful advantage and/or with an intention to cause wrongful loss to the Company; ii. Forgery or wrongful alteration of any document belonging to or the Company; iii. Forgery or alteration of a cheque, bank draft or any other financial instrument and/or document etc.; iv. Misappropriation and mis-utilisation of funds, securities, supplies or other assets of the Company etc.; v. Willful suppression of facts/ deception in matters of appointments, placements, tender committee recommendations, entity and project appraisal, submission of reports, etc. as a result of which a wrongful gain(s) is made to one and /or wrongful loss(s) is caused to the others; vi. Utilization of the Company funds for personal purposes; vii. Authorizing or receiving payments for goods/products not supplied or services not rendered; viii. Destruction, disposition, removal of record(s) or any other asset(s) of the Company with an ulterior motive to manipulate and misrepresent the facts so as to create suspicion/ suppression of facts/ cheating as

a result of which factual assessment/ decision can't be arrived at; ix. Impropriety in the handling or reporting of money or financial transactions; x. Profiteering as a result of insider knowledge of company activities; xi. Disclosing and/or providing by any means of communication, any confidential information related to the Company, to outside parties; xii. Accepting or seeking anything of material value from contractors and/or vendors and/or lenders and/or borrowers and/or persons providing services/ materials to the company in contravention of Code of Conduct (including the receipt of excessive gifts or accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to the Company); xiii. Diversion to an employee or outsider of a potentially profitable transaction; xiv. Concealment or misrepresentation of transactions, assets or liabilities; xv. Expense report fraud (e.g. claims for services or goods not actually provided); xvi. Loss of intellectual property (e.g. disclosing confidential and proprietary information to outside parties); xvii. Conflicts of Interest resulting in actual or exposure to financial loss; xviii. Vendor fraud; xix. Embezzlement (i.e. misappropriation of money, securities, supplies, property or other assets); xx. Cheque fraud (i.e. forgery or alteration of cheques, bank drafts or any other financial instrument); xxi. Payroll fraud; xxii. Corruption; xxiii. Fraudulent financial reporting (e.g. forging or alteration of accounting documents or records; intentional concealment or misstatement of transactions resulting in false records or misleading statements; intentional failure to record or disclose significant information accurately or completely); xxiv. Improper pricing activity; xxv. Unauthorized or illegal use of confidential information (e.g. profiteering as a result of insider knowledge of company activities); xxvi. Unauthorized or illegal manipulation of information technology networks or operating systems; xxvii. Any similar or related inappropriate conduct. (This list is only indicative and not intended to exhaustive). In addition to all that is stated hereinabove and in all other applicable laws, the term "fraud" shall include any misappropriation(s) and/or inappropriate conduct(s) and/or false representation and/or concealment of a material fact and/or any other illegal act committed intentionally to cause wrongful gains to self or others and /or wrongful loss to others.

3. *Fraud Prevention Measures*

3.1. Internal Audit:

a) *Periodically assess the Policy, based on the effectiveness of controls and Fraud events reported.*
b) *Manage and address any reports received through the available channels, as defined in the Code of Ethics and Conduct and in the Fraud Management Procedure, and investigate any cases associated with internal fraud.*
c) *Submit a regular report of relevant cases to the Audit Committee, which has exclusive competence for resolving Fraud cases involving accounting, internal control or audit issues.*
d) *Check the implementation of action plans to ensure that corrective actions are applied once Fraud is detected in order to mitigate its effects.*
e) *Include in the annual Internal Audit Plan the necessary testing procedures aimed at detecting any Fraud and/or Irregularity red flags.*

3.2. Legal Agreements:

Amendments shall be made in the general conditions of contracts, sanctions, loan/ subsidy/ grant agreements of the Company wherein all bidders/ service providers/ vendors/ lenders/ borrowers/ consultants etc. shall be required to certify that they would adhere to anti-fraud Policy of the Company and not indulge or allow anybody else working in the Company to indulge in fraudulent activities and would immediately apprise the Company of the fraud/suspected fraud as soon as it comes to their notice. In case of failure to do so, the Company may debar them for future transactions.

3.3. Audit Committee: *Company's Audit Committee's terms of reference include reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board. Accordingly Audit Committee shall monitor the application of the Company's risk management reporting policy, including Fraud risks. As such, the Audit Committee shall have all the responsibilities and powers granted to it by legislation and internal standards, with sufficient powers to carry out the actions that the Audit Committee deems appropriate.*

4. *Reporting*

Any incidence of fraud & bribery can be reported by using the means of the whistle blower policy or by writing to the Managing Director or Chief Human Resource Officer or Company Secretary. Information relating to all frauds involving amount of Rs. 10 Lakhs (Rupees Ten Lakhs only) and above each to be reported to the Audit Committee of the Board of Directors/ Board of Directors at its next meeting.

5. *Prohibited Action under Anti-Corruption & Anti-Bribery*

It is not acceptable to: a) give, promise to give, or offer, a payment, gift or hospitality to secure or award an improper business advantage; b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to facilitate, expedite, or reward any action or procedure; c) accept payment from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them; d) induce another individual or associate to indulge in any of the acts prohibited in this policy; e) threaten or retaliate against another associate who has refused to commit a bribery offence or who has raised concerns under this policy; f) give or accept any gift where such gift is or could reasonably be perceived to be a contravention of this policy and / or applicable law; or g) engage in any activity that might lead to a breach of this policy.

6. *Gifts And Hospitality*

This policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest, and bona fide corporate hospitality, and if its purpose is to improve our company image, present our products and services, or establish cordial relations. Gifts and Hospitality: • Must be duly approved. Normal business hospitality must always be approved at the appropriate level of Company management. • Must not be intended to improperly influence. Associates should always assess the purpose behind any hospitality or entertainment. Hospitality or entertainment with the intention of improperly influencing anyone's decision-making or objectivity, or making the recipient feel unduly obligated in any way, should never be offered or received. Associates should always consider how the recipient is likely to view the hospitality. Similarly associates must also decline any invitation or offer of hospitality or entertainment when made with the actual or apparent intent to influence their decisions. • Must not have the appearance of improper influence. Gifts can in some cases influence, or appear to influence, decision-making, for example by persuading the recipient to favour the person who made the gift over his own employer. Associates should think very carefully before making, or receiving, gifts. Gifts can occasionally be offered to celebrate special occasions (for example religious holidays or festivals or the birth of a child) provided such gifts do not exceed INR 5,000 in value, and are occasional, appropriate, totally unconditional, and in-fitting with local business practices. No gift should be given or accepted if it could reasonably be seen improperly to influence the decision-making of the recipient. • Certain gifts are always prohibited. Some types of gifts are never acceptable including gifts that are illegal or unethical, or involve cash or cash equivalent (e.g. loans, stock options, etc). Furthermore, by way of non-exhaustive example, an invitation to his/her family to join him on a foreign business trip, or the extension of a trip at the customer's expense to include a holiday, are at all times unacceptable, and associates should not participate in such practices. • Modest promotional gifts are permitted. It is acceptable to offer modest promotional materials to contacts e.g. branded pens. Use of one's position with the Company to solicit a gift of any kind is not acceptable. However, the Company allows associates occasionally to receive unsolicited gifts of a very low intrinsic value from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision-making process. • Personal payment does not cure. Associates may never pay on their personal account for gifts or hospitality in order to avoid this policy.

7. *Facilitation Payments And Kickbacks*

The Company prohibits making or accepting, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by an official. Kickbacks are typically payments made in return for a business favour or advantage. All associates must avoid any activity that might lead to a facilitation payment or kickback being made or accepted. The Company may make donations but only if they are ethical and in compliance with this policy, local applicable laws, the UK Bribery Act and the US FCPA. No donation should be made which may, or may be perceived to breach applicable law, or any other section of this policy.

Miscellaneous: Associates must ensure that they have read and understood this policy and, must at all times comply with the terms and conditions of this policy. Prevention, detection and reporting of corruption are the responsibility of all those working for us or under our control. All associates are required to avoid any activity that might lead to, or suggest, a breach of this policy. Associates must notify their reporting manager or consult an appropriate member of the Human Resource (HR) team as soon as possible if they believe or suspect, or have a reason to believe or suspect, that a breach of this policy has occurred, or may occur in the future. The Company will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to, and receiving payments from, third parties. Associates must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review and/or a review from the appropriate member of the Company's Human Resource (HR) team. We are apolitical, advocate government policies on sustainability and do not contribute financial or in kind to political parties, politicians and related

institutions in any of the countries. We do not make contributions to political parties, political party officials or candidates for political office. Payment or use of corporate assets of any type as payment, directly or indirectly to any person, business, political organization or public official for any unlawful or unauthorized purpose is prohibited. Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept "off-book" to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

(n) Dividend Distribution Policy

Securities and Exchange Board of India (SEBI), vide its Notification dated July 8, 2016 had notified SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016 by inserting Regulation 43A. Regulation 43A had mandated top five hundred listed entities based on market capitalization to frame and adopt a Dividend Distribution Policy, which would be disclosed in their respective Annual Reports and websites. Even though the Regulation was not applicable to the Company as on date being an unlisted company, however in view of Company's filing of DRHP with SEBI and in view of its commitment to adherence to highest standards of governance principles, the Company considered it appropriate to adopt a dividend distribution policy as the same would help establishing the principles to ascertain amounts that could be distributed to shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company. Dividend Distribution policy can be accessed at https://www.routemobile.com/corporate-policies.

(o) Accounting Treatment in preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standard ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 read with Section 133 of the Companies Act, 2013.

(p) Code of Conduct for Prevention of Insider Trading

The Code of Conduct for Prevention of Insider Trading (Insider Trading Code) was updated to commensurate with the existing organisation structure and changes in regulatory environment. The Insider Trading Code was approved by the Board at its meeting held in January 22, 2019 and will be implemented from the date Offer Document of the Company is filed with the SEBI, stock exchange(s) or registrar of companies in connection with IPO and/or listing, whichever earlier. The Insider Trading Code lays down procedures to be followed and disclosures to be made while trading in the Company's shares. The Insider Trading Code restricts the connected persons, who are designated as such under the Insider Trading Code, from disclosing any price sensitive information and imposes strict confidentiality obligations on persons who have access to any price sensitive information in relation to the Company. It also prohibits the designated person from dealing in shares of the Company who is in possession of unpublished price sensitive information, forward contracts, derivatives, portfolio management schemes, amongst the others.

The disclosures of the compliance with the corporate governance requirements specified in Regulation 17 to 27 and Regulation 46 (2)

S. No.	Particulars	Regulations	Brief Description of the Regulations	Compliance Status (Yes/No/N.A.)
1	Board of Directors	17(1)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes, as and when applicable
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
		17(10)	Performance Evaluation	Yes
		17A	Maximum Number of Directorships	Not Applicable as on the date of this report.
2	Audit Committee	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
3	Nomination and Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19(4)	Role of the Committee	Yes
4	Stakeholders Relationship Committee	20(1),(2)&(3)	Composition of Stakeholders Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
5	Risk Management Committee	21(1),(2) &(3)	N.A.	N.A.
6	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employee	Yes
7	Related Party Transaction	23(1),(5),(6),(7) &(8)	Policy for Related Party Transaction	Yes
		23(2)&(3)	Approval including omnibus approval of Audit Committee for all Related Party Transactions and review of transaction by the Committee	Yes
		23(4)	Approval for Material Related Party Transactions	N.A.
		23 (9)	Half yearly disclosure of Related Party Transactions	Not applicable as on the date of this report.
8	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	Not applicable as on the date of this report.

		24(2),(3),(4),(5) & (6)	Other corporate governance requirements	Yes
9	Obligations with respect to Independent Directors	25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
		25(7)	Familiarisation of Independent Directors	Yes
10	Obligations with respect to Directors and Senior Management	26(1)&(2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non-Executive Directors	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	To be implemented post listing.
11	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Not applicable as on the date of this report.
12	Disclosures on Website of the Company	46(2)(a)	Details of Business	Yes
		46(2)(b)	Terms & Conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	N.A.
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46 (2) (i)	Details of familiarization programmes imparted to Independent Directors	Not Applicable as on the date of this report.
		46 (2) (j)	Email address for grievance redressal and other relevant details	Yes
		46 (2) (k)	Contact Information of designated officials for assisting and handling investor grievances	Yes
		46 (2) (l)	Financial Information	Not Applicable as on the date of this report.
		46 (2) (m)	Shareholding Pattern	Not Applicable as on the date of this report.
		46 (2) (n)	Details of Agreements entered with Media Companies and/or their Associates	Not Applicable as on the date of this report.

		46 (2) (o)	Schedule of Analyst/Institutional Investors Meet	Not Applicable as on the date of this report.
		46 (2) (p)	New name and old name for a continuous period of one year	N.A.
		46 (2) (q)	Advertisement in Newspaper	Not Applicable as on the date of this report.
		46 (2) (r)	Credit ratings obtained and any revision thereof	Not Applicable as on the date of this report.
		46 (2) (s)	Separate Audited Financial Statements of each subsidiary.	Not Applicable as on the date of this report

General Body Meetings

Location and time where last three AGMs were held:

Financial Year	Date	Time	Venue	Special Resolutions Passed
March 31, 2019	June 20, 2019	10:30 A.M.	Route Mobile Limited, 3rd Floor, 4th Dimension, Mind Space, Malad West, Mumbai 400064	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings
March 31, 2018	September 22, 2018	11:00 A.M.		None
March 31, 2017	September 22, 2017	09:00 A.M.	401, 4th Floor, Evershine Mall, Mind Space, New Link Road, Malad-West, Mumbai 400064	Alteration of Object clause of Memorandum of Association

No Special Resolution was passed by the Company last year through Postal Ballot. None of the businesses proposed to be transacted at the ensuing AGM require passing a Special Resolution through Postal Ballot.

Extra Ordinary General Meeting

During the year under review, the Company had conducted three Extra Ordinary General Meetings.

Date and Time	Venue	Details of Resolution Passed
Friday, September 13, 2019 at 11:00 a.m.	4th Dimension, 3rd Floor, Mind Space, Malad (W), Mumbai 400064	Approval of the issue of equity shares to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus ("Pre-IPO Placement") (Special Resolution) Issue of non-convertible debenture bonds, and /or other debt securities, commercial paper etc. for an aggregate amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore only) (Special Resolution)
Tuesday, February 11, 2020 at 11:00 a.m.		Waiver of excess managerial remuneration paid to Mr. Rajdipkumar Gupta, Managing Director & Group CEO for the financial year 2019-20. (Special Resolution)
Saturday, February 22, 2020 at 11:00 a.m.		Increase in Permissible Investment limits of FPIs. (Special Resolution)

Annual General Meeting for the Financial Year 2020:

Date, time and venue of the AGM	
Date and Time	August 28, 2020, IST – 9:30 A.M.
Venue	Registered Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400064
Financial Year	April 1, 2019 to March 31, 2020
Last date for receipt of Proxy Forms	In terms of the relaxations granted by MCA and SEBI, the facility for appointment of proxies by Members will not be available at the ensuing AGM

Dematerialization of shares and liquidity

We have established connectivity with both the depositories, i.e., NSDL and CDSL. The International Securities Identification Number ('ISIN') allotted to the Fully Paid Ordinary Shares under the Depository System is INE450U01017. The Company has 5,00,00,000 Ordinary Shares representing 100% of the Company's share capital which is dematerialised as on March 31, 2020.

The Company's shares are not listed on any stock exchange as on date of this report and therefore no liquidity information is to be provided.

Share Transfer Process

Company's shares are tradable in the electronic form only. We have established connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through KFin Technologies Private Limited, the Company's Registrar and Transfer Agents (RTA).

Designated e-mail address for investor services

To serve the investors better and as required under Regulation 46(2) (j) in the Listing Regulations, the designated e-mail address for investor complaints is complianceofficer@routemobile.com. This email address for grievance redressal is continuously monitored by the Company's Compliance Officer.

Investor Awareness

As part of good governance, we provide our investors a facility to write queries regarding their rights and shareholdings and have provided details of persons to be contacted for this purpose. We encourage investors to visit our website for reading the documents and for availing the above facilities at www.routemobile.com

Legal proceedings

There are no pending cases related to disputes over title to shares in which we had been made a party.

Change in name of Company's RTA

The name of the Company's RTA is changed to KFin Technologies Private Limited from Karvy Fintech Private Limited effective December 5, 2019.

Registrar and Share Transfer Agents

KFin Technologies Private Limited
Karvy Selenium, Tower- B,
Plot No. 31 & 32, Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad-500032, India.
Toll Free No: 18003454001 Email: einward.ris@kfintech.com

Distribution of Shareholding of Ordinary Shares:

Fully Paid Shares

Shareholding	Total No. of Shareholders as on March 31		% to total holders as on March 31		Total No. of Shares as on March 31		% to total capital as on March 31	
	2020	2019	2020	2019	2020	2019	2020	2019
1-100,000	0	0	0%	0%	0	0	0%	0%
100001-500000	3	3	27.27%	27.27%	9,60,000	9,60,000	1.92%	1.92%
500001-1000000	0	0	0%	0%	0	0	0%	0%
1000001 and above	8	8	72.73%	72.73%	4,90,40,000	4,90,40,000	98.08%	98.08%
Total	**11**	**11**	**100%**	**100%**	**5,00,00,000**	**5,00,00,000**	**100%**	**100%**

Category of Shareholding as on March 31, 2020

Category	Number of Shares	Percentage (%)
Promoter & Promoter Group	4,80,00,000	96
Public	20,00,000	4
Resident Individuals	0	
Foreign Holdings	0	
Public Financial Institutions	0	
Government/Government Companies	0	
Other Companies, Mutual Funds	0	
Nationalised Banks	0	
Alternative Investment Fund	0	
Bodies Corporate - Non Banking Financial Company	0	
IEPF	N.A.	
Total	**50,000,000**	**100**

NCD Holders of the Company as on March 31, 2020: N.A.

Outstanding GDRs/ Warrants and Convertible bonds, conversion date and likely impact on equity: N.A.

Dividend

For FY 2020, based on the Company's performance, the Directors have declared interim dividends of ₹ 1.50/- per equity share. With the objective of conserving cash and ensuring liquidity for the operations for the Financial Year 2020-21, the Board of Directors decided not to recommend any dividend to the shareholders for the Financial Year 2019-'20.

Transfer of Unclaimed Dividend and Shares to the Investor Education and Protection Fund ('IEPF')

Pursuant to the provisions of the Companies Act, 2013 read with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ('Rules'), the dividends, unclaimed for a consecutive period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to IEPF. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a period of continuous seven years from the date of transfer of the dividend to the unpaid dividend account are also mandatorily required to be transferred to the IEPF established by the Central Government. There is no such instances available for the Company requiring any transfer to the IEPF authority as on date.

Shares held in Electronic Form

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, e-mail ids, nomination and Power of Attorney should be given directly to the DP.

Shares held in Physical Form

No shares are held in physical form.

Shares held in DEMAT Form

All shares are held in dematerialized form.

Updation of bank details for remittance of dividend/cash benefits in electronic form

The Securities and Exchange Board of India ('SEBI') vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 ('Circular') to all listed companies requires them to update bank details of their shareholders holding shares in demat mode and/or physical form, to enable usage of the electronic mode of remittance i.e., National Automated Clearing House ('NACH') for distributing dividends and other cash benefits to the Shareholders. The Circular further states that in cases where either the bank details such as Magnetic Ink Character Recognition ('MICR') and Indian Financial System Code ('IFSC'), amongst others, that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank, companies or their Registrars and Transfer Agents may use physical payment instruments for making cash payments to the investors. Companies shall mandatorily print the bank account details of the investors on such payment instruments.

Regulation 12 of the Listing Regulations, allows the Company to pay dividend by cheque or 'payable at par' warrants where payment by electronic mode is not possible. Shareholders to note that payment of dividend and other cash benefits through electronic mode has many advantages like prompt credit, elimination of fraudulent encashment/delay in transit and more. Shareholders are requested to opt for any of the above mentioned electronic modes of payment of dividend and other cash benefits and update their bank details.

In case of holdings in dematerialised form, by contacting their DP and giving suitable instructions to update the bank details in their demat account. In case of holdings in physical form: N.A.

Listing on Stock Exchanges

The Company's shares are not listed on any Stock Exchange as on the date of this report.

ISIN Details

Stock Exchanges	ISIN	Stock Code
BSE	INE450U01017	NA
NSE	INE450U01017	NA
Note: The Company's shares are not yet listed on any Stock Exchange. No listing fee is payable as on date.		

Market Information

Market Price Data- High, Low (based on the closing prices) and volume during each month in last Financial Year of fully paid shares:

Month	BSE Limited			National Stock Exchange of India Limited		
	Low (₹)	*High (₹)*	*Volume (No. of Shares)*	*Low (₹)*	*High (₹)*	*Volume (No. of Shares)*
April 2019						
May 2019						
June 2019						
July 2019						
August 2019						
September 2019						
October 2019						
November 2019						
December 2019						
January 2020						
February 2020						
March 2020						

Note: The Company's shares are not listed as on date of this report and hence the data for the table above is not available.

Performance of the Company's average monthly share price data in comparison to broad-based indices like BSE Sensex and Nifty in FY 2019-20: The Company's shares are not listed and hence not traded on any stock exchange. Therefore, no comparison available as on the date of this report.

Secretarial Audit

The Company's Board of Directors appointed M/s. Dhrumil M. Shah & Co., Practising Company Secretaries Firm, to conduct the secretarial audit of its records and documents for the FY 2019-'20. The secretarial audit report confirms that the Company has complied with all applicable provisions of the Companies Act, 2013, Secretarial

Standards and other applicable regulations and guidelines. The Secretarial Audit Report forms part of the Directors' Report.

Green Initiative

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half-yearly results, amongst others, to Shareholders at their e-mail address previously registered with the DPs and RTAs. Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form, if any, are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio Number.

Website

The Company's website is in line with the requirements laid down under Regulation 46 of the Listing Regulations. It is a comprehensive reference of Company's management, vision, mission, policies, corporate governance, updates and news.

Major Plant Locations:

The Company does not have any plant. However, the Company has its branch & Group Company's offices spread across India, Europe, USA and South-East Asia and some of our regional key office locations are as below:

Indian Locations:

Mumbai
Corporate & Registered office: 3rd Floor, 4th Dimension, Mindspace, New Link Road, Malad (West), Mumabi- 400064.

Delhi
Delhi Branch Office: Office No. 306, 3rd Floor, Kanchenjunga Building, Main Barakhamba Road, New Delhi – 110001.

Bengaluru
Bangaluru Branch Office, Brigade Tower, *29, MG Road, Yellappa Garden, Craig Park Layout, Ashok Nagar, Trinity,Bangalore,Karnataka,560001*

Overseas Locations:

United Kingdom- London
Route Mobile (UK) Limited: *183-189, The Vale, London, W3 7RW*

USA - New Jersey
Route Mobile Inc.: *3240 Estate Street Ext. Hamilton, NJ 08619 Mercer*

UAE
Routesms Solutions FZE: *A1-401B, Building No. A1, Al Hamra Industrial Zone-FZ, RAK, United Arab Emirates*

Singapore
Route Mobile Pte. Ltd.: *23 New Industrial Road, #04-09 Solstice Business Center, Singapore 536209*

Investor Contact:

Registered Office: 4th Dimension, 3rd Floor, Mind Space, Malad West, Mumbai 400064
Tel.: +91 22 -4033-7676 **I** Fax: +91 22 – 4033-7650 **I** E-mail: complianceofficer@routemobile.com
Website: www.routemobile.com **I** Corporate Identity Number – INE450U01017

Name, designation & address of Compliance Officer:	Name, Designation & Address of Investor Relations Officer:	For Financial Statement Related matters
Mr. Rathindra Das, Head Legal, Company Secretary and Compliance Officer 4th Dimension, 3rd Floor, Mind Space, Malad West, Mumbai 400064 Tel.: +91 22- 4033-7676 Fax: +91 22 – 4033-7650 E-mail: complianceofficer@routemobile.com	Mr. Pratik Joshi, Assistant Company Secretary 4th Dimension, 3rd Floor, Mind Space, Malad West, Mumbai 400064 Tel.: +91 22- 4033-7676 Fax: +91 22 – 4033-7650 E-mail: pratik.joshi@routemobile.com	Mr. Suresh Jankar Chief Financial Officer 4th Dimension, 3rd Floor, Mind Space, Malad West, Mumbai 400064 Tel.: +91 22- 4033-7676 Fax: +91 22 – 4033-7650 E-mail: cfo@routemobile.com

Registrars and Transfer Agents	Stock Exchanges		Depository Services	
KFin Technologies Private Limited Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India. Toll Free No: 18003454001 Email: einward.ris@kfintech.com	NA	NA	**National Securities Depository Limited** Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai-400 013. Tel.: +91 22 2499 4200; Fax:+91 22 2497 6351 E-mail: info@nsdl.co.in Investor Grievance: relations@nsdl.co.in Website: www.nsdl.co.in	**Central Depository Services (India) Limited** Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel (East), Mumbai-400013. Tel.: +91 22 2305 8640 / 8642 / 8639 / 8663 E-mail: *helpdesk@cdslindia.com* Investor Grievance: *complaints@cdslindia.com* Website: *www.cdslindia.com*

Details of Corporate Policies	
Composition and Profile of the Board of Directors	https://www.routemobile.com/board-of-directors
Terms and conditions of appointment of Independent Directors	https://www.routemobile.com/corporate-governance
Nomination & Remuneration Policy of Directors, KMPs & Other Employees	https://www.routemobile.com/corporate-policies
RML Code of Conduct	https://www.routemobile.com/investors
Corporate Social Responsibility Policy	https://www.routemobile.com/corporate-policies
Policy on Related Party Transactions	https://www.routemobile.com/corporate-policies
Policy on Determining Material Subsidiary	https://www.routemobile.com/corporate-policies
Whistle Blower Policy	https://www.routemobile.com/corporate-policies
Code of Corporate Disclosure Practices	https://www.routemobile.com/corporate-policies
Policy on Determination of Materiality for Disclosure	https://www.routemobile.com/corporate-policies
Document Retention and Archival Policy	https://www.routemobile.com/corporate-policies
Prevention of Sexual Harassment (POSH) at Workplace Policy	https://www.routemobile.com/corporate-policies
Policy on Succession Planning	https://www.routemobile.com/corporate-policies
Data Protection Policy	https://www.routemobile.com/corporate-policies
GDPR Compliance Statement	https://www.routemobile.com/corporate-policies
Dividend Distribution Policy	https://www.routemobile.com/corporate-policies
Policy On Fair Disclosure	https://www.routemobile.com/corporate-policies
Board Diversity Policy	https://www.routemobile.com/corporate-policies
Policy for Preservation of Documents	https://www.routemobile.com/corporate-policies
Risk Management Plan	https://www.routemobile.com/corporate-policies

DECLARATION BY THE MANAGING DIRECTOR & CEO

I, Rajdipkumar Gupta, Managing Director & CEO of Route Mobile Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of the Listing Regulations for the year ended March 31, 2020.

For **Route Mobile Limited**

Date: _____

Rajdipkumar Gupta
Managing Director and Group CEO

Place: Mumbai

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CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION
[REGULATION 17 (8) OF THE LISTING REGULATIONS]

We, Rajdipkumar Gupta, Managing Director and Group Chief Executive Officer and Suresh Jankar, Chief Financial Officer of Route Mobile Limited, to the best of our knowledge and belief hereby certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee
(1) Significant changes in internal control over financial reporting during the year;

(2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Route Mobile Limited**

Rajdipkumar Gupta
Managing Director and Group CEO

Suresh Jankar
Chief Financial Officer

Date: _____
Place: Mumbai

Note: The certificate is given pursuant to voluntary adoption of SEBI LODR compliances by the Company in view of its proposed IPO and listing. This is in no manner implies that SEBI LODR or any other SEBI regulations are applicable to the Company as on date.

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PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of Route Mobile Limited

I have examined all the relevant records of Route Mobile Limited ('the Company') for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the year ended March 31, 2020.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations and information furnished to me, I certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the said Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

The Company being an unlisted Company, the conditions of Corporate Governance are not applicable as on the date of this certificate. However, in view of the proposed IPO and listing of its shares with the recognized stock exchanges, the Company has voluntarily complied with the conditions of Corporate Governance in line with the Listing Regulations, to the extent practicable.

For Dhrumil M Shah & Co.
UDIN:

_____
Dhrumil M Shah
Practising Company Secretary
CP 8978 & FCS 8021
PR 400/2016

Place: Mumbai
Date:

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CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of Route Mobile Limited
4th Dimension, 3rd Floor, Mind Space, Malad (west) Mumbai MH 400064 IN

I have examined the relevant records, books and papers required to be maintained by Route Mobile Limited, having its Registered office at 4th Dimension, 3rd Floor, Mind Space, Malad (West)- 400064, Mumbai, Maharashtra(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Names of Directors	DIN	Date of appointment
1.	Mr. Chandrakant Jagannath Gupta	01636981	23/01/2007
2.	Mr. Rajdip Kumar Chandrakant Gupta	01272947	15/05/2004
3.	Mr. Sandipkumar Chandrakant Gupta	01272932	15/05/2004
4.	*Mr. Ankit Vikram Paleja	06975564	22/11/2017
5.	Ms. Sudha Pravin Navandar	02804964	22/11/2017
6.	Mr. Ramachandran Sivathanu	07613555	22/11/2017
7.	**Mr. Nimesh Shantilal Salot	00004623	12/02/2020

**Resigned as Independent Director w.e.f January 31, 2020*
**Appointed as an Additional and Independent Director w.e.f. February 12, 2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Dhrumil M Shah & Co.
UDIN:

_____
Dhrumil M Shah
Practising Company Secretary
CP 8978 & FCS 8021
PR 400/2016

Place: Mumbai
Date:

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are among the leading cloud-communication platform service providers to enterprises, over-the-top ("OTT") players and mobile network operators. Our range of services include messaging, voice, email and SMS filtering, analytics and monetization. We offer a range of cloud-communication services to clients across diverse sectors including banking and financial services, aviation, retail, e-commerce, logistics, healthcare, hospitality, media and entertainment, pharmaceuticals and telecom. Our clients include some of the world's largest and well-known organisations, including a number of Fortune Global 500 companies.

We were ranked amongst the tier 1 application-to-peer ("A2P") service providers in 2020 and scored high rankings across metrics including reliability, customer service, technical expertise, understanding of the industry and quality of service amongst others. (Source: ROCCO Report).

Route Mobile Limited (UK), our wholly owned subsidiary in the United Kingdom, received an honourable recognition of being amongst the fastest growing companies in Technology & Telecom sector and overall 2nd in the UK's top fastest growing Indian companies in the UK 2020 (Source: 7th edition of the Grant Thornton India meets Britain Tracker, developed in collaboration with the Confederation of Indian Industry).

We were incorporated in 2004 and are headquartered in Mumbai, India. As of March 31, 2020, we have over 26,000 clients (at a consolidated level), with a monthly billed customer base of c. 3,000 (at a consolidated level). As of March 31, 2020, our global operations included [nine direct and twelve step-down subsidiaries serving our clients through 19 locations across Africa, Asia Pacific, Europe, Middle East and North America].

Our operations are internally aligned into the following business verticals: (i) Enterprise and OTT; (ii) Mobile Operator; and (iii) Business Process Outsourcing ("BPO").

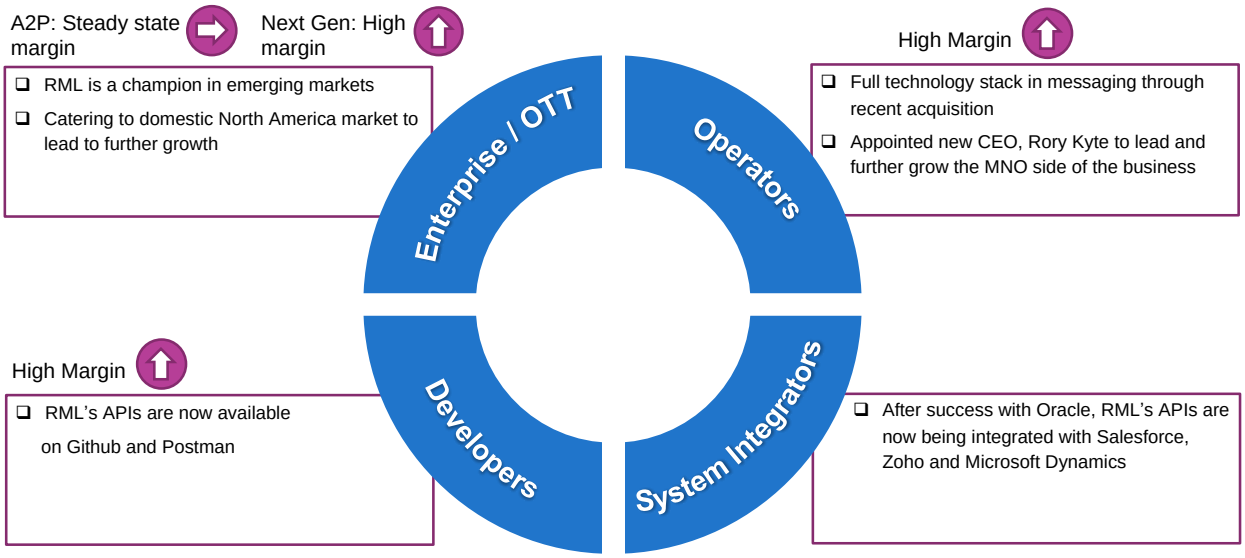
Enterprise and OTT. Our Enterprise and OTT vertical primarily provides cloud-communication platform services to enterprises. Our enterprise cloud-communication platform services and solutions include: A2P messaging that includes enterprise messaging, 2Way messaging, enterprise email sender and Acculync; RCS messaging; OTT messaging, voice application services, which enable enterprises to, via the cloud, connect incoming and outgoing voice calls to their applications and systems. Other voice services include interactive voice response, Click2Call, missed call facility, outbound dialler, and international wholesale voice services.

Mobile Operator. Through our own communications platform and managed services, we provide software and service solutions to mobile operators globally. Our main service offerings in this segment include SMS filtering, analytics, and monetization, and hubbing solutions.

Business Process Outsourcing (BPO). We provide a range of voice, non-voice and consulting services as part of our BPO services. Our voice services include client support, technical support, booking and collection services. Our non-voice services include client support through email and chat, IT support, billing and data processing. As part of our consulting services, we support our clients with programme management for credit/debit cards, e-commerce, e-wallet and e-governance services.

We are an associate member of the GSMA and an accredited open hub connectivity solution provider with our own internally developed cloud communications platform allowing us to handle both A2P and peer-to-peer ("P2P") traffic for enterprises, OTT players and MNOs. In FY2020 through our cloud communications platform, we processed more than thirty billion transactions (at a consolidated level). We have established direct relationships with MNOs that provide our clients with global connectivity. As of March 31, 2020, we had direct relationships with over 240 MNOs (at a consolidated level) and four short messaging service centres (at a consolidated level) hosted in various geographies across the globe. We are able to access more than 800 networks (at a consolidated level) across the world.

Go-to-Market approach



Route Mobile has singular focus to further strengthen its leadership position in the cloud based Communication Platform as a Service segment of the technology industry. Over the past 2 years, the Company exclusively focused on enhancing product capabilities, and developing an integrated platform, that can support multi-channel communication for enterprises across industry verticals, across the globe. Starting from traditional A2P SMS solutions, Route Mobile technology platform now enables enterprises to leverage multiple other channels of communication – including IP based messaging channels like Whatsapp for Business, Viber, Skype, WeChat, Telegram, and few others. Further, the platform also offers a whole host of enterprise voice solutions – including click-to-call, missed call, automated outbound calling, inbound call management, and several other such features. In addition to voice and IP based messaging, the Company has also continued its dedicated efforts towards completely integrating RCS (Rich Communication Services) based communication capabilities into its platform. In addition to developing the full stack of communication channels on the platform, the Company has also diversified its go-to-market approach.

Traditionally being focused on direct enterprise sales, Route Mobile expanded its go-to-market strategy to create a Developer Network, and also partner with System Integrators and Enterprise IT services and software companies. The developer network approach enables developers to directly connect to the Route Mobile platform, test out various APIs offered by the Company, and start using the APIs that are best suited to support the communication requirements of their apps / solutions. This approach works well with early stage businesses, and also several new-age businesses, which prefer to have light integrations with service / solution providers, and manage development in-house using their own development teams. Route Mobile also integrated its communication platform with leading ERP solution – Oracle. As part of Oracle SPAN program, Route Mobile communication platform is now seamlessly leveraged by enterprises which are already using Oracle ERP, and without requiring any further integration / development, they can leverage the digital communication capabilities offered by Route Mobile's platform. Route Mobile continues to explore this new channel of sales, and is in the process of integrating its platform with several other large, enterprise solution providers.

The continuous focus on innovating the product offerings and evolving go-to-market approach continues to drive positive results for the Company.

Opportunities and Threats

Opportunities

- RML stands to benefit from the high growth potential in the market, and increasing demand from enterprises for reliable communication partners who could support enterprises' communication requirements across technologies
- Potential pricing increase in markets like India, driven by adoption of new technologies – including block chain and RCS, will drive revenue growth, and potential margin expansion for business in this market
- RML's omni-channel platform approach positions it as a partner of choice in an environment where enterprises have multiple options of communication channels to reach their customers
- Firewall solutions (analytics and monetization solutions for MNOs) continue to witness growing demand, as more and more MNOs adopt these solutions to enhance their revenue streams.

Threats

- Sudden introduction of disruptive technologies that could lead to enterprises reducing spend on current form of A2P messaging. This requires A2P messaging solution providers to look beyond the horizon in terms of technologies being adopted by the industry
- Regulatory requirements across regions could change, affecting business potential in individual markets. It is essential for A2P solution providers to be aware of key regulatory requirements to ensure business compliance in multiple jurisdictions
- Increasing competition from players seeking to expand presence across their core markets

The Covid-19 environment, and its positive impact on business

Digital marketing and digital communication, as we all are aware, emerged as the primary mode for enterprises to acquire, retain and service customers. Over the past 10 years, every enterprise has focused on leveraging various digital channels of communication to reach out to, and interact with their consumer base. The impact of Covid-19, unlike in many other industries, has been extremely positive for the digital marketing and digital communication industry. Digital communication roadmaps which enterprises originally planned to implement over a few years' timeframe, were accelerated, and implemented over a period of weeks, to ensure that enterprises continue to engage and interact with their consumers. Digital transformation projects were accelerated by practically all large enterprises across the globe, and significant investments have already been made to ensure customer retention and engagement through this challenging phase. In certain surveys conducted across industry segments, results indicate that over 97% of enterprises have sped up their digital transformation projects, and accelerated their digital communication strategy by almost 6 years.

Omni-channel digital communication is a direct beneficiary of these decisions taken by enterprises, and we have witnessed positive impact on our business through Q4 FY2020, and expect this to sustain into the near term. The impact is predicted to be long-term, as the situation is driving behavioural changes – both at the consumers' end – wherein their preference is now to rely extensively on digital channels for discovering, transacting and seeking support; and also at the enterprises' end – who want to be continuously available to the consumer, 24x7. Our ability to support enterprises with the entire suite of digital communication channels has helped us acquire significant large clients through the pandemic, and sustain business growth despite gloomy predictions in several other segments of the technology industry.

Financial performance

Standalone Income Statement and Key Financial Metrics

			₹ lakh
Particulars	**FY2020**	**FY2019**	**Y-o-Y Growth**
Revenue from Messaging Services	39,630.97	36,455.18	9%
Technical & Support Services	1,023.76	941.82	9%
Other operating revenue	1.80	-	
Revenue from Operations	**40,656.53**	**37,397.00**	**9%**
Other Income	1,852.07	434.90	326%
Total Revenue	**42,508.60**	**37,831.90**	**12%**
Gross Profit	**7,036.50**	**5,305.03**	**33%**
Gross Profit Margin (%)	17%	14%	
EBITDA	**3,261.27**	**1,904.65**	**69%**
EBITDA Margin (%)	8%	5%	
PBT	**1,008.37**	**1,281.53**	**-21%**
PBT Margin (%)	2%	3%	
PAT	**754.69**	**897.07**	**-16%**
PAT Margin (%)	2%	2%	

Revenue growth in FY2020 in the Messaging Services business was driven by the following key factors:

- Exponential growth in revenue from OTT clients, terminating traffic in India
- Significant growth digital payment solutions offered by a large global client, driving increase in transaction authentication and confirmation messages on Route Mobile platform
- Growth driven by synergistic effects of firewall solutions deployed by 365squared for select mobile operators
- Route Mobile's established positioning as a true omni-channel CPaaS platform

Technical and Support Services revenue refers to revenue generated by India entity, in return for support rendered to other subsidiaries across the globe. As the Company has appointed local leadership teams for its global operations, the dependence upon Route Mobile India Limited for such support has reduced, thereby resulting in a decrease in the Technical and Support services revenue in FY2020.

RML benefited from the firewall solution deployment with certain MNOs, which helped drive optimal pricing, and hence improve gross profit profile in FY2020. Further, the enhancements made to the technology platform and routing algorithms helped improve gross profit margins.

Employee Expenses increased from ₹ 2,098.52 lakh in FY2019 to ₹ 2,257.57 lakh in FY2020, and Other Expenses increased from ₹ 1,301.86 lakh in FY2019 to ₹ 1,517.66 lakh in FY2020, delivering an EBITDA of ₹ 3,261.27 lakh in FY2020, compared to an EBITDA of ₹ 1,904.65 lakh in FY2019.

Depreciation and amortization increased from ₹ 465.99 lakh in FY2019 to ₹ 634.28 lakh in FY2020. The Company is in the process of virtualizing its core server infrastructure, thereby converting the entire hardware expense from a capital expenditure to an operating expenditure model, and significantly enhancing flexibility of its infrastructure.

Finance costs increased from ₹ 15.13 lakh in FY2019 to ₹ 27.97 lakh in FY2020. Finance Costs stand at 1% of Total Revenue in FY2012.

Depreciation and amortization and Finance costs increased in FY2020 as compared to FY2019, due to the revised requirement under IndAS, to capitalize lease obligations, and amortize them over the useful life of the lease (reflected under the Right to Use asset created under Fixed Assets).

RML incurred a one-time expense as it paid a one-time charge of ₹ 1,338.91 lakh in FY2020, under the Sabka Vikas Scheme, to settle outstanding tax liabilities for past periods. These expenses have been classified as exceptional items, as they pertain to past periods, and are purely one-time in nature.

PAT declined from ₹ 897.07 lakh in FY2019 to ₹ 754.69 lakh in FY2020 due to the above factors. Adjusted for the payment made by RML under the Sabka Vikas Scheme, PAT for FY2020 stands at ₹ 2,093.60 lakh.

Standalone Balance Statement Summary and Key Financial Ratios

Particulars	**FY2020**	**FY2019**
Trade receivables	11,179.81	9,643.33
Days Sales Outstanding (on total revenue) (#)	96	93
Current Ratio (#)	1.04	1.16
Debt: Equity ratio (#)	0.51	0.24
Return on Equity (%)	10%	11%
Interest Coverage Ratio (#)	9.39	9.16

The Company has maintained healthy operating parameters from a balance sheet perspective.

Trade Receivables have increased in line with Total Revenue, and hence Days Sales Outstanding has not varied significantly in FY2020, as against FY2019.

Current Assets increased from ₹ 15,676.19 lakh in FY2019 to ₹ 25,810.97 lakh in FY2020, whereas Current Liabilities increased from ₹ 13,494.36 lakh to ₹ 24,721.06 lakh over the same period. Current Ratio changed from 1.16 in FY2019 to in 1.04 FY2020.

Interest Coverage ratio to increased from 9.16 in FY 2019 to 9.39 in FY 2020.

Human Resources

Route Mobile Limited employs 253 employees as on March 31, 2020.

The Company's financial performance at a standalone level is not an accurate representation of overall business performance. The Company has clients across multiple geographies and suppliers spread across multiple countries. To manage the global operations, the Company operates through multiple subsidiaries across the globe. This leads to significant amount of inter-company transactions, and a more realistic representation of the overall business is provided by the consolidated financials, which are discussed below.

Consolidated Income Statement and Key Financial Metrics

Particulars	FY2020	FY2019	Y-o-Y Growth
Revenue from Messaging Services	92,747.35	82,231.69	13%
Revenue from Call Center services	2,877.93	2,235.13	29%
Other Income	1,184.89	770.79	54%
Total Revenue	96,810.17	85,237.61	14%
Gross Profit	20,394.71	18,536.09	10%
Gross Profit Margin (%)	21%	22%	
EBITDA	11,180.15	9,404.67	19%
EBITDA Margin (%)	12%	11%	
PBT	6,936.33	6,522.85	6%
PBT Margin (%)	7%	8%	
PAT	5,765.19	5550.68	6%
PAT Margin (%)	6%	7%	

Revenue growth in FY2020 in the Messaging Services business was driven by the following key factors:

- Exponential growth in revenue from OTT clients
- Rapid growth in Firewall revenues, through deployment of the solution for a leading Indian MNO
- Growth in large clients in Africa and Middle East region

Call Center services revenues grew on the back of contracts with large Indian enterprises. The business has witnessed significant improvement in performance, as the space and employee utilization levels have reach the peak – for the current infrastructure.

At a consolidated level, the gross profit margin profile, in FY2020, continued to be similar to FY2019.

Employee Expenses grew from ₹ 5,544.74 lakh in FY2019 to ₹ 5,820.06 lakh in FY2020, and Other Expenses decreased from ₹ 3,586.68 lakh in FY2019 to ₹ 3,394.51 lakh in FY2020, delivering an EBITDA of ₹ 11,180.15 lakh in FY2020, compared to an EBITDA of ₹ 9,404.67 lakh in FY2019. As per IndAS accounting standards, office leases are capitalized under right to use, and depreciated over the applicable time period. This resulted in reduction of Other Expenses, in FY2020, to the extent of rent expenses.

Depreciation and amortization increased from ₹ 1,722.64 lakh in FY2019 to ₹ 2,267.91 lakh in FY2020. Right to Use asset was added to the Fixed Assets in FY2020, as per IndAS accounting standards, driving increase in the Depreciation expense over the period.

Finance costs stood at ₹ 486.81 lakh in FY2020, compared to ₹ 1,159.18 lakh in FY2019. The Finance costs in FY2019 ₹ 912.05 lakh related to interest expenses on financial liability related to earn-out payment due to the 365squared acquisition. This cost did not continue in FY2020, thereby reducing finance costs.

Consolidated Balance Statement Summary and Key Financial Ratios

Particulars	**FY2020**	**FY2019**
Trade receivables	20,369.94	14,470.68
Days Sales Outstanding (on total revenue) (#)	77	62
Current Ratio (#)	1.16	1.09
Debt : Equity ratio (#)	0.15	0.35
Return on Equity (%)	22%	25%
Interest Coverage Ratio (#)	18.31	6.63

The Company has maintained healthy operating parameters from a balance sheet perspective.

Trade Receivables have increased in line with Total Revenue during FY2020, however the Days Sales Outstanding has increased from 61.96 days in FY2019 to 76.80 days in FY2020. This is driven primarily due to growth in India and Middle East, where customers have stretched payment cycles.

Current Assets increased from ₹ 28,169.26 lakh in FY2019 to ₹ 40,150.54 lakh in FY2020, whereas Current Liabilities increased from ₹ 25,938.11 lakh to ₹ 34,730.32 lakh over the same period. Increase in Current Assets outweighed increase in Current Liabilities in FY2020, resulting in an increase in the Current Ratio from 1.09 in FY2019 to 1.16 in FY2020.

The Interest Coverage ratio stood at 18.31 in FY2020, compared to 6.63 in FY2019.

Human Resources

RML employs 603 employees (at a consolidated level) as on March 31, 2020. Of this, Call2Connect has a headcount of 304. RML has deployed 66 resources in India, and 5 resources across multiples global locations. The R&D team comprises over 20 resources, and is focused primarily on developing new capabilities within the messaging platform, and creating next generation messaging solutions which address enterprises' communication requirements. RML closed FY2019 with a headcount of 240 employees. Call2Connect employed 693 resources as on March 31, 2019, and recorded increase of 683 resources over FY2020. This was in relation to the expansion of revenues from this business line.

Risks and *concerns: Principal risks and uncertainties:* There are a number of potential risks and uncertainties, which could have a material impact on the company's long-term performance and could cause actual results to differ materially from expected results.

Liquidity risk
The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. External funding facilities are managed to ensure that both short-term and longer-term funding is available to provide short-term flexibility whilst providing sufficient funding to the company's forecast working capital requirements.

Credit risk
The Company extends credit to customers of various durations depending on customer creditworthiness and industry custom and practice for the product or service. In the event that a customer proves unable to meet payments when they fall due, the company will suffer adverse consequences. To manage this, the company continually monitors credit terms to ensure that no single customer is granted credit inappropriate to its credit risk.

Competitor risk
The Company operates in a highly competitive market with rapidly changing product and pricing innovations. We are subject to the threat of our competitors launching new products in our markets (including updating product lines) before we make corresponding updates and development to our own product range. This could render our products and services out-of-date and could result in loss of market share. To reduce this risk, we undertake new product development and maintain strong supplier relationships to ensure that we have products at various stages of the life cycle.

Competitor risk also manifests itself in price pressures which are usually experienced in more mature markets. This results not only in downward pressure on our gross margins but also in the risk that our products are not considered to represent value for money. The company therefore monitors market prices on an ongoing basis.

Internal Financial Controls, their adequacy and Internal Auditors

The Company has established a robust framework for internal financial controls. The Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. During the year, such controls were assessed and no reportable material weaknesses in the design or operation were observed. Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the FY 2018-'19.

The Board has appointed M/s Pipalia Singhal & Associates, Chartered Accountants, Mumbai as the Internal Auditor of the Company to conduct the internal audit basis a detailed internal audit plan which is reviewed each year in consultation with the Audit Committee.

Walker Chandiok & Co LLP
16th floor, Tower II,
Indiabulls Finance Centre,
SB Marg, Prabhadevi (W)
Mumbai – 400 013
India

T +91 22 6626 2699
F +91 22 6626 2601

Independent Auditor's Report

To the Members of Route Mobile Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of **Route Mobile Limited** ('the Company'), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs of the Company as at 31 March 2020, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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') 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

4. We draw attention to the matter stated in Note 41 to the accompanying financial statements which indicates delay in payment of foreign currency payables to subsidiaries, aggregating to ₹1,101.06 lakhs outstanding as on 31 March 2020 beyond the timelines stipulated vide FED Master Direction No.17/2016-17, read with RBI circular RBI/2019-20/242 No.33 dated 22 May 2020 under the Foreign Exchange Management Act, 1999. The management of the Company is in the process of filing necessary application(s) for condonation of delays with appropriate authorities for regularising these defaults. Pending condonation of such delays by the appropriate authority, the management is of the view that the amount of fines/penalties, if any, that may be levied, are currently unascertainable but not expected to be material and accordingly, no consequential adjustments have been made to the accompanying financial statements with respect to such delays/defaults. Our opinion is not modified in respect of this matter.

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiok & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Information other than the Financial Statements and Auditor's Report thereon

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

   Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   The annual report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the standalone financial statements

6. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the 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.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

9. 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 Standards on Auditing 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.

10. As part of an audit in accordance with Standards on Auditing, 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 control;

- Obtain an understanding of internal control 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 with reference to financial statements in place and the operating effectiveness of such controls;

- 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.

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

12. As required by Section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

13. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order.

14. Further to our comments in Annexure I, as required by Section 143(3) of the Act, we report, to the extent applicable, 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 purpose of our audit of the accompanying standalone financial statements;

    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 standalone financial statements dealt with by this report are in agreement with the books of account;

    d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;

    e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act;

    f) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 25 August 2020 as per Annexure II expressed an unmodified opinion;

g) 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. the Company has disclosed the impact of pending litigations on its financial position as at 31 March 2020 in the standalone financial statements;

ii. the Company, as detailed in note 23 to the standalone financial statements, has made provision as at 31 March 2020, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts;

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2020;

iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No:001076N/N500013

Bharat Shetty
Partner
Membership No:106815

UDIN:20106815AAAACZ9821

Place: Mumbai
Date: 25 August 2020

Annexure I to the Independent Auditor's Report of even date to the members of Route Mobile Limited on the standalone financial statements for the year ended 31 March 2020

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets (property, plant and equipment).

(b) The fixed assets (property, plant and equipment) have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets (property, plant and equipment) is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.

(ii) The Company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.

(iii) The Company has granted unsecured loans to companies covered in the register maintained under Section 189 of the Act; and with respect to the same:

(a) in our opinion, the terms and conditions of grant of such loans are not, prima facie, prejudicial to the Company's interest;
(b) the schedule of repayment of principal and payment of interest has been stipulated and the repayment/receipts of the principal amount and the interest are regular;
(c) there is no overdue amount in respect of loans granted to such companies.

(iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.

(v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, goods and services tax, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) The dues outstanding in respect of income-tax, sales-tax, service-tax, goods and services tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of disputed dues

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Amount paid under Protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	1,446.08	-	2019-20 (Assessment year)	Commissioner of Income Tax (Appeals)

Annexure I (Contd)

(viii) The Company has not defaulted in repayment of loans or borrowings to any bank during the year. The Company has no loans or borrowings payable to any financial institution or government and no dues payable to debenture holders during the year.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained.

(x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) Managerial remuneration has been paid by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion, all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the standalone financial statements etc., as required by the applicable Ind AS.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause 3(xiv) of the Order are not applicable.

(xv) The Company has entered into non-cash transactions with persons connected with directors, by adjusting loan receivable balance against payable balance, which in our opinion is covered under the provisions of Section 192 of the Act, and in respect of which the Company has complied with the provisions of Section 192 of the Act.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No:001076N/N500013

Bharat Shetty
Partner
Membership No:106815

UDIN:20106815AAAACZ9821

Place: Mumbai
Date: 25 August 2020

Annexure II to the Independent Auditor's Report of even date to the members of Route Mobile Limited, on the standalone financial statements for the year ended 31 March 2020

Independent Auditor's report on the Internal Financial Controls with reference to the standalone financial statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

1. In conjunction with our audit of the standalone financial statements of Route Mobile Limited (the "Company") as at and for the year ended 31 March 2020, we have audited the internal financial controls with reference to financial statements of the Company as at that date

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is 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 control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 the Company's business, including adherence to the 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 Act.

Auditors' Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. 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 standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes 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 control 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.

5. 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 standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

6. 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.

Annexure II (Contd)

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No:001076N/N500013

Bharat Shetty
Partner
Membership No:106815

UDIN:20106815AAAACZ9821

Place: Mumbai
Date: 25 August 2020

Route Mobile Limited
Balance Sheet as at 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	2	703.62	1,065.78
Right-of-use assets	3 (a)	266.14	-
Intangible assets	3(b)	337.75	53.06
Intangible assets under development		-	212.99
Investments in subsidiaries	4	2,649.96	2,403.18
Financial assets			
Other financial assets	5	119.35	140.46
Deferred tax assets (net)	6	297.20	344.20
Non-current tax assets (net)	7	1,480.78	664.92
Other non-current assets	8	736.62	1,583.15
		6,591.42	**6,467.74**
Current assets			
Financial assets			
Investments	9	1,189.80	1,066.55
Trade receivables	10	11,179.82	9,643.33
Cash and cash equivalents	11	2,292.75	380.82
Other bank balances	12	3,602.31	526.28
Loans	13	2,233.97	3,205.34
Other financial assets	14	886.76	293.67
Other current assets	15	4,425.57	560.20
		25,810.98	**15,676.19**
Total assets		**32,402.40**	**22,143.93**
Equity and liabilities			
Equity			
Equity share capital	16	5,000.00	5,000.00
Other equity	17	2,431.69	3,380.14
		7,431.69	**8,380.14**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	18	18.78	82.94
Lease liabilities	44	27.86	-
Provisions	19	202.98	148.47
Other non-current liabilities	20	-	38.02
		249.62	**269.43**

Route Mobile Limited
Balance Sheet as at 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
Current liabilities			
Financial liabilities			
Borrowings	21	3,735.56	1,888.61
Lease liabilities	44	280.83	-
Trade payables	22		
-Total outstanding dues of micro enterprises and small enterprises		-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		18,934.25	9,267.71
Other current financial liabilities	23	1,364.08	2,064.02
Provisions	24	77.99	55.81
Other current liabilities	25	328.38	218.21
		24,721.09	**13,494.36**
Total equity and liabilities		**32,402.40**	**22,143.93**
Significant accounting policies and other explanatory information	**1 to 51**		

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

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

For and on behalf of the Board of Directors of
Route Mobile Limited

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited
Statement of Profit and Loss for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	Year ended 31 March 2020	Year ended 31 March 2019
Revenue			
Revenue from operations	26	40,654.73	37,397.00
Other income	27	1,853.87	434.90
Total revenue		**42,508.60**	**37,831.90**
Expenses			
Purchases of messaging services	28	35,472.10	32,526.87
Employee benefits expense	29	2,257.57	2,098.52
Finance costs	30	279.71	157.13
Depreciation and amortisation expense	31	634.28	465.99
Other expenses	32	1,517.67	1,301.86
Total expenses		**40,161.33**	**36,550.37**
Profit before exceptional item and tax		**2,347.27**	**1,281.53**
Exceptional item	33	1,338.91	-
Profit before tax		**1,008.36**	**1,281.53**
Tax expense	34		
Current tax		187.60	526.02
Deferred tax charge/(credit)		66.07	(141.56)
		253.67	384.46
Profit for the year		**754.69**	**897.07**
Other Comprehensive income			
Items that will not be reclassified to profit or loss			
Measurements of defined employee benefit plans		(18.94)	19.21
Income tax relating to above items		4.77	(5.59)
Total other comprehensive income (net of tax)		(14.17)	13.62
Total comprehensive income for the year		**740.52**	**910.69**
Earnings per equity share	45		
Basic and diluted (in ₹)		1.51	1.79
Face value per share (in ₹)		10.00	10.00
Significant accounting policies and other explanatory information	**1 to 51**		

This is the Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

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(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited
Cash flow statement for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Year ended 31 March 2020	Year ended 31 March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	**1,008.36**	**1,281.53**
Adjustments for :		
Financial asset measured at amortised cost	(14.91)	0.40
Depreciation and amortisation expense	634.28	465.99
Interest on lease liability/finance lease obligation	48.94	18.59
Advances and trade receivable written off	36.72	17.59
Interest income on fixed deposits	(167.08)	(55.98)
Interest income on loan to subsidiary companies	(165.84)	(140.78)
Net gain arising on financial asset measured at FVTPL	(123.25)	(66.55)
Dividend received from Subsidiaries	(1,093.15)	-
Provision for doubtful debts and advances	40.84	17.57
Interest on borrowings from bank	218.34	91.33
Other borrowing cost	6.58	15.18
Unrealised foreign exchange loss	539.22	109.72
Loss on derivative transaction	4.54	-
Mark to market of derivative financial instruments	116.11	-
Liabilities no longer payable, written back	(207.23)	(26.67)
Provision for lease equalisation	-	12.95
Operating profit before working capital changes	**882.47**	**1,740.87**
Adjustments for working capital:		
(Increase) in trade receivables	(1,495.43)	(4,497.47)
(Increase) in loans and advances and other assets	(3,453.83)	(788.26)
Increase in trade payables, provisions and other liabilities	8,587.81	6,916.29
Cash generated from operating activities	**4,521.02**	**3,371.43**
Direct taxes paid (net)	(1,003.46)	(899.92)
Net cash generated from operating activities	**3,517.56**	**2,471.51**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment and intangible assets (including intangible assets under development)	(231.40)	(616.21)
Fixed deposits (placed)/matured	(3,080.63)	1,132.30
Investment in subsidiaries	-	(0.74)
(Loan to)/returned by subsidiaries (net)	751.41	(666.80)
Dividend received from Subsidiaries	1,093.15	-
Interest received on loan to subsidiaries	141.76	154.51
Purchase of current investments	-	(1,000.00)
Interest received	109.66	85.76
Net cash (used in) investing activities	**(1,216.05)**	**(911.18)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of non-current borrowings	(6.86)	(3.74)
Proceeds from non-current borrowings	-	39.00
Interest paid	(211.00)	(122.03)
Payment of interest portion of lease liabilities/finance lease obligations	(48.94)	-
Payment of principal portion of lease liabilities/finance lease obligations	(315.57)	(97.43)
Dividend paid	(1,500.00)	(750.00)
Dividend distribution tax paid	(154.16)	(154.16)
Proceeds from/(Repayment of) current borrowings (net)	1,846.95	(383.24)
Net cash used in financing activities	**(389.58)**	**(1,471.60)**
Net increase in cash and cash equivalents (A+B+C)	**1,911.93**	**88.73**
Opening balance of cash and cash equivalents	380.82	292.09
Closing balance of cash and cash equivalents	**2,292.75**	**380.82**
Cash and cash equivalents as per financial statements (refer note 11)	**2,292.75**	**380.82**

Route Mobile Limited
Cash flow statement for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Cash and cash equivalents comprises of the following:

	As at 31 March 2020	As at 31 March 2019
Cash and cash equivalents	2,292.75	380.82
Balances as per statement of cash flows	**2,292.75**	**380.82**

Note:
The Cash Flow Statement has been prepared under the indirect method as set out in Ind AS 7, Statement of Cash Flows.

Significant accounting policies and other explanatory information	**1 to 51**

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

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

For and on behalf of the Board of Directors of
Route Mobile Limited

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Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited
Statement of changes in equity for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

a

Equity share capital	Number	Amount
Balance as at 1 April 2018	**50,000,000**	**5,000.00**
Issue of shares	-	-
Balance as at 31 March 2019	**50,000,000**	**5,000.00**
Issue of shares	-	-
Balance as at 31 March 2020	**50,000,000**	**5,000.00**

b Other equity

	Reserves and Surplus	Total other equity
	Retained Earnings	
Balance as at 1 April 2018	**3,373.61**	**3,373.61**
Profit for the year	897.07	897.07
Other comprehensive income for the year	13.62	13.62
Total Comprehensive income for the year ended 31 March 2019	**910.69**	**910.69**
Dividend paid	(750.00)	(750.00)
Dividend distribution tax	(154.16)	(154.16)
Balance as at 31 March 2019	**3,380.14**	**3,380.14**
Change in accounting policy (refer note 44)	(34.81)	(34.81)
Restated Balance as at 1 April 2019	**3,345.33**	**3,345.33**
Profit for the year	754.69	754.69
Other comprehensive income for the year	(14.17)	(14.17)
Total Comprehensive income for the year ended 31 March 2020	**740.52**	**740.52**
Dividend paid	(1,500.00)	(1,500.00)
Dividend distribution tax	(154.16)	(154.16)
Balance as at 31 March 2020	**2,431.69**	**2,431.69**

Significant accounting policies and other explanatory information **1 to 51**

This is the Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

For and on behalf of the Board of Directors of
Route Mobile Limited

Chandrakant Gupta
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Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: 24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited
Summary of the significant accounting policies and other explanatory information as at and for the year ended 31 March 2020

Company Overview

Route Mobile Limited (RML), (the "Company") was incorporated on 14 May 2004. The Company is a cloud communication provider to enterprises, over-the-top players and mobile network operators.

The Company has its registered office in Mumbai. The financial statements for the year ended 31 March 2020 were approved by Board of Directors and authorised for issue on 25 August 2020.

1 Significant accounting policies and assumptions

(i) Statement of compliance

The standalone financial statements have been prepared to comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act and rules framed thereunder.

The standalone financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit plan liabilities measured at fair value.

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

(ii) Critical estimates and judgements

The preparation of these financial statements in conformity with Ind AS requires management to make estimates, assumptions and exercise judgement in applying the accounting policies that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

- **Impairment of investments**

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

- **Useful lives of property, plant and equipment and Intangible assets**

The Company reviews the useful lives of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

- **Valuation of deferred tax assets**

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period.

- **Defined benefit obligation**

The cost of post-employment benefits is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases and mortality rates. Due to the long term nature of these plans, such estimates are subject to significant uncertainty.

- **Fair value of financial instruments**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

- **Impairment of financial assets**

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

- **Research and development costs**

Management monitors progress of internal research and development projects by using a project judgement is required in distinguishing research from the development phase. Development costs are recognised as an asset when all the criteria are met, whereas research costs are expensed as incurred.

Management also monitors whether the recognition requirements for development costs continue to be met. This is necessary due to inherent uncertainty in the economic success of any product development.

- **Share-based payments**

Estimating fair value for share-based payments requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them.

- **Contingencies**

Management has estimated the possible outflow of resources at the end of each annual reporting financial year, if any, in respect of contingencies/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

- **Leases – Estimating the incremental borrowing rate**

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the fund necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

(iii) Revenue recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised upon transfer of control of promised services to the customers at the consideration which the Company has received or expects to receive in exchange of those services. Amount disclosed as revenue are reported net of discounts and applicable taxes which are collected on behalf of the government.

(i) Revenue from messaging services – The Company recognises revenue based on the usage of messaging services. The revenue is recognised when the Company's services are used based on the specific terms of the contract with customers.

Technical and support services – Income from technical and support services rendered to its group companies is recorded on an accrual basis at a fully loaded cost plus mark-up on such costs.

Revenue in excess of invoicing are classified as unbilled revenue while invoicing /collection in excess of revenue for services to be performed in future are classified as deferred revenue / advances from customers.

Liquidated damages and penalties are accounted as per the contract terms wherever there is a delayed delivery attributable to the Company and when there is a reasonable certainty with which the same can be estimated.

(ii) Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment.

(iii) Dividend are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(iv) Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(iv) Measurement and recognition of leases

The Company considers whether contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

Company as a lessee

At lease commencement date, the Company recognises a right-of-use asset and lease liabilities on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company and any lease payments made in advance of the lease commencement date.

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date of lease, the Company measures the lease liability at the present value of the lease payments to be made over the lease term, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance, fixed), and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest expenses. It is remeasured to reflect any reassessment or modification.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset or Statement of profit and loss, as the case may be.

The Company has elected to account for short-term leases and leases of low-value assets using the exemption given under Ind AS 116, Leases. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term or on another systematic basis if that basis is more representative of the pattern of the Company's benefit.

Company as a lessor

Leases for which the Company is a lessor classified as finance or operating lease.

Lease income from operating leases where the Company is a lessor is recognised as income on straight line basis over the lease term.

(v) Borrowing costs

Borrowing costs attributable to the acquisition and construction of qualifying assets are capitalised as part of the cost of such assets up to the date such assets are ready for their intended use. Other borrowing costs are charged to profit or loss. Borrowing cost is calculated using effective interest rate on the amortised cost of the instrument.

(vi) Foreign currency

The functional currency of the Company is Indian rupee.

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance

sheet date and exchange gains or losses arising on settlement and restatement are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated at year end.

(vii) Income taxes

Income tax expense comprises Current tax expenses and net change in the deferred tax assets or liabilities during the year. Current and deferred taxes are recognised in the Statement of profit and loss, except when they relate to items that are recognised in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognised in Other comprehensive income or directly in Equity respectively.

Current Income taxes

The current income tax includes income taxes payable by the Company computed in accordance with the tax laws applicable in the jurisdiction in which the Company operates. Advance taxes and provision for current income tax are presented in the Balance sheet after offsetting the advance tax paid and income tax provision arising in the same jurisdiction and where the relevant tax paying units intend to settle the asset and liability on a net basis.

Deferred income taxes

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

Deferred tax assets are recognised to the extent future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.
The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow deferred income tax assets to be utilised. At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent it has become reasonably certain, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

(viii) Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liability.

Route Mobile Limited
Summary of the significant accounting policies and other explanatory information as at and for the year ended 31 March 2020

(I) Financial assets

Classification

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

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets change.

Initial measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

• Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest, are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

• Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

• Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

De-recognition of financial assets

A financial asset is de-recognised only when
• The Company has transferred the rights to receive cash flows from the financial asset or
• retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Cash and cash equivalents

Cash and cash equivalents for the purpose of the cash flow statement comprise of the cash on hand and at bank and current investments with an original maturity of three months or less. Cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage.
For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(II) Financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial recognition is recognised as an asset / liability based on the underlying reason for the difference.

Subsequently, all financial liabilities are measured at amortised cost using the effective interest rate method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss. The gain / loss is recognised in other equity in case of transactions with shareholders.

(III) Derivative Financial Instruments

The Company uses currency swaps as derivative instrument to mitigate the risk of changes in currency rates. Such derivative instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value.

(ix) Investment in subsidiaries

Investments in subsidiaries are accounted at cost less impairment in accordance with Ind AS 27 - Separate financial statements. Refer note 39 for the list of investments.

(x) Property, plant and equipment (including Capital Work-in-Progress)

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes inward freight, adjustment for GST credit, taxes and expenses incidental to acquisition and installation, up to the point the asset is ready for its intended use.

Assets acquired but not ready for use or assets under construction are classified under Capital work in progress.

(xi) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Research and development

Expenses on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognised in the standalone statement of profit and loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, the assets are controlled by the Company, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the standalone statement of profit and loss as incurred.

(xii) Depreciation/Amortisation

Depreciation on Property, plant and equipment is provided to the extent of depreciable amount on written down value method (WDV) over the useful lives of assets as determined by the management which is in line with Part-C of Schedule II of the Act with residual value of 5%, except servers and network (part of Computers).

Servers and networks are depreciated over a period of five years, based on internal assessment and technical evaluation carried out by the management, and which represents the period over which they expect to use these assets.
Computer software is amortised over a period of three years on straight line basis.
Leasehold improvements are amortised over the period of lease or their estimated useful life, whichever is lower, on a straight-line basis.

Depreciation on assets acquired under finance lease is spread over the lease period or useful life, whichever is lower on straight line basis.

Depreciation is calculated pro-rata from/to the date of addition/deletion.

(xiii) Impairment of assets

Non-financial assets

The carrying amount of the non-financial assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal /external factors. An impairment loss is recognised whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Impairment loss is recognised in the statement of profit and loss.
After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation if there was no impairment.

Financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised on initial recognition of the receivables.

(xiv) Employee benefits

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees and recognised as expenses in the Statement of Profit and Loss.

The Company's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis. The Company has categorised its Provident Fund and the Employees State Insurance Scheme as a defined contribution plan since it has no further obligations beyond these contributions.

The Company's liability towards gratuity, being defined benefit plan is accounted for on the basis of an independent actuarial valuation using the projected unit credit method, done at the year end. Gratuity liability is not funded and the payments are made to the employees directly when they leave the organisation post completion of 5 years of service or at the time of retirement (with minimum 5 years of service), whichever is earlier.

Service cost and the net interest cost is included in employee benefit expense in the Statement of profit and loss. Actuarial gains and losses arising on the measurement of defined benefit obligation is credited/charged to other comprehensive income.

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

(xv) Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.
Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

(xvi) Earnings per share

Basic earnings per share are computed by dividing net profit after tax (excluding other comprehensive income) by the weighted average number of equity shares outstanding during the year.
Diluted earnings per share is computed by dividing net profit after tax (excluding other comprehensive income) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

(xvii) Business combinations

Business combinations are accounted for using the acquisition method as per Ind AS 103, Business combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities assumed at the date of acquisition, which is the date on which control is transferred to the Company. Identified assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Transaction costs that the Company incurs in connection with a business combination such as stamp duty, legal fees, due diligence fees and other professional and consulting fees are expensed as incurred.

(xviii) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting, nature of the products / process, organisation structure as well as differential risks and returns, using the information provided to the board of directors and chief operating officer, together, the chief operating decision maker ('CODM').

(xix) Share based payments

Share-based compensation benefits are provided to employees via the "ROUTE MOBILE LIMITED", Employee Stock Option Plan 2017 (the 'ESOP scheme'). The fair value of options granted under the Employee Stock Option Plan 2017 is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:
• including any market performance conditions (e.g., the entity's share price)
• excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
• including the impact of any non-vesting conditions (e.g. the requirement for employees to serve or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(xx) Share issue expense

The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction.

(xxi) Standards issued but not effective

There are no standards that are issued but not yet effective on 31 March 2020.

2 Property, plant and equipment

Particulars	Building	Furniture and fixtures	Leasehold improvements	Vehicles	Office equipment	Computers (on finance lease)	Computers	Total
Gross block								
Balance as at 1 April 2018	**331.00**	**328.98**	**238.00**	**318.94**	**46.80**	**377.24**	**1,363.47**	**3,004.43**
Additions	-	0.07	-	49.45	5.40	-	126.16	**181.08**
Disposals	-	-	-	-	-	-	-	-
Balance as at 31 March 2019	**331.00**	**329.05**	**238.00**	**368.39**	**52.20**	**377.24**	**1,489.63**	**3,185.51**
Transfer out to Right of use assets	**-**	**-**	**-**	**-**	**-**	(377.24)	**-**	**(377.24)**
Additions	-	-	-	-	9.87	-	52.67	**62.54**
Disposals	-	-	-	-	-	-	-	-
Balance as at 31 March 2020	**331.00**	**329.05**	**238.00**	**368.39**	**62.07**	**-**	**1,542.30**	**2,870.81**
Accumulated depreciation and amortisation								
Balance as at 1 April 2018	**132.13**	**156.65**	**90.27**	**199.46**	**32.93**	**108.98**	**968.26**	**1,688.68**
Depreciation and amortisation	9.70	40.51	49.24	42.41	6.15	100.60	182.44	**431.05**
Disposals	-	-	-	-	-		-	-
Balance as at 31 March 2019	**141.83**	**197.16**	**139.51**	**241.87**	**39.08**	**209.58**	**1,150.70**	**2,119.73**
Transfer out to Right of use assets	**-**	**-**	**-**	**-**	**-**	(209.58)	**-**	**(209.58)**
Depreciation and amortisation	9.15	29.83	49.24	33.89	6.03	-	128.90	**257.04**
Disposals	-	-	-	-	-	-	-	-
Balance as at 31 March 2020	**150.98**	**226.99**	**188.75**	**275.76**	**45.11**	**-**	**1,279.60**	**2,167.19**
Net block								
Balance as at 31 March 2019	**189.17**	**131.89**	**98.49**	**126.52**	**13.12**	**167.66**	**338.93**	**1,065.78**
Balance as at 31 March 2020	**180.02**	**102.06**	**49.25**	**92.63**	**16.96**	**-**	**262.70**	**703.62**

Refer Note 35 for information on Property, plant and equipment pledged as security.

3 (a) Right-of-use assets

Particulars	Right of use assets- Computer	Right of use assets- Building	Total
Gross block			
Transfer In Right of use Assets			
Gross block	377.24	-	**377.24**
Accumulated depreciation	(209.58)	-	**(209.58)**
Adjustment basis implementation of Ind AS 116, Leases (refer note 44)	-	377.39	**377.39**
Additions	-	-	**-**
Balance as at 31 March 2020	**167.66**	**377.39**	**545.05**
Accumulated depreciation			
Balance as at 1 April 2019	**-**	-	**-**
Depreciation charge	100.60	178.31	**278.91**
Disposals	-	-	-
Balance as at 31 March 2020	**100.60**	**178.31**	**278.91**
Net block			
Balance as at 31 March 2020	**67.06**	**199.08**	**266.14**

3(b) Intangible assets

Particulars	Computer software	Technical know-how	Total
Gross block			
Balance as at 1 April 2018	**260.02**	**-**	**260.02**
Additions	24.99	-	24.99
Disposals	**-**	**-**	**-**
Balance as at 31 March 2019	**285.01**	**-**	**285.01**
Additions	1.74	381.28	383.02
Disposals	**-**	**-**	**-**
Balance as at 31 March 2020	**286.75**	**381.28**	**668.03**
Accumulated amortisation			
Balance as at 1 April 2018	**197.01**	**-**	**197.01**
Amortisation charge	34.94	-	34.94
Disposals	-	-	-
Balance as at 31 March 2019	**231.95**	**-**	**231.95**
Amortisation charge	24.73	73.60	98.33
Disposals	-	-	-
Balance as at 31 March 2020	**256.68**	**73.60**	**330.28**
			-
Net block			-
Balance as at 31 March 2019	**53.06**	**-**	**53.06**
Balance as at 31 March 2020	**30.07**	**307.68**	**337.75**

		As at 31 March 2020	As at 31 March 2019
4	**Non-current investments**		
	Investments in equity shares - Unquoted, fully Paid-up		
	Investments in subsidiaries:		
	Route Mobile (UK) Limited 31 March 2020: 20,000 (31 March 2019: 20,000) shares of GBP 1 each	15.24	15.24
	Sphere Edge Consulting (India) Private Limited 31 March 2020: 10,000 (31 March 2019: 10,000) shares of ₹ 10 each	11.00	11.00
	Routesms Solutions FZE 31 March 2020: 41,725 (31 March 2019: 41,725) shares of AED 1 each	7.86	7.86
	Routesms Solutions Nigeria Limited 31 March 2020: 10,000,000 (31 March 2019: 10,000,000) shares of NRN 1 each	35.23	35.23
	Cellent Technologies (India) Private Limited 31 March 2020: 49,700 (31 March 2019: 49,700) shares of ₹ 10 each	1,127.40	1,127.40
	Start Corp India Private Limited 31 March 2020: 10,000 (31 March 2019: 10,000) shares of ₹ 10 each	200.00	200.00
	Route Mobile Pte. Ltd. 31 March 2020: 25,000 (31 March 2019: 25,000) shares of SGD 1 each	12.38	12.38
	Call 2 Connect India Private Limited 31 March 2020: 145,000 (31 March 2019: 126,666) shares of ₹ 10 each	1,240.11	993.33
	Route Connect Private Limited 31 March 2020: 7,400 (31 March 2019: 7,400) shares of ₹ 10 each	0.74	0.74
		2,649.96	**2,403.18**
	Aggregate amount of unquoted investments	2,649.96	2,403.18
	Aggregate amount of impairment in value of investments	**-**	**-**
5	**Other non-current financial assets**		
	Unsecured, considered good, unless otherwise stated		
	Security deposits	114.35	136.06
	Loans and advances to employees	0.40	4.40
	Deposits with maturity of more than 12 months	4.60	-
		119.35	**140.46**
6	**Deferred tax assets (net)**		
	Deferred tax liability arising on account of :		
	Net gain on financial assets designated as FVTPL	47.77	**-**
		47.77	**-**
	Deferred tax assets arising on account of :		
	Depreciation and amortisation	68.70	61.75
	Difference in book values and tax base values of ROU assets and Lease liabilities	10.71	-
	Provision for compensated absences	10.36	7.70
	Provision for gratuity	60.36	51.78
	Carried forward business losses	55.76	-
	Provision for expenses	88.55	168.62
	Provision for doubtful debts and advances	50.53	54.35
	Total deferred tax assets (net)	**344.97**	**344.20**
	Deferred tax assets	**297.20**	**344.20**

	As at 31 March 2020	As at 31 March 2019
7 Non-current tax assets (net)		
Advance income tax ((Net of provision ₹ 3,362.89 lakhs, 31 March, 2019: ₹ 3,175.29 lakhs))	1,480.78	664.92
	1,480.78	**664.92**
8 Other non-current assets		
Balance with government authorities	722.55	1,385.36
Deposit with government authorities	-	187.52
Prepaid expenses	14.07	10.27
	736.62	**1,583.15**
9 **Investments**		
Investments carried at fair value through profit or loss (FVTPL)		
Investments in mutual funds - Unquoted		
Axis Banking and PSU Debt Fund - Growth 30,535.80 units (31 March 2019: 30,535.80) of ₹ 1,911.37 each	583.65	533.67
L&T Triple Ace Bond Fund - Growth 1,147,660.27 units (31 March 2019: 1,147,660.27) of ₹ 52.82 each	606.15	532.88
	1,189.80	**1,066.55**
Aggregate amount of unquoted investments	1,189.80	1,066.55
Aggregate amount of impairment in value of investments	-	-
Refer note 35 for information on investments pledged as security by the Company.		
10 Trade receivables		
Unsecured, considered good*	7,750.43	6,434.94
Receivables from related parties (Unsecured, considered good)(refer note 40)	3,429.39	3,208.39
Trade Receivables which have significant credit risk	-	-
Trade receivables - credit impaired	200.74	159.90
Less: Provision for bad and doubtful debts	(200.74)	(159.90)
	11,179.82	**9,643.33**

Includes ₹ 3,429.39 lakhs (31 March 2019: ₹ 3,208.39 lakhs) due from companies in which director of the Company is a director.
* Includes ₹ Nil (31 March 2019: 459.05 lakhs) which are subject to factoring arrangements.
Refer note 35 for information on trade receivables pledged as security by the Company.

11 Cash and cash equivalents		
Cash on hand	1.35	0.14
Balances with banks:		
- in current accounts	888.93	250.43
- in EEFC accounts	13.04	130.21
- in deposit accounts with maturity upto 3 months	1,389.40	-
- wallets balances	0.03	0.04
	2,292.75	**380.82**

	As at 31 March 2020	As at 31 March 2019
12 Other bank balances		
Deposits with maturity of more than 3 months but less than 12 months	202.09	7.88
Balances with bank held as margin money	2,201.28	40.00
Balances with bank held towards bank guarantee	1,198.94	478.40
	3,602.31	**526.28**
13 Current loans		
Unsecured, considered good, unless otherwise stated		
Loan to related parties (refer note 40) #	2,233.97	3,205.34
	2,233.97	**3,205.34**
Break-up :		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	2,233.97	3,205.34
Loans which have significant credit risk	-	-
Loans - credit impaired	-	-
	2,233.97	**3,205.34**
Less: Allowance for doubtful loans	-	-
	2,233.97	**3,205.34**

Includes ₹ 2,233.97 lakhs (31 March 2019: ₹ 3,205.34 lakhs) due from companies in which director of the Company is a director.

#Disclosure as per Section 186 of the Companies Act, 2013		
Balance as at the year end	2,233.97	3,205.34
Maximum amount outstanding at any time during the year	3,392.58	3,205.34
For working capital purpose	2,233.97	3,205.34
14 Other current financial assets		
Unsecured, considered good, unless otherwise stated		
Security Deposits	190.72	146.11
Loans and advances to employees	4.98	28.28
Other receivables (refer note 40)*	388.86	41.71
Interest accrued but not due on fixed deposits	70.93	13.51
Accrued Interest on loans to related parties (refer note 40)**	88.14	64.06
Unbilled revenue	143.13	-
	886.76	**293.67**

*Includes ₹ 388.86 lakhs (31 March 2019: ₹ 41.71 lakhs) due from companies in which director of the Company is a director.

** Includes ₹ 88.14 lakhs (31 March 2019: ₹ 64.06 lakhs) due from companies in which director of the Company is a director.

	As at 31 March 2020	As at 31 March 2019
15 Other current assets		
Advances other than capital advances		
Prepaid expenses	62.25	106.26
Advance to suppliers	1,576.97	43.41
Unamortised share issue expenses*	930.23	429.16
Receivable from related parties** (refer note 40)	-	8.09
Balance with government authorities	1,856.12	-
Less: Provision for doubtful advances	-	(26.72)
	4,425.57	**560.20**
**Due from private company in which director of the Company is a director	-	8.09

* Represents expenses incurred by the Company in connection with proposed public offer of equity shares. In accordance with the Act and also as per the offer agreement entered between the Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Company will partly recover the expenses incurred in connection with the issue on completion of Initial Public Offer (IPO). The Company's share of expenses shall be adjusted against securities premium to the extent possible under Section 52 of the Act on successful completion of IPO. The entire amount has been carried forward and disclosed under 'Other current assets' and the amount which is receivable from the selling shareholders is not disclosed separately as the amount is not determinable at this stage pending completion of the IPO.

	As at 31 March 2020	As at 31 March 2019
16 Equity share capital		
Authorised capital		
100,000,000 (31 March 2019: 100,000,000) equity shares of ₹ 10 each	10,000.00	10,000.00
Issued, subscribed and fully paid up		
50,000,000 (31 March 2019: 50,000,000) equity shares of ₹ 10 each	5,000.00	5,000.00
	5,000.00	**5,000.00**

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

	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Balance at the beginning of the year	50,000,000	5,000.00	50,000,000	5,000.00
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	**50,000,000**	**5,000.00**	**50,000,000**	**5,000.00**

(b) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹ 10 each. Each holder of equity shares is entitled to one vote per share. 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. 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 and the distribution will be in proportion to the number of equity shares held in the Company.

(c) Shareholders holding more than 5% of the shares in the Company

	As at 31 March 2020		As at 31 March 2019	
	Number of shares	% of holding	Number of shares	% of holding
Sandipkumar Gupta	14,400,000	28.80%	14,400,000	28.80%
Rajdipkumar Gupta	14,400,000	28.80%	14,400,000	28.80%
CC Gupta Family Trust	5,000,000	10.00%	5,000,000	10.00%
Sunita Gupta	4,320,000	8.64%	4,320,000	8.64%
Sarika Gupta	4,320,000	8.64%	4,320,000	8.64%

(d) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
Equity shares alloted as fully paid bonus shares	30,000,000	3,000.00	18,000,000	1,800.00

(e) Shares reserved for issue under options:

For details of shares reserved for issue under the employee stock option plan (ESOP), refer note 47

17 Other equity

	As at 31 March 2020	As at 31 March 2019
Reserves and Surplus	2,431.69	3,380.14
Total other equity	**2,431.69**	**3,380.14**

	Reserves and Surplus	Total other equity
	Retained Earnings	
Balance as at 1 April 2018	**3,373.61**	**3,373.61**
Profit for the year	897.07	897.07
Other comprehensive income for the year	13.62	13.62
Total Comprehensive income for the year ended 31 March 2019	**910.69**	**910.69**
Dividend paid	(750.00)	(750.00)
Dividend distribution tax	(154.16)	(154.16)
Balance as at 31 March 2019	**3,380.14**	**3,380.14**
Change in accounting policy (refer note 44)	(34.81)	(34.81)
Restated Balance as at 1 April 2019	**3,345.33**	**3,345.33**
Profit for the year	754.69	754.69
Other comprehensive income for the year	(14.17)	(14.17)
Total Comprehensive income for the year ended 31 March 2020	**740.52**	**740.52**
Dividend paid	(1,500.00)	(1,500.00)
Dividend distribution tax	(154.16)	(154.16)
Balance as at 31 March 2020	**2,431.69**	**2,431.69**

Nature and purpose of reserves

Retained earnings

Retained earnings pertain to the accumulated earnings made by the Company over the years.

		As at 31 March 2020	As at 31 March 2019
18	**Non current borrowings**		
	Secured		
	Finance lease obligations*	-	159.74
	Vehicle loans from bank	28.40	35.26
	Less : Current maturities of non-current borrowings (refer note 23)	(9.62)	(112.06)
		18.78	**82.94**

*All finance lease obligations are now reclassified as lease liabilities and shown separately in the balance sheet.

Details of repayment, rate of interest and security for loans from bank and financial institutions:

Name of the Bank/Lessor	Installments	No. of installments as on 31 March 2020	Installment Amount as on 31 March 2020	Rate of Interest	Nature of securities	As at 31 March 2020	As at 31 March 2019
Finance lease obligations							
CISCO Systems Capital (India) Private Limited	Quarterly	2	39.10	1.86% per quarter	Assets obtained on finance lease (computers and computer servers)	38.03	108.86
CISCO Systems Capital (India) Private Limited	Quarterly	2	3.14	1.40% per quarter		3.08	8.98
CISCO Systems Capital (India) Private Limited	Quarterly	2	15.09	2.26% per quarter		14.60	41.90
Sub total			**57.33**			**55.71**	**159.74**
Vehicle loans from bank							
HDFC Bank Limited	Monthly	41	32.88	8.6% p.a.	Vehicles	28.40	35.26
Sub total			**32.88**			**28.40**	**35.26**
Total			**90.21**			**84.11**	**195.00**

Net debt reconciliation :

Particulars	Non-current borrowings (including current maturity)	Current borrowings	Lease liability(including Finance lease Obligations)	Cash and Cash equivalents
Net debt as on 1 April 2018	**-**	**2,275.28**	**257.17**	**292.09**
Cash flows (net)	35.26	(383.24)	(97.43)	88.73
Finance costs	2.12	104.39	18.59	-
Finance cost paid	(2.12)	(101.32)	(18.59)	-
Net debt as on 31 March 2019	**35.26**	**1,895.11**	**159.74**	**380.82**
Adjustment basis implementation of Ind AS 116, Leases (refer note 44)	**-**	**-**	464.52	**-**
Cash flows (net)	(6.86)	1,846.95	(315.57)	1,911.93
Finance costs	2.71	222.21	48.94	-
Finance cost paid	(2.71)	(208.29)	(48.94)	-
Net debt as at 31 March 2020	**28.40**	**3,755.98**	**308.69**	**2,292.75**

		As at 31 March 2020	As at 31 March 2019
19	**Non-current provisions**		
	Provision for employee benefits		
	Gratuity (Refer note 43 (II))	202.98	148.47
		202.98	**148.47**
20	**Other non-current liabilities**		
	Lease equalisation reserve	-	38.02
		-	**38.02**

		As at 31 March 2020	As at 31 March 2019
21	**Current borrowings**		
	Secured		
	Working capital loan from bank	735.56	529.56
	Term loan from bank	3,000.00	900.00
	Bill discounting with bank	-	459.05
		3,735.56	**1,888.61**

Details of borrowings:

Nature of loan	Name of the Bank	As at 31 March 2020	As at 31 March 2019	Rate of Interest (p.a.)	Nature of securities	Terms of repayment
Term loan	Kotak Mahindra Bank Limited	900.00	900.00	8.35% p.a (31 March 2019: 8.20%).	Refer note (a)	Payable within one year
Term loan (Foreign currency swap)	Kotak Mahindra Bank Limited	2,100.00	-	1.68% (31 March 2019: Nil).	Refer note (a)	Payable within one year
Working capital	Yes Bank Limited	-	529.56	31 March 2019:1.45% spread over and above 6 months Marginal cost lending rate (MCLR) i.e. 10.50% p.a.	Refer note (b) below	Payable on demand
Working capital	HDFC Bank	735.56	-	1.55% plus 3 months MCLR i.e. 9.60% p.a (31 March 2019: Nil).	Refer note (c) below	Repayable within 1-3 months
Bill discounting	HDFC Bank	-	459.05	31 March 2019: 7.556% p.a.	Secured against trade receivables	Repayable within 30 days from loan date
Total		**3,735.56**	**1,888.61**			

a. Nature of security for term loan from bank :

(i) secured by way of exclusive charge over the current investments and fixed deposits

b. Nature of security for Working capital loan from bank:

Yes Bank

For March 2019

(i) secured by way of exclusive charge over the current assets and movable fixed assets of the Company

(ii) Equitable mortgage of commercial property situated in Mumbai owned by Company

(iii) personal guarantees of the directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta)

c. Nature of security for Working capital loan from bank:

HDFC Bank

(i) secured by way of exclusive charge over the current assets and movable fixed assets of the Company

(ii) Equitable mortgage of commercial property situated in Mumbai owned by Company

(iii) personal guarantees of the directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta)

		As at 31 March 2020	As at 31 March 2019
22	**Trade payables**		
	Total outstanding dues of micro enterprises and small enterprises*	-	-
	Payable to related parties (refer note 40)	13,005.24	8,516.39
	Total outstanding dues of creditors other than micro enterprises and small enterprises	5,929.01	751.32
		18,934.25	**9,267.71**

* The Company has identified Micro and Small Enterprises on the basis of information available. Details of dues to micro and small enterprises as per MSMED Act, 2006 are:

	31 March 2020	31 March 2019
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount	-	-
- interest thereon, included in finance cost	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
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 Micro, Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure.	-	-

The information in the above mentioned table is compiled by the management on the basis of response received from vendors as to their classification as micro or small enterprise.

23	**Other current financial liabilities**		
	Current maturity of non-current borrowings (refer note 18)	9.62	112.06
	Interest accrued but not due on borrowings	20.42	6.50
	Security deposits	5.99	6.49
	Capital creditors	1.18	-
	Mark to market of derivative financial instruments	118.68	2.57
	Dues to employees	35.55	3.23
	Outstanding expenses	1,172.64	1,933.17
		1,364.08	**2,064.02**
24	**Current provisions**		
	Provisions for employee benefits		
	Gratuity (refer note 43 (II))	36.83	29.37
	Compensated absences (refer note 43 (III))	41.16	26.44
		77.99	**55.81**
25	**Other current liabilities**		
	Statutory dues	70.95	111.35
	Advance from customers	257.43	106.86
		328.38	**218.21**

Note: There are no amounts due to be transferred to the Investor Education and Protection Fund as at the year end.

		Year ended 31 March 2020	Year ended 31 March 2019
26	**Revenue from operations**		
	Sale of services		
	Messaging services	39,630.97	36,455.18
	Technical and support services	1,023.76	941.82
		40,654.73	**37,397.00**
	Disaggregation of revenue:		
	Revenue based on Geography		
	Domestic	15,383.47	12,124.39
	Export	25,271.26	25,272.61
	Revenue from operations	**40,654.73**	**37,397.00**
27	**Other income**		
	Interest income on financial assets measured at amortised cost:		
	- Fixed deposits	167.08	55.98
	- Security deposits	14.91	11.90
	- Loan to subsidiary companies	165.84	140.78
	Liabilities no longer payable, written back	207.23	26.67
	Rental income	2.86	3.60
	Net gain arising on financial assets designated as FVTPL	123.25	66.55
	Dividend received from Subsidiaries	1,093.15	-
	Gain on derivative financial instruments (net)	70.60	67.08
	Net gain on foreign currency transactions and translation	-	58.87
	Miscellaneous income	8.95	3.47
		1,853.87	**434.90**
28	**Purchases of messaging services**		
	Purchases of messaging services	35,472.10	32,526.87
		35,472.10	**32,526.87**
29	**Employee benefits expense**		
	Salaries, wages and bonus (refer note 43 (II and III))	2,099.26	1,968.25
	Contribution to provident fund and other funds (refer note 43 (I))	5.97	8.29
	Staff welfare expense	152.34	121.98
		2,257.57	**2,098.52**
30	**Finance costs**		
	Interest on borrowings from bank	218.34	91.33
	Interest on lease liabilities/finance lease obligation	48.94	18.59
	Interest on delayed payment of statutory dues	5.85	32.03
	Other borrowing cost	6.58	15.18
		279.71	**157.13**

		Year ended 31 March 2020	Year ended 31 March 2019
31	**Depreciation and amortisation expense**		
	Depreciation on property, plant and equipment (refer note 2)	257.04	330.45
	Depreciation on right-of-use assets (reclassified) / finance lease - Computers (refer note 2 & 3(a))	100.60	100.60
	Depreciation on right-of-use assets- Building (refer note 3(a))	178.31	-
	Amortisation on intangible assets (refer note 3(b))	98.33	34.94
		634.28	**465.99**
32	**Other expenses**		
	Power and fuel	36.37	45.52
	Repairs and maintenance - Building	54.61	50.01
	Repairs and maintenance - Others	78.41	71.48
	Insurance	17.36	11.48
	Rent (refer note 44)	26.23	255.06
	Rates and taxes	0.24	0.53
	Communication	183.58	176.29
	Travelling and conveyance	143.73	173.52
	Printing and stationery	11.51	14.27
	Business promotion	111.28	48.07
	Donations	1.56	0.11
	Expenditure on Corporate Social Responsibility (refer note 46)	92.30	76.94
	Legal and professional charges	228.28	209.41
	Auditor's remuneration (refer note below)	51.12	66.17
	Advances and trade receivable written off	36.72	17.59
	Provision for doubtful debts and advances	40.84	17.57
	Net loss on foreign currency transactions and translation	282.64	-
	Loss on derivative transaction	4.54	-
	Bank charges	15.38	7.15
	Sitting fees to Directors	11.25	11.00
	Miscellaneous expenses	89.72	49.69
		1,517.67	**1,301.86**

Note:

Auditors' remuneration (excluding goods and services tax)		
As auditor		
Statutory audit	47.00	51.50
In other capacity		
Other services*	69.22	14.00
Reimbursement of expenses	0.77	0.67
	116.99	**66.17**

* Including ₹ 65.87 lakhs (31 March 2019: Nil) paid towards assurance services in connection with the Initial Public Offering of equity shares of the Company and disclosed as 'Unamortised share issue expenses' in note 15.

		Year ended 31 March 2020	Year ended 31 March 2019
33	**Exceptional item**		
	Service tax (refer note 42 (i))	1,338.91	-
		1,338.91	**-**
34	**Tax expense**		
	Current tax expense		
	Current tax for the year	187.60	526.02
	Total current tax expense	**187.60**	**526.02**
	Deferred tax	66.07	(141.56)
		253.67	**384.46**
34.1	**Tax reconciliation (for profit and loss)**		
	Profit before income tax expense	1,008.36	1,281.53
	Tax at the rate of 25.17%/29.12 %	**253.80**	**373.18**
	Tax effect of amounts which are not deductible / not taxable in calculating taxable income		
	Donations	0.39	0.03
	CSR expenses	23.23	22.40
	Change in tax rates	60.06	-
	Dividend income taxable at lower rate	(87.55)	-
	Deduction under section 80G	-	(5.82)
	Others	3.74	(5.33)
	Income tax expense	**253.67**	**384.46**

34.2 The movement in deferred tax assets and liabilities during the year ended 31 March 2020 and 31 March 2019 are as follows:

	As at 01 April 2018 Deferred tax assets/(liabilities)	Credit/(charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	As at 31 March 2019 Deferred tax assets/(liabilities)
Depreciation and amortisation	44.00	17.75	-	61.75
Provision for compensated absences	10.53	(2.83)	-	7.70
Provision for gratuity	49.42	7.95	(5.59)	51.78
Provision for expenses	55.05	113.57	-	168.62
Provision for doubtful debts and advances	49.23	5.12	-	54.35
Total	**208.23**	**141.56**	**(5.59)**	**344.20**

	As at 1 April 2019 Deferred tax assets/(liabilities)	Credit/(charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	credit/(charge) in retained earnings	As at 31 March 2020 Deferred tax assets/(liabilities)
Depreciation and amortisation	61.75	6.95	-	-	68.70
Provision for compensated absences	7.70	2.66	-	-	10.36
Provision for gratuity	51.78	3.81	4.77	-	60.36
Provision for expenses	168.62	(80.07)	-	-	88.55
Difference in book values and tax base values of ROU asset and Lease liabilities	-	(3.59)	-	14.30	10.71
Net gain on financial assets designated as FVTPL	-	(47.77)	-	-	(47.77)
Carried forward business losses	-	55.76	-	-	55.76
Provision for doubtful debts and advances	54.35	(3.82)	-	-	50.53
Total	**344.20**	**(66.07)**	**4.77**	**14.30**	**297.20**

35 Assets pledged as security

	As at 31 March 2020	As at 31 March 2019
Current assets		
Investments	1,189.80	1,066.55
Trade receivables	11,179.82	9,643.33
Other bank balances	3,602.31	526.28
Loans	2,233.97	3,205.34
Other current financial assets	886.76	293.67
Other current assets	4,425.57	560.20
	23,518.23	**15,295.37**
Non Current assets		
Moveable fixed assets (including furniture and office equipment)	119.02	145.01
Building	180.02	189.17
Vehicles	92.63	126.52
Computers (including Right-of-use assets-Computer)	329.76	506.59
Total non-current assets pledged as security	**721.43**	**967.29**
Total assets pledged as security	**24,239.66**	**16,262.66**

36 Fair value measurements

Financial instruments by category:

Particulars	31 March 2020 FVTPL	31 March 2020 Amortised cost	31 March 2019 FVTPL	31 March 2019 Amortised cost
Financial Assets - Non-current				
Other non-current financial assets	-	119.35	-	140.46
Financial Assets - Current				
Investments	1,189.80	-	1,066.55	-
Trade receivables	-	11,179.82	-	9,643.33
Cash and cash equivalents	-	2,292.75	-	380.82
Other bank balances	-	3,602.31	-	526.28
Loans	-	2,233.97	-	3,205.34
Other current financial assets	-	886.76	-	293.67
Financial Liabilities - Non-current				
Borrowings (including current maturity)	-	28.40	-	195.00
Lease liability (including current maturity)	-	308.69	-	-
Financial Liabilities - current				
Borrowings	-	3,735.56	-	1,888.61
Trade payables	-	18,934.25	-	9,267.71
Other current financial liabilities	-	1,354.46	-	1,951.96

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is given below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the- counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

II. Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include:

The fair values for Security deposits, loan to employees, non-current borrowings and lease liability are based on discounted cash flows using a discount rate determined considering the borrowing rate quotation received from the bank.

III. Financial assets and liabilities measured at fair value. Fair value hierarchy - recurring fair value measurement:

Particulars	31 March 2020	31 March 2019
Investment in Mutual funds	1,189.80	1,066.55

Fair value of the mutual funds are based on NAV at the reporting date.

Since the valuation of investment is done based on observable inputs, the investment is categorised as Level 2.

IV. Assets and liabilities which are measured at amortised cost for which fair values are disclosed
(It is categorised under Level 3 of fair value hierarchy)

Particulars	31 March 2020		31 March 2019	
	Fair Value	Carrying amount	Fair Value	Carrying amount
Financial Assets - Non-current				
Other non-current financial assets				
- Security deposits	114.35	114.35	135.79	136.06
- Loan to employees (including current maturity)	1.40	1.55	17.05	17.05
Financial Liabilities - Non-current				
Borrowings (including current maturities of non-current borrowing)	27.88	28.40	192.89	195.00
Lease obligations	308.69	308.69	-	-
During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.				
The carrying amounts of current investments, trade receivables, cash and bank balances, current loans, other current financial assets, trade payables, current borrowings and other current financial liabilities are considered to be approximately equal to their fair value.				

37 Financial risk management

The Company is exposed primarily to fluctuations in foreign currency exchange rates, credit risk, liquidity risk and interest rate risk which may adversely impact the fair value of its financial instrument. The Company has a risk management policy which covers risk associated with the financial assets and liabilities. The risk management policy is approved by Board of Directors. The focus of the Board of Directors is to assess the unpredictability of the financial environment and to mitigate potential adverse effect on the financial performance of the Company.
The Company's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, current investments, trade and other receivables, and cash and bank balances and bank deposits that derive directly from its operations.

A Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. The financial instruments that are subject to concentration of credit risk principally consists of trade receivables, current investments, loans, cash and bank balances and bank deposits.

The trade receivables of the Company are typically non-interest bearing un-secured customers. The customer base is widely distributed both economically and geographically.
Credit risk is controlled by analysing credit limits and credit worthiness of the customer based on their financial position, past experience and other factors, on continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.
The credit limit policy is established considering the current economic trends of the industry in which the company is operating.
The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates, accordingly provision is created.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

Bank balances and deposits are held with only high rated banks and majority of other security deposits are placed majorly with government agencies.

The table below provide details regarding past dues receivables as at each reporting date:

Particulars	As at 31 March 2020	As at 31 March 2019
Upto 3 months	8,769.12	8,478.94
3 - 6 months	1,463.81	426.65
6 - 12 months	1,025.78	737.54
More than one year	121.85	160.10
Total	**11,380.56**	**9,803.23**
Provision for bad and doubtful debts	200.74	159.90

B Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement.
The liquidity risk principally arises from obligations on account of following financial liabilities viz. borrowings, trade payables and other financial liabilities.

The Company's corporate finance department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments at each reporting date:

As at 31 March 2020

Particulars	Upto 1 year	Between 1 and 3 years	More than 3 years	Total
Financial Liabilities - Non-Current				
Borrowings (including current maturity)	9.62	23.26	-	**32.88**
Lease liabilities	280.83	29.73	-	**310.56**
Financial Liabilities - Current				
Borrowings	3,735.56	-	-	**3,735.56**
Trade payables	18,934.25	-	-	**18,934.25**
Other current financial liabilities	1,354.47	-	-	**1,354.47**
Total	**24,314.73**	**52.99**	**-**	**24,367.72**

As at 31 March 2019

Particulars	Upto 1 year	Between 1 and 3 years	More than 3 years	Total
Financial Liabilities - Non-Current				
Borrowings (including current maturity)	124.30	76.59	13.63	214.52
Financial Liabilities - Current				
Borrowings	1,888.61	-	-	1,888.61
Trade payables	9,267.71	-	-	9,267.71
Other current financial liabilities	1,951.96	-	-	1,951.96
Total	**13,232.58**	**76.59**	**13.63**	**13,322.80**

C Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and price risk. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

(i) Foreign currency risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas markets and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure on overseas sales is partly balanced by purchasing of services in the respective currencies.

Derivative instruments and unhedged foreign currency exposure

(a) Derivative contracts outstanding

(₹ in lakhs)

Particulars	As at 31 March 2020		As at 31 March 2019	
Forward contracts to sell USD and buy Euro	-	-	Euro	5.00

(b) Particulars of unhedged foreign currency exposures as at the reporting date

(₹ in lakhs)

Particulars	31 March 2020	31 March 2019
	Amount	Amount
Financial liabilities		
Trade Payables Euro	1,934.61	3,925.77
Trade Payables USD	6,991.95	95.18
Trade Payables AED	26.62	17.48
Trade Payables GBP	846.70	3,118.86
Trade Payables NGN	56.61	56.10
Borrowings USD	-	459.05
Borrowings Euro	2,100.00	-
Net exposure to foreign currency risk (liabilities)	**11,956.49**	**7,672.44**
Financial assets		
Trade Receivable Euro	876.36	2,001.30
Trade Receivable USD	4,816.88	3,432.50
Bank Balance EURO	17.73	126.76
Bank Balance USD	4.89	3.45
Interest accrued on the loan given to Related Party (Euro)	25.89	55.09
Loan given to Related Party (Euro)	407.24	1,553.27
Net exposure to foreign currency risk (assets)	**6,148.99**	**7,172.37**
Net exposure to foreign currency assets/ (liabilities)	**(5,807.50)**	**(500.07)**

Sensitivity to foreign currency risk

The following table demonstrates the sensitivity due to changes in Euro,USD,AED,GBP and NGN with all other variables held constant. The below impact on the Company's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

Currencies	31 March 2020		31 March 2019	
	Increase by 2%	Decrease by 2%	Increase by 2%	Decrease by 2%
Euro	(12.15)	12.15	(3.79)	3.79
USD	(43.40)	43.40	57.63	(57.63)
AED	(0.53)	0.53	(0.35)	0.35
GBP	(16.93)	16.93	(62.38)	62.38
NGN	(1.13)	1.13	(1.12)	1.12

(ii) Cash flow and fair value interest rate risk

Interest rate risk arises from the sensitivity of the financial liabilities to changes in market rate of interest. The entity's exposure to the risk of changes in market interest rate relates primarily to the current borrowings with floating interest rate.

According to the Company, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Particulars	As at 31 March 2020	As at 31 March 2019
Total Borrowings	3,784.38	2,090.11
% of Borrowings out of above bearing variable rate of interest	19.44%	25.34%

Interest rate sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	As at 31 March 2020	As at 31 March 2019
50 bps increase would decrease the profit before tax by	(1.19)	(1.73)
50 bps decrease would increase the profit before tax by	1.19	1.73

(iii) Price risk

The Company is exposed to price risk from its investment in mutual funds classified in the balance sheet at fair value through profit and loss.

To manage its price risk arising from the investment, the Company has invested in the mutual fund after considering the risk and return profile of the mutual funds i.e. the debt profile of the mutual fund indicates that the debt has been given to creditworthy banks and other institutional parties and equity investment is made after considering the performance of the stock.

Sensitivity (₹ in Lakhs)

Particulars	Impact on profit for the year ended 31 March 2020	Impact on profit for the year ended 31 March 2019
Impact on profit before tax for 5% increase in NAV	59.49	53.33
Impact on profit before tax for 5% decrease in NAV	(59.49)	(53.33)

38 Capital Management

The Company's objectives when managing capital are to
- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The amounts managed as capital by the Company are summarised below:

Particulars	As at 31 March 2020	As at 31 March 2019
Borrowings#	3,784.38	2,090.11
Less: Cash and cash equivalents	(2,292.75)	(380.82)
Net debt	1,491.63	1,709.29
Equity	7,431.69	8,380.14
Capital and net debt	8,923.32	10,089.43
Gearing ratio	16.72%	16.94%

#Borrowings for the above purpose includes non-current borrowings, current borrowings, current maturities of non current borrowings and Interest accrued but not due on borrowings.

Dividend:

Particulars	31 March 2020	31 March 2019
Equity dividend		
Dividend on equity shares declared and paid during the year		
Final dividend for the year ended 31 March 2019 of ₹ 1.5 per share (31 March 2018 - ₹ 1.5)	750.00	750.00
Interim dividend for the year ended 31 March 2020 of ₹ 1.5 per share (31 March 2019 - ₹ Nil)	750.00	-
Proposed dividend on equity shares not recognised as liability		
Proposed final dividend for the year ended 31 March 2020 of ₹ Nil (31 March 2019 - ₹ 1.5) per fully paid share	-	750.00

39 Investments in subsidiaries:

Sr. No	Subsidiary	Name of the Subsidiary	Principal place of business and country of incorporation	Proportion of ownership interest 31 March 2020	Proportion of ownership interest 31 March 2019	Method of accounting
1	Subsidiary	Route Mobile (UK) Limited	UK	100%	100%	Cost
2	Subsidiary	Sphere Edge Consulting (India) Private Limited	India	100%	100%	Cost
3	Subsidiary	Routesms Solutions FZE	UAE	100%	100%	Cost
4	Subsidiary	Routesms Solutions Nigeria Limited	Nigeria	100%	100%	Cost
5	Subsidiary	Cellent Technologies (India) Private Limited	India	100%	100%	Cost
6	Subsidiary	Start Corp India Private Limited	India	100%	100%	Cost
7	Subsidiary	Route Mobile Pte. Ltd.	Singapore	100%	100%	Cost
8	Subsidiary	Call 2 Connect India Private Limited	India	100%	100%	Cost
9	Subsidiary	Route Connect Private Limited	India	74%	74%	Cost

40 Related party disclosures as required under Indian Accounting Standard 24, "Related party disclosures" are given below:

a) Names of related parties and description of relationship:

Description of relationship	Names of related parties
(i) Subsidiaries	Sphere Edge Consulting (India) Private Limited
	Route Mobile (UK) Limited
	Routesms Solutions Nigeria Limited
	Routesms Solutions FZE
	Route Mobile Pte. Ltd.
	Cellent Technologies (India) Private Limited
	Start Corp India Private Limited
	Call2 Connect India Private Limited
	Route Connect Private Limited (with effect from 2 April 2018)
(ii) Fellow subsidiaries	Route Mobile Hong Kong Limited
(with whom transactions have taken place)	Route Mobile Limited (Ghana)
	Route Mobile LLC
	Route Mobile Inc .
	365 Squared Limited
(iii) Key Management Personnel (KMP)	Rajdipkumar Gupta
(with whom transactions have taken place)	Sandipkumar Gupta
	Chandrakant Gupta
	Pratik Joshi (Company Secretary till 11 January 2019)
	Rathindra Das(Company Secretary with effect from 11 January 2019)
	Suresh Jankar, Chief Financial Officer
	Sudha Navandar
	Ankit Paleja (Independent Director till 31 January 2020)
	Ramachandran Sivathanu
	Nimesh Salot (Independent Director with effect from 12 February 2020)
(iv) Entities in which KMP/relatives of KMP can exercise	29 Three Holidays Private Limited
significant influence (with whom transactions have taken place)	Spectrum Technologies
	Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)
	Chandrakant Gupta HUF
	Rajdipkumar Gupta HUF
	Sandipkumar Gupta HUF
	CC Gupta Family Trust
	Saraswati Devi Charitable Trust
	Horizon Sports India Private Limited
	Ahana Hospitality LLP (formerly, Ahana Hospitality Private Limited)
(v) Relatives of KMP	Chamelidevi Gupta
(with whom transactions have taken place)	Sarika Gupta
	Sunita Gupta

Route Mobile Limited

Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020

(₹ in lakhs, except for share data, and if otherwise stated)

Particulars	Subsidiaries/Fellow subsidiary		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Purchase of messaging services								
SphereEdge Consulting (India) Private Limited	4,996.96	1,172.29	-	-	-	-	-	-
Spectrum Technologies	-	-	-	-	11,670.31	12,078.02	-	-
Route Mobile (UK) Limited	8,255.86	10,729.47	-	-	-	-	-	-
Routesms Solutions FZE	838.61	2,323.50	-	-	-	-	-	-
Routesms Solutions Nigeria Limited	1.97	77.01	-	-	-	-	-	-
Route Mobile LLC	4.88	42.03	-	-	-	-	-	-
Route Mobile Limited (Ghana)	1.07	16.21	-	-	-	-	-	-
Route Mobile Inc.	12.06	1,858.55	-	-	-	-	-	-
Route Mobile Pte. Ltd.	308.02	59.05	-	-	-	-	-	-
Sale of messaging services								
Start Corp India Private Limited	136.61	211.96	-	-	-	-	-	-
Routesms Solutions FZE	929.38	417.98	-	-	-	-	-	-
Route Mobile (UK) Limited	2,284.13	1,431.27	-	-	-	-	-	-
Routesms Solutions Nigeria Limited	-	0.39	-	-	-	-	-	-
Call 2 Connect India Private Limited	(29.95)	113.20	-	-	-	-	-	-
Route Mobile Inc.	11.75	-	-	-	-	-	-	-
Cellent Technologies India Private Limited	3.13	-	-	-	-	-	-	-
Travelling and conveyance expense *								
29 Three Holidays Private Limited	-	-	-	-	191.19	186.72	-	-
Professional services received								
Call 2 Connect India Private Limited	100.24	90.00	-	-	-	-	-	-
Technical and support services rendered								
Route Mobile (UK) Limited	681.17	547.30	-	-	-	-	-	-
Routesms Solutions Nigeria Limited	102.10	99.41	-	-	-	-	-	-
Routesms Solutions FZE	240.49	268.77	-	-	-	-	-	-
Route Mobile Hong Kong Limited	-	18.05	-	-	-	-	-	-
Route Mobile Pte. Ltd.	-	8.29	-	-	-	-	-	-

* Includes ₹ 105.16 lakhs (31 March 2019:₹ 15.62 lakhs) paid towards travelling expenses in connection with the Initial Public Offering of equity shares of the Company and disclosed as 'Unamortised share issue expenses' in note 15.

Route Mobile Limited
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Particulars	Subsidiaries/Fellow subsidiary		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Expenses reimbursed to other company/others								
Cellent Technologies (India) Private Limited	-	1.62	-	-	-	-	-	-
Start Corp India Private Limited	-	2.10	-	-	-	-	-	-
29 Three Holidays Private Limited	-	-	-	-	13.03	-	-	-
Expenses reimbursed by other company								
Cellent Technologies (India) Private Limited	0.75	-	-	-	-	-	-	-
SphereEdge Consulting (India) Private Limited	12.41	-	-	-	-	-	-	-
Route Mobile Inc.	291.55	7.19	-	-	-	-	-	-
Routesms Solutions FZE	-	2.06	-	-	-	-	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	-	-	27.91	-	-
Start Corp India Private Limited	5.42	-	-	-	-	-	-	-
29 Three Holidays Private Limited.	-	-	-	-	0.90	-	-	-
365Squared Limited	43.02	-	-	-	-	-	-	-
Rental Income								
29 Three Holidays Private Limited	-	-	-	-	0.90	1.20	-	-
Cellent Technologies (India) Private Limited	0.90	1.20	-	-	-	-	-	-
Start Corp India Private Limited	0.90	1.20	-	-	-	-	-	-
Ahana Hospitality LLP (formerly, Ahana Hospitality Private Limited)	-	-	-	-	0.16	-	-	-
Sponsorship Fees								
Horizon Sports India Private Limited	-	-	-	-	35.00	-	-	-
Investment - Conversion of loan into equity								
Call 2 Connect India Private Limited	246.78	-	-	-	-	-	-	-
Investment								
Route Connect Private Limited	-	0.74	-	-	-	-	-	-

Route Mobile Limited
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Particulars	Subsidiaries/Fellow subsidiary		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Business advance given								
Call 2 Connect India Private Limited	30.00	-	-	-	-	-	-	-
Spectrum Technologies	-	-	-	-	2,557.37	-	-	-
Business advance received back								
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	-	27.91	-	-	-
Call 2 Connect India Private Limited	30.00	-	-	-	-	-	-	-
Spectrum Technologies	-	-	-	-	1,000.89	-	-	-
Loans given								
Call 2 Connect India Private Limited	565.00	821.33	-	-	-	-	-	-
Route Connect Private Limited	32.00	24.98		-		-		-
Amount received on behalf of others								
Route Mobile Limited (Ghana)	35.16	54.43	-	-	-	-	-	-
Interest income on Loan								
Route Mobile (UK) Limited	24.40	42.83	-	-	-	-	-	-
Call 2 Connect India Private Limited	136.54	97.95	-	-	-	-	-	-
Route Connect Private Ltd	4.90	-	-	-	-	-	-	-
Loan received back								
Call 2 Connect India Private Limited (including loan conversion into equity of Rs.246.78)	422.34	179.51	-	-	-	-	-	-
Route Mobile (UK) Limited	1,184.19	-	-	-	-	-	-	-

Route Mobile Limited
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Particulars	Subsidiaries/Fellow subsidiary		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Interest on loan received								
Call 2 Connect India Private Limited	74.01	154.51	-	-	-	-	-	-
Route Mobile (UK) Limited	54.50	-	-	-	-	-	-	-
Remuneration to Directors*								
Rajdipkumar Gupta	-	-	50.00	45.00	-	-	-	-
Remuneration to KMP*								
Pratik Joshi	-	-	-	6.92	-	-	-	-
Suresh Jankar	-	-	56.45	50.27	-	-	-	-
Rathindra Das	-	-	28.89	6.11	-	-	-	-
Directors Sitting fees								
Sandipkumar Gupta	-	-	3.00	3.25	-	-	-	-
Chandrakant Gupta	-	-	1.25	1.75	-	-	-	-
Ankit Paleja	-	-	0.50	1.50	-	-	-	-
Ramachandran Sivathanu	-	-	3.00	2.50	-	-	-	-
Sudha Navandar	-	-	2.50	2.00	-	-	-	-
Nimesh Salot	-	-	1.00	-	-	-	-	-

*Gratuity liability and compensated absences are determined for the Company as a whole. Therefore, the same cannot be disclosed for the key managerial personnel separately.

Route Mobile Limited
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Particulars	Subsidiaries/Fellow subsidiary		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Loans repaid to related parties								
Rajdipkumar Gupta	-	-	-	48.76	-	-	-	-
Sandipkumar Gupta	-	-	-	44.00	-	-	-	-
Dividend Paid								
Sandipkumar Gupta	-	-	432.00	216.00	-	-	-	-
Rajdipkumar Gupta	-	-	432.00	216.00	-	-	-	-
Chandrakant Gupta	-	-	69.00	34.50	-	-	-	-
Chamelidevi Gupta	-	-	-	-	-	-	69.00	34.50
Sunita Gupta	-	-	-	-	-	-	129.60	64.80
Sarika Gupta	-	-	-	-	-	-	129.60	64.80
Chandrakant Gupta HUF	-	-	-	-	10.80	5.40	-	-
Rajdipkumar Gupta HUF	-	-	-	-	9.00	4.50	-	-
Sandipkumar Gupta HUF	-	-	-	-	9.00	4.50	-	-
CC Gupta Family Trust	-	-	-	-	150.00	75.00	-	-
Server Charges								
Route Mobile (UK) Limited	-	3.34	-	-	-	-	-	-
Routesms Solutions FZE	7.37	9.05	-	-	-	-	-	-
Server Charges income								
Start Corp India Private Limited	1.80	-	-	-	-	-	-	-
Corporate social responsibility expenses								
Saraswati Devi Charitable Trust	-	-	-	-	35.00	25.00	-	-
Dividend income								
Routesms Solutions FZE	403.21	-	-	-	-	-	-	-
Route Mobile (UK) Limited	689.94	-	-	-	-	-	-	-

Route Mobile Limited
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Particulars	Subsidiaries/Fellow subsidiary		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Balances outstanding at the end of the year								
Trade receivable					-			
Route Mobile (UK) Limited	3,005.54	2,182.29	-	-	-	-	-	-
Routesms Solutions Nigeria Limited	25.84	273.26	-	-	-	-	-	-
Routesms Solutions FZE	240.63	632.37	-	-	-	-	-	-
Route Mobile Pte. Ltd.	8.29	8.29	-	-	-	-	-	-
Call 2 Connect India Private Limited	81.41	111.47	-	-	-	-	-	-
29 Three Holidays Private Limited	-	-	-	-	-	0.71	-	-
Route Mobile Inc	12.33	-	-	-	-	-	-	-
Start Corp India Private Limited	52.27	-	-	-	-	-	-	-
Cellent Technologies India Private Limited	3.08	-	-	-	-	-	-	-
					-			
Other receivable					-			
Call 2 Connect India Private Limited	12.04	12.04	-	-	-	-	-	-
29 Three Holidays Private Limited	-	-	-	-	2.59	1.73	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	-	-	27.91	-	-
Start Corp India Private Limited	1.89	0.03	-	-	-	-	-	-
Route Mobile Inc	325.43	-	-	-	-	-	-	-
Cellent Technologies India Private Limited	1.58	-	-	-	-	-	-	-
Routesms Solutions FZE	2.31	-	-	-	-	-	-	-
365 Squared Limited	43.02	-	-	-	-	-	-	-
Amount payable (includes provision)								
Sphere Edge Consulting (India) Private Limited	3,995.66	576.62	-	-	-	-	-	-
Spectrum Technologies	-	-	-	-	4.67	71.62	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	-	-	9.22	-	-
Routesms Solutions FZE	1,050.77	808.72	-	-	-	-	-	-
Routesms Solutions Nigeria Limited	165.07	155.41	-	-	-	-	-	-
Route Mobile (UK) Limited	8,411.23	6,586.60	-	-	-	-	-	-
Route Mobile LLC	-	1.90	-	-	-	-	-	-
Route Mobile Limited (Ghana)	54.27	65.33	-	-	-	-	-	-
Route Mobile Inc	227.95	193.76	-	-	-	-	-	-
Route Mobile Pte. Ltd.	-	47.21	-	-	-	-	-	-
29 Three Holidays Pvt. Ltd.	-	-	-	-	7.63	-	-	-

Route Mobile Limited
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Particulars	Subsidiaries/Fellow subsidiary		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Loan receivable								
Call 2 Connect India Private Limited	1,769.75	1,627.09	-	-	-	-	-	-
Route Mobile (UK) Limited	407.24	1,553.27	-	-	-	-	-	-
Route Connect Private Limited	56.98	24.98	-	-	-	-	-	-
Interest receivable								
Call 2 Connect India Private Limited	57.84	8.97	-	-	-	-	-	-
Route Mobile (UK) Limited	25.89	55.09	-	-	-	-	-	-
Route Connect Private Limited	4.41	-	-	-	-	-	-	-
Advances from customers								
Start Corp India Private Limited	-	14.70	-	-	-	-	-	-
RouteSMS Solutions FZE	181.19	-	-	-	-	-	-	-
Advances receivable					-			
29 Three Holidays Private Limited	-	-	-	-	-	8.09	-	-
Spectrum Technologies	-	-	-	-	1,556.48	-	-	-
Security deposit payable								
Cellent Technologies (India) Private Limited	0.30	0.30	-	-	-	-	-	-
Start Corp India Private Limited	0.30	0.30	-	-	-	-	-	-
29 Three Holidays Private Limited	-	-	-	-	0.30	0.30	-	-

Reference is invited to personal guarantee of directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta) for working capital loan availed from HDFC Bank (31 March 2019-from Yes Bank) under note 21.

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except where indicated and settlement occurs vide cash/bank payment. There have been no guarantees received or provided for any related party receivables or payables. The Company has recorded impairment of receivables/advances of Nil relating to amounts owed by related parties (Year ended 31 March 2019 : Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

41 The outstanding balances as at 31 March 2020 include trade payables aggregating ₹1,101.06 lakhs due to subsidiaries situated outside India. These balances are pending for settlement and have resulted in delays beyond the timeline stipulated by the FED Master Direction No. 17/2016-17, read with RBI circular RBI/2019-20/242 No.33 dated 22 May 2020 under the Foreign Exchange Management Act, 1999. The management of the Company is in the process of filing necessary applications with the appropriate authority for condonation of delays and regularizing these defaults. Pending conclusion of the aforesaid matter, the amount of fine/penalty, if any, that may be levied, is not ascertainable and accordingly, the accompanying financial statements do not include any adjustments that may arise due to such fine/penalty.

42 Commitments and contingencies

	As at 31 March 2020	As at 31 March 2019
A] Contingent liabilities		
Claims against the Company not acknowledged as Debts		
(i) Service tax matter*	-	2,754.99
(ii) Income tax matter*	1,446.08	-
(iii) Guarantees given on behalf of the Company by banks	1,198.94	610.66
(iv) Guarantees given on behalf of Subsidiary by the Company	2.00	-
	2,647.02	**3,365.65**
B] Other commitment		
For payment of lease		6.46
	-	**6.46**

*The above figure does not include amounts towards certain additional penalty and interest that may devolve on the Company in the event of an adverse outcome as the same is subjective and not capable of being presently quantified.

(i) Service tax matter

The Service tax department ("department") had issued a Show Cause cum Demand Notice (SCDN) to the Company vide letter F No. DGCEI/MZU/I&IS'C'/12(3)30/2016 dated 21 April 2017, based on the understanding that the Company has not discharged the service tax liability under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to their overseas customers. The demand pertaining to the period, October 2011 to March 2016, amounted to ₹ 2,500.28 lakhs excluding interest and penalty. The said matter was under dispute with Commissioner. The Commissioner of CGST, Mumbai has confirmed the demand vide his order dated 27 June 2018. The Company had filed an appeal with the Customs, Excise and Service Tax Appellate Tribunal, Mumbai (CESTAT) and paid an amount of ₹ 187.52 lakhs under protest.

During the year ended 31 March 2019, the Service tax department ("department") had issued a Show Cause cum Demand Notice (SCDN) to the Company dated 17 January 2019, based on the understanding that the Company had not discharged the service tax liability under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to their overseas customers. The demand pertaining to the period April 2016 to June 2017, amounted to ₹ 254.71 lakhs excluding interest and penalty. Based on grounds outlined in an independent legal opinion, the Management believed that the outcome will be in the favour of the Company and accordingly no provision for liability was recognised in the financial statements and the demand was disclosed as contingent liability.

During the year ended 31 March 2020, the Company has opted for the benefit of 'Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme"). The Scheme covers past disputes and voluntary disclosure of taxes by declarants under various central laws which got subsumed under GST, including Central Excise and Service Tax. In accordance with the Scheme, the Company has determined its liability @ 50% of tax demand in respect of its service tax dues and ₹ 1,338.91 lakhs has been recorded in the financial statements towards the settlement for the aforesaid service tax matter. Hence, this matter is no longer disclosed as contingent liability.

(ii) The Company has provided letter committing continuing financial support to its subsidiary, Route Mobile Pte. Ltd. to enable it to meet its day to day obligation/commitment; to the extent this entity may be unable to meet its obligations.

iii) Provident Fund

The Honourable Supreme Court, has passed a judgement on 28 February 2019 in relation to inclusion of certain allowances within the scope of "Basic wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The management, based on legal advice, is of view that the applicability of the judgement to the Company, with respect to the period and the nature of allowances to be covered due to interpretation challenges, and resultant impact on the past provident fund liability, cannot be reasonably ascertained.

43 Employee benefits

I. Contribution to Defined contribution plan, recognised as expenses for the year as under :

	Year ended 31 March 2020	Year ended 31 March 2019
Employer contribution to provident fund	4.21	4.36
Employer contribution to employees state insurance scheme	1.76	3.93
	5.97	**8.29**

II Defined Benefit Plans: -

The Company provides for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees. Liabilities with regard to the Gratuity Scheme are determined by actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary in accordance with Indian Accounting Standard-19, 'Employee Benefits'. The Gratuity Scheme is a non-funded scheme and the Company intends to discharge this liability through its internal resources.

The following table sets out the unfunded status of the Gratuity Scheme in respect of employees of the Company:

	As at 31 March 2020	As at 31 March 2019
(a) Change in present value of benefit obligation during the year		
Projected Benefit Obligation ("PBO") at the beginning of the year	177.84	173.83
Current service cost	33.78	30.96
Interest cost	11.42	11.20
Remeasurements due to:		
- Effect of change in financial assumptions	10.27	2.03
- Effect of change in demographic assumptions	(0.01)	-
- Effect of experience adjustments	8.68	(21.24)
Benefits paid	(2.17)	(18.94)
Present value of obligation at the end of the year	**239.81**	**177.84**

	As at 31 March 2020	As at 31 March 2019
(b) Current / Non Current Benefit Obligation		
Current	36.83	29.37
Non-current	202.98	148.47
Amount recognised in the Balance sheet	**239.81**	**177.84**

	Year ended 31 March 2020	Year ended 31 March 2019
(c) Amount recognised in the Statement of Profit and Loss		
Current service cost	33.78	30.96
Interest cost	11.42	11.20
Total expense included in "Employee benefits expense"	**45.20**	**42.16**

	Year ended 31 March 2020	Year ended 31 March 2019
(d) Amount recognised in Other Comprehensive Income (OCI)		
Remeasurements due to:		
- Effect of change in financial assumptions	10.27	2.03
- Effect of change in demographic assumptions	(0.01)	-
- Effect of experience adjustments	8.68	(21.24)
Actuarial (gain)/ loss recognised in Other comprehensive income	**18.94**	**(19.21)**

(e) Assumptions

	As at 31 March 2020	As at 31 March 2019
Discount rate	6.05%	7.00%
Salary escalation rate	10.00%	10.00%
Withdrawal Rate	20.00%	20.00%
Mortality Table	Indian assured lives mortality (2012-14) ultimate	Indian assured lives mortality (2006-08) ultimate
Retirement age	58 years	58 years

(f) Sensitivity Analysis:

Defined benefit obligation	239.81	177.84

	31 March 2020		31 March 2019	
	Decrease	**Increase**	**Decrease**	**Increase**
Discount rate	245.59	234.30	180.83	172.62
Impact of increase/decrease in 50 bps on DBO	2.41%	-2.30%	1.68%	-2.93%
Salary growth rate	235.61	244.36	173.43	179.90
Impact of increase/decrease in 50 bps on DBO	-1.75%	1.90%	-2.48%	1.16%

Expected cash flow :

31 March 2020		31 March 2019	
Year	**Amount**	**Year**	**Amount**
1	36.83	1	28.16
2	35.27	2	26.23
3	35.60	3	25.20
4	32.06	4	25.01
5	28.58	5	22.19
6 to 10	95.08	6 to 10	75.20

III. Compensated absences

The Company has provided ₹ 14.72 lakhs (written back during the year ended 31 March 2019: ₹ 9.70 lakhs) towards compensated absences during the period ended 31 March 2020.

44 Leases

The Company has adopted the new accounting standard i.e. Ind AS 116- Leases, which has become effective from 1 April 2019 (transition date). This new standard replaces earlier standard on leases i.e. Ind AS 17.

The adoption of this new Standard has resulted in the Company recognising a right-of-use asset and related lease liability in connection with all former operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application.

The new Standard has been applied using the modified retrospective approach, with the cumulative effect of adopting Ind AS 116 being recognised in equity as an adjustment to the opening balance of retained earnings for the current period. Prior periods have not been restated. The Company has recognised lease liability on the date of initial application at the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application. The Company has recognised a right-of-use asset on the date of initial application at its carrying amount as if the Standard had been applied since the commencement date of lease but discounted using the incremental borrowing rate at the date of initial application. On transition to Ind AS 116, the weighted average incremental borrowing rate applied to lease liabilities recognised was 10% p.a.

Practical expedient opted by Company:

• For contracts in place at the date of transition, the Company has elected to apply the definition of a lease from Ind AS 17 and Appendix C to Ind AS 17 and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17 and Appendix C to Ind AS 17.

• The Company has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of transition to Ind AS 116, being 1 April 2019.

• On transition, Company has elected not to apply Ind AS 116 to leases previously accounted for as operating leases, with a remaining lease term of less than 12 months and not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

Exemptions availed by Company:

The Company has elected not to recognise right-of-use assets in below mentioned cases but to account for the lease expense on a straight-line basis over the remaining lease term or on another systematic basis if that basis is more representative of the pattern of the Company's benefit:

• A lease that, at the commencement date, has a lease term of 12 months or less i.e. short-term leases and

• Leases for which the underlying asset is of low value

The Company has benefitted from the use of hindsight for determining the lease term when considering options to extend and terminate leases.

The Company has discounted lease payments using the incremental borrowing rate as at 1 April 2019 for measuring lease liabilities at ₹ 464.52 lakhs and accordingly recognised right-of-use assets at ₹ 377.39 lakhs by adjusting retained earnings by ₹ 34.81 lakhs (net of tax), including adjustments for lease equalisation reserve, as at the aforesaid date. In the Statement of Profit and Loss for the current period, expenses in the nature of operating leases are recognised as amortisation of right-of-use assets and finance costs, as compared to lease rent in previous periods.

The impact of adopting Ind AS 116 on the financial statements for the year ended 31 March 2020 is as follows:

Particulars	**Year ended 31 March 2020 (Erstwhile basis)**	**Year ended 31 March 2020 (As per Ind AS-116)**	**Increase/ (Decrease) in Profit**
Rent	274.56	26.23	248.33
Finance costs	242.92	279.71	(36.79)
Depreciation and amortisation expense	455.97	634.28	(178.31)
Profit before tax	975.13	1,008.36	33.23

Route Mobile Limited
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Particulars	As at 31 March 2020
The Balance sheet discloses the following amounts relating to leases:	
Right-of-use assets	
Computers	67.06
Buildings	199.08
	266.14
Lease liabilities	
Current	280.83
Non-current	27.86
	308.69

Amounts recognised in statement of profit and loss	For the year ended 31 March 2020
Depreciation charge on Right-of-use assets	
Buildings	178.31
	178.31
Interest expense included in finance cost	36.79
Expense relating to short-term leases	26.23
Expense relating to leases of low-value assets that are not shown above as short-term leases	-
Expense relating to variable lease payments not included in lease liability	-
Total cash outflow for leases during current financial year (excluding short term leases)	364.51
Additions to the right of use assets during the current financial year	-

The Company has taken computers and computer servers on finance lease. The future lease rent payable on such assets taken on finance lease are as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Minimum lease payments		
Not later than 1 year	57.33	114.67
Later than 1 year but not later than 5	-	57.34
Beyond 5 years	-	-
Present value of minimum lease p		
Not later than 1 year	55.71	104.03
Later than 1 year but not later than 5	-	55.71
Beyond 5 years	-	-

45 Earnings per share

The amount considered in ascertaining the Company's earnings per share constitutes the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Net profit after tax attributable to equity shareholders	754.69	897.07
Weighted average number of shares outstanding during the year - Basic and	50,000,000	50,000,000
Basic and diluted earning per share (₹)	1.51	1.79
Nominal value per equity share (₹)	10.00	10.00

Diluted EPS is not impacted due to Route Mobile Limited - Employee Stock Option Plan 2017 as options have been granted at fair value.

46 Contribution towards Corporate Social Responsibility (CSR)

	31 March 2020	31 March 2019
Details of CSR expenditure during the financial year: -		
Amount required to be spent as per Section 135 of the Act	43.59	64.09
Amount spent during the year on,		
(i) Construction/acquisition of any assets	-	-
(ii) For purpose other than (i) above	92.30	76.94

47 Employee Stock Option Plan (ESOP)

The Company has implemented Employee Stock Option Plan for the key employees of the Company and its subsidiaries through Route Mobile Employee Welfare Trust (the 'Trust') formed for the purpose. All the options issued by the Company are equity share based options which have to be settled in equity shares only. The shares are to be allotted to employees under the Route Mobile Limited- Employee Stock Option Plan 2017 (the 'ESOP scheme'). The shareholders at its meeting held on 12 October 2017 approved grant of 2,500,000 employee share options to eligible employees under the ESOP scheme.

I. The position of the Employee Stock Option Scheme of the Company:

Sr. No.	Particulars	ESOP Scheme
1	Details of approval	Resolution passed by Nomination and Remuneration committee meeting dated 05 October 2017 and the shareholders, in the Extra ordinary General Meeting held on 12 October 2017 had approved the grant of 2,500,000 employee stock options in accordance with the ESOP Scheme, equivalent to 5% of the issued and paid up share capital of the Company.
2	Implemented through	Trust
3	Total number of stock options approved	2,500,000
4	Total number of stock options granted I (ESOP 2017)	1,452,500
	Total number of stock options granted II (ESOP 2020)	888,500
5	Vesting schedule (Grant I)	Each 25% of granted options shall vest on 12 October 2018, 12 October 2019, 12 October 2020 and 12 October 2021 respectively.
	Vesting schedule (Grant II)	Each 25% of granted options shall vest on 20 February 2021, 20 February 2022, 20 February 2023 and 20 February 2024 respectively.
6	Maximum term of Options granted (years)	4 years
7	Source of shares (Primary, Secondary or combination)	Primary
8	Price per option (Grant I)	₹ 300/-
	Price per option (Grant II)	₹ 326.16/-
9	The exercise period and process of exercise	Exercise anytime within five years from date of vesting.

II. Method used to account for ESOP

The Company has recorded compensation cost for all grants made to employees under the fair value method of accounting. The fair value of each option granted is estimated on the date of grant using Discounted cash flow method.
There was no material change in the fair value of the option from the date of valuation to grant date, hence there is no charge in the statement of profit and loss on account of ESOP.

III. Weighted average exercise price of Options granted:

	Grant I	Grant II
Exercise price equals fair market value	₹ 300	₹ 326.16
Exercise price is greater than fair market value	Nil	Nil
Exercise price is less than fair market value	Nil	Nil

IV. Weighted average fair value of Options granted:

	Grant I	Grant II
Fair value of options granted	₹ 300	₹ 326.16

V. Employee-wise details of options granted:

(i) Employees who were granted options amounting to 5% or more of the options granted

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted
1	Mr. Rahul Pandey	Chief Credit Officer	300.00	150,000
			326.16	10,000

(ii) Identified employees who were granted options, equal to or exceeding 1% of the issued capital of the Company at the time of grant:

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted
1	Nil	Nil	Nil	Nil

VI. The movement of stock options are summarized below:

	Number of options	
	31 March 2020	**31 March 2019**
Outstanding at the beginning of the year	1,267,250	1,452,500
Options granted during the year	888,500	Nil
Options forfeited / lapsed during the year *	100,250	185,250
Options exercised during the year	Nil	Nil
Options expired during the year	Nil	Nil
Options outstanding at the end of the year	2,055,500	1,267,250
Options exercisable at the end of the year	598,500	321,875

* excludes 10,000 options lapsed after 31 March 2020 in respect of employees who have resigned as at 31 March 2020

Unallocated options as at 31 March 2020 are 444,500 options (including 285,500 options lapsed and available for future grants).

VII. The exercise price and expected remaining contractual life (comprising the vesting period and exercise period) of options outstanding as at 31 March 2020 is as follows:

Grant I

Sr. No.	Grant Date	Number of Options granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	13 October 2017	363,125	12 October 2018	11 October 2023	300	42 months
2	13 October 2017	363,125	12 October 2019	11 October 2024	300	54 months
3	13 October 2017	363,125	12 October 2020	11 October 2025	300	66 months
4	13 October 2017	363,125	12 October 2021	11 October 2026	300	78 months

Grant II

Sr. No.	Grant Date	Number of Options granted	Vesting Date	Exercise End Date	Exercise Price per share (Rs.)	Expected remaining contractual life (Months)
1	21 February 2020	222,125	20 February 2021	19 February 2026	326.16	71 months
2	21 February 2020	222,125	20 February 2022	19 February 2027	326.16	83 months
3	21 February 2020	222,125	20 February 2023	19 February 2028	326.16	95 months
4	21 February 2020	222,125	20 February 2024	19 February 2029	326.16	107 months

VIII. Assumptions:

Sr. No.	Particulars	Grant I	Grant II
1	Risk Free Interest Rate	6.70%	6.55%
2	Expected Life (years)	4	4
3	Expected Volatility	56%	100%
4	Market Risk Premium	8.82%	2.32%
5	Cost of debt	11.00%	12.87%
6	Terminal Growth Rate	4.00%	3.00%
7	Cost of capital	11.06%	12.53%

48 Segment reporting

In accordance with Indian Accounting Standard (Ind AS) 108, "Operating Segments", segment information has been given in the consolidated financial statements of Route Mobile Limited, and therefore, no separate disclosure on segment information is given in these standalone financial statements.

49 Covid-19

In assessing the recoverability of receivables, investment and other assets, the Company has considered internal and external information up to the date of these standalone financial statements including credit reports and economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on the current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from the estimate as at the date of these standalone financial statements and the Company will closely monitor any material changes to future economic conditions and respond accordingly.

50 Subsequent to Balance Sheet date, the Company has entered into an Agreement to Transfer Business dated 15 June 2020 to acquire key technologies and related contracts from a Bengaluru based Company specializing in development of telecom related solutions which includes inter alia Multimedia Messaging Service Center (MMSC) and Short Message Service Center platforms (SMSC) on a going concern basis under a slump sale arrangement for total consideration of Rs.1,200 lakhs. The acquisition is subject to customary closing actions and internal approvals.

51 The Company has plans for Initial Public Offering (IPO) of its equity shares and has already filed the Draft Red Herring Prospectus (DRHP) with the Securities and Exchange Board of India (SEBI).

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

For and on behalf of the Board of Directors of
Route Mobile Limited

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Walker Chandiok & Co LLP
16th floor, Tower II,
Indiabulls Finance Centre,
SB Marg, Prabhadevi (W)
Mumbai – 400 013
India

T +91 22 6626 2699
F +91 22 6626 2601

Independent Auditor's Report

To the Members of Route Mobile Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Route Mobile Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements/consolidated financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the consolidated state of affairs of the Group as at 31 March 2020, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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') 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 12 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiok & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Emphasis of Matter

4. We draw attention to the matter stated in Note 47(iii) to the accompanying consolidated financial statements which indicates delays in payment of foreign currency payables to subsidiaries, aggregating to ₹ 1,101.06 lakhs outstanding as on 31 March 2020 beyond the timelines stipulated vide FED Master Direction 17/2016-17, read with RBI circular RBI/2019-20/242 No.33 dated 22 May 2020, under the Foreign Exchange Management Act, 1999. The management of the Holding Company is in process of filing necessary applications for condonation of delays with appropriate authorities for regularising these defaults. Pending condonation of such delays by the appropriate authority, the management of the Holding Company is of the view that the amount of fines/penalties, if any, that may be levied, are currently unascertainable but not expected to be material and accordingly, no consequential adjustments have been made to the accompanying consolidated financial statements with respect to such delay/default. Our opinion is not modified in respect of this matter.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

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

   Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

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

6. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors /management of the companies included in the Group, companies covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets 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. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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7. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

8. Those Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

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

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

10. As part of an audit in accordance with Standards on Auditing, 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 control;

- Obtain an understanding of internal control 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 Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- 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 ability of Group 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 Group to cease to continue as a going concern; and

- 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;

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group, to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Other Matter

12. We did not audit the financial statements/ consolidated financial statements of nineteen subsidiaries, whose financial statements /consolidated financial statements reflect total assets of ₹ 35,026.38 lakhs and net assets of ₹ 12,390.96 lakhs as at 31 March 2020, total revenues of ₹ 45,776.51 lakhs and net cash outflows amounting to ₹ 288.98 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/consolidated financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

    Further, of these subsidiaries, there are ten subsidiaries located outside India whose financial statements/ consolidated financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements/consolidated financial statements of such subsidiaries, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the balances and affairs of such subsidiaries located outside India, are based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

13. As required by Section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 12, on separate financial statements of the subsidiaries, we report that the Holding Company and one subsidiary company, companies covered under the Act, paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act. Further, we report that four subsidiary companies, companies covered under the Act, have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under Section 197(16) of the Act is not applicable in respect of such subsidiary companies.

14. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements/consolidated financial statements and other financial information of the subsidiaries, we report, to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements;

    b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors,

    c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act;

e) on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, companies covered under the Act, none of the directors of the Group companies, companies covered under the Act, are disqualified as on 31 March 2020 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 with reference to financial statements of the Holding Company, and its subsidiary companies, companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A';

g) 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements/consolidated financial statements as also the other financial information of the subsidiaries:

i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in the consolidated financial statements;

ii. provision has been made in these consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts, as detailed in note 23 to the consolidated financial statements.

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, companies covered under the Act, during the year ended 31 March 2020; and

iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Bharat Shetty
Partner
Membership No:106815

UDIN:20106815AAAADA5961

Place: Mumbai
Date: 25 August 2020

Annexure 1

List of entities

Route Mobile Limited
Sphere Edge Consulting India Private Limited
Start Corp India Private Limited
Cellent Technologies India Private Limited
Route Connect Private Limited
Call 2 Connect India Private Limited
RouteSMS Solutions FZE (Consolidated)
RouteSMS Solutions Nigeria Limited
Route Mobile Pte. Ltd.- Singapore
Route Mobile UK Limited
365Squared Limited
Route Connect (Kenya) Limited
Route Mobile (Bangladesh) Limited
Route Mobile (Nepal) Private Limited
Route Mobile Lanka (Private) Limited
Route Mobile (Uganda) Limited
Route Mobile Limited (Ghana)
Route Mobile Malta Limited
Route Mobile INC.
Routesms Solutions Zambia Limited
Spectrum Telecom FZE-LLC

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Annexure A to the Independent Auditor's Report of even date to the members of Route Mobile Limited, on the consolidated financial statements for the year ended 31 March 2020

Independent Auditor's Report on the Internal Financial Controls with reference to financial statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

1. In conjunction with our audit of the consolidated financial statements of Route Mobile Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group"), as at and for the year ended 31 March 2020, we have audited the internal financial controls with reference to financial statements of the Holding Company and its five subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its five subsidiary companies, which are companies covered under the Act, 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 control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 the Company's business, including adherence to the 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 Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its five subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. 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 if such controls operated effectively in all material respects.

4. 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 includes 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 control 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.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its five subsidiary companies, as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. 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

Annexure A (Contd)

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

7. 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.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of five subsidiary companies, the Holding Company and its five subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Holding Company and its five subsidiary companies, which are companies covered under the Act, as aforesaid, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to five subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 7,982.62 lakhs and net assets of ₹ 923.24 lakhs as at 31 March 2020, total revenues of ₹ 7,993.03 lakhs and net cash inflows amounting of ₹ 145.27 lakhs for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its five subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies are based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No:001076N/N500013

Bharat Shetty
Partner
Membership No:106815

UDIN:20106815AAAADA5961

Place: Mumbai
Date: 25 August 2020

Route Mobile Limited
Consolidated Balance sheet as at 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	2	2,242.23	2,338.97
Goodwill	3	8,445.20	8,212.28
Right-of-use assets	4(a)	965.94	-
Other intangible assets	4(b)	5,908.64	6,439.53
Intangible assets under development		-	212.99
Financial assets			
Other financial assets	5	1,619.56	471.44
Deferred tax assets (net)	6	382.42	350.29
Non-current tax assets (net)	7	1,828.06	895.10
Other non-current assets	8	751.78	1,626.72
		22,143.83	**20,547.32**
Current assets			
Financial assets			
Investments	9	1,189.80	1,066.55
Trade receivables	10	20,369.94	14,470.68
Cash and cash equivalents	11	6,151.87	2,940.06
Other bank balances	12	4,112.33	6,625.35
Other financial assets	13	1,064.26	958.25
Other current assets	14	7,521.21	2,108.37
		40,409.41	**28,169.26**
Total assets		**62,553.24**	**48,716.58**
Equity and liabilities			
Equity			
Equity share capital	15	5,000.00	5,000.00
Other equity	16	21,938.43	17,284.59
Equity attributable to owners of the Holding Company		**26,938.43**	**22,284.59**
Non-controlling interest		(217.15)	(188.34)
Total equity		**26,721.28**	**22,096.25**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	17	371.20	457.48
Lease liabilities	44	562.42	-
Provisions	18	223.23	156.08
Deferred tax liabilities (net)	19	50.82	1.49
Other non-current liabilities	20	-	67.18
		1,207.67	**682.23**

Route Mobile Limited
Consolidated Balance sheet as at 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
Current liabilities			
Financial liabilities			
Borrowings	21	3,735.56	7,316.28
Lease liabilities	44	588.42	-
Trade payables			
-Total outstanding dues of micro enterprises and small enterprises		-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises	22	18,122.81	5,970.89
Other financial liabilities	23	8,802.62	10,629.11
Provisions	24	82.48	57.57
Current tax liabilities (net)	25	2,438.30	1,163.67
Other current liabilities	26	854.10	800.58
		34,624.29	**25,938.10**
Total equity and liabilities		**62,553.24**	**48,716.58**
Significant accounting policies and other explanatory information	**1 to 54**		

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

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

For and on behalf of the Board of Directors of
Route Mobile Limited

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited

Consolidated Statement of Profit and Loss for the year ended 31 March 2020

(₹ in lakhs, except for share data, and if otherwise stated)

	Note	Year ended 31 March 2020	Year ended 31 March 2019
Revenue			
Revenue from operations	27	95,625.28	84,466.82
Other income	28	1,184.89	770.79
Total revenue		**96,810.17**	**85,237.61**
Expenses			
Purchases of messaging services	29	76,415.47	66,701.52
Employee benefits expense	30	5,820.05	5,544.74
Finance costs	31	486.81	1,159.18
Depreciation and amortisation expense	32	2,267.91	1,722.64
Other expenses	33	3,394.51	3,586.68
Total expenses		**88,384.75**	**78,714.76**
Profit before exceptional item and tax		**8,425.42**	**6,522.85**
Exceptional item	34	1,489.09	**-**
Profit before tax		**6,936.33**	**6,522.85**
Tax expense	35		
Current tax		1,082.53	1,121.92
Deferred tax charge / (credit)		33.35	(149.75)
		1,115.88	**972.17**
Profit for the year		**5,820.45**	**5,550.68**
Other Comprehensive income	36		
(i) (a) Items that will not be reclassified to profit or loss		(29.27)	19.08
(b) Tax (expense) / benefit on items that will not be reclassified to profit or loss		4.77	(5.59)
(ii) (a) Items that will be reclassified to profit or loss		597.56	408.32
(b) Tax (expense) / benefit on items that will be reclassified to profit or loss		-	-
Total other comprehensive income (net of tax)		**573.06**	**421.81**
Total comprehensive income for the year		**6,393.51**	**5,972.49**

Route Mobile Limited
Consolidated Statement of Profit and Loss for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	Year ended 31 March 2020	Year ended 31 March 2019
Profit attributable to:			
Owners of the Holding Company		5,826.99	5,692.08
Non-controlling interest		(6.54)	(141.40)
Other comprehensive income attributable to:			
Owners of the Holding Company		595.33	402.84
Non-controlling interest		(22.27)	18.97
Total comprehensive income attributable to:			
Owners of the Holding Company		6,422.32	6,094.92
Non-controlling interest		(28.81)	(122.43)
Earnings per equity share	50		
Basic and diluted (in ₹)		11.65	11.38
Face value per share (in ₹)		10.00	10.00
Significant accounting policies and other explanatory information	**1 to 54**		

This is the Consolidated Statement of Profit and Loss referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

For and on behalf of the Board of Directors of
Route Mobile Limited

Chandrakant Gupta
Chairman
(DIN No. 01636981)

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Director
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Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited

Consolidated Cash flow statement for the year ended 31 March 2020

(₹ in lakhs, except for share data, and if otherwise stated)

	Year ended 31 March 2020	Year ended 31 March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	**6,936.33**	**6,522.85**
Adjustments for :		
Financial asset measured at amortised cost (net)	0.10	0.02
Depreciation and amortisation expense	2,267.91	1,722.64
Advances and trade receivable written off	67.65	35.36
Interest income on fixed deposits	(265.27)	(229.15)
Interest on income tax refund	(3.70)	(11.00)
Fair value changes of contingent consideration	(241.92)	-
Provision for doubtful debts and advances	91.15	19.07
Interest on borrowings from bank	281.37	171.10
Interest on finance lease obligation	142.17	18.59
Other borrowing cost	8.18	15.18
Unrealised foreign exchange loss	73.30	9.99
Net gain arising on financial assets designated as FVTPL	(123.25)	(66.55)
Interest on delayed payment of income taxes	-	0.41
Interest expenses on financial liability measured at amortised cost	-	912.05
Loss on derivative transaction	4.54	-
Mark to market of derivative financial instruments	116.11	-
Liabilities no longer payable, written back	(301.39)	(266.57)
Provision for lease equalisation	-	27.09
Operating profit before working capital changes	**9,053.28**	**8,881.08**
Adjustments for working capital:		
(Increase) in trade receivables	(5,698.87)	(4,890.47)
(Increase) in financial assets and other assets	(4,739.54)	(1,878.01)
Increase in trade payables, provisions and other liabilities	12,524.57	823.63
Cash generated from operating activities	**11,139.44**	**2,936.23**
Direct taxes paid (net)	(1,792.96)	(655.13)
Net cash generated from operating activities	**9,346.48**	**2,281.10**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Payment for purchase of property, plant and equipment and intangible assets (including intangible assets under development)	(723.78)	(1,054.28)
Payment for acquisition of subsidiaries	(1,967.52)	-
(Purchase of)/proceeds from sale of current investment	-	(1,000.00)
Proceeds from fixed deposits matured	2,508.42	1,283.02
Interest received	205.43	270.12
Net cash generated from/(used in) investing activities	**22.55**	**(501.14)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from non-current borrowings	-	39.00
Repayment of non-current borrowings	(11.00)	(7.54)
Dividend paid (including DDT)	(1,654.16)	(904.16)
Repayment of current borrowings (net)	(3,580.73)	(536.80)
Payment of interest portion of lease liabilities	(142.17)	-
Payment of principal portion of lease liabilities (including finance lease obligations)	(570.52)	(97.43)
Interest paid	(275.62)	(201.80)
Net cash (used in) financing activities	**(6,234.20)**	**(1,708.73)**
Currency fluctuations arising on consolidation	76.98	517.37
Net increase in cash and cash equivalents	**3,211.81**	**588.60**
Add : Cash and cash equivalents at the beginning of the year	2,940.06	2,351.46
Cash and cash equivalents at the end of the year	**6,151.87**	**2,940.06**

Route Mobile Limited
Consolidated Cash flow statement for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2020	As at 31 March 2019
Cash and cash equivalents comprises of the following		
Cash and cash equivalents	6,151.87	2,940.06
Balances as per consolidated statement of cash flows	**6,151.87**	**2,940.06**

Note:
The Consolidated Cash Flow Statement has been prepared under the indirect method as set out in Ind AS 7, Statement of Cash Flows.

Significant accounting policies and other explanatory information **1 to 54**

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

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

For and on behalf of the Board of Directors of
Route Mobile Limited

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited
Consolidated Statement of Changes in Equity for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Equity share capital

Particulars	Note	Number of shares	Amount
Balance as at 1 April 2018	**15**	**50,000,000**	**5,000.00**
Issue of shares		-	-
Balance as at 31 March 2019		**50,000,000**	**5,000.00**
Issue of shares		-	-
Balance as at 31 March 2020		**50,000,000**	**5,000.00**

Other equity

Particulars	Attributable to owners				Non-controlling interest	Total
	Reserves and Surplus			Total other equity		
	Surplus in statement of profit and loss	Statutory Reserve	Foreign currency translation reserve			
Balance as at 1 April 2018	**12,256.46**	**0.34**	**(162.97)**	**12,093.83**	**(65.91)**	**12,027.92**
Profit for the year	5,692.08	-	-	5,692.08	(141.40)	5,550.68
Other comprehensive income for the year	13.48	-	389.36	402.84	18.97	421.81
Total Comprehensive income for the year ended 31 March 2019	**5,705.56**	**-**	**389.36**	**6,094.92**	**(122.43)**	**5,972.49**
Dividend paid	(750.00)	-	-	(750.00)	-	(750.00)
Dividend distribution tax	(154.16)	-	-	(154.16)	-	(154.16)
Balance as at 31 March 2019	**17,057.86**	**0.34**	**226.39**	**17,284.59**	**(188.34)**	**17,096.25**
Change in accounting policy (refer note 44)	(114.32)	**-**	**-**	(114.32)	**-**	(114.32)
Restated Balance as at 1 April 2019	**16,943.54**	**0.34**	**226.39**	**17,170.27**	**(188.34)**	**16,981.93**
Profit for the year	5,826.99	-	-	5,826.99	(6.54)	5,820.45
Other comprehensive income for the year	(24.50)	-	619.83	595.33	(22.27)	573.06
Total Comprehensive income for the year ended 31 March 2020	**5,802.49**	**-**	**619.83**	**6,422.32**	**(28.81)**	**6,393.51**
Dividend paid	(1,500.00)	-	-	(1,500.00)	-	(1,500.00)
Dividend distribution tax	(154.16)	-	-	(154.16)	-	(154.16)
Balance as at 31 March 2020	**21,091.87**	**0.34**	**846.22**	**21,938.43**	**(217.15)**	**21,721.28**

Significant accounting policies and other explanatory information **1 to 54**

This is the Consolidated Statement of Changes in Equity referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

For and on behalf of the Board of Directors of
Route Mobile Limited

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Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited
Summary of the significant accounting policies and other explanatory information as at and for the year ended 31 March 2020

Note 1:

(a) Corporate information

'Route Mobile Limited' (RML), (the "Company" or the "Holding Company") and its subsidiaries (collectively referred to as the "Group") are technology service providers for mobile communications industry with a focus on enterprise messaging except for Call 2 Connect India Private Limited which operates as a call centre. The Group is a cloud communication provider to enterprises, over-the-top players and mobile network operators except for Call 2 Connect India Private Limited which operates as a call centre.

The Company was incorporated on 14 May 2004 with the name Routesms Solutions Limited, which was changed to Route Mobile Limited with effect from 16 March 2016. The Company has its registered office in Mumbai.

The Consolidated financial statements (hereinafter referred to as "CFS") for the year ended 31 March 2020 were approved by Board of Directors and authorised for issue on 25 August 2020.

(b) Significant accounting policies and assumptions

(i) Statement of compliance

The Group has prepared its consolidated financial statements to comply in all material respects with the provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder. In accordance with the notification issued by the Ministry of Corporate Affairs, the Group has adopted Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act and other relevant provisions of the Act.

(ii) Basis of measurement

The consolidated financial statements have been prepared on a historical cost convention and accrual basis, except for the following assets and liabilities:

i) Certain financial assets and liabilities that are measured at fair value
ii) Defined benefit plans-plan assets measured at fair value

Current and non-current classification: All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Schedule III of the Act. Based on the nature of service and time taken between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

(iii) Critical estimates and judgements

The preparation of consolidated financial statements in conformity with Ind AS requires management to make estimates, assumptions and exercise judgement in applying the accounting policies that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities at the date of consolidated financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

- **Impairment of investments**

The Group reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

- **Useful lives of property, plant and equipment and Intangible assets**

The Group reviews the useful lives of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

- **Valuation of deferred tax assets**

The Group reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained in point (ix)

- **Defined benefit obligation**

The cost of post-employment benefits is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases and mortality rates. Due to the long term nature of these plans, such estimates are subject to significant uncertainty.

- **Fair value of financial instruments**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

- **Impairment of financial assets**

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

- **Impairment of Goodwill**

The Group estimates the value-in-use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the CGU's represent the weighted average cost of capital based on the historical market returns of comparable companies.

- **Share-based payments**

Estimating fair value for share-based payments requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them.

- **Contingencies**:

Management has estimated the possible outflow of resources at the end of each annual reporting financial year, if any, in respect of contingencies/litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

- **Research and development costs**

Management monitors progress of internal research and development projects by using a project judgement as required in distinguishing research from the development phase. Development costs are recognised as an asset when all the criteria are met, whereas research costs are expensed as incurred.

Management also monitors whether the recognition requirements for development costs continue to be met. This is necessary due to inherent uncertainty in the economic success of any product development.

- **Leases – Estimating the incremental borrowing rate**

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the fund necessary to obtain an asset of a similar value to the right of use asset in a similar economic environment.

(iv) Principles of Consolidation and equity accounting

(a) Subsidiaries

The Consolidated Financial Statements (CFS) incorporate the financial statements of Route Mobile Limited (RML) and entities controlled by RML and its subsidiaries.

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date by the control ceases.

The Group combines the financial statements of the parent and its subsidiaries, line by line by adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. The financial statements of the parent company and its subsidiaries have been consolidated using uniform accounting policies. When necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies in line with the Group's accounting policies. The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the parent i.e. year ended 31 March 2020.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet.

Refer note 46 for the list of subsidiaries considered in the CFS. Subsidiaries are consolidated from the date on which effective control is acquired and are excluded from the date that control ceases.

(v) Revenue recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised upon transfer of control of promised services to the customers at the consideration which the Group has received or expects to receive in exchange of those services. Amount disclosed as revenue are reported net of discounts and applicable taxes which are collected on behalf of the government.

(i) Revenue from messaging services– The Group recognises revenue based on the usage of messaging services. The revenue is recognised when the Group's services are used based on the specific terms of the contract with customers.

Income from services is recognised when the service is rendered in terms of the agreements/ arrangements with parties, net of service tax or goods and services tax.

Revenue in excess of invoicing are classified as unbilled revenue while invoicing / collections in excess of revenue for services to be performed in future are recorded as deferred revenue / advances from customers.

Liquidated damages and penalties are accounted as per the contract terms wherever there is a delayed delivery attributable to the Group and when there is a reasonable certainty with which the same can be estimated.

(ii) Profit on sale of investments is recorded on transfer of title from the Group and is determined as the difference between the sale price and carrying value of the investment.

(iii) Dividend are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

(iv) Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(vi) Leases

The Group considers whether contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.
To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

Group as a lessee

At lease commencement date, the Group recognises a right-of-use asset and lease liabilities on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group and any lease payments made in advance of the lease commencement date.

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date of lease, the Group measures the lease liability at the present value of the lease payments to be made over the lease term, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance, fixed), and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest expenses. It is remeasured to reflect any reassessment or modification.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset or Statement of profit and loss, as the case may be.
Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

The Group has elected to account for short-term leases and leases of low-value assets using the exemption given under Ind AS 116, Leases. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term or on another systematic basis if that basis is more representative of the pattern of the Group's benefit.

Group as a lessor

Leases for which the Group is a lessor classified as finance or operating lease.
Lease income from operating leases where the Group is a lessor is recognised as income on straight line basis over the lease term.

(vii) Borrowing costs

Borrowing costs attributable to the acquisition and construction of qualifying assets are capitalised as part of the cost of such assets up to the date such assets are ready for their intended use. Other borrowing costs are charged to profit or loss. Borrowing cost is calculated using effective interest rate on the amortised cost of the instrument.

(viii) Foreign currency

The functional currency of the Company and its Indian subsidiaries is the Indian Rupee (₹) whereas the functional currency of foreign subsidiaries is the currency of their country of domicile.

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance sheet date and exchange gains or losses arising on settlement and restatement are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated at year end.

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(a) Assets and liabilities are translated at the closing rate on the balance sheet date
(b) Income and expenses are translated at the average exchange rate (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated based on rates prevailing at the date of transaction).
(c) All resulting exchange differences are recognised in other comprehensive income

When a foreign operation is sold, the associated exchange differences are reclassified to statement of profit and loss, as part of the gain or loss on sale.

Fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

(ix) Income taxes

Income tax expense comprises Current tax expenses and net change in the deferred tax assets or liabilities during the year. Current and deferred taxes are recognised in the Statement of profit and loss, except when they relate to items that are recognised in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognised in Other comprehensive income or directly in Equity respectively.

Current Income taxes

The current income tax includes income taxes payable by the Group computed in accordance with the tax laws applicable in the jurisdiction in which the parent company and its subsidiaries, associate operate and generate taxable income. Advance taxes and provision for current income tax are presented in the Balance sheet after offsetting the advance tax paid and income tax provision arising in the same jurisdiction and where the relevant tax paying units intend to settle the asset and liability on a net basis.

Deferred income taxes

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

Deferred tax assets are recognised to the extent future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow deferred income tax assets to be utilised. At each reporting date, the Group re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent it has become reasonably certain, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investment in subsidiaries and associate where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(x) Financial instruments

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liability.

(I) Financial assets

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

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets change.

Initial measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

• Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest, are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

• Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

• Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

De-recognition of financial assets

A financial asset is de-recognised only when
• The Group has transferred the rights to receive cash flows from the financial asset or
• retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Cash and cash equivalents

Cash and cash equivalents for the purpose of the cash flow statement comprise of the cash on hand and at bank and current investments with an original maturity of three months or less. Cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(II) Financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial recognition is recognised as an asset / liability based on the underlying reason for the difference.
Subsequently, all financial liabilities are measured at amortised cost using the effective interest rate method

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss. The gain / loss is recognised in other equity in case of transactions with shareholders.

(III) Derivative Financial Instruments

The Group uses currency swaps as derivative instruments to mitigate the risk of changes in currency rates. Such derivative instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value.

(xi) Property plant and equipment (including Capital Work-in-Progress)

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes inward freight, adjustment for GST credit, taxes and expenses incidental to acquisition and installation, up to the point the asset is ready for its intended use.

Assets acquired but not ready for use or assets under construction are classified under Capital work in progress.

(xii) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Research and development

Expenses on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognised in the consolidated statement of profit and loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, the assets are controlled by the Company, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the consolidated statement of profit and loss as incurred.

(xiii) Depreciation/Amortisation

Depreciation on Property, plant and equipment is provided to the extent of depreciable amount on written down value (WDV) method over the useful lives of assets as determined by the management which is in line with Part-C of Schedule II of the Companies Act, 2013 with residual value of 5%, except servers and network (part of Computers).

Servers and networks are depreciated over a period of five years, based on internal assessment and technical evaluation carried out by the management, and which represents the period over which they expect to use these assets.

Leasehold improvements are amortised over the period of lease or their estimated useful life, whichever is earlier, on a straight-line basis.

Depreciation on assets acquired under finance lease is spread over the lease period or useful life, whichever is shorter on a straight line basis.

Computer software/technical know how is amortized over a period of three years on WDV method.

Following table summarises the nature of intangibles and their estimated useful lives and amortization on a straight line basis:

Nature of Intangibles	**Useful lives**
Trade mark	5 years
License	5 years
Software	3 to 4 years
Customer relationship	10 years
Non-compete fees	7 years

Depreciation is calculated pro-rata from/to the date of addition/deletion.

(xiv) Impairment of assets

Non-financial assets

The carrying amount of the non-financial assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal /external factors. An impairment loss is recognised whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Impairment loss is recognised in the statement of profit and loss.

After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation if there was no impairment.

Financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised on initial recognition of the receivables.

(xv) Employee Benefits

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees and recognised as expenses in the Statement of Profit and Loss.

The Group's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the consolidated Statement of Profit and Loss on accrual basis. The Group has categorised its Provident Fund and the Employees State Insurance Scheme as a defined contribution plan since it has no further obligations beyond these contributions.
The Group's liability towards gratuity, being defined benefit plan is accounted for on the basis of an independent actuarial valuation using the projected unit credit method, done at the year end. Gratuity liability is not funded and the payments are made to the employees directly when they leave the organisation post completion of 5 years of service or at the time of retirement (with minimum 5 years of service), whichever is earlier.

Service cost and the net interest cost is included in employee benefit expense in the consolidated statement of profit and loss. Actuarial gains and losses arising on the measurement of defined benefit obligation is credited/ charged to other comprehensive income.

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

(xvi) Provisions, contingent liabilities and contingent assets

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.
Contingent assets are not recognised in the financial statements. However, its is disclosed only when an inflow of economic benefits is probable.

(xvii) Earnings per share

Basic earnings per share are computed by dividing net profit after tax (excluding other comprehensive income) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing net profit after tax (excluding other comprehensive income) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

(xviii) Business combinations

Business combinations are accounted for using the acquisition method as per Ind AS 103, Business combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred / assumed at the date of acquisition, which is the date on which control is transferred to the Group. The cost of acquisition also includes the fair value of any contingent consideration. Identified assets

acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

The Group recognises any non-controlling interest in the acquired entity on an acquisition by acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Purchase consideration paid in excess of the fair value of net identifiable assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of transaction. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or financial liability. Amount classified as financial liability are subsequently remeasured at fair value with changes in fair value recognised in profit or loss.

Acquisition related costs incurred in connection with a business combination such as stamp duty, legal fees, due diligence fees and other professional and consulting fees are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss / other comprehensive income.

(xix) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to the Group's cash generating units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating units is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in Consolidated Statement of Profit and Loss.

(xx) Share based payments

Share-based compensation benefits are provided to employees via the "ROUTE MOBILE LIMITED" Employee Stock Option Plan 2017 (the 'ESOP scheme'). The fair value of options granted under the Employee Stock Option Plan 2017 is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to serve or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(xxi) Government Grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis that the related costs, for which it is intended to compensate, are expensed.

When the grant relates to an asset, it's recognition as income in the consolidated statement of profit and loss is linked to fulfilment of associated export obligations.

The Group has chosen to present grants received to income as other income in the consolidated statement of profit and loss.

(xxii) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting, nature of the products / process, organisation structure as well as differential risks and returns, using the information provided to the board of directors and chief operating officer, together, the chief operating decision maker ('CODM').

(xxiii) Share issue expense

The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction.

(xxiv) Standards issued but not effective

There are no standards that are issued but not yet effective on 31 March 2020.

2 Property, plant and equipment

Particulars	Building	Furniture and fixtures	Leasehold improvements	Vehicles	Office equipment	Computers (on finance lease)	Computers	Total
Gross block								
Balance as at 1 April 2018	**1,030.20**	**466.61**	**238.00**	**318.94**	**115.22**	**377.24**	**1,703.82**	**4,250.03**
Additions	-	162.32	-	49.45	100.38	-	291.69	**603.84**
Foreign currency translations adjustment	44.34	(0.91)	-	-	0.27	-	6.60	**50.30**
Balance as at 31 March 2019	**1,074.54**	**628.02**	**238.00**	**368.39**	**215.87**	**377.24**	**2,002.11**	**4,904.17**
Transfer out to Right of use assets	**-**	**-**	**-**	**-**	**-**	(377.24)	-	**(377.24)**
Additions	-	4.17	-	-	51.20	-	496.87	**552.24**
Foreign currency translations adjustment	65.32	2.47	-	-	0.86	-	26.21	**94.86**
Balance as at 31 March 2020	**1,139.86**	**634.66**	**238.00**	**368.39**	**267.93**	**-**	**2,525.19**	**5,174.03**
Accumulated depreciation and amortisation								
Balance as at 1 April 2018	**149.11**	**171.22**	**90.27**	**199.46**	**51.12**	**108.98**	**1,139.43**	**1,909.59**
Depreciation and amortisation charge	43.30	73.30	49.24	42.41	29.82	100.60	300.83	**639.50**
Foreign currency translations adjustment	11.98	(0.17)	-	-	0.21	-	4.09	**16.11**
Balance as at 31 March 2019	**204.39**	**244.35**	**139.51**	**241.87**	**81.15**	**209.58**	**1,444.35**	**2,565.20**
Transfer out to Right of use assets	**-**	**-**	**-**	**-**	**-**	(209.58)	-	**(209.58)**
Depreciation and amortisation charge	43.48	66.63	49.24	33.89	40.92	-	316.49	**550.65**
Foreign currency translations adjustment	7.39	1.11	-	-	0.48	-	16.55	**25.53**
Balance as at 31 March 2020	**255.26**	**312.09**	**188.75**	**275.76**	**122.55**	**-**	**1,777.39**	**2,931.80**
Net Block								
Balance as at 31 March 2019	**870.15**	**383.67**	**98.49**	**126.52**	**134.72**	**167.66**	**557.76**	**2,338.97**
Balance as at 31 March 2020	**884.60**	**322.57**	**49.25**	**92.63**	**145.38**	**-**	**747.80**	**2,242.23**

The Dubai property (grouped in Building) is registered in the personal name of Rajdipkumar Gupta and Sandipkumar Gupta.
Due to legal restriction in Dubai, through nominee agreement, the Dubai subsidiary has nominated Rajdipkumar Gupta and Sandipkumar Gupta to buy the property on its behalf for the benefit of the Dubai subsidiary and also to ensure compliance with Dubai Emirate laws.

Refer Note 37 for information on Property, plant and equipment pledged as security.

3 Goodwill

Particulars	Goodwill
Balance as at 1 April 2018	**8,314.07**
Additions	-
Foreign currency translations adjustment	(101.79)
Balance as at 31 March 2019	**8,212.28**
Additions	-
Foreign currency translations adjustment	232.92
Balance as at 31 March 2020	**8,445.20**

Goodwill was tested for impairment in accordance with the Group's procedure for determining the recoverable value of such assets which is done annually, or more frequently when there is an indication for impairment.

The recoverable amount of the Cash Generating Unit (CGU) is the higher of fair value less cost to sell ("FVLCTS") and its value in use ("VIU"). The FVLCTS of the CGU is determined based on the market capitalisation approach. The VIU is determined based on discounted cash flow projections.

Based on above testing, no impairment was identified as of 31 March 2020 and 31 March 2019 as the recoverable value exceeded the carrying value.

4(a) Right-of-use assets

Particulars	Right of use assets- Computer	Right of use assets- Building	Total
Gross block			
Transfer In Right of use Assets			
Gross block	377.24	-	**377.24**
Accumulated depreciation	(209.58)	-	**(209.58)**
Adjustment basis implementation of Ind AS 116, Leases (refer note 44)	-	1,361.40	**1,361.40**
Additions	-	-	**-**
Foreign currency translations adjustment	-	4.20	**4.20**
Balance as at 31 March 2020	**167.66**	**1,365.60**	**1,533.26**
Accumulated depreciation			
Balance as at 1 April 2019			
Depreciation charge	100.60	466.10	**566.70**
Foreign currency translations adjustment	-	0.62	**0.62**
Balance as at 31 March 2020	**100.60**	**466.72**	**567.32**
Net block			
Balance as at 31 March 2020	**67.06**	**898.88**	**965.94**

4(b) Intangible assets

Particulars	Computer software	Trademark	License	Technical know-how	Software	Customer relationship	Non - Compete fees	Total
Gross block								
Balance as at 1 April 2018	**329.01**	**0.30**	**0.12**	**-**	**947.28**	**6,671.08**	**369.27**	**8,317.06**
Additions	40.59	-	-	-	-	-	-	40.59
Foreign currency translations adjustment	0.21	-	-	-	(9.40)	(66.17)	(3.66)	(79.02)
Balance as at 31 March 2019	**369.81**	**0.30**	**0.12**	**-**	**937.88**	**6,604.91**	**365.61**	**8,278.63**
Additions	7.71	-	-	381.28	-	-	-	388.99
Foreign currency translations adjustment	2.19	-	-	-	36.42	256.46	14.20	309.27
Balance as at 31 March 2020	**379.71**	**0.30**	**0.12**	**381.28**	**974.30**	**6,861.37**	**379.81**	**8,976.89**
Accumulated amortisation								
Balance as at 1 April 2018	**249.03**	**0.11**	**0.09**	**-**	**157.88**	**333.35**	**25.47**	**765.93**
Amortisation charge	54.48	0.04	-	-	314.18	663.76	50.68	1,083.14
Foreign currency translations adjustment	(0.50)	-	-	-	(3.11)	(5.86)	(0.50)	(9.97)
Balance as at 31 March 2019	**303.01**	**0.15**	**0.09**	**-**	**468.95**	**991.25**	**75.65**	**1,839.10**
Amortisation charge	30.42	0.04	-	73.60	319.64	675.30	51.56	1,150.56
Foreign currency translations adjustment	2.19	-	-	-	23.34	49.30	3.76	78.59
Balance as at 31 March 2020	**335.62**	**0.19**	**0.09**	**73.60**	**811.93**	**1,715.85**	**130.97**	**3,068.25**
Net block								
Balance as at 31 March 2019	**66.80**	**0.15**	**0.03**	**-**	**468.93**	**5,613.66**	**289.96**	**6,439.53**
Balance as at 31 March 2020	**44.09**	**0.11**	**0.03**	**307.68**	**162.37**	**5,145.52**	**248.84**	**5,908.64**

	As at 31 March 2020	As at 31 March 2019
5 Other non-current financial assets		
Unsecured, considered good, unless otherwise stated		
Security deposits	1,613.56	466.04
Loans and advances to employees	0.40	4.40
Fixed deposits with bank having maturity of more than 12 months	5.60	1.00
	1,619.56	**471.44**
6 Deferred tax assets (net)		
Deferred tax liability arising on account of :		
Net gain on financial assets designated as FVTPL	47.77	-
Total deferred tax liabilities	**47.77**	**-**
Deferred tax assets arising on account of :		
Depreciation and amortisation	70.14	66.61
Difference in book values and tax base values of ROU asset and Lease liabilities	10.71	-
Provision for compensated absences	10.39	7.70
Provision for gratuity	60.51	51.99
Carried forward business losses	55.76	-
Provision for expenses	154.83	168.62
Provision for doubtful debts and advances	67.85	55.37
Total deferred tax assets (net)	**430.19**	**350.29**
Deferred tax assets	**382.42**	**350.29**
7 Non-current tax assets (net)		
Advance income tax (net of provision)	1,828.06	895.10
	1,828.06	**895.10**
8 Other non-current assets		
Advances other than capital advances		
Balance with government authorities	722.55	1,402.97
Deposit with government authorities	-	187.50
Prepaid expenses	29.23	36.25
	751.78	**1,626.72**
9 Current investments		
Investments carried at fair value through profit or loss (FVTPL)		
Investments in mutual funds - Unquoted		
Axis Banking and PSU Debt Fund - Growth 30,535.80 units (31 March 2019: 30,535.80) of ₹ 1,911.37 each	583.65	533.67
L&T Triple Ace Bond Fund - Growth 1,147,660.27 units (31 March 2019: 1,147,660.27) of ₹ 52.82 each	606.15	532.88
	1,189.80	**1,066.55**
Aggregate amount of unquoted investments	1,189.80	1,066.55
Aggregate amount of impairment in value of investments	-	-

Details of assets pledged are given under note 37

	As at 31 March 2020	As at 31 March 2019
10 Trade receivables *		
Unsecured, considered good**	20,369.94	14,470.68
Trade receivables which have significant credit risk	-	-
Trade receivables - credit impaired	255.02	163.87
Less: Provision for bad and doubtful debts	(255.02)	(163.87)
	20,369.94	**14,470.68**

* Details of assets pledged are given under note 37

**Includes ₹ Nil (31 March 2019: 459.05 lakhs) which are subject to factoring arrangements.

**Includes ₹ 0.01 lakhs (31 March 2019: ₹ 2.44 lakhs) receivables due from companies where Director of the Company is a director

11 Cash and cash equivalents		
Cash on hand	23.28	17.53
Balances with banks		
- in current accounts	3,868.32	1,618.06
- in EEFC accounts	707.70	1,267.42
- in deposit accounts with maturity upto 3 months	1,547.53	34.00
- wallets balances	5.04	3.05
	6,151.87	**2,940.06**

12 Other bank balances*		
Deposits with maturity more than 3 months but less than 12 months	212.59	26.85
Balances with bank held as margin money	2,201.28	40.00
Balances with bank held as bank guarantee	1,698.46	6,558.50
	4,112.33	**6,625.35**

* Details of assets pledged are given under note 37

13 Other current financial assets		
Unsecured, considered good, unless otherwise stated		
Security deposits	219.87	193.55
Interest accrued but not due on deposits	73.45	13.60
Advances to employees	29.53	54.58
Other receivables#	14.32	1.74
Unbilled revenue	547.09	566.87
Government grant receivable (refer note below)	155.00	100.00
Advances to related parties*	25.00	27.91
	1,064.26	**958.25**

#Includes ₹ 2.59 lakhs (31 March 2019: Nil) receivables due from companies where Director of the Company is a director

*Includes ₹ 25.00 lakhs (31 March 2019: ₹ 27.91) advances due from companies where Director of the Company is a director

Note:

Route Mobile Limited (RML) and Call2Connect (C2C) have been awarded incentive plan under the India BPO Promotion Scheme (IBPS), envisaged under Digital India Programme. In accordance with the agreement with Software Technology Parks of India, Government of India by RML, a Special Purpose Vehicle was formed in the name of "Route Connect Private Limited" (RCPL) with 74% stake held by RML and the balance by C2C.

As part of the scheme, RCPL is eligible for a government grant to the extent of 50% of capital and/or 100% of operational expenditure incurred on BPO/ITES operations on admissible items, subject to an upper ceiling of ₹ 1 lakh per seat.

Since the primary condition of the proposed Government grant is that C2C should commit to set up the BPO/ITES operations for required number of seats and operate it for a minimum period of three years from the date of commencement of the BPO/ITES operations, which is expected to be fulfilled by C2C, the grant has been recorded as a "revenue grant" in accordance with Indian Accounting Standard-20, "Accounting for Government Grants and Disclosure of Government Assistance" prescribed by Companies (Indian Accounting Standards) Rules, 2015. The grant has been recognized in the Consolidated Statement of Profit and Loss over the 3 year period to align it with the related cost. The Group has recognized ₹ 100 lakhs during year ended 31 March 2020 (Year ended 31 March 2019 - ₹ 100 lakhs) as grant income in the Consolidated Statement of Profit and Loss.

	As at 31 March 2020	As at 31 March 2019
14 Other current assets		
Advances to suppliers	2,423.79	158.18
Balance with government authorities	2,263.30	453.21
Unamortised share issue expenses#	955.61	429.16
Foreign tax credit receivable$	1,755.45	699.65
Prepaid expenses	123.06	386.80
Receivable from related parties		
- Due by companies in which director is a director*	-	8.09
Less: Provision for doubtful advances	-	(26.72)
	7,521.21	**2,108.37**

*Includes Nil (31 March 2019: ₹ 8.09 lakhs) receivables due from companies where Director of the Company is a director

Represents expenses incurred by the Holding Company in connection with proposed public offer of equity shares. In accordance with the Act and also as per the offer agreement entered between the Holding Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Holding Company will partly recover the expenses incurred in connection with the issue on completion of Initial Public Offer (IPO). The Holding Company's share of expenses shall be adjusted against securities premium to the extent possible under Section 52 of the Act on successful completion of IPO. The entire amount has been carried forward and disclosed under 'Other current assets' and the amount which is receivable from the selling shareholders is not disclosed separately as the amount is not determinable at this stage pending completion of the IPO.

$ Represents tax refund receivable by Route Mobile (UK) Limited (non resident shareholder of 365Squared Limited) @ 6/7 of the income taxes paid in Malta by 365Squared Limited on distribution of such profits on which taxes have been paid in Malta, as dividend to Route Mobile (UK) Limited.

	As at 31 March 2020	As at 31 March 2019
15 Equity share capital		
Authorised capital		
100,000,000 (31 March 2019: 100,000,000) equity shares of ₹ 10 each	10,000.00	10,000.00
Issued, subscribed and fully paid up		
50,000,000 (31 March 2019: 50,000,000) equity shares of ₹ 10 each	5,000.00	5,000.00
	5,000.00	**5,000.00**

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

	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Balance at the beginning of the year	50,000,000	5,000.00	50,000,000	5,000.00
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	**50,000,000**	**5,000.00**	**50,000,000**	**5,000.00**

(b) Rights, preferences and restrictions attached to equity shares

The Holding Company has one class of equity shares having a par value of ₹ 10 each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors of holding company is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend. 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 and the distribution will be in proportion to the number of equity shares held in the holding company.

(c) Shareholders holding more than 5% of the shares

	As at 31 March 2020		As at 31 March 2019	
	Number of shares	% of holding	Number of shares	% of holding
Sandipkumar Gupta	14,400,000	28.80%	14,400,000	28.80%
Rajdipkumar Gupta	14,400,000	28.80%	14,400,000	28.80%
CC Gupta Family Trust	5,000,000	10.00%	5,000,000	10.00%
Sunita Gupta	4,320,000	8.64%	4,320,000	8.64%
Sarika Gupta	4,320,000	8.64%	4,320,000	8.64%

(d) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
Equity shares allotted as fully paid bonus shares	30,000,000	3,000.00	18,000,000	1,800.00

(e) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP), refer note 49.

	As at 31 March 2020	As at 31 March 2019
16 Other equity		
(i) Reserves and surplus		
(a) Retained earnings	21,091.87	17,057.86
(b) Statutory reserve	0.34	0.34
(ii) Foreign currency translation reserve	846.22	226.39
Total other equity	**21,938.43**	**17,284.59**
Retained earnings		
Balance at the beginning of the year	17,057.86	12,256.46
Add: Profit for the year	5,826.99	5,692.08
Add: Other comprehensive income for the year	(24.50)	13.48
Less: Change in accounting policy (refer note 44)	(114.32)	-
Less: Dividend paid	(1,500.00)	(750.00)
Less: Dividend distribution tax	(154.16)	(154.16)
Balance at the end of the year	**21,091.87**	**17,057.86**
Statutory reserve		
Balance at the beginning of the year	0.34	0.34
Add: Transferred from Retained earnings	-	-
Balance at the end of the year	**0.34**	**0.34**
Foreign currency translation reserve		
Balance at the beginning of the year	226.39	(162.97)
Add: Movement during the year (net)	619.83	389.36
Balance at the end of the year	**846.22**	**226.39**
Other equity	**21,938.43**	**17,284.59**

Nature and purpose of reserves

(i) Retained earnings

Retained earnings pertain to the accumulated earnings by the group over the years.

(ii) Statutory reserve

The reserve is created by appropriating 10% of the net profits of Route Mobile LLC for the specific year as required by Article 9 of the Memorandum and Articles of Association of this Company.

(iii) Foreign currency translation reserve

Exchange difference arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit and loss when the net investment is disposed off.

	As at 31 March 2020	As at 31 March 2019
17 Non-current borrowings		
Secured		
Finance lease obligations*	-	159.74
Term loan from bank	402.11	394.08
Vehicle loans from banks	28.40	35.26
Less : Current maturities of long-term borrowings (refer note 23)	(59.31)	(131.60)
	371.20	**457.48**

*All finance lease obligations are now reclassified as lease liabilities and shown separately in the balance sheet.

Details of repayment, rate of interest and security for loans from bank and financial institutions:

Name of the Bank/Lessor	Installments	No. of installments as on March 31, 2020	Installment Amount as on March 31, 2020	Rate of Interest	Nature of securities	As at March 31, 2020	As at March 31, 2019
CISCO Systems Capital (India) Private Limited	Quarterly	2	39.10	1.86% per quarter	Assets obtained on finance lease (computers and computer servers)	38.03	108.86
CISCO Systems Capital (India) Private Limited	Quarterly	2	3.14	1.40% per quarter		3.08	8.98
CISCO Systems Capital (India) Private Limited	Quarterly	2	15.09	2.26% per quarter		14.60	41.90
Sub total			**57.33**			**55.71**	**159.74**
HDFC Bank Limited	Monthly	41	32.88	8.6% p.a.	Vehicles	28.40	35.26
Sub total			**32.88**			**28.40**	**35.26**
Mahreqbank psc	Monthly	150	577.02	4.75% p.a for 1st year and thereafter 3 month EIBOR+4.49% margin (with minimum interest rate of 5.99% p.a.)	Office unit 403, Business Bay, Dubai	402.11	394.08
Sub total			**577.02**			**402.11**	**394.08**
Total			**667.23**			**486.22**	**589.08**

Route Mobile Limited

Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020

(₹ in lakhs, except for share data, and if otherwise stated)

Net debt reconciliation :

Particulars	Non-current borrowings (including current maturity)	Current borrowings	Lease liability(including Finance lease Obligations)	Cash and cash equivalents and bank overdrafts
Net debt as on 1 April 2018	382.60	7,780.78	257.17	2,351.46
Cash flows (net)	31.46	(536.80)	(97.43)	588.60
Foreign exchange loss	15.28	75.74	-	-
Finance costs	37.63	148.65	18.59	-
Finance cost paid	(37.63)	(145.59)	(18.59)	-
Net debt as at 31 March 2019	**429.34**	**7,322.78**	**159.74**	**2,940.06**

Net debt reconciliation :

Particulars	Non-current borrowings (including current maturity)	Current borrowings	Lease liability(including Finance lease Obligations)	Cash and cash equivalents and bank overdrafts
Net debt as on 1 April 2019	429.34	7,322.78	159.74	2,940.06
Adjustment basis implementation of Ind AS 116, Leases (refer note 44)	-	-	1,556.13	-
Cash flows (net)	(11.00)	(3,580.73)	(570.52)	3,211.81
Foreign exchange loss	12.17	-	5.49	-
Finance costs	40.11	249.44	142.17	-
Finance cost paid	(40.11)	(235.51)	(142.17)	-
Net debt as at 31 March 2020	**430.51**	**3,755.98**	**1,150.84**	**6,151.87**

	As at 31 March 2020	As at 31 March 2019
18 Non-current Provisions		
Provisions for employee benefits		
Gratuity (refer note 43)	223.23	156.08
	223.23	**156.08**
19 Deferred tax liabilities (net)		
Deferred tax liability arising on account of :		
Depreciation and amortisation	50.82	1.49
	50.82	**1.49**
20 Other non-current liabilities		
Lease equalisation reserve	-	67.18
	-	**67.18**

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	As at 31 March 2020	As at 31 March 2019
21 Current borrowings		
Secured		
Working capital loan from bank	735.56	5,957.23
Term loan from bank	3,000.00	900.00
Bill discounting with bank	-	459.05
	3,735.56	**7,316.28**

Details of borrowings:

Nature of loan	Name of the Bank	As at March 31, 2020	As at March 31, 2019	Rate of Interest (p.a.)	Nature of securities	Terms of repayment
Term loan	Kotak Mahindra Bank Limited	900.00	900.00	8.35% p.a. (31 March 2019: 8.20% p.a.)	Refer note (a) below	Payable within one year
Term loan (Foreign currency swap)	Kotak Mahindra Bank Limited	2,100.00	-	1.68% p.a (31 March 2019: Nil)	Refer note (a) below	Payable within one year
Working capital	Yes Bank Limited	-	529.56	31 March 2019: 1.45% spread over and above 6 months Marginal cost lending rate (MCLR) i.e. 10.50% p.a.	Refer note (b) below	Payable on demand
Working capital	Deutsche Bank	-	5,427.67	31 March 2019: 0.75% plus cost of funds of the bank i.e. 0.90% p.a.	Refer note (b) below	Payable on demand
Working capital	HDFC Bank	735.56	-	1.55% plus 3 months MCLR i.e. 9.60% p.a. (31 March 2019: Nil)	Refer note (b) below	Repayable within 1-3 months
Bill discounting	HDFC Bank	-	459.05	31 March 2019: 7.556% p.a.	Secured against trade receivables	Repayable within 30 days from loan date
Total	**Total**	**3,735.56**	**7,316.28**			

a. Nature of security for term loan from bank :

Kotak Mahindra Bank Limited

(i) secured by way of exclusive charge over the current investments and fixed deposits.

b. Nature of security for Working capital loan from bank and Bank overdraft:

Yes Bank:

For March 2019

(i) secured by way of exclusive charge over the current assets and movable fixed assets of the Company

(ii) Equitable mortgage of commercial property situated in Mumbai owned by Company

(iii) personal guarantees of the directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta)

HDFC Bank:

For March 2020

(i) secured by way of exclusive charge over the current assets and movable fixed assets of the Company

(ii) Equitable mortgage of commercial property situated in Mumbai owned by Company

(iii) personal guarantees of the directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta)

Deutsche Bank:

For March 2019

(i) secured by way of first charge on fixed deposits of the UK entity

		As at 31 March 2020	As at 31 March 2019
22	**Trade payables**		
	Total outstanding dues of micro enterprises and small enterprises	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises*	18,122.81	5,970.89
		18,122.81	**5,970.89**

*This includes ₹ 16.69 lakhs (31 March 2019: ₹ 89.04 lakhs) payables to group companies/ related parties.

* The Group has identified Micro and Small Enterprises on the basis of information made available. Details of dues to micro and small enterprises as per MSMED Act, 2006 are:

Particulars	As at March 31, 2020	As at March 31, 2019
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount	-	-
- interest thereon, included in finance cost	-	-
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
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 Micro, Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure.	-	-

The information in the above mentioned table is compiled by the management on the basis of response received from vendors as to their classification as micro or small enterprise.

23	**Other current financial liabilities**		
	Current maturity of long-term borrowings (refer note 17)	59.31	131.60
	Interest accrued but not due on borrowings	20.42	6.50
	Security deposits	13.34	32.47
	Capital creditors	1.18	0.29
	Dues to employees	51.98	26.67
	Outstanding expenses	3,440.00	3,120.70
	Book overdraft	-	1.16
	Mark to market of derivative financial instruments	118.68	2.57
	Payable on account of business combination (refer note 45(a))	5,097.71	7,307.15
		8,802.62	**10,629.11**
24	**Current provisions**		
	Provisions for employee benefits		
	Gratuity (refer note 43)	41.32	31.13
	Compensated absences (refer note 43)	41.16	26.44
		82.48	**57.57**
25	**Current tax liabilities (net)**		
	Provision for tax (net of advance tax)	2,438.30	1,163.67
		2,438.30	**1,163.67**
26	**Other current liabilities**		
	Statutory dues	362.37	440.34
	Advance from customers	491.73	360.24
		854.10	**800.58**

Note: There are no amounts due to be transferred to the Investor Education and Protection Fund as at the year end.

		Year ended 31 March 2020	Year ended 31 March 2019
27	**Revenue from operations**		
	Sale of services		
	Messaging services	92,747.35	82,231.69
	Call center services	2,877.93	2,235.13
		95,625.28	**84,466.82**
	Disaggregation of revenue:		
	Revenue based on geography		
	Domestic	18,350.90	14,391.67
	Export	77,274.38	70,075.15
	Revenue from operations	**95,625.28**	**84,466.82**
28	**Other income**		
	Interest income on financial assets measured at amortised cost:		
	- Fixed deposits	265.27	229.15
	- Security deposits	25.19	21.17
	Interest on income tax refund	3.70	11.00
	Liabilities no longer payable, written back	301.39	266.57
	Rental income	1.06	1.20
	Fair value changes of contingent consideration (refer note 45(a))	241.92	-
	Net gain arising on financial assets designated as FVTPL	123.25	66.55
	Gain on derivative financial instrument (net)	70.60	67.08
	Government grant (refer note 13)	100.00	100.00
	Miscellaneous income	52.51	8.07
		1,184.89	**770.79**
29	**Purchases of messaging services**		
	Purchases of messaging services	76,415.47	66,701.52
		76,415.47	**66,701.52**
30	**Employee benefits expense**		
	Salaries and wages (refer note 43(II and III))	5,549.05	5,267.43
	Contribution to provident fund and other funds (refer note 43(I))	56.13	84.49
	Staff welfare expense	214.87	192.82
		5,820.05	**5,544.74**
31	**Finance costs**		
	Interest on borrowings from banks	281.37	171.10
	Interest on lease liabilities/finance lease obligation	142.17	18.59
	Interest on delayed payment of statutory dues	55.09	41.85
	Interest on delayed payment of income taxes	-	0.41
	Interest expenses on financial liability measured at amortised cost (refer note 45 (a))	-	912.05
	Other borrowing cost	8.18	15.18
		486.81	**1,159.18**

		Year ended 31 March 2020	Year ended 31 March 2019
32	**Depreciation and amortisation expense**		
	Depreciation on property, plant and equipment (refer note 2)	550.65	538.90
	Depreciation on right-of-use assets (reclassified) / finance lease - Computers (refer note 2 & 4(a))	100.60	100.60
	Depreciation on right-of-use assets- Building (refer note 4(a))	466.10	-
	Amortisation on intangible assets (refer note 4(b))	1,150.56	1,083.14
		2,267.91	**1,722.64**
33	**Other expenses**		
	Power and fuel	194.06	172.61
	Repairs and maintenance - Buildings	54.61	53.61
	Repairs and maintenance - Others	141.31	122.97
	Insurance	45.98	40.64
	Rent (refer note 44)	81.67	682.10
	Rates and taxes	37.94	12.23
	Communication	382.51	411.87
	Travelling and conveyance	313.07	303.06
	Printing and stationery	24.04	22.91
	Business promotion	379.31	370.61
	Donations	1.56	0.11
	Expenditure on Corporate Social Responsibility (refer note 51)	92.30	76.94
	Legal and professional charges	847.72	616.80
	Auditor's remuneration (refer note below)	51.12	66.18
	Advances and trade receivable written off	67.65	35.36
	Provision for doubtful debts and advances	91.15	19.07
	Net loss on foreign currency transactions and translation	245.69	173.41
	Bank charges	84.02	65.96
	Loss on derivative transaction	4.54	-
	Membership and subscription	9.72	19.36
	Sitting fees to directors	11.25	11.00
	Miscellaneous expenses	233.29	309.88
		3,394.51	**3,586.68**
	Note:		
	Auditors' remuneration (excluding goods and services tax)		
	As auditor		
	Statutory audit	47.00	51.50
	In other capacity		
	Other Services*	69.22	14.00
	Reimbursement of expenses	0.77	0.68
		116.99	**66.18**

* Including ₹ 65.87 lakhs (31 March 2019: Nil) paid towards assurance services in connection with the Initial Public Offering of equity shares of the Company and disclosed as 'Unamortised share issue expenses' in note 14.

		Year ended 31 March 2020	Year ended 31 March 2019
34	**Exceptional item**		
	Service tax (refer note 47 (i) and note 45(b))	1,489.09	-
		1,489.09	**-**
35	**Tax expense**		
	Current tax expense		
	Current tax	2,023.80	1,832.97
	Foreign tax credit	(873.37)	(703.11)
	Tax adjustment in respect of earlier years	(67.90)	(7.94)
	Total current tax expense	**1,082.53**	**1,121.92**
	Deferred taxes		
	Deferred tax expenses/(credit)	33.35	(149.75)
	Net deferred tax expenses/(credit)	**33.35**	**(149.75)**
	Total income tax expense	**1,115.88**	**972.17**
35.1	**Tax reconciliation (for profit and loss)**		
	Profit before tax	6,936.33	6,522.85
	Tax at the rate of 25.17%/29.12 %	1,745.73	1,899.45
	Tax effect of amounts which are not deductible / not taxable in calculating taxable income		
	Expenses permanently disallowed	13.99	25.14
	Tax paid on dividend income from subsidiaries	187.22	-
	Amortisation on intangible assets not qualifying for tax allowances	263.38	299.53
	Effect of difference between Indian and foreign tax rates	100.04	(7.57)
	Foreign tax credit	(873.37)	(703.11)
	Tax adjustment of prior years	(67.90)	(7.94)
	Effect of difference in tax liability between Indian and non taxable foreign subsidiaries	(441.84)	(696.25)
	Difference in tax liability due to non-recognition of tax impact in loss making subsidiaries	101.29	185.94
	Change in tax rates	60.06	(7.75)
	Others	27.28	(15.27)
	Income tax expense	**1,115.88**	**972.17**

**The tax rate used for reconciliation above is the corporate tax rate payable by Holding Company in India on taxable profits under Indian tax laws.

35.2 The movement in deferred tax assets and liabilities during the year ended 31 March 2019 and 31 March 2020 are as follows:

	As at 1 April 2018 Deferred tax assets/(liabilities)	Credit/(charge) in retained earnings	Credit/(charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	Exchange difference	As at 31 March 2019 Deferred tax assets/(liabilities)
Depreciation and amortisation	35.19	-	29.91	-	0.02	65.12
Provision for compensated absences	10.53	-	(2.83)	-	-	7.70
Provision for gratuity	53.99	-	3.59	(5.59)	-	51.99
Provision for expenses	55.05	-	113.57	-	-	168.62
Provision for doubtful debts and advances	49.86	-	5.51	-	-	55.37
Total	**204.62**	**-**	**149.75**	**(5.59)**	**0.02**	**348.80**

	As at 1 April 2019 Deferred tax assets/(liabilities)	Credit/(charge) in retained earnings	Credit/(charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	Exchange difference	As at 31 March 20 Deferred tax assets/(liabilities)
Depreciation and amortisation	65.12	-	(42.94)	-	(2.86)	19.32
Provision for compensated absences	7.70	-	2.69	-	-	10.39
Provision for gratuity	51.99	-	3.75	4.77	-	60.51
Provision for expenses	168.62	-	(13.79)	-	-	154.83
Difference in book values and tax base values of ROU asset and Lease liability	-	14.24	(3.53)	-	-	10.71
Brought forward losses	-	-	55.76	-	-	55.76
Net gain on financial assets designated as FVTPL	-	-	(47.77)	-		(47.77)
Provision for doubtful debts and advances	55.37	-	12.48	-	-	67.85
Total	**348.80**	**14.24**	**(33.35)**	**4.77**	**(2.86)**	**331.60**

36 Other comprehensive income

	Year ended 31 March 2020	Year ended 31 March 2019
Items that will be reclassified to profit or loss		
Gains and losses arising from translating the financial statements of foreign operations	597.56	408.32
Income tax relating to this item	-	-
Items that will not be reclassified to profit or loss		
Remeasurements of defined employee benefit plans	(29.27)	19.08
Income tax relating to this item	4.77	(5.59)
	573.06	**421.81**

37 Assets pledged as security

	As at 31 March 20	As at 31 March 2019
Current assets		
Fixed deposits lien by bank against working capital loan	3,899.74	6,558.50
Investments	1,189.80	1,066.55
Trade receivables	11,179.81	9,643.33
Other bank balances	202.09	526.28
Loans	2,233.97	3,205.34
Other current financial assets	886.76	293.67
Other current assets	4,425.57	560.20
	24,017.74	**21,853.87**
Non current assets		
Moveable fixed assets (Furniture and office equipment)	119.02	144.70
Building	884.60	870.15
Computers	329.76	506.62
Vehicle	92.63	126.74
Total non-current assets	**1,426.01**	**1,648.21**
Total assets pledged as security	**25,443.75**	**23,502.08**

38 Fair value measurements

Financial instruments by category:

Particulars	31 March 2020 FVTPL	31 March 2020 Amortised cost	31 March 2019 FVTPL	31 March 2019 Amortised cost
Financial Assets - Non-current				
Other non-current financial assets	-	1,619.56	-	471.44
Financial Assets - Current				
Investments	1,189.80	-	1,066.55	-
Trade receivables	-	20,369.94	-	14,470.68
Cash and cash equivalents	-	6,151.87	-	2,940.06
Other bank balances	-	4,112.33	-	6,625.35
Other current financial assets	-	1,064.26	-	958.25
Financial Liabilities - Non-current				
Borrowings (including current maturities)	-	430.51	-	589.08
Lease liability (including current maturities)	-	1,150.84	-	-
Financial Liabilities - Current				
Borrowings	-	3,735.56	-	7,316.28
Trade payables	-	18,122.81	-	5,970.89
Other current financial liabilities	-	8,743.31	-	10,497.52

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the Ind AS. An explanation of each level follows underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the- counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

II. Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include:

• the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

The fair values for Security deposits, loan to employees, fixed deposits, non-current borrowings and lease liability are based on discounted cash flows using a discount rate determined considering the borrowing rate quotation received from the bank.

III. Financial assets and liabilities measured at fair value Fair value hierarchy - recurring fair value measurement:

Particulars	31 March 2020	31 March 2019
Investment in Mutual funds	1,189.80	1,066.55

Fair value of the mutual funds are based on NAV at the reporting date.

Since the valuation of investment is done based on observable inputs, the investment is categorised as Level 2.

IV. Assets and liabilities which are measured at amortised cost for which fair values are disclosed
(It is categorised under Level 3 of fair value hierarchy)

Particulars	31 March 2020		31 March 2019	
	Fair Value	Carrying amount	Fair Value	Carrying amount
Financial Assets - Non-current				
Other financial assets				
- Security deposits	1,613.56	1,613.56	461.41	466.04
- Loan to employees (including current maturity)	1.55	1.55	17.06	17.06
Fixed deposits with bank having maturity of more than 12 months	5.60	5.60	1.00	1.00
Financial Liabilities - Non-current				
Borrowings (including current maturities of non-current borrowing)	430.51	430.51	586.97	589.08
Lease obligations	1,150.84	1,150.84	-	-

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

The carrying amounts of trade receivables, cash and bank balances, current investments, other current financial assets, trade payables, current borrowings and other current financial liabilities are considered to be approximately equal to the fair value.

39 Financial risk management

The Group is exposed primarily to fluctuations in foreign currency exchange rates, credit risk, liquidity risk and interest rate risk which may adversely impact the fair value of its financial instrument. The Group has a risk management policy which covers risk associated with the financial assets and liabilities. The risk management policy is approve by Board of Directors of Holding Group. The focus of the Board of directors is to assess the unpredictability of the financial environment and to mitigate potential adverse effect on the financial performance of the Group.
The Group's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the group's operations. The group's principal financial assets include current investments, trade and other receivables, and cash and bank balances and bank deposits that derive directly from its operations.

A Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. The financial instruments that are subject to concentration of credit risk principally consist of trade receivables, current investments, cash and bank balances and bank deposits.

The trade receivables of the Group are typically non-interest bearing un-secured customers. The customer base is widely distributed both economically and geographically. Credit risk is controlled by analysing credit limits and credit worthiness of the customer based on their financial position, past experience and other factors,on continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.
The credit limit policy is established considering the current economic trends of the industry in which the Group is operating.
The Group measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates, accordingly provision is created. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the consolidated statement of profit and loss.

Bank balances and deposits are held with only high rated banks and majority of other security deposits are placed majorly with government agencies.

The table below provide details regarding past dues receivables as at each reporting date:

Particulars	As at 31 March 2020	As at 31 March 2019
Upto 3 months	19,198.57	12,479.17
3 - 6 months	785.92	963.77
6 - 12 months	316.86	877.08
More than one year	323.61	314.53
Total	**20,624.96**	**14,634.55**
Provision for expected credit loss created	255.02	163.87

B Liquidity risk

Liquidity risk is the risk that the group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The group's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement.
The liquidity risk principally arises from obligations on account of following financial liabilities viz. borrowings, trade payables and other financial liabilities.

The group's corporate finance department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the group's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarises the maturity profile of the group's financial liabilities based on contractual undiscounted payments at each reporting date:

As at 31 March 2020

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
Financial Liabilities - Non-Current				
Borrowings (including current maturity)	59.31	161.69	392.23	613.23
Lease Liability (including current maturity)	588.42	605.14	-	1,193.56
Financial Liabilities - Current				
Borrowings	3,735.56	-	-	3,735.56
Trade payables	18,122.81	-	-	18,122.81
Other current financial liabilities	8,743.31	-	-	8,743.31
Total	**31,249.41**	**766.83**	**392.23**	**32,408.47**

As at 31 March 2019

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
Financial Liabilities - Non-Current				
Borrowings (including current maturities)	169.98	167.96	436.25	774.19
Financial Liabilities - Current				
Borrowings	7,316.28	-	-	7,316.28
Trade payables	5,970.89	-	-	5,970.89
Other current financial liabilities	10,497.52	-	-	10,497.52
Total	**23,954.67**	**167.96**	**436.25**	**24,558.88**

C Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and price risk. The group's exposure to market risk is primarily on account of foreign currency exchange rate risk.

(i) Foreign currency risk

The group operates internationally and portion of the business is transacted in several currencies and consequently the group is exposed to foreign exchange risk through its sales in overseas markets and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure on overseas sales is partly balanced by purchasing of services in the respective currencies.

Derivative instruments and unhedged foreign currency exposure ₹ in lakhs

Particulars	As at 31 March 2020		As at 31 March 2019	
Forward contracts to sell USD and buy Euro	-	-	Euro	5.00

The group's exposure to foreign currency risk at the end of reporting period are as under:

₹ in lakhs

Particulars	31 March 2020	31 March 2019
Financial liabilities		
Trade Payables Euro	911.81	1,343.72
Trade Payables USD	4,287.94	397.38
Trade Payables AED	10.27	6.59
Trade Payables NPR	-	0.27
Trade Payables FJD	0.06	-
Trade Payables UGX	-	0.10
Other payables Euro	5,097.71	7,307.15
Borrowings USD	-	459.05
Borrowings Euro	2,100.00	5,427.67
Net exposure to foreign currency risk (liabilities)	**12,407.79**	**14,941.93**
Financial assets		
Trade Receivable Euro	4,783.23	3,406.90
Trade Receivable USD	8,467.07	6,146.96
Trade Receivable GBP	0.69	-
Bank Balance USD	1,514.56	7,120.57
Bank Balance GBP	71.21	55.52
Bank Balance SGD	0.58	0.55
Bank Balance Euro	1,255.11	164.70
Net exposure to foreign currency risk (assets)	**16,092.45**	**16,895.20**
Net exposure to foreign currency assets/(liabilities)	**3,684.66**	**1,953.27**

The following table demonstrates the sensitivity in EUR, USD, AED,SGD, NPR, FJD, UGX and GBP and with all other variables held constant. The below impact on the group's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

Sensitivity to foreign currency risk

The following table demonstrates the sensitivity in foreign currency with all other variables held constant. The below impact on the Group's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

₹ in lakhs

Currencies	31 March 2020		31 March 2019	
	Increase by 2%	Decrease by 2%	Increase by 2%	Decrease by 2%
EUR	41.42	(41.42)	210.13	(210.13)
USD	(113.87)	113.87	(248.22)	248.22
AED	0.21	(0.21)	0.13	(0.13)
GBP	(1.44)	1.44	(1.11)	1.11
SGD	(0.01)	0.01	(0.01)	0.01
NPR	-	-	0.01	(0.01)
FJD	0.00	(0.00)	-	-
UGX	-	-	0.00	(0.00)

(ii) Price risk

The Group is exposed to price risk from its investment in mutual funds classified in the balance sheet at fair value through profit and loss.

To manage its price risk arising from the investment, the Group has invested in the mutual fund after considering the risk and return profile of the mutual funds i.e. the debt profile of the mutual fund indicates that the debt has been given to creditworthy banks and other institutional parties and equity investment is made after considering the performance of the stock.

Sensitivity **₹ in lakhs**

Particulars	Impact on profit for the year ended 31 March 2020	Impact on profit for the year ended 31 March 2019
Impact on profit before tax for 5% increase in NAV	59.49	53.33
Impact on profit before tax for 5% decrease in NAV	(59.49)	(53.33)

(iii) Cash flow and fair value interest rate risk

Interest rate risk arises from the sensitivity of the financial liabilities to changes in market rate of interest. The group's exposure to the risk of changes in market interest rate relates primarily to the current borrowings with floating interest rate.

According to the Group, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Particulars	As at 31 March 2020	As at 31 March 2019
Total Borrowings	4,186.50	7,911.86
% of Borrowings out of above bearing variable rate of interest	17.58%	75.30%

Interest rate sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
50 bps increase would decrease the profit before tax by	(1.19)	(4.30)
50 bps decrease would increase the profit before tax by	1.19	4.30

40 Capital Management

The Group's objectives when managing capital are to
- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders.
The amounts managed as capital by the Group are summarised below:

Particulars	As at 31 March 2020	As at 31 March 2019
Borrowings#	4,186.50	7,911.86
Less: Cash and cash equivalents	(6,151.87)	(2,940.06)
Net debt	(1,965.37)	4,971.80
Equity	26,938.43	22,284.59
Capital and net debt	24,973.06	27,256.39
Gearing ratio	-7.87%	18.24%

#Borrowings for the above purpose includes non-current borrowings, current borrowings, current maturities of non current borrowings and Interest accrued but not due on borrowings.

Dividend:

Particulars	31 March 2020	31 March 2019
Equity dividend		
Dividend on equity shares declared and paid during the year		
Final dividend for the year ended 31 March 2019 of ₹ 1.5 per share (31 March 2018 - ₹ 1.5)	750.00	750.00
Interim dividend for the year ended 31 March 2020 of ₹ 1.5 per share (31 March 2019 - ₹ Nil)	750.00	-
Proposed dividend on equity shares not recognised as liability		
Proposed final dividend for the year ended 31 March 2020 of ₹ Nil (31 March 2019 - ₹ 1.5) per fully paid share	-	750.00

41 Related party disclosures:

a) Names of related parties and description of relationship:

Description of relationship	Names of related parties
(i) Directors and Key Management Personnel (KMP) (with whom transactions have taken place)	Rajdipkumar Gupta Sandipkumar Gupta Chandrakant Gupta Pratik Joshi (Company Secretary till 11 January 2019) Rathindra Das (Company Secretary with effect from 11 January 2019) Suresh Jankar, Chief Financial Officer Sudha Navandar Ankit Paleja (Independent Director till 31 January 2020) Ramachandran Sivathanu Nimesh Salot (Independent Director with effect from 12 February 2020)
(ii) Entities in which KMP/relatives of KMP can exercise significant influence (with whom transaction have taken place)	29 Three Holidays Private Limited Spectrum Technologies Chandrakant Gupta HUF Rajdipkumar Gupta HUF Sandipkumar Gupta HUF CC Gupta Family Trust Saraswati Devi Charitable Trust Ahana Hospitality LLP (formerly, Ahana Hospitality Private Limited) Horizon Sports India Private Limited Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)
(iii) Relatives of KMP (with whom transaction have taken place)	Chamelidevi Gupta Sarika Gupta Sunita Gupta Tanvi Gupta

b) Details of related party transactions :

Particulars	Directors and Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP can exercise significant influence		Relatives of KMP	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Purchase of messaging services						
Spectrum Technologies	-	-	11,670.31	12,078.02	-	-
Travelling and conveyance*						
29 Three Holidays Private Limited	-	-	246.61	210.91	-	-
Expenses reimbursed by other company						
29 Three Holidays Private Limited	-	-	13.03	-	-	-
Expenses reimbursed to other company/others						
29 Three Holidays Private Limited	-	-	0.97	-	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	27.91	-	-
Rental Income						
29 Three Holidays Private Limited	-	-	0.90	1.20	-	-
Ahana Hospitality LLP (formerly, Ahana Hospitality Private Limited)	-	-	0.16	-	-	-
Bad debts written off						
29 Three Holidays Private Limited	-	-	0.17	-	-	-
Sponsorship Fees						
Horizon Sports India Private Limited	-	-	35.00	-	-	-
Business advance given						
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	55.00	2.50	-	-
Spectrum Technologies	-	-	2,557.37	-	-	-
29 Three Holidays Private Limited	-	-	25.00	-	-	-
Business advance received back						
Spectrum Technologies	-	-	1,000.89	-	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	82.91	2.50	-	-
Remuneration to Directors**						
Rajdipkumar Gupta	75.94	52.41	-	-	-	-
Sandipkumar Gupta	199.65	168.83	-	-	-	-
Remuneration to KMP*						
Pratik Joshi	-	6.92	-	-	-	-
Suresh Jankar	56.45	50.27	-	-	-	-
Rathindra Das	28.89	6.11	-	-	-	-

* Includes ₹ 105.16 lakhs (31 March 2019:₹ 15.62 lakhs) paid towards travelling expenses in connection with the Initial Public Offering of equity shares of the Company and disclosed as 'Unamortised share issue expenses' in note 15.

**Gratuity liability and compensated absences are determined for the Group as a whole. Therefore, the same cannot be disclosed for the key managerial personnel separately

b) Details of related party transactions :

Particulars	Directors and Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP can exercise significant influence		Relatives of KMP	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Sitting fees to Directors						
Sandipkumar Gupta	3.00	3.25	-	-	-	-
Chandrakant Gupta	1.25	1.75	-	-	-	-
Sudha Navandar	2.50	2.00	-	-	-	-
Ankit Paleja	0.50	1.50	-	-	-	-
Ramachandran Sivathanu	3.00	2.50	-	-	-	-
Nimesh Salot	1.00	-	-	-	-	-
Loans repaid to related parties						
Rajdipkumar Gupta	-	48.76	-	-	-	-
Sandipkumar Gupta	-	44.00	-	-	-	-
Salaries and Wages						
Sarika Gupta	-	-	-	-	9.00	6.00
Sunita Gupta	-	-	-	-	9.00	6.00
Tanvi Gupta	-	-	-	-	6.00	4.00
Dividend Paid						
Sandipkumar Gupta	432.00	216.00		-	-	-
Rajdipkumar Gupta	432.00	216.00		-	-	-
Chandrakant Gupta	69.00	34.50		-	-	-
Chamelidevi Gupta	-	-	-	-	69.00	34.50
Sunita Gupta	-	-	-	-	129.60	64.80
Sarika Gupta	-	-	-	-	129.60	64.80
Chandrakant Gupta HUF	-	-	10.80	5.40	-	-
Rajdipkumar Gupta HUF	-	-	9.00	4.50	-	-
Sandipkumar Gupta HUF	-	-	9.00	4.50	-	-
CC Gupta Family Trust	-	-	150.00	75.00	-	-
Expenditure on Corporate Social Responsibility						
Saraswati Devi Charitable Trust	-	-	35.00	25.00	-	-

c) Balances with related parties (as at year-end)

Particulars	Directors and Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Balances outstanding at the end of the year						
Trade receivable						
29 Three Holidays Private Limited	-	-	0.01	2.44	-	-
Other receivable						
29 Three Holidays Private Limited	-	-	2.59	1.73	-	-
Amount payable						
29 Three Holidays Private Limited	-	-	12.02	8.20	-	-
Spectrum Technologies	-	-	4.67	71.62	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	9.22	-	-
Advances receivable						
29 Three Holidays Private Limited	-	-	25.00	8.09	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	27.91	-	-
Spectrum Technologies	-	-	1,556.48	-	-	-
Security deposit taken						
29 Three Holidays Private Limited	-	-	0.30	0.30	-	-
Remuneration payable						
Sandipkumar Gupta	48.71	35.87	-	-	-	-
Rajdipkumar Gupta	33.63	12.39	-	-	-	-
Salaries and Wages payable						
Sarika Gupta	-	-	-	-	0.19	-
Sunita Gupta	-	-	-	-	0.19	-
Tanvi Gupta	-	-	-	-	0.12	-

Reference is invited to personal guarantee of directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta) for working capital loan availed from HDFC Bank (31 March 2019-from Yes Bank) under note 21.

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs vide cash/bank payment. There have been no guarantees received or provided for any related party receivables or payables. For the year ended 31 March 2020, the Group has recorded impairment of receivables/advances of ₹ 0.17 lakhs relating to amounts owed by related parties (31 March 2019: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

42 (a) Statement of consolidated net assets, consolidated profit/(loss), other comprehensive income and total comprehensive income attributable to equity shareholders of the Holding Company and Non-controlling interests

For disclosures mandated by Schedule III of Companies Act, 2013, by way of additional information, refer details below:

Name of the entities in the group	Country of incorporation	Net Assets, i.e. total assets minus total liabilities		Share in profits/(loss)		Share in other comprehensive income (OCI)		Total comprehensive income (CI)	
		As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated OCI	Amount	As % of consolidated CI	Amount
Parent:									
Route Mobile Limited	India								
31 March 2020		27.81%	7,431.68	12.97%	754.69	(2.47%)	(14.17)	11.58%	740.52
31 March 2019		37.93%	8,380.18	16.16%	897.12	3.23%	13.61	15.25%	910.73
Subsidiaries:									
Indian									
Sphere Edge Consulting India Private Limited	India								
31 March 2020		3.04%	812.44	1.76%	102.20	0.00%	-	1.60%	102.20
31 March 2019		3.21%	710.24	0.57%	31.78	0.00%	-	0.53%	31.78
Cellent Technologies India Private Limited	India								
31 March 2020		0.08%	20.93	(2.17%)	(126.06)	0.00%	-	(1.97%)	(126.06)
31 March 2019		0.67%	146.99	0.57%	31.87	0.00%	-	0.53%	31.87
Start Corp India Private Limited	India								
31 March 2020		0.48%	127.38	0.07%	4.04	0.00%	-	0.06%	4.04
31 March 2019		0.56%	123.34	0.55%	30.55	0.00%	-	0.51%	30.55
Call 2 Connect India Private Limited	India								
31 March 2020		(0.20%)	(52.20)	(1.58%)	(92.23)	(1.80%)	(10.33)	(1.60%)	(102.56)
31 March 2019		(0.54%)	(119.91)	1.98%	109.72	0.00%	-	1.84%	109.72
Route Connect Private Limited	India								
31 March 2020		0.05%	14.69	0.66%	38.29	0.00%	-	0.60%	38.29
31 March 2019		(0.11%)	(23.60)	(0.44%)	(24.60)	0.00%	-	(0.41%)	(24.60)
Foreign									
RouteSMS Solutions (UK) Limited (refer note 1 below)	United Kingdom								
31 March 2020		22.75%	6,077.03	69.62%	4,052.65	(55.88%)	(320.16)	58.38%	3,732.49
31 March 2019		13.72%	3,035.76	37.97%	2,107.68	(36.27%)	(152.96)	32.73%	1,954.72

Route Mobile Limited

Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020

(₹ in lakhs, except for share data, and if otherwise stated)

Name of the entities in the group	Country of incorporation	Net Assets, i.e. total assets minus total liabilities		Share in profits/(loss)		Share in other comprehensive income (OCI)		Total comprehensive income (CI)	
		As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated OCI	Amount	As % of consolidated CI	Amount
Routesms Solutions Nigeria Limited	Nigeria								
31 March 2020		3.07%	820.93	6.08%	353.82	0.55%	3.15	5.58%	356.97
31 March 2019		2.10%	463.96	1.81%	100.43	5.75%	24.24	2.09%	124.67
Routesms Solutions (FZE) (refer note 1 below)	United Arab Emirates								
31 March 2020		46.22%	12,349.29	30.11%	1,752.82	165.27%	947.13	42.23%	2,699.95
31 March 2019		45.50%	10,052.82	45.35%	2,517.03	117.37%	495.07	50.43%	3,012.10
Route Mobile Pte. Ltd.	Singapore								
31 March 2020		(0.75%)	(199.80)	1.35%	78.53	(1.86%)	(10.68)	1.06%	67.85
31 March 2019		(1.21%)	(267.64)	(1.97%)	(109.50)	(1.02%)	(4.32)	(1.91%)	(113.82)
Non - Controlling interest in all subsidiaries									
RouteSMS Solutions (FZE) Limited									
31 March 2020		(0.76%)	(203.21)	0.05%	2.74	(3.87%)	(22.21)	(0.30%)	(19.47)
31 March 2019		(0.83%)	(183.73)	(2.27%)	(126.06)	4.75%	20.05	(1.77%)	(106.01)
RouteSMS Solutions (UK) Limited									
31 March 2020		(0.05%)	(13.94)	(0.16%)	(9.28)	(0.01%)	(0.06)	(0.15%)	(9.34)
31 March 2019		(0.02%)	(4.61)	(0.28%)	(15.34)	(0.26%)	(1.08)	(0.28%)	(16.42)
Intercompany elimination and consolidation adjustments									
31 March 2020		(1.74%)	(463.94)	(18.76%)	(1,091.76)	0.07%	0.39	(17.07%)	(1,091.37)
31 March 2019		(0.98%)	(217.55)	-	-	6.45%	27.20	0.46%	27.20
Total									
31 March 2020			26,721.28		5,820.45		573.06		6,393.51
31 March 2019			22,096.25		5,550.68		421.81		5,972.49

Note:

1. Amount disclosed is after consolidation with subsidiaries and associate, as applicable.

(b) Non-controlling interest (NCI)

Summarised Balance sheet

Particulars	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Current assets	82.88	37.62	2,348.88	1,359.62
Current liabilities	(89.25)	(39.50)	(2,749.14)	(1,724.15)
Net current assets	**(6.37)**	**(1.88)**	**(400.26)**	**(364.53)**
Non-current assets	8.37	80.94	1.80	4.25
Non-current liabilities	(48.50)	(94.41)	-	-
Net non-current assets	**(40.13)**	**(13.47)**	**1.80**	**4.25**
Net assets	**(46.50)**	**(15.35)**	**(398.46)**	**(360.28)**
Accumulated NCI	**(13.94)**	**(4.61)**	**(203.21)**	**(183.73)**

Summarised statement of profit and loss

Particulars	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Revenue	75.26	126.72	5,304.67	2,088.22
Profit/(loss) for year	(30.95)	(51.14)	5.37	(247.18)
Other comprehensive income	(0.20)	(3.61)	(43.56)	39.32
Total comprehensive income	**(31.15)**	**(54.75)**	**(38.19)**	**(207.86)**
(Loss)/Profit allocated to NCI	(9.28)	(15.34)	2.74	(126.06)
Other comprehensive income/(loss) allocated to NCI	(0.06)	(1.08)	(22.21)	20.05
Total comprehensive income/(loss) allocated to NCI	(9.34)	(16.42)	(19.47)	(106.01)
Dividend paid to NCI	-	-	-	-

Summarised cash flows

	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Cash flows from operating activities	6.47	(68.34)	266.13	75.36
Cash flows from investing activities	-	-	-	-
Cash flows from financing activities	-	-	-	-
Net increase / (decrease) in cash and cash equivalents	**6.47**	**(68.34)**	**266.13**	**75.36**

43 Employee benefits (as applicable to India entities)

I. Contribution to Defined contribution plan, recognised as expenses for the year as under :

	Year ended 31 March 2020	Year ended 31 March 2019
Employer contribution to provident fund and other fund	13.39	10.88
Employer contribution to employees state insurance scheme	15.70	16.50
	29.09	**27.38**

II. Gratuity:

Defined benefit plans: - The Indian entities in the group provide for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees. Liabilities with regard to the Gratuity Scheme are determined by actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary in accordance with Indian Accounting Standard-19, 'Employee Benefits'. The Gratuity Scheme is a non-funded scheme and the group intends to discharge this liability through its internal resources.

The following table sets out the unfunded status of the Gratuity Scheme in respect of employees of the Indian entities in the group:

	As at 31 March 2020	As at 31 March 2019
(a) Change in present value of benefit obligation		
Projected Benefit Obligation ("PBO") at the beginning of the year	187.21	182.49
Current service cost	38.90	31.43
Past service cost	-	-
Interest cost	11.97	11.67
Remeasurements due to:		
- Effect of change in financial assumptions	11.17	2.13
- Effect of change in demographic assumptions	(0.01)	-
- Effect of experience adjustments	18.11	(21.21)
Benefits paid	(2.80)	(19.30)
Present value of obligation at the end of the year	**264.55**	**187.21**
(b) Current / Non Current benefit obligation		
Current	41.32	31.13
Non-current	223.23	156.08
Amount recognised in the Consolidated Balance sheet	**264.55**	**187.21**

	Year ended 31 March 2020	Year ended 31 March 2019
(c) Amount recognised in the Consolidated Statement of Profit and Loss		
Current service cost	38.90	31.43
Past service cost	-	-
Interest cost	11.97	11.67
Total expense included in "Employee benefit expense"	**50.87**	**43.10**
(d) Amount recognised in Other Comprehensive Income (OCI)		
Remeasurements due to:		
- Effect of change in financial assumptions	11.17	2.13
- Effect of change in demographic assumptions	(0.01)	-
- Effect of experience adjustments	18.11	(21.21)
Actuarial (gain)/ loss recognised in Other comprehensive income	**29.27**	**(19.08)**

(e) Assumptions

	As at 31 March 2020	As at 31 March 2019
Discount rate	6.05%	7.00%
Salary escalation rate	10.00%	10.00%
Withdrawal rate	20.00%	20.00%
Mortality table	Indian assured lives mortality (2012-14) ultimate	Indian assured lives mortality (2006-08) ultimate
Retirement age	58 years	58 years

(f) Maturity pattern for defined benefit obligations

Expected cash flows	**31 March 2020**	**31 March 2019**
Year 1	40.81	29.53
Year 2	38.81	27.53
Year 3	38.79	26.39
Year 4	37.87	26.11
Year 5	30.85	23.61
Year 6-10	102.91	78.84

(g) Sensitivity Analysis:

Defined benefit obligation					264.55	187.21
	31 March 2020			**31 March 2019**		
	Change in the assumption	**Increase in profit before tax**	**Decrease in profit before tax**	**Change in the assumption**	**Increase in profit before tax**	**Decrease in profit before tax**
Discount rate	50 bps	7.11	5.16	50 bps	6.20	2.41
Salary growth rate	50 bps	5.71	3.90	50 bps	5.39	1.47

III. Compensated absences

The Company has provided ₹ 14.72 lakhs (written back during the year ended 31 March 2019: ₹ 9.70 lakhs) towards compensated absences during the year ended 31 March 2020.

44 Leases

The Group has adopted the new accounting standard i.e. Ind AS 116- Leases, which has become effective from 1 April 2019 (transition date). This new standard replaces earlier standard on leases i.e. Ind AS 17.

The adoption of this new Standard has resulted in the Group recognising a right-of-use asset and related lease liability in connection with all former operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application.

The new Standard has been applied using the modified retrospective approach, with the cumulative effect of adopting Ind AS 116 being recognised in equity as an adjustment to the opening balance of retained earnings for the current period. Prior periods have not been restated. The Group has recognised lease liability on the date of initial application at the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application. The Group has recognised a right-of-use asset on the date of initial application at its carrying amount as if the Standard had been applied since the commencement date of lease but discounted using the incremental borrowing rate at the date of initial application. On transition to Ind AS 116, the weighted average incremental borrowing rate applied to lease liabilities recognised was 10% p.a.

Practical expedient opted by Group:

• For contracts in place at the date of transition, the Group has elected to apply the definition of a lease from Ind AS 17 and Appendix C to Ind AS 17 and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17 and Appendix C to Ind AS 17.

• The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of transition to Ind AS 116, being 1 April 2019.

• On transition, Group has elected not to apply Ind AS 116 to leases previously accounted for as operating leases, with a remaining lease term of less than 12 months and not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

Exemptions availed by Group:

The Group has elected not to recognise right-of-use assets in below mentioned cases but to account for the lease expense on a straight-line basis over the remaining lease term or on another systematic basis if that basis is more representative of the pattern of the Group's benefit:

- A lease that, at the commencement date, has a lease term of 12 months or less i.e. short-term leases and
- Leases for which the underlying asset is of low value

The Group has benefitted from the use of hindsight for determining the lease term when considering options to extend and terminate leases.

The Group has discounted lease payments using the incremental borrowing rate as at 1 April 2019 for measuring lease liabilities at ₹ 1,556.13 lakhs and accordingly recognised right-of-use assets at ₹ 1,361.40 lakhs by adjusting retained earnings by ₹ 114.32 lakhs (net of tax), including adjustments for lease equalisation reserve, as at the aforesaid date. In the Statement of Profit and Loss for the current period, expenses in the nature of operating leases are recognised as amortisation of right-of-use assets and finance costs, as compared to lease rent in previous periods.

The impact of adopting Ind AS 116 on the financial statements for the year ended 31 March 2020 is as follows:

Particulars	**Year ended 31 March 2020 (Erstwhile basis)**	**Year ended 31 March 2020 (As per Ind AS-116)**	**Increase/ (Decrease) in Profit**
Rent	677.58	81.67	595.91
Finance costs	356.76	486.81	(130.05)
Depreciation and amortisation expense	1,801.81	2,267.91	(466.10)
Profit before tax	6,936.57	6,936.33	(0.24)

Route Mobile Limited
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Particulars	As at 31 March 2020
The Consolidated Balance sheet discloses the following amounts relating to leases:	
Right-of-use assets	
Buildings	898.88
	898.88
Lease liabilities	
Current	588.42
Non-current	562.42
	1,150.84

Amounts recognised in the Consolidated statement of profit and loss	For the year ended 31 March 2020
Depreciation charge on Right-of-use assets	
Buildings	466.10
	466.10
Interest expense included in finance cost	130.05
Expense relating to short-term leases	81.67
Expense relating to leases of low-value assets that are not shown above as short-term leases	-
Expense relating to variable lease payments not included in lease liability	-
Total cash outflow for leases during current financial year (excluding short term leases)	712.69
Additions to the right of use assets during the current financial year	-

The Company has taken computers and computer servers on finance lease. The future lease rent payable on such assets taken on finance lease are as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Minimum lease payments		
Not later than 1 year	57.33	114.67
Later than 1 year but not later than 5 years	-	57.34
Beyond 5 years	-	-
Present value of minimum lease payments		
Not later than 1 year	55.71	104.03
Later than 1 year but not later than 5 years	-	55.71
Beyond 5 years	-	-

45 Business Combination

(a) Note on contingent consideration

The Group had estimated to pay to the selling shareholders of 365squared Limited the additional consideration of EURO 9,400,000 (Equivalent ₹ 7,243.64 lakhs) in cash by June 2019, linked to target earnings before interest, tax, depreciation and amortisation (EBITDA) vis a vis the actual EBITDA achieved at the end of each year as set forth in the acquisition share purchase agreement (Acquisition SPA).

The Group had included ₹ 5,949.03 lakhs as contingent consideration related to additional consideration, which represents its fair value at the date of acquisition. As at 31 March 2019, the contingent consideration has increased to ₹ 7,307.15 lakhs (refer note 23) (including unwinding of the discount of ₹ 912.05 lakhs, grouped in finance costs in note 31).

The additional consideration payable to the selling shareholders have been confirmed at EURO 9,090,392, based on agreement dated 24 September 2019 executed between the Company and the selling shareholders. First instalment of EURO 3,000,000 has been paid during the year ended 31 March 2020 and the balance earn-out amount of Euro 6,090,392 (equivalent to ₹ 5,097.71 lakhs) shall be paid subsequently.

The differential amount of EURO 309,608 (equivalent to ₹ 241.92 lakhs, based on exchange rate on 24 September 2019, the date of agreement execution), as compared to contingent consideration of EURO 9,400,000 recorded earlier, has been credited to the Consolidated Statement of Profit and Loss for the year ended 31 March 2020.

(b) Contingent liability

Income tax liability of ₹ 58.41 lakhs pertaining to AY 2014-15 was disclosed as contingent liability on acquisition and consolidation of Cellent Technologies India Private Limited (Cellent) during earlier years. The seller of Cellent had contested this demand in the court of law. Further, the Holding Company had retained ₹ 50 lakhs towards the same, with a condition that this amount will be released on favourable conclusion of this matter by the appellate authorities. During the year 2018-19, Cellent has received a favourable order in this regard from the appellate authorities.

During the financial year 2018-19, a service tax audit was conducted on Cellent and the service tax auditors had shared their observations with Cellent, which include an observation on non payment of service tax on reverse charge mechanism on purchase of messaging services, which have been sold outside India. Since the Holding Company had already received show cause notice cum demand in a similar matter, the amount of ₹ 300.34 lakhs forming part of the observations, had been disclosed as contingent liability, based on legal advice obtained by the Holding Company in a similar matter. Also, the retention amount has not been released due to this new development.

Cellent has discharged an amount of ₹ 1.40 lakhs during August 2019 in relation to messaging services imported and consumed in India and also responded on the service tax audit observations indicating their disagreement. Consequently, Cellent has received a show cause notice seeking their response on why service tax of ₹ 298.94 lakhs should not be levied in the concerned matter.

During the year ended 31 March 2020, Cellent has opted for the benefit of Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme") and provided an amount of ₹ 150.17 lakhs in the financial statements which has been paid during the year ended 31 March 2020. Hence, this matter is no longer disclosed as contingent liability.

46 Interest in other entities

The Consolidated Financial Statements present the Consolidated Accounts of Route Mobile Limited with its following subsidiaries:

Sr. No	Relationship	Name of the Subsidiary	Principal place of business and country of incorporation	Proportion of ownership interest 31 March 2020	Proportion of ownership interest 31 March 2019
1	Subsidiary	Route Mobile (UK) Limited	UK	100%	100%
2	Subsidiary	Sphere Edge Consulting India Private Limited	India	100%	100%
3	Subsidiary	RouteSMS Solutions FZE	UAE	100%	100%
4	Subsidiary	RouteSMS Solutions Nigeria Limited	Nigeria	100%	100%
5	Subsidiary	Cellent Technologies India Private Limited	India	100%	100%
6	Subsidiary	Start Corp India Private Limited	India	100%	100%
7	Subsidiary	Route Mobile Pte. Ltd. - Singapore	Singapore	100%	100%
8	Subsidiary	Call 2 Connect India Private Limited	India	100%	100%
9	Subsidiary	Route Conect Private Limited	India	100%	100%

47 Commitments and contingencies

	As at 31 March 2020	As at 31 March 2019
A] Claims against the group not acknowledged as debts		
Income tax matters*	1,446.08	-
Service tax matters*	2,567.51	5,622.84
Guarantees given on behalf of the group by banks	1,698.46	610.66
	5,712.05	**6,233.50**
B] Other commitments		
For payment of lease	-	1,211.25
	-	**1,211.25**

*The above figure does not include amounts towards certain additional penalty and interest that may devolve on the Group in the event of an adverse outcome as the same is subjective and not capable of being presently quantified.

Service tax matter of the Holding Company

(i) The Service tax department ("department") had issued a Show Cause cum Demand Notice (SCDN) to the Holding Company vide letter F No. DGCEI/MZU/I&IS'C'/12(3)30/2016 dated 21 April 2017, based on the understanding that the Holding Company has not discharged the service tax liability under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to their overseas customers. The demand pertaining to the period, October 2011 to March 2016, amounted to ₹ 2,500.28 lakhs excluding interest and penalty. The said matter was under dispute with Commissioner. The Commissioner of CGST, Mumbai has confirmed the demand vide his order dated 27 June 2018. The Holding Company had filed an appeal with the Customs, Excise and Service Tax Appellate Tribunal, Mumbai (CESTAT) and paid an amount of ₹ 187.50 lakhs under protest.

During the year ended 31 March 2019, the Service tax department ("department") had issued a Show Cause cum Demand Notice (SCDN) to the Holding Company dated 17 January 2019, based on the understanding that the Holding Company had not discharged the service tax liability under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to their overseas customers. The demand pertaining to the period April 2016 to June 2017, amounted to ₹ 254.71 lakhs excluding interest and penalty. Based on grounds outlined in an independent legal opinion, the Management believed that the outcome will be in the favour of the Holding Company and accordingly no provision for liability was recognised in the consolidated financial statements and the demand was disclosed as contingent liability.

During the year ended 31 March 2020, the Holding Company has opted for the benefit of 'Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme"). The Scheme covers past disputes and voluntary disclosure of taxes by declarants under various central laws which got subsumed under GST, including Central Excise and Service Tax. In accordance with the Scheme, the Holding Company has determined its liability @ 50% of tax demand in respect of its service tax dues and ₹ 1,338.92 lakhs has been recorded in the financial statements towards the settlement for the aforesaid service tax matter. Hence, this matter is no longer disclosed as contingent liability.

Provident Fund (as applicable to Indian entities)

(ii) The Honourable Supreme Court, has passed a judgement on 28 February 2019 in relation to inclusion of certain allowances within the scope of "Basic wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The management, based on legal advice, is of the view that the applicability of the judgement to the Indian entities, with respect to the period and the nature of allowances to be covered due to interpretation challenges, and resultant impact on the past provident fund liability, cannot be reasonably ascertained.

Non compliance with FEMA Regulations by the Holding Company

(iii) The outstanding balances of Holding Company as at 31 March 2020 include trade payables aggregating to ₹ 1,101.06 lacs due to subsidiaries situated outside India. These balances are pending for settlement and have resulted in delays beyond the timeline stipulated by the FED Master Direction No. 17/2016-17, read with RBI circular RBI/2019-20/242 No.33 dated 22 May 2020 under the Foreign Exchange Management Act, 1999. The management of the Holding Company is in the process of filing necessary applications with the appropriate authority for condonation of delays and regularizing these defaults. Pending conclusion of the aforesaid matter, the amount of fine/penalty, if any, that may be levied, is not ascertainable and accordingly, the accompanying consolidated financial statements do not include any adjustments that may arise due to such fine/penalty.

48 Segment reporting

The Group's chief operating decision maker - Board of Directors for evaluating group performance and for allocating resources based on analysis of various performance indicators, has identified four operative segments by geography.

Segment reporting as at and for the year ended 31 March 2020

Particulars	India	Dubai	United Kingdom	Nigeria	Unallocated	Eliminations	Total
Segment revenue							
External revenue	40,822.98	14,762.10	30,325.73	6,057.92	3,656.55	-	95,625.28
Inter-segment revenue	7,826.59	4,132.60	15,123.46	256.37	7,132.80	(34,471.82)	-
Total revenue	**48,649.57**	**18,894.70**	**45,449.19**	**6,314.29**	**10,789.35**	**(34,471.82)**	**95,625.28**
Segment Results	**919.68**	**1,622.59**	**2,685.53**	**520.96**	**1,954.28**	**24.30**	**7,727.34**
Add/(less) :							
Other income							1,184.89
Finance costs							486.81
Profit before exceptional item and tax							**8,425.42**
Exceptional item							**1,489.09**
Profit before tax							**6,936.33**
Less: Tax expense							
Current tax							1,082.53
Deferred tax expense							33.35
Profit for the period before non-controlling interests							**5,820.45**
Less: non-controlling interests (NCI)							(6.54)
Profit for the period							**5,826.99**

Other segment information:							
1. Segment assets (including of NCI)	40,384.99	20,554.09	42,811.57	1,706.09	16,504.85	(59,408.35)	62,553.24
2. Segment liabilities (including of NCI)	32,030.07	8,408.02	32,295.79	885.16	6,246.38	(44,033.46)	35,831.96
3. Non-current assets** (including of NCI)	4,991.38	749.79	263.31	7.90	14,587.04	(457.57)	20,141.85
4. Depreciation and amortisation expenses (including of NCI)	1,038.72	50.52	78.01	0.20	1,100.46	-	2,267.91

** Non-current assets are excluding financial asset and deferred tax assets

Segment reporting as at and for the year ended 31 March 2019

Particulars	India	Dubai	United Kingdom	Nigeria	Unallocated	Eliminations	Total
Segment revenue							
External revenue	37,238.67	7,572.43	24,769.67	6,161.56	8,724.49	-	84,466.82
Inter-segment revenue	4,151.24	5,710.98	14,149.21	148.20	7,372.77	(31,532.40)	-
Total revenue	**41,389.91**	**13,283.41**	**38,918.88**	**6,309.76**	**16,097.26**	**(31,532.40)**	**84,466.82**
Segment Results	**1,030.64**	**2,263.78**	**2,605.24**	**146.63**	**861.16**	**3.79**	**6,911.24**
Add/(less) :							
Other income							770.79
Finance costs							1,159.18
Profit before tax							**6,522.85**
Less: Tax expense							
Current tax							1,121.92
Deferred tax expense							(149.75)
Profit for the period before non-controlling interests							**5,550.68**
Less: non-controlling interests (NCI)							(141.40)
Profit for the period							**5,692.08**

Other segment information:							
1. Segment assets (including of NCI)	25,628.84	13,693.28	33,768.27	1,254.02	18,200.18	(43,828.01)	48,716.58
2. Segment liabilities (including of NCI)	16,411.91	3,824.20	30,351.35	790.06	4,496.78	(29,253.97)	26,620.33
3. Non-current assets** (including of NCI)	4,351.90	736.97	12.09	0.77	14,834.66	(210.80)	19,725.59
4. Depreciation and amortisation expenses (including of NCI)	591.01	57.15	20.38	0.21	1,053.89	-	1,722.64

** Non-current assets are excluding financial asset and deferred tax assets

B) Major customer

The Company earns revenue from two major customers who individually contribute more than 10 percent of the Company's revenue for the year ended 31 March 2020 (For the year ended 31 March 2019: one customer).

49 Employee Stock Option Plan (ESOP)

The Holding Company has implemented Employee Stock Option Plans for the employees of the Holding Company and its subsidiaries through Route Mobile Employee Welfare Trust (the 'Trust') formed for the purpose. All the options issued by the Holding Company are equity share based options which have to be settled in equity shares only. The shares are to be allotted to employees under the ROUTE MOBILE LIMITED - Employee Stock Option Plan 2017 (the 'ESOP scheme'). The shareholders at its meeting held on 12 October 2017 approved grant of 2,500,000 employee share options to eligible employees under the ESOP scheme of the Holding Company.

I. The position of the Employee Stock Option Scheme of the Holding Company :

Sr. No.	Particulars	ESOP Scheme
1	Details of approval	Resolution passed by Nomination and Remuneration committee meeting dated 05 October 2017 and the shareholders, in the Extra ordinary General Meeting held on 12 October 2017 had approved the grant of 2,500,000 employee stock options in accordance with the ESOP Scheme, equivalent to 5% of the issued and paid up share capital of the Company.
2	Implemented through	Trust
3	Total number of stock options approved	2,500,000
4	Total number of stock options granted (Grant I)	1,452,500
	Total number of stock options granted (Grant II)	888,500
5	Vesting schedule (Grant I)	Each 25% of granted options shall vest on 12 October 2018, 12 October 2019, 12 October 2020 and 12 October 2021 respectively.
	Vesting schedule (Grant II)	Each 25% of granted options shall vest on 20 February 2021, 20 February 2022, 20 February 2023 and 20 February 2024 respectively.
6	Maximum term of Options granted (years)	4 years
7	Source of shares (Primary, Secondary or combination)	Primary
8	Price per option (Grant I)	₹ 300/-
	Price per option (Grant II)	₹ 326.16/-
9	The exercise period and process of exercise	Exercise anytime within five years from date of vesting.

II. Method used to account for ESOP

The Holding Company has recorded compensation cost for all grants made to employees under the fair value method of accounting. The fair value of each option granted is estimated on the date of grant using Discounted cash flow method.
There was no material change in the fair value of the option from the date of valuation to grant date, hence there is no charge in the statement of profit and loss on account of ESOP.

III. Weighted average exercise price of Options granted:

	Grant I	Grant II
Exercise price equals fair market value	₹ 300	₹ 326.16
Exercise price is greater than fair market value	Nil	Nil
Exercise price is less than fair market value	Nil	Nil

IV. Weighted average fair value of Options granted:

	Grant I	Grant II
Fair value of options granted	₹ 300	₹ 326.16

V. Employee-wise details of options granted:

(i) Employees who were granted options amounting to 5% or more of the options granted

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted
1	Mr. Rahul Pandey	Chief Credit Officer	300.00	150,000
			326.16	10,000

(ii) Identified employees who were granted options, equal to or exceeding 1% of the issued capital of the Company at the time of grant:

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted
1	Nil	Nil	Nil	Nil

VI. The movement of stock options are summarized below:

	Number of options	
	31 March 2020	**31 March 2019**
Outstanding at the beginning of the year	1,267,250	1,452,500
Options granted during the year	888,500	Nil
Options forfeited / lapsed during the year *	100,250	185,250
Options exercised during the year	Nil	Nil
Options expired during the year	Nil	Nil
Options outstanding at the end of the year	2,055,500	1,267,250
Options exercisable at the end of the year	598,500	321,875

* excludes 10,000 options lapsed after 31 March 2020 in respect of employees who have resigned as at 31 March 2020

Unallocated options as at 31 March 2020 are 444,500 options (including 285,500 options lapsed and available for future grants).

VII. The exercise price and expected remaining contractual life (comprising the vesting period and exercise period) of options outstanding as at 31 March 2020 is as follows:

Grant I

Sr. No.	Grant Date	Number of Options granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	13 October 2017	363,125	12 October 2018	11 October 2023	300	42 months
2	13 October 2017	363,125	12 October 2019	11 October 2024	300	54 months
3	13 October 2017	363,125	12 October 2020	11 October 2025	300	66 months
4	13 October 2017	363,125	12 October 2021	11 October 2026	300	78 months

Grant II

Sr. No.	Grant Date	Number of Options granted	Vesting Date	Exercise End Date	Exercise Price per share (Rs.)	Expected remaining contractual life (Months)
1	21 February 2020	222,125	20 February 2021	19 February 2026	326.16	71 months
2	21 February 2020	222,125	20 February 2022	19 February 2027	326.16	83 months
3	21 February 2020	222,125	20 February 2023	19 February 2028	326.16	95 months
4	21 February 2020	222,125	20 February 2024	19 February 2029	326.16	107 months

VIII. Assumptions:

Sr. No.	Particulars	Grant I	Grant II
1	Risk Free Interest Rate	6.70%	6.55%
2	Expected Life (years)	4	4
3	Expected Volatility	56%	100%
4	Market Risk Premium	8.82%	2.32%
5	Cost of debt	11.00%	12.87%
6	Terminal Growth Rate	4.00%	3.00%
7	Cost of capital	11.06%	12.53%

50 Earnings per share

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Net profit after tax attributable to equity shareholders of the Holding Company	5,826.99	5,692.08
Weighted average number of shares outstanding during the year - Basic and diluted	50,000,000.00	50,000,000.00
Basic and diluted earnings per share (₹)	11.65	11.38
Nominal value per equity share (₹)	10.00	10.00

Diluted EPS is not impacted due to Route Mobile Limited - Employee Stock Option Plan 2017 as options have been granted at fair value.

51 Contribution towards Corporate Social Responsibility (CSR)

	Year ended 31 March 2020	Year ended 31 March 2019
Details of CSR expenditure of Holding company: -		
Amount required to be spent as per Section 135 of the Act	43.59	64.09
Amount spent during the year on,		
(i) Construction/acquisition of any assets	-	-
(ii) For purpose other than (i) above	92.30	76.94

52 Covid-19

In assessing the recoverability of receivables, investment and other assets, the group has considered internal and external information up to the date of these consolidated financial statements including credit reports and economic forecasts. The Group has performed sensitivity analysis on the assumptions used and based on the current indicators of future economic conditions, the group expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from the estimate as at the date of these consolidated financial statements and the group will closely monitor any material changes to future economic conditions and respond accordingly.

53 Subsequent to Balance Sheet date, the Holding Company has entered into an Agreement to Transfer Business dated 15 June 2020 to acquire key technologies and related contracts from a Bengaluru based Company specializing in development of telecom related solutions which includes inter alia Multimedia Messaging Service Center (MMSC) and Short Message Service Center platforms (SMSC) on a going concern basis under a slump sale arrangement for total consideration of Rs.1,200 lakhs. The acquisition is subject to customary closing actions and internal approvals.

54 The Holding Company has plans for Initial Public Offering (IPO) of its equity shares and has already filed the Draft Red Herring Prospectus (DRHP) with the Securities and Exchange Board of India (SEBI).

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

For and on behalf of the Board of Directors of
Route Mobile Limited

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No. A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020