

**INDEPENDENT AUDITOR'S REPORT**

To the Members of TSI Yatra Private Limited

**Report on the Audit of the Ind AS Financial Statements****Opinion**

We have audited the accompanying Ind AS financial statements of TSI Yatra Private Limited ("the Company"), which comprise the Balance sheet as at March 31 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

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

**Other Information**

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

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



## **Responsibility of Management for the Ind AS Financial Statements**

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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the Ind AS 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 system 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - (g) The provision of section 197 read with schedule V of the Act are not applicable to the Company for the year ended March 31, 2019.
  - (h) 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:



# **S.R. BATLIBOI & ASSOCIATES LLP**

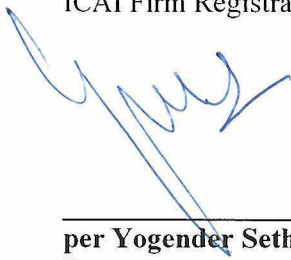
Chartered Accountants

- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 34 to the Ind AS financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004



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per **Yogender Seth**

Partner

Membership Number: 94524

UDIN: 19094524AAAACG5008

Place of Signature: Gurugram

Date: September 28, 2019

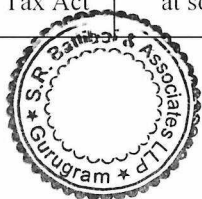


**Annexure 1** referred to in paragraph 1 of the section on “Report on Other Legal and Regulatory Requirements” of our report of even date

**Re: TSI Yatra Private Limited (“the Company”)**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) According to the information and explanations given by the management, there are no immovable properties, included in property, plant and equipment of the Company and accordingly, the requirements under paragraph 3(i) (c) of the Order are not applicable to the Company.
- (ii) The Company’s business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits within the meaning of section 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) To the best of our knowledge and as explained, the Company is not in the business of sale of any goods. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii) (a) Undisputed statutory dues including provident fund, employees’ state insurance, income-tax, service tax, goods and service tax and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases as follows:

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Due Date	Date of Payment
Goods & Service Tax Act	Tax collected at source	3,514,537	Oct-18	10-Nov-2018	07-Feb-2019
Goods & Service Tax Act	Tax collected at source	693,239	Oct-18	10-Nov-2018	20-Mar-2019
Goods & Service Tax Act	Tax collected at source	4,136,317	Nov-18	10-Dec-2018	07-Feb-2019
Goods & Service Tax Act	Tax collected at source	606,747	Nov-18	10-Dec-2018	20-Mar-2019
Goods & Service Tax Act	Tax collected at source	3,994,965	Dec-18	10-Jan-2019	07-Feb-2019



# S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

Goods & Service Tax Act	Tax collected at source	4,868,257	Dec-18	10-Jan-2019	20-Mar-2019
Goods & Service Tax Act	Tax collected at source	4,533,867	Jan-19	10-Feb-2019	20-Mar-2019
Goods & Service Tax Act	Tax collected at source	5,120,127	Feb-19	10-Mar-2019	04-Apr-2019
Goods & Service Tax Act	Tax collected at source	6,698,515	Mar-19	10-Apr-2019	13-May-2019

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, goods and service tax, and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues of income-tax and service tax on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount* (in INR)	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994 (Service Tax Provisions)	Service Tax	17,650,948	2008-12	CESTAT, Chandigarh
Finance Act, 1994 (Service Tax Provisions)	Service Tax	2,039,165	2010-12	CESTAT, Chandigarh
Finance Act, 1994 (Service Tax Provisions)	Service Tax	231,633,959	2010-14	CESTAT, Chandigarh
Income Tax Act, 1961	Income Tax	1,889,572	AY 2013-14	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	95,339,490	AY 2014-15	Income Tax Appellate Tribunal

\*Against the above INR 1,243,200 and INR 17,372,547 have been deposited as paid under protest for service tax case for the period of 2008-12, 2010-14 and INR 371,915 and INR 18,893,648 has been deposited as paid under protest for income tax case for AY 2013-14 and AY 2014-15 respectively mentioned above with authorities.

- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank.
- (ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments) and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no material fraud by the officers and employees of the Company has been noticed or reported during the financial year.
- (xi) According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Act are not applicable to the company and hence reporting under clause 3(xi) are not applicable and hence not commented upon.



# **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of sec 177 are not applicable to the company and accordingly reporting under clause 3(xiii) insofar as it relates to section 177 of the Act is not applicable to the Company and hence not commented upon.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004



per **Yogender Seth**

Partner

Membership Number: 94524

UDIN: 19094524AAAACG5008

Place: Gurugram

Date: September 28, 2019



**Annexure 2 to the independent auditor's report of even date on the financial statements of TSI Yatra Private Limited**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of TSI Yatra Private Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 its 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 Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, 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.

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





## **Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements**

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

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these 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 over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.


## **Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting 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 S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

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**per Yogender Seth**

Partner

Membership Number: 94524

UDIN: 19094524AAAACG5008

Place of Signature: Gurugram

Date: September 28, 2019



**TSI Yatra Private Limited**  
**Balance Sheet as at March 31, 2019**

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

	Note	March 31, 2019	March 31, 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	49	81
Intangible assets	6	10	8
Intangible assets under development	6	-	8
<b>Financial assets</b>			
Security deposits	7	20	13
Income tax asset (net)	10	750	532
Deferred tax assets	26	234	167
Other non-current assets	9	425	327
<b>Subtotal non-current assets</b>		<b>1,488</b>	<b>1,136</b>
<b>Current Assets</b>			
<b>Financial assets</b>			
Trade receivables	11	13,217	12,452
Cash and cash equivalents	12	865	3,325
Term deposits	12	543	525
Security deposits	7	2	-
Other financial assets	8	1	1
Other current assets	9	1,482	2,467
<b>Subtotal current assets</b>		<b>16,110</b>	<b>18,770</b>
<b>Total assets</b>		<b>17,598</b>	<b>19,906</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	13	289	289
<b>Other equity</b>			
Share premium		2,369	2,369
Deemed capital contribution by ultimate holding company		84	84
Retained earnings		1,699	1,059
<b>Total equity</b>		<b>4,441</b>	<b>3,801</b>
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	14	6	5
Provisions	17	120	103
<b>Subtotal non-current liabilities</b>		<b>126</b>	<b>108</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Trade payables (Outstanding dues of creditors other than micro enterprises and small enterprises)	15	10,929	13,954
Other financial liabilities	16	153	145
Provisions	17	93	79
Other current liabilities	18	1,856	1,819
<b>Subtotal current liabilities</b>		<b>13,031</b>	<b>15,997</b>
<b>Total liabilities</b>		<b>13,157</b>	<b>16,105</b>
<b>Total equity and liabilities</b>		<b>17,598</b>	<b>19,906</b>

Summary of significant accounting policies

2

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

For S.R. Batliboi & Associates LLP

ICAI Firm Registration No.: 101049W/E300004

Chartered Accountants

per Yogender Seth

Partner

Membership No: 094524



Place: Gurugram

Date: September 28, 2019

For and on behalf of the Board of Directors

TSI Yatra Private Limited

Dhires Sharma

Director

(DIN: 02603740)

Place: Gurugram

Date: September 28, 2019

Akash Poddar

Whole Time Director

(DIN:00250291)

**TSI Yatra Private Limited**  
**Statement of profit and loss for the year ended March 31, 2019**  
(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

	Note	March 31, 2019	March 31, 2018
<b>Income</b>			
Revenue from operations	19	15,849	13,816
Other income	20	231	68
<b>Total income</b>		<b>16,080</b>	<b>13,884</b>
<b>Expenses</b>			
Service cost		771	435
Handling and service charges	21	8,786	7,986
Employee benefits expense	22	2,136	1,964
Depreciation and amortization	23	53	70
Finance costs	24	11	10
Other expenses	25	3,361	2,384
<b>Total expenses</b>		<b>15,118</b>	<b>12,849</b>
<b>Profit before taxes</b>		<b>962</b>	<b>1,035</b>
<b>Tax expense</b>	26		
Current tax		332	231
Deferred tax		(46)	141
<b>Profit for the year</b>		<b>676</b>	<b>663</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>	29		
Remeasurements of defined benefit plans		13	15
Income tax effect		(5)	(3)
<b>Other comprehensive income for the year, net of income tax</b>		<b>8</b>	<b>12</b>
<b>Total comprehensive income for the year</b>		<b>668</b>	<b>651</b>
<b>Earnings per share</b>	28		
Basic and diluted earnings per share		23.37	22.92
<b>Summary of significant accounting policies</b>	2		

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

**For S.R. Batliboi & Associates LLP**  
**ICAI Firm Registration No.: 101049W/E300004**  
**Chartered Accountants**

  
**per Yogender Seth**  
Partner  
Membership No: 094524



Place: Gurugram  
Date: September 28, 2019

**For and on behalf of the Board of Directors**  
**TSI Yatra Private Limited**

  
**Dhiresn Sharma**  
Director  
(DIN: 02603740)

  
**Akash Poddar**  
Whole Time Director  
(DIN:00250291)

Place: Gurugram  
Date: September 28, 2019

**TSI Yatra Private Limited**  
**Statement of changes in equity for the year ended March 31, 2019**  
(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

	Equity share capital		Other reserves			Total equity
	No of Shares	Amount	Share premium	Deemed capital contribution by ultimate holding company	Retained Earnings	
<b>Balance as at March 31, 2017</b>	<b>2,892,213</b>	<b>289</b>	<b>2,369</b>	<b>84</b>	<b>407</b>	<b>3,150</b>
Profit for the period	-	-	-	-	663	663
<b>Other comprehensive income</b>						
Remeasurements of defined benefit plans	-	-	-	-	(12)	(12)
<b>Total comprehensive income for the year ending March 31, 2018</b>					<b>651</b>	<b>651</b>
Share based payments (refer to note 36)	-	-	-	93	-	93
Recharge by ultimate holding company	-	-	-	(93)	-	(93)
<b>Balance as at March 31, 2018</b>	<b>2,892,213</b>	<b>289</b>	<b>2,369</b>	<b>84</b>	<b>1,059</b>	<b>3,801</b>
<b>Balance as at April 1, 2018</b>	<b>2,892,213</b>	<b>289</b>	<b>2,369</b>	<b>84</b>	<b>1,059</b>	<b>3,801</b>
Effect on adoption of new accounting standards	-	-	-	-	(28)	(28)
<b>Balance as at April 1, 2018</b>	<b>2,892,213</b>	<b>289</b>	<b>2,369</b>	<b>84</b>	<b>1,031</b>	<b>3,773</b>
Profit for the period	-	-	-	-	676	676
<b>Other comprehensive income</b>						
Remeasurements of defined benefit plans	-	-	-	-	(8)	(8)
<b>Total comprehensive income for the year ending March 31, 2019</b>					<b>668</b>	<b>668</b>
Share based payments (refer to note 36)	-	-	-	40	-	40
Recharge by ultimate holding company	-	-	-	(40)	-	(40)
<b>Balance as at March 31, 2019</b>	<b>2,892,213</b>	<b>289</b>	<b>2,369</b>	<b>84</b>	<b>1,699</b>	<b>4,441</b>

**Summary of significant accounting policies (refer note 2)**

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

**Other Reserves**

1. Share Premium  
Security Premium is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of Companies Act, 2013.

2. Retained Earnings

Retained Earnings represent cumulative losses of the company. The reserve can be utilized in accordance with the provisions of Companies Act, 2013.

**For S.R. Batliboi & Associates LLP**  
ICAI Firm Registration No.: 101049W/E300004  
Chartered Accountants



per **Yogender Seth**  
Partner  
Membership No: 094524

Place: Gurugram

Date: September 28, 2019

**For and on behalf of the Board of Directors**  
**TSI Yatra Private Limited**

**Dhiresn Sharma**  
Director  
(DIN: 02603740)

Place: Gurugram

Date: September 28, 2019

**Akash Poddar**  
Whole Time Director  
(DIN: 00250291)

**TSI Yatra Private Limited**  
**Statement of cash flows for the year ended March 31, 2019**  
(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

	Note	March 31, 2019	March 31, 2018
<b>Cash flows from operating activities:</b>			
Profit before tax		962	1,035
<b>Adjustments to reconcile profit before tax to net cash flows:</b>			
Depreciation and amortization	5,6	53	70
Interest income on bank deposits	20	(35)	(2)
Interest income on IT refund	20	-	(23)
Unwinding of discount on other financial assets	20	(2)	(3)
Finance costs	24	1	2
Gain on disposal of property, plant and equipment	20	(3)	(1)
Excess provision written back	20	(180)	(32)
Trade and other receivables provisions/written-off	25	178	220
Share-based payment expense	22	40	93
<b>Working capital changes:</b>			
(Increase)/decrease in trade and other receivables		(28)	(6,294)
Increase/(decrease) in trade and other payables		(2,896)	6,909
Direct taxes paid (net of refunds)		(555)	197
<b>Cash flow generated from/ (used in) operating activities</b>		<b>(2,465)</b>	<b>2,171</b>
<b>Cash flows from investing activities:</b>			
Purchase of property, plant and equipment		(10)	(32)
Proceeds from sale of property, plant and equipment		5	1
Purchase/development of intangible assets		-	(13)
Investment in term deposits		-	(527)
Proceeds from term deposits		13	11
Interest received		4	1
<b>Cash flow generated from/ (used in) investing activities</b>		<b>12</b>	<b>(559)</b>
<b>Cash flows from financing activities:</b>			
Repayment of borrowings		(6)	(15)
Interest paid on borrowings		(1)	(2)
<b>Cash flow generated from/ (used in) financing activities</b>		<b>(7)</b>	<b>(17)</b>
<b>Net increase in cash and cash equivalents</b>		<b>(2,460)</b>	<b>1,595</b>
Cash and cash equivalents at the beginning of the year		3,325	1,730
<b>Closing cash and cash equivalents at the end of the year</b>		<b>865</b>	<b>3,325</b>
<b>Components of cash and cash equivalents:</b>			
Cash on hand	12	-	-
Balances with banks			
On current accounts		320	2,996
Credit cards collection in hand		545	329
<b>Total cash and cash equivalents</b>		<b>865</b>	<b>3,325</b>

Summary of significant accounting policies 2

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

**For S.R. Batliboi & Associates LLP**  
**ICAI Firm Registration No.: 101049W/E300004**  
**Chartered Accountants**

  
per **Yogender Seth**  
Partner  
Membership No: 094524



Place: Gurugram  
Date: September 28, 2019

**For and on behalf of the Board of Directors**  
**TSI Yatra Private Limited**

  
**Dhiresk Sharma**  
Director  
(DIN: 02603740)

  
**Akash Poddar**  
Whole Time Director  
(DIN:00250291)

Place: Gurugram  
Date: September 28, 2019

## TSI Yatra Private Limited

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

### 1. Corporate information

TSI Yatra Private Limited (the Company) was incorporated on 19<sup>th</sup> February, 1996. The Company is engaged in the business of providing reservations and booking services relating to travel for all types of travelers in India.

The Company is a private limited company incorporated and domiciled in India and has its registered office at P 15, 2<sup>nd</sup> Floor, Outer Circle Connaught Place, New Delhi-110001.

### 2. Summary of significant accounting policies

#### 2.1 Basis of preparation

These standalone financial statements ('financial statements') have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

The financial statements are authorized for issue by the Company's Board of Directors on September 28, 2019.

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied by the Company, to all the periods presented in the said financial statements except in relation to the new standards adopted on April 1, 2018 (refer note 2.2).

The preparation of the said financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 3.

All the amounts included in the financial statements are reported in lakhs of Indian Rupees ("INR") and are rounded to the nearest lakhs, except per share data and unless stated otherwise.

#### 2.2 New standards, interpretations and amendments adopted by the Company

Effective April 1, 2018, the Company adopted the new revenue recognition standard, Ind AS 115. The Company adopted the new standard by using the cumulative effect method (modified retrospective approach) and accordingly cumulative effect of certain adjustments amounting to INR 28 has been recorded in retained earnings at April 1, 2018. The comparative information has not been restated. Results for reporting periods beginning after April 1, 2018 are presented under the new guidance, while prior period amounts continue to be reported under the accounting standards in effect for those periods.

The cumulative effects of the revenue accounting changes made to our consolidated balance sheet as of April 1, 2018 were as follows:

	As at March 31, 2018	Adjustments	Balance at April 1, 2018
<b>Non- current assets</b>			
Deferred tax assets	167	11	178
<b>Current assets</b>			
Trade and other receivables	12,452	37	12,489
<b>Current liabilities</b>			
Trade and other payables	13,954	76	14,030
<b>Equity</b>			
Accumulated deficit	1,059	(28)	1,031



## **TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

This standard resulted in no material impact within the Statement of Profit and Loss for the financial year ending March 31, 2019, except for certain marketing and sales promotion expenses resulting in a reduction in revenue of INR 138. The cost for upfront cash incentives as incurred for customer inducement and acquisition for promoting transactions across various booking platforms were previously recorded as marketing and sales promotion costs and are now being recorded as a reduction of revenue.

### **2.3 Basis of measurement**

The financial statements have been prepared on the accrual and going concern basis, and the historical cost convention except where the Ind AS requires a different accounting treatment.

#### **Fair value measurement**

Fair value is the price at the measurement date at which an asset can be sold or paid to transfer a liability, in an orderly transaction between market participants. The Company's accounting policies require measurement of certain financial/non-financial assets and liabilities at fair values (either on a recurring or non-recurring basis). Also, the fair values of financial instruments measured at amortized cost are required to be disclosed in the said financial statements.

The Company is required to classify the fair valuation method of the financial/ non-financial assets and liabilities, either measured or disclosed at fair value in the financial statements, using a three level fair value hierarchy (which reflects the significance of inputs used in the measurement). Accordingly, the Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The three levels of the fair value hierarchy are described below:

**Level 1:** Quoted (unadjusted) prices for identical assets or liabilities in active markets

**Level 2:** Significant inputs to the fair value measurement are directly or indirectly observable

**Level 3:** Significant inputs to the fair value measurement are unobservable.

### **2.4 Current versus non-current classifications**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

Deferred tax assets and liabilities, and all assets and liabilities which are not current (as discussed in the below paragraphs) are classified as non-current assets and liabilities.

An asset is classified as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

### **2.5 Property, plant and equipment ('PPE')**

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognised at cost. The initial cost of PPE comprises purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

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



**TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

Gains or losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized. Depreciation on PPE is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The Company has used the following rates to provide depreciation on its PPE.

Particulars	Years
Computers and peripherals	3
Office equipment	5
Furniture and fixtures	5
Leasehold improvements	Amortized over the lower of primary lease period or economic useful life
Vehicles	Lease period or 5, whichever is less

The useful lives, residual values and depreciation method of PPE are reviewed, and adjusted appropriately, at-least as at each reporting date so as to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effects of any change in the estimated useful lives, residual values and / or depreciation method are accounted prospectively, and accordingly the depreciation is calculated over the PPE's remaining revised useful life. The cost and the accumulated depreciation for PPE sold, scrapped, retired or otherwise disposed off are derecognised from the balance sheet and the resulting gains / (losses) are included in the statement of profit and loss within other expenses other income. The management basis its past experience and technical assessment has estimated the useful life, which is at variance with the life prescribed in Part C of Schedule II of the Companies Act, 2013 and has accordingly, depreciated the assets over such useful life. The cost of capital work-in-progress is presented separately in the balance sheet.

**2.6 Intangible assets**

Identifiable intangible assets are recognised when the Company controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The Company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with Ind AS 8 - *Accounting Policies, Changes in Accounting Estimates and Errors*.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

**Research and development costs**

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the Company can demonstrate all the following:





## **TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- Its intention to complete the asset
- Its ability to use or sell the asset
- How the asset will generate future economic benefits
- The availability of adequate resources to complete the development and to use or sell the asset.
- The ability to measure reliably the expenditure attributable to the intangible asset during development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized on a straight line basis over the period of expected future benefit from the related project, i.e., the estimated useful life of three years. Amortization is recognized in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

The Company has established the estimated useful lives of different categories of intangible assets as follows:

- a. Computer Software – Softwares are amortized over a period of 3 years
- b. Intellectual Property Rights (IPR) – IPR are acquired over a period of 5 years

### **2.7 Impairment of non-financial assets**

Assets that are subject to depreciation and amortisation are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount may not be recoverable or when annual impairment testing for an asset is required. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Fair value less costs to sell is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants, less the costs of disposal. Impairment losses, if any, are recognised in the statement of profit or loss as a component of depreciation and amortisation expense.

### **2.8 Leases**

The determination of whether an arrangement is a lease is based on whether fulfillment of the arrangement is dependent on the use of a specific asset and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement. Leases where the lessor transfers substantially all the risks and rewards of ownership of the leased asset are classified as finance lease and other leases are classified as operating lease.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term unless the lease payments increase in line with expected general inflation.

Assets acquired under finance leases are capitalised at the lease inception at lower of the fair value of the leased asset and the present value of the minimum lease payments. Lease payments are apportioned between finance charges (recognised in the statement of profit and loss) and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability for each period.

### **2.9 Borrowing cost**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.



**TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

**2.10 Financial Instruments**

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**( i ).Financial assets**

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value measured on initial recognition of financial asset. Purchase and sale of financial assets are accounted for at trade date.

**Cash and short-term deposits**

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

**Financial instruments at amortized cost**

A financial instrument is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in other income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category includes cash and bank balances, loans, unbilled revenue, trade and other receivables.

**Financial instruments at Fair Value through Other Comprehensive Income (OCI)**

A financial instrument is classified and measured at fair value through OCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent solely payments of principal and interest.

Financial instruments included within the OCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from OCI to statement of profit and loss.

**Financial instruments at Fair Value through Profit and Loss**

Any financial instrument, which does not meet the criteria for categorization at amortized cost or at fair value through other comprehensive income, is classified at fair value through profit and loss. Financial instruments included in the fair value through profit and loss category are measured at fair value with all changes recognized in the statement of profit and loss.

**Derecognition of financial assets**

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset.



## **TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

### **Impairment of financial assets**

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

### **ii) Financial liabilities**

All financial liabilities are recognized initially at fair value. The Company's financial liabilities include trade payables and other payables.

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

### **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

## **2.11 Revenue recognition**

We generate our revenue from contracts with customers. We recognize revenue when we satisfy a performance obligation by transferring control of the promised services to a customer in an amount that reflects the consideration that we expect to receive in exchange for those services. When we act as an agent in the transaction under IND AS 115, we recognize revenue only for our commission on the arrangement. The Company has concluded that it is acting as agent in case of sale of airline tickets, hotel bookings, sale of rail and bus tickets as the supplier is primarily responsible for providing the underlying travel services and the Company does not control the service provided by the supplier to the traveler and as principal in case of sale of holiday packages since the Company controls the services before such services are transferred to the traveler.

The Company provides travel products and services to B2B (Business to Business) agents in India and abroad. The revenue from rendering these services is recognized in the statement of profit or loss and other comprehensive income once the services are rendered. This is generally the case 1) on issuance of ticket in case of sale of airline tickets 2) on date of hotel booking and 3) on the date of completion of outbound and inbound tours and packages.

The application of our revenue recognition policies and a description of our principal activities, organized by segment, from which we generate our revenue, are presented below.

### **Air Ticketing**

We receive commissions or service fees/incentives from the travel supplier/bank and/or traveling customer. Revenue from the sale of airline tickets is recognized as an agent on a net commission earned basis. Revenue from service fee is recognized on earned basis. Both the performance obligations are satisfied on issuance of airline ticket to the traveler. We record an allowance for cancellations at the time of the transaction based on historical experience.

Incentives from airlines are recognized when the performance thresholds under the incentive schemes are achieved or are probable to be achieved at the end of periods.

### **Hotels and Packages**

Revenue from hotel reservation is recognized as an agent on a net commission earned basis. Revenue from service fee from customer is recognized on earned basis. Both the performance obligations are satisfied on the date of hotel booking. We record an allowance for cancellations at the time of booking on this revenue based on historical experience.



## **TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

Revenue from packages are accounted for on a gross basis as the Company is determined to be the primary obligor in the arrangement, that is the risks and responsibilities are taken by the Company including the responsibility for delivery of services. Cost of delivering such services includes cost of hotels, airlines and package services and is disclosed as service cost.

### **Other Services**

Revenue from other sources, primarily comprising advertising revenue, revenue from sale of foreign currency, rail and bus tickets and fees for facilitating website access to travel insurance companies are being recognized as the services are being performed. Revenue from the sale of rail and bus tickets is recognized as an agent on a net commission earned basis.

Revenue is recognized net of allowances for cancellations, refunds during the period and taxes.

The Company receives fee from Global Distribution System (“GDS”) providers for facilitating the booking of airline tickets through its distribution channels to travel agents for using their system which is recognized as revenue for actual airline tickets sold over the total number of airline tickets expected to be sold over the term of the agreement.

The Company incurs certain marketing and sales promotion expenses and recorded the same as reduction in revenue. This includes the cost for upfront cash incentives as incurred for customer inducement and acquisition for promoting transactions.

### **Contract balances**

#### **Contract assets**

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Company performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

#### **Contract liabilities**

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. Contract liabilities are recognized as revenue when the Company performs under the contract.

#### **Interest income**

Interest income comprises income on term deposits. Interest income is recognized as it accrues in the statement of profit or loss and other comprehensive loss, using the effective interest rate method (EIR).

## **2.12 Foreign currency transactions**

The financial statements are presented in Indian Rupees which is the functional and presentation currency of the Company

Transactions in foreign currencies are initially recorded in the relevant functional currency at the rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the reporting date with the resulting foreign exchange differences, on subsequent re-statement / settlement, recognised in the statement of profit and loss within finance costs / finance income.

Non-monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate prevalent, at the date of initial recognition (in case they are measured at historical cost) or at the date when the fair value is determined (in case they are measured at fair value) – the resulting foreign exchange difference, on subsequent re-statement / settlement, recognised in the statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity. The equity items denominated in foreign currencies are translated at historical cost.

## **2.13 Employee benefits**

The Company’s employee benefits mainly include wages, salaries, bonuses, defined contribution to plans, defined benefit plans, compensated absences and share-based payments. The employee benefits are recognised in the year in which the associated services are rendered by the Company’s employees.

### **a. Defined contribution plans**

The contributions to defined contribution plans are recognised in profit or loss as and when the services are rendered by employees. The Company has no further obligations under these plans beyond its periodic contributions.



## TSI Yatra Private Limited

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

### b. Defined benefit plans

In accordance with the local laws and regulations, all the employees in India are entitled for the Gratuity plan. The said plan requires a lump-sum payment to eligible employees (meeting the required vesting service condition) at retirement or termination of employment, based on a pre-defined formula. The Company provides for the liability towards the said plans on the basis of actuarial valuation carried out as at the reporting date, by an independent qualified actuary using the projected unit-credit method. The obligation towards the said benefits is recognised in the balance sheet, at the present value of the defined benefit obligations less the fair value of plan assets (being the funded portion). The present value of the said obligation is determined by discounting the estimated future cash outflows, using interest rates of government bonds. The interest income / (expense) are calculated by applying the above mentioned discount rate to the plan assets and defined benefit obligations liability. The net interest income / (expense) on the net defined benefit liability is recognised in the statement of profit and loss. However, the related re-measurements of the net defined benefit liability are recognised directly in the other comprehensive income in the period in which they arise. The said re-measurements comprise of actuarial gains and losses (arising from experience adjustments and changes in actuarial assumptions), the return on plan assets (excluding interest). Re-measurements are not re-classified to the statement of profit and loss in any of the subsequent periods.

### c. Share-based payments

The Company operates equity-settled, employee share-based compensation plans, under which the Company receives services from employees as consideration for stock options towards shares of the Company. In case of equity-settled awards, the fair value is recognised as an expense in the statement of profit and loss within employee benefits as employee share-based payment expenses, with a corresponding increase in share-based payment reserve (a component of equity). Subsequently, at each reporting period, until the liability is settled, and at the date of settlement, liability is re-measured at fair value through statement of profit and loss. The total amount so expensed is determined by reference to the grant date fair value of the stock options granted, which includes the impact of any market performance conditions and non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions. However, the non-market performance vesting and service conditions are considered in the assumption as to the number of options that are expected to vest. The forfeitures are estimated at the time of grant and reduce the said expense rateably over the vesting period. The expense so determined is recognised over the requisite vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. As at each reporting date, the Company revises its estimates of the number of options that are expected to vest, if required. It recognises the impact of any revision to original estimates in the period of change. Accordingly, no expense is recognised for awards that do not ultimately vest, except for which vesting is conditional upon a market performance / non-vesting condition. These are treated as vesting irrespective of whether or not the market / non-vesting condition is satisfied, provided that service conditions and all other nonmarket performance are satisfied. Where the terms of an award are modified, in addition to the expense pertaining to the original award, an incremental expense is recognised for any modification that results in additional fair value, or is otherwise beneficial to the employee as measured at the date of modification.

## 2.14 Income taxes

The income tax expense comprises of current and deferred income tax. Income tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity, in which case the related income tax is also recognised accordingly.

### a. Current tax

The current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess / (shortfall) of the Company's income tax obligation for the period are recognised in the balance sheet as current income tax assets / liabilities. Any interest, related to accrued liabilities for potential tax assessments are not included in Income tax charge or (credit), but are rather recognised within finance costs.

### b. Deferred tax

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax are not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.



## **TSI Yatra Private Limited**

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

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Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

The unrecognised deferred tax assets / carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Minimum Alternative Tax ('MAT') expense under the provisions of the Income-tax Act, 1961 is recognised as an asset in the statement of financial position when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed on every period end and is written down to reflect the amount that is reasonably certain to be set off in future years against the future income tax liability. MAT credit entitlement is included as part of deferred tax asset.

Income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, (a) the Company currently has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) when it relate to income tax levied by the same taxation authority and where there is an intention to settle the current income tax balances on net basis.

### **2.15 Earnings per share ('EPS')**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### **2.16 Provisions**

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

### **2.17 Contingent liabilities**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

### **2.18 Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less (that are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of changes in value).



**TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

**2.19 Segment reporting policies**

**Identification of segments** – Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.

**Segment accounting policies** – The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting financial statements of the Company as a whole

**3.Critical accounting estimates and assumptions**

The estimates used in the preparation of the said financial statements are continuously evaluated by the Company, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date. Although the Company regularly assesses these estimates, actual results could differ materially from these estimates - even if the assumptions underlying such estimates were reasonable when made, if these results differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognised in the financial statements in the period in which they become known.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Actual results could differ from these estimates.

**a. Measurement of Expected Credit Loss (ECL) for uncollectible trade receivables and advances**

Company uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed (refer note 33).

**b. Defined benefit plans**

The costs of post retirement benefit obligation under the Gratuity plan are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increase, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date (refer note 31).

**c. Property, plant and equipment**

Refer note 2.5 and 5 for the estimated useful life and carrying value of property, plant and equipment respectively.

**d. Impairment of non-financial assets**

The recoverable amount of property, plant and equipment, intangible assets is based on estimates and assumptions, in particular the expected market outlook and future cash flows associated with the business. There is no indication of impairment of assets as at each reporting date. Any changes in these assumptions may have an impact on the measurement of the recoverable amount resulting in impairment.

**e. Fair value of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the present valuation technique. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.



**TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

**4. Standards issued but not effective until the date of authorisation for issuance of the said financial statements**

The new significant standards, amendments to Standards that are issued but not yet effective until the date of authorisation for issuance of the said financial statements are discussed below. The Company has not early adopted these amendments and intends to adopt when they become effective.

**Ind AS 116, 'Leases'**

In March 2019, MCA has notified the Ind AS 116, Leases. It will replace the existing leases Standard, Ind AS 17 'Leases', and related interpretations. The previous accounting model for leases required lessees and lessors to classify their leases as either finance leases or operating leases and account for those two types of leases differently. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lease is required to recognise a right-of-use asset representing its right to use and the underlying leased assets and a lease liability representing its obligation to make lease payments.

Ind AS 116 is effective for annual reporting periods beginning on or after April 1, 2019. Early application is permitted for entities that apply Ind AS 115 at or before the date of initial application of Ind AS 116. A lessee shall apply Ind AS 116 either retrospectively to each prior reporting period presented or record a cumulative effect of initial application of Ind AS 116 as an adjustment to opening balance of equity at the date of initial application.

We intend to adopt the "Modified Retrospective Approach" on the date of initial application (April 1, 2019) and make a cumulative adjustment to retained earnings. Accordingly, comparatives for the fiscal 2019 will not be retrospectively adjusted.

We expect that adoption of this standard will have a material effect on our financial statements. The most significant effects of this new standard on us relate to the recognition of new right of use ("ROU") assets and lease liabilities on our financial position for various real estate operating leases.

The adoption of Ind AS 116 is expected to have a favourable impact on operating profit in fiscal 2020, since a portion of the costs that were previously classified as rental expenses will be classified as interest expense and thus recorded outside operating profit and an unfavourable impact on profit after tax due to interest accruing at a higher rate in earlier years and decreasing over the lease term, while depreciation is recorded on a straight-line basis. The new standard also has an impact on how lease payments are presented in the cash flow statement resulting in an increase in cash flows from operating activities and a decline in cash flows from financing activities.

The adoption of this standard will result in the recognition of ROU assets and lease liabilities for operating leases. The adoption of this standard is expected to result in the recognition of ROU assets and lease liabilities for operating leases of approximately INR 74 lacs and INR 90 lacs, respectively, as of April 1, 2019.

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

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.
- separately recognise any changes in the asset ceiling through other comprehensive income.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019, although early application is permitted. The Company is currently evaluating the impact on account of this amendment.





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

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**Amendment to Ind AS 12 - Insertion of Appendix C, Uncertainty over Income Tax Treatments**

According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Company is currently evaluating the impact on account of this amendment.



*(This space has been intentionally left blank)*

**5. Property, plant and equipment ("PPE")**

The following table represents the reconciliation of changes in the carrying value of PPE for the year ended March 31, 2019 and 2018.

	Computer and peripherals	Furniture and fixtures	Vehicles	Office equipment	Total
<b>Gross carrying value</b>					
At March 31, 2017	92	1	55	14	162
Additions	25	1	4	2	32
Disposals/adjustments	-	1	3	-	4
At March 31, 2018	117	1	56	16	190
Additions	1	1	8	8	17
Disposals/adjustments	-	-	5	-	5
At March 31, 2019	117	2	59	24	202
<b>Accumulated Depreciation</b>					
At March 31, 2017	23	-	26	5	54
Charge for the year	36	1	19	3	59
Disposals/adjustments	-	1	3	-	4
At March 31, 2018	59	-	42	8	109
Charge for the year	35	-	7	6	48
Disposals/adjustments	-	-	4	-	4
At March 31, 2019	94	-	45	14	153
<b>Net block</b>					
At March 31, 2018	58	1	14	8	81
At March 31, 2019	23	2	14	10	49

The carrying value of vehicles held under vehicle loan have a gross book value of INR 27 (March 31, 2018: INR 24), depreciation charge for the year of INR 5 (March 31, 2018: INR 6), accumulated depreciation of INR 15 (March 31, 2018: INR 13), net book value of INR 12 (March 31, 2018: INR 11). Vehicles are pledged as security against the related vehicle loan.

Refer note No. 34 for disclosure on contractual commitments for the acquisition of property, plant and equipment.

**6. Intangible assets**

The following table represents the reconciliation of changes in the carrying value of Intangible assets and intangible assets under development for the year ended March 31, 2019 and 2018

	Computer software & web development	Intangible assets under development	Total
<b>Gross carrying value</b>			
At March 31, 2017	45	-	45
Additions	5	8	13
Disposals/adjustments	-	-	-
At March 31, 2018	50	8	58
Additions	8	-	8
Disposals/adjustments	-	8	8
At March 31, 2019	58	-	58
<b>Accumulated amortization</b>			
At March 31, 2017	31	-	31
Charge for the year	11	-	11
Disposals/adjustments	-	-	-
At March 31, 2018	42	-	42
Charge for the year	6	-	6
Disposals/adjustments	-	-	-
At March 31, 2019	48	-	48
<b>Net block</b>			
At March 31, 2018	8	8	16
At March 31, 2019	10	-	10



**TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

**7. Security deposits**

	March 31,	
	2019	2018
<b>Unsecured, considered good</b>		
<b>Non-current</b>		
Security deposits*	20	13
	<b>20</b>	<b>13</b>
<b>Current</b>		
Security deposits*	2	-
	<b>2</b>	<b>-</b>

\*Security deposits primarily include deposits given towards rented premises and other miscellaneous deposits.

As on March 31, 2019, remaining tenure for security deposits for rented premises ranges from 8 months to 9 years.

**8. Other financial assets**

	March 31,	
	2019	2018
Interest accrued on term deposits	1	1
	<b>1</b>	<b>1</b>

**9. Other assets**

	March 31,	
	2019	2018
<b>Non-current</b>		
Balances with statutory authorities*	409	325
Fair value adjustments***	16	2
	<b>425</b>	<b>327</b>
<b>Current</b>		
Advance to vendors****	1,199	2,258
Provisions for doubtful advances	(33)	(77)
Advances to vendors (net of provision)	1,166	2,181
Prepaid expenses	16	12
Due from employees	5	8
Balances with statutory authorities**	291	264
Fair value adjustments***	4	2
	<b>1,482</b>	<b>2,467</b>

Movement in the provision for doubtful advances to vendors during the year was as follows:

	March 31,	
	2019	2018
<b>Balance at the beginning of the year</b>	77	76
Provisions accrued during the year	-	92
Amount written off during the year	(44)	(91)
<b>Balance at the end of the year</b>	<b>33</b>	<b>77</b>

\*Balance with statutory authorities consist of INR 208 (March 31, 2018 : 139) & INR 201 (March 31, 2018 : INR 186) paid in respect of mandatory pre-deposit required for income tax appeal and service tax appeal respectively.

\*\*Balance with statutory authorities includes service tax, goods & service tax recoverable.

\*\*\*Fair value adjustment represents unamortised portion of the difference between the fair value of the financial assets (security deposit) on initial recognition and the amount paid.

\*\*\*\*Advances to vendors primarily consist of amounts paid to Airlines for future bookings.

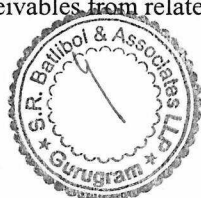
**10. Income tax asset (net)**

	March 31,	
	2019	2018
Advances income tax(net)	750	532
	<b>750</b>	<b>532</b>

**11. Trade receivables**

	March 31,	
	2019	2018
Unsecured, considered good*	13,217	12,452
Unsecured, considered doubtful	252	74
Less: Provisions for doubtful receivables	(252)	(74)
<b>Total</b>	<b>13,217</b>	<b>12,452</b>

\* Includes receivables from related parties amounting to INR 1,795 (March 18:-INR 1,756). Refer note 35.



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

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A trade receivable is a right to consideration that is unconditional upon passage of time. Trade receivables are non-interest bearing and are generally on terms of 0 to 30 days. Revenue for time and material contracts are recognised as related services are performed.

The trade receivables primarily consist of amounts receivable from agent customers for cost of airline, hotel and package bookings and service charges.

There are no dues from directors or other officers of the company, either severally or jointly with any other person or any trade or other receivables due from firms or private companies respectively, in which any director is a partner or a director.

The management does not consider, there to be significant concentration of credit risk relating to trade, refund and other receivables. Refer note 33.

The movement in the allowance for doubtful debts and amounts impaired in respect of trade, refund and other receivables during the year was as follows:

	March 31,	
	2019	2018
<b>Balance at the beginning of the year</b>	74	444
Provisions accrued during the year	178	128
Amount written off during the year	-	(498)
<b>Balance at the end of the year</b>	<b>252</b>	<b>74</b>

**12. Cash and cash equivalents**

	March 31,	
	2019	2018
Credit card collections in hand*	545	329
Balances with banks		
- on current accounts	320	2,996
	<b>865</b>	<b>3,325</b>
<b>Term Deposits**</b>		
- Deposits with remaining maturity for 3 to 12 months	543	525
	<b>543</b>	<b>525</b>
<b>Total</b>	<b>1,408</b>	<b>3,850</b>

\* Credit card collections in hand represents the amount of collections from credit cards swiped by the customers which is outstanding as at the year end and credited to bank accounts subsequent to the year end.

\*\*Term deposits are subject to first charge to secure the Company's credit card facility.

**13. Share Capital**

	Mar 31,	
	2019	2018
<b>Authorised shares</b>		
March 31, 2019:5,750,000 (March 31, 2018: 5,750,000; equity shares of Rs. 10 each	575	575
<b>Issued, subscribed and fully paid-up shares</b>		
March 31,2019:2,892,213 (March 31, 2018: 2,892,213) equity shares of Rs. 10/- each	289	289
	<b>289</b>	<b>289</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

<i>Equity shares</i>	March 31, 2019		March 31, 2018	
	No. of shares	Rs.	No. of shares	Rs.
At the beginning of the period	2,892,213	289	2,892,213	289
Issued during the period	-		-	-
<b>Outstanding at the end of the period</b>	<b>2,892,213</b>	<b>289</b>	<b>2,892,213</b>	<b>289</b>



**TSI Yatra Private Limited**

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

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**b. Terms/rights attached to equity shares**

The Company has only one class of equity shares having par value of 10 per share. Each holder of equity shares is entitled to cast one vote per share.

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

**c. Shares held by holding/ultimate holding Company and/or their subsidiaries/associates**

	March 31, 2019		March 31, 2018	
	No. of shares	Rs.	No. of shares	Rs.
Yatra Online Private Limited (Holding Company)	2,892,213	289	2,892,213	289

**d. Details of shareholders (as per the register of shareholders) holding more than 5% shares in the Company**

	March 31,			
	2019		2018	
	No. of shares	% holding	No. of shares	% holding
Equity shares of Rs.10 each fully paid				
Yatra Online Private Limited	2,892,213	99.99%	2,892,213	99.99%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

There are no bonus shares issued, no shares issued for consideration other than cash and no shares bought back during five years immediately preceding the reporting date.

**14. Borrowings**

	March 31,	
	2019	2018
<b>Secured</b>		
Vehicle loan*	11	10
	<b>11</b>	<b>10</b>
Less: current maturities shown under other financial liabilities	(5)	(5)
	<b>6</b>	<b>5</b>

	Interest Rate	Year of maturity	Amount	Amount
Vehicle loan -1	10.50%	2019	-	2
Vehicle loan -2	9.60%	2019	2	4
Vehicle loan -3	9.25%	2020	2	4
Vehicle loan -4	9.50%	2023	7	-

\* Vehicle loan is financed by bank of INR 11 (March 31, 2018:- INR 10) secured by hypothecation of gross block of vehicles of INR 27 (March 31, 2018 INR 24).

There are no defaults as on reporting date in repayment of principal and interest.

At March 31, 2019, the company had available INR 5 (March 31, 2018: INR 5) of undrawn borrowing facility.

**15. Trade payable (Outstanding dues of creditors other than micro enterprises and small enterprises)**

	March 31,	
	2019	2018
Trade payable (refer note 37 for dues to micro, small and medium enterprises) *	10,929	13,954
	<b>10,929</b>	<b>13,954</b>

The Company's exposure to currency and liquidity risks related to trade payables are disclosed in Note 33.

\* Trade payables includes payable to related party (refer note 35) INR 1,163 (March 31, 2018:- INR 3,557)



**16. Others financial liabilities**

**Current**

Due to employees  
Current maturities of long term borrowings

March 31,	
2019	2018
148	140
5	5
<b>153</b>	<b>145</b>

**17. Provisions**

**Provision for employee benefits**

Gratuity  
Compensated absences

**Total provision for employee benefits**

**Non-current provisions**

**Current provisions**

March 31,	
2019	2018
159	131
54	51
<b>213</b>	<b>182</b>
120	103
93	79
<b>213</b>	<b>182</b>

**18. Other current liabilities**

**Current**

Statutory dues payable\*  
Lease rent equalization  
Advances from customers

March 31,	
2019	2018
86	78
4	8
1,766	1,733
<b>1,856</b>	<b>1,819</b>

\*Statutory dues payable include tax deducted at source and other dues payable.

**19. Revenue from operations**

**19.1 Disaggregation of revenue**

In the following table, revenue is disaggregated by product type

**Revenue by Product types**

	March 31,	
	2019	2018
Air Ticketing	14,325	12,988
Hotel & Packages	1,349	706
Other services	170	121
<b>Other operating income</b>		
Marketing Revenue	5	1
	<b>15,849</b>	<b>13,816</b>

For reconciliation between contracted revenue and revenue under IND AS 115, refer note 27.

**19.2 Contract balances**

**Contract liabilities**

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer.

Contract liabilities primarily relate to the consideration received from customers for travel bookings in advance of the Company's performance obligations which was earlier classified as "advance from customers".

	March 31, 2019	April 1, 2018
Advance from customers (refer to note 18)	1,766	1,733

As at April 1, 2018, INR 1,733 of advance consideration received from customers for travel bookings was reported within contract liabilities, INR 1,733 of which was applied to revenue during the year ended March 31, 2019. As at March 31, 2019, the related balance was INR 1,766.

No information is provided about remaining performance obligations at March 31, 2019 that have an original expected duration of one year or less, as allowed by IND AS 115.



**TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

**20. Other income**

	March 31,	
	2019	2018
Interest income from financial assets at amortized cost:		
- Bank deposits	35	2
- Others	-	23
Excess provision written back*	180	32
Gain on sale of property, plant and equipment (net)	3	1
Unwinding of discount on other financial assets	2	3
Miscellaneous income	11	6
Foreign exchange gain (net)	-	1
	<b>231</b>	<b>68</b>

\*Excess provision written back represents trade payables, that through the expiry of time, the Company has no further legal obligation to vendors.

**21. Handling and service charges**

	March 31,	
	2019	2018
Commission expenses	8,786	7,986
	<b>8,786</b>	<b>7,986</b>

**22. Employee benefits expense**

	March 31,	
	2019	2018
Salaries and bonus	1,938	1,733
Contribution to provident and other funds	82	77
Gratuity expenses	31	29
Staff welfare expenses	45	32
Share based payments expense		
- Equity settled plans	40	93
	<b>2,136</b>	<b>1,964</b>

**23. Depreciation and amortization**

	March 31,	
	2019	2018
Depreciation on property, plant and equipment (refer note 5)	47	59
Amortization of intangible assets (refer note 6)	6	11
<b>Total</b>	<b>53</b>	<b>70</b>

**24. Finance costs**

	March 31,	
	2019	2018
Bank charges	10	8
Interest on borrowings	1	2
	<b>11</b>	<b>10</b>



**TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

**25. Other expenses**

	March 31,	
	2019	2018
Advertising and business promotion	11	110
Communication & information technology	135	149
Power and fuel	20	21
Rent	125	133
Rates and taxes	13	10
Insurance	1	2
Repair and Maintenance - Others	72	50
Legal and professional fees*	151	136
Payment gateway and other charges	2,535	1,438
Provision for doubtful debts	178	220
Travelling and conveyance	90	99
Foreign exchange loss (net)	11	-
Corporate social responsibilities (CSR) expenses**	16	10
Miscellaneous expenses	3	6
<b>Total</b>	<b>3,361</b>	<b>2,384</b>

\* Include payments to auditors

As auditor:

Audit fee	8	8
Tax audit fee	1	1
	<b>9</b>	<b>9</b>

\*\*Details of CSR expenditure:

	March 31,	
	2019	2018
a) Gross amount required to be spend by the company during the year	16	10
b) Amount spend by the company during the year ended	16	10

**26. Income taxes**

a) The major components of income tax expense for the years ended March 31, 2019 and 2018 are:

	March 31,	
	2019	2018
<b>Current income tax</b>		
- For the year	332	231
	<b>332</b>	<b>231</b>
<b>Deferred tax</b>		
- Origination and reversal of temporary differences	(46)	141
	<b>(46)</b>	<b>141</b>
<b>Income tax expense</b>	<b>286</b>	<b>372</b>

b) Reconciliation of tax expense and accounting profit multiplied by tax rate of each jurisdiction in which the Company operates:

	March 31,	
	2019	2018
Profit before tax	962	1,035
Tax expense @ company's domestic tax rate of 29.12% (March 31, 2018: 33.063 %)	280	342
Effect of:		
Non deductible expenses	-6	1
Effect of change in tax rate	-7	29
Others	19	-
<b>Income tax expense</b>	<b>286</b>	<b>372</b>





**TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

**c) Recognized deferred tax assets**

	March 31,	
	2019	2018
Property, plant and equipment & intangible assets	52	46
Trade and other receivables	83	31
Lease rent equalization	1	2
Employee benefits	93	62
Disallowed Expenses	-	26
<b>Deferred tax assets</b>	<b>229</b>	<b>167</b>

**Movement in temporary differences during the year**

Particulars	Balance as on March 31, 2018	Tax impact on Effect of adoption of new accounting standards (Refer to Note 2.2)	Recognized in profit or loss	Recognized in other comprehensive income	Utilisation /unused tax credit	Balance as on March 31, 2019
Property, plant and equipment & intangible assets	46		6	-	-	52
Trade and other receivables	31	11	41	-	-	83
Lease rent equalization	2		(1)	-	-	1
Employee benefits	62		26	5	-	93
Disallowed Expenses	26		(26)	-	-	-
<b>Deferred tax assets/(liabilities)</b>	<b>167</b>	<b>11</b>	<b>46</b>	<b>5</b>	<b>-</b>	<b>229</b>

**27. Segment information**

For management purposes, the Company is organized into Lines of Business (LOBs) based on its products and services and has following reportable segments. The LOBs offer different products and services, and are managed separately because the nature of products and methods used to distribute the services are different. For each of these LOBs, Chief Executive Officer (CEO) reviews internal management reports. Accordingly, the Chief Executive Officer (CEO) is construed to be the Chief Operating Decision Maker (CODM). Segment revenue less service cost from each LOB's are reported and reviewed by the CODM on a monthly basis.

The following summary describes the operations in each of the Company's business segments:

1. Air ticketing: The Company is engaged in the B2B business of providing platform to book and service international and domestic air tickets to its agents.
2. Hotels and packages: The Company provides holiday packages and hotel reservations to its agents and allow agents to book the same through online and offline platform. For internal reporting purposes, the revenue related to airline tickets issued as a component of a Company developed tour and package is assigned to the hotels and packages segment and is recorded on a gross basis.
3. Other operations primarily include the income from sale of rail and travel insurance business to its clients . The operations do not meet any of the quantitative thresholds to be a reportable segment for any of the periods presented in these financial statements.



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

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**Information about reportable segments:**

Particulars	Air ticketing		Hotels and packages		Others		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue	14,463	12,988	1,349	706	175	122	15,987	13,816
Service cost	-	-	(771)	(435)	-	-	(771)	(435)
<b>Segment results</b>	<b>14,463</b>	<b>12,988</b>	<b>578</b>	<b>271</b>	<b>175</b>	<b>122</b>	<b>15,216</b>	<b>13,381</b>
Other income							231	68
Unallocated expenses							(14,422)	(12,334)
<b>Operating profit (before depreciation and amortization)</b>							<b>1,025</b>	<b>1,115</b>
Finance costs							(11)	(10)
Depreciation and amortization							(53)	(70)
<b>Profit before tax</b>							<b>961</b>	<b>1,035</b>
Tax expense							(286)	(372)
<b>Net Profit</b>							<b>676</b>	<b>663</b>

**Reconciliation of information on Reportable Segments to IFRS measures:**

Particulars	Air ticketing		Hotels and packages		Others		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue	14,463	12,988	1,349	706	175	122	15,987	13,816
Less:- Customer inducement and acquisition costs**	(138)						(138)	-
<b>Segment results</b>	<b>14,325</b>	<b>12,988</b>	<b>1,349</b>	<b>706</b>	<b>175</b>	<b>122</b>	<b>15,849</b>	<b>13,816</b>
Unallocated expenses							(14,422)	(12,334)
Add: Customer inducement and acquisition costs**							138	-
<b>Operating profit (before depreciation and amortization)</b>							<b>(14,284)</b>	<b>(12,334)</b>

\*\*For purposes of reporting to the CODM, certain promotion expenses including upfront cash incentives, customer inducement and acquisition costs for promoting transactions across various booking platforms, which are reported as a reduction of revenue, are added back to the respective segment revenue lines and marketing and sales promotion expenses. For reporting in accordance with IND AS, such expenses are recorded as a reduction from the respective revenue lines. Therefore, the reclassification excludes these expenses from the respective segment revenue lines and adds them to the marketing and sales promotion expenses (included under Unallocated expenses).

Assets and liabilities are used interchangeably between segments and these have not been allocated to the business segments.

**Geographical Segment:**

Given that company's products and services are available on a technology platform to customers globally, consequently the necessary information to track accurate geographical location of customers is not available.

Non-current assets are disclosed based on respective physical location of the assets

	Non-Current Assets*	
	March 31, 2019	March 31, 2018
India	58	97
<b>Total</b>	<b>58</b>	<b>97</b>

\* Non-current assets presented above represent property, plant and equipment and intangible assets.

**Major Customers:**

Considering the nature of business, customers normally include individuals. Further, none of the corporate and other customers account for more than 10% or more of the Company's revenues.



**TSI Yatra Private Limited**

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**28. Earnings per share**

The following reflects the income and share data used in the basic and diluted earnings per share computations:

	March 31,	
	2019	2018
Earning attributable to ordinary shareholders	676	663
Weighted average number of ordinary shares outstanding used in computing basic/diluted EPS	2,892,213	2,892,213
Basic and diluted earning per share	23.37	22.92

**29. Components of other comprehensive income**

The following table summarizes the changes in the accumulated balances for each component of accumulated other comprehensive income attributable to TSI Yatra Private Limited.

	March 31,	
	2019	2018
<b>Actuarial loss on defined benefit plan:</b>		
Actuarial loss on obligation	13	15
Income tax expense	(5)	(3)
<b>Total</b>	<b>8</b>	<b>12</b>

**30. Capital management**

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise the shareholder's value.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that form part of its capital structure requirements.. Breaches in meeting the financial covenants would permit the bank to immediately call interest bearing loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended March 31, 2019 and March 31, 2018.

	March 31,	
	2019	2018
Interest bearing loans and borrowings (Note 14)	11	10
Less: cash and cash equivalents (Note 12)	(865)	(3,325)
<b>Net debt</b>	<b>(854)</b>	<b>(3,315)</b>
Equity	4,441	3,801
<b>Total Equity</b>	<b>4,441</b>	<b>3,801</b>
Gearing ratio (Net debt / total equity)	(19.2)%	(87.2)%



**TSI Yatra Private Limited**

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

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**31. Employment benefit plan**

<b>Particulars</b>	<b>March 31,</b>	
	<b>2019</b>	<b>2018</b>
Defined benefit plan	159	131
Liability for compensated absences	54	51
	<b>213</b>	<b>182</b>

The Company gratuity scheme for its employees in India, is a defined benefit plan. Gratuity is paid as a lump sum amount to employees at retirement or termination of employment at an amount based on the respective employee's eligible salary and the years of employment with the Company. The benefit plan is not externally funded. The following table sets out the disclosure in respect of the defined benefit plan.

The measurement date for the Company's defined benefit gratuity plan is March 31 of each year.

**Movement in obligation**

	<b>March 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>Present value of obligation at the beginning of the year</b>	131	93
Interest cost	8	6
Current service cost	23	18
Past Service cost	-	6
Actuarial (gain)/ loss on obligation		
-economic assumptions	-	(2)
-demographic assumptions	13	17
Benefits paid	(17)	(7)
<b>Present value of obligation at the closing of the year</b>	<b>158</b>	<b>131</b>

**Unfunded liability**

	<b>March 31,</b>	
	<b>2019</b>	<b>2018</b>
Current	39	28
Non-current	120	103
<b>Unfunded liability recognized in statement of financial position</b>	<b>159</b>	<b>131</b>

**Components of cost recognized in profit and loss**

	<b>March 31,</b>	
	<b>2019</b>	<b>2018</b>
Current service cost	23	18
Past service cost	-	6
Net interest cost	8	5
<b>For the year ended</b>	<b>31</b>	<b>29</b>

The principal actuarial assumptions used for estimating the group's defined benefit obligations are set out below:

	<b>March 31,</b>	
	<b>2019</b>	<b>2018</b>
Discount rate	6.80%	6.80%
Future salary increase	11.00%	11.00%
Average expected future working life (years)	3.3	3.3
Retirement age (years)	58 years	58 years
Mortality table	IALM* (2006-08) Ultimate	IALM* (2006-08) Ultimate
Withdrawal rate (%)		
Ages		
Upto 30 years	70%	70%
From 31 to 44 years	30%	30%
Above 44 years	3%	3%

\*Indian Assured Lives Mortality (2006-08) Ultimate represents published mortality table used for mortality assumption.



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**Notes to the financial statements for the year ended March 31, 2019**  
**(Amounts in lakhs of Indian Rupees, except per share data and number of shares)**

A quantitative sensitivity analysis for significant assumptions is shown below:

	March 31,	
	2019	2018
<b>a) Impact of the change in discount rate</b>		
a) Impact due to increase of 0.50 %	(2)	(3)
b) Impact due to decrease of 0.50 %	5	4
<b>b) Impact of the change in salary increase</b>		
a) Impact due to increase of 0.50 %	5	3
b) Impact due to decrease of 0.50 %	(2)	(2)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on the defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. These analysis are based on a change in a significant assumption, keeping all other assumptions constant and may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation of one another.

The following payments are expected contributions to the defined benefit plan in future years:

	March 31,	
	2019	2018
Year 1	39	28
Year 2	24	24
Year 3	16	16
Year 4	16	11
Year 5	12	11
Year 6-10	58	47
<b>Total expected payments</b>	<b>165</b>	<b>137</b>

**Defined contribution plan**

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss:

	March 31,	
	2019	2018
Employers' Contribution to Employee's Provident Fund	76	70
Employers' Contribution to Employee's State Insurance	6	6
Employers' Contribution to Labour Welfare Fund	0	1
	<b>82</b>	<b>77</b>

**Amounts recognised in other comprehensive income**

	March 31,	
	2019	2018
Actuarial loss on obligation*	13	15

\*Refer to Note 29 for the movement during the year.



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

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**32. Fair value measurement**

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are carried in the financial statements.

*Fair values*

The management assessed that the fair values of trade receivables, cash and cash equivalents, term deposits, trade payables, borrowings and other liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.

	Carrying value		Fair value	
	March 31,		March 31,	
	2019	2018	2019	2018
<b>Financial assets</b>				
<b>Assets carried at amortized cost</b>				
Other financial assets	22	13	22	13
<b>Total</b>	<b>22</b>	<b>13</b>	<b>22</b>	<b>13</b>
<b>Financial liabilities</b>				
<b>Liabilities carried at amortized cost</b>				
Borrowings	11	10	11	10
<b>Total</b>	<b>11</b>	<b>10</b>	<b>11</b>	<b>10</b>

**Fair value hierarchy**

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	March 31, 2019			Total
	Level 1	Level 2	Level 3	
<b>Assets for which fair value is disclosed</b>				
Other financial assets	-	22	-	22
<b>Total assets</b>	<b>-</b>	<b>22</b>	<b>-</b>	<b>22</b>
<b>Liabilities carried at amortized cost</b>				
Borrowings	-	11	-	11
<b>Total Liabilities</b>	<b>-</b>	<b>11</b>	<b>-</b>	<b>11</b>
	March 31, 2018			Total
	Level 1	Level 2	Level 3	
<b>Assets for which fair value is disclosed</b>				
Other financial assets	-	13	-	13
<b>Total assets</b>	<b>-</b>	<b>13</b>	<b>-</b>	<b>13</b>
<b>Liabilities carried at amortised cost</b>				
Borrowings	-	10	-	10
<b>Total Liabilities</b>	<b>-</b>	<b>10</b>	<b>-</b>	<b>10</b>

There were no transfers between Level 1, Level 2 and Level 3 during the year.



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

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**Valuation Techniques and significant unobservable inputs**

The following tables show the valuation techniques used in measuring Level 3 fair values at March 31, 2019 and March 31, 2018 as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Borrowings	Discounted cash flows	Prevailing interest rate in market, future payouts.	-
Other financial assets	Discounted cash flows	Prevailing interest rate in market, future cash flows.	-

**33. Financial instruments risk management, objective and policies**

The Company's activities are exposed to variety of financial risk; credit risk, liquidity risk and foreign currency risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Company reviews and agrees on policies for managing each of these risks which are summarized below:

**a) Credit risk**

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables), including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

**Trade receivables**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

The carrying amount of the financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	March 31,	
	2019	2018
Trade receivables	13,217	12,452
Other financial assets	23	13
<b>Total</b>	<b>13,240</b>	<b>12,465</b>

The age of trade and other receivables at the reporting date was:

	March 31,	
	2019	2018
0 - 30 days	12,640	12,290
31 - 90 days	429	180
91 - 180 days	70	16
More than 180 days	79	6
<b>Total</b>	<b>13,217</b>	<b>12,492</b>

Allowances for doubtful debts mainly represents amounts due from airlines, hotels and customers. Based on historical experience, the company believes that no impairment allowances is necessary, except for as disclosed in note 11, in respect of trade receivables.

The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivables. The allowance for lifetime expected credit loss on customer balances is disclosed under note 11.

**Term deposits and bank balances**

Balances with banks are managed by the Company's management in accordance with the approved policy. Investments of surplus funds are made only with approved counterparties. Counterparty credit limits are reviewed by the management on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.



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**Security deposits**

The Company gives deposits to landlords for leased premises. The deposits are interest-free and the Company does not envisage any credit risk on account of the above security deposits.

**b) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the entity aims to maintain flexibility in funding by keeping committed credit lines available.

The Company manages liquidity by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities.

The following tables set forth company's financial liabilities based on expected and undiscounted amounts as at March 31, 2019 and 2018.

**As at March 31, 2019**

	<u>Carrying Amount</u>	<u>Contractual Cash Flows *</u>	<u>Within 1 year</u>	<u>1-5 Years</u>	<u>More than 5 years</u>
Vehicle loan	11	13	6	7	-
Trade payables	10,929	10,929	10,929	-	-
Other current liabilities	233	233	233	-	-
<b>Total</b>	<b>11,173</b>	<b>11,175</b>	<b>11,168</b>	<b>7</b>	<b>-</b>

**As at March 31, 2018**

	<u>Carrying Amount</u>	<u>Contractual Cash Flows *</u>	<u>Within 1 year</u>	<u>1-5 Years</u>	<u>More than 5 years</u>
Vehicle loan	10	11	6	5	-
Trade payables	13,954	13,954	13,954	-	-
Other current liabilities	217	217	217	-	-
<b>Total</b>	<b>14,181</b>	<b>14,182</b>	<b>14,177</b>	<b>5</b>	<b>-</b>

\*Represents Undiscounted cash flows of interest and principal

Based on the past performance and current expectations, the Company believes that the cash and cash equivalents and cash generated from operations will satisfy the working capital needs, funding of operational losses, capital expenditure, commitments and other liquidity requirements associated with its existing operations through at least the next 12 months. In addition, there are no transactions, arrangements and other relationships with any other person that are reasonably likely to materially affect or the availability of the requirement of capital resources.

**c) Foreign currency risk**

Foreign currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating, investing and financing activities.

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates. Any change in the exchange rate of USD and SGD against currencies other than INR is not expected to have significant impact on the Company's profit or loss. Accordingly, a 5% appreciation of the USD and SGD currency as indicated below, against the INR would have decreased loss by the amount shown below; this analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of reporting period. The analysis assumes that all other variables remain constant.





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	March 31,	
	2019	2018
5% strengthening of USD against INR	0.82	0.06
5% weakening of USD against INR	(0.82)	(0.06)
5% strengthening of SGD against INR	0.27	0.41
5% weakening of SGD against INR	(0.27)	(0.41)

**34. Commitment and contingencies****a) Contingent liabilities**

i) Claims not recognized as liability were INR 64 as at March 31, 2019 (INR 79 as at March 31, 2018).

These represents claim made by the customers due to service related issues, which are contested by the Company and are pending in various district consumer redressal forums in India. The management does not expect these claims to succeed and accordingly no provision has been recognized in the financial statements.

ii) INR 2513 as at March 31, 2019 (INR 2513 as at March 31, 2018), represent notice of service tax demand raised by Service Tax Authorities. Based on the Company's evaluation, it believes that it is not probable that the demand will materialize and therefore no provision has been recognized.

iii) Claims not recognized as liability were INR 953 as at March 31, 2019 (INR 972 as at March 31, 2018).

Represent show cause cum demand notices raised by Income Tax authorities over the Company. Based on the Company's evaluation, it believes that it is not probable that the demand will materialize and therefore no provision has been recognized.

**b) Operating lease commitment – Company as lessee**

During the year ended March 31, 2019, INR 125 was recognized as rent expense under other expenses in profit or loss in respect of operating leases (March 31, 2018: INR 133).

The future minimum lease payment obligation as lessee as under:

	March 31,	
	2019	2018
Within one year	93	92
After one year but not more than five years	371	217
More than five years	468	-
<b>Total</b>	<b>932</b>	<b>309</b>

**35. Related party Disclosure****Name of the related parties and related party relationship****a) Related parties where control exists**

- (i) Ultimate holding company      Yatra Online, Inc.  
(ii) Holding company                Yatra Online Private Limited

**(b) Related parties with whom transactions have been taken place during the year:**

Ultimate Holding Company	Yatra Online, Inc.
Holding company	Yatra Online Private Limited
Fellow subsidiaries	Yatra Hotel Solutions Private Limited Yatra Corporate Hotel Solutions Private Limited Air Travel Bureau Private Limited (formerly known as Air Travel Bureau Limited) Travel.Co.In Limited
Entity under common control	Asia Consolidated DMC Pte Ltd.
Joint Venture of holding company:	Adventure and Nature Network Private Limited
Key management personnel	Mr. Akash Poddar, Director



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	March 31,	
	2019	2018
<b>Ultimate holding company</b>		
Amount owed to related parties	40	93
<b>Holding company</b>		
Sale transactions	27,600	12,798
Purchase transactions	114,528	88,002
Commission received	2,428	2,419
Commission paid	229	122
Reimbursement of expenses paid	137	-
Amount owed by related parties	1,765	1,753
Amount owed to related parties	93	3,067
<b>Fellow Subsidiaries</b>		
Sale transactions	-	4
Purchase transactions	12,677	4,563
Commission received	660	303
Commission paid	22	-
Amount owed to related parties	1,071	397
Amount owed by related parties	31	3

**Remuneration to key managerial personnel**

**Mr. Akash Poddar - Director**

(a) short-term employee benefits

(b) share-based payment

**Total**

	March 31,	
	2019	2018
(a) short-term employee benefits	152	131
(b) share-based payment	31	83
<b>Total</b>	<b>183</b>	<b>214</b>

Note: The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

**36. Share based payments**

The ultimate holding company, Yatra Online, Inc., has granted stock options to certain employees of the Company under stock option plan.

The expense recognised for employee services received during the year is shown in the following table:

	March 31, 2019	March 31, 2018
Expense arising from equity-settled share-based payment transactions	40	93
<b>Total expense arising from share-based payment transactions</b>	<b>40</b>	<b>93</b>

**Restricted Stock Unit Plan (RSU)**

On December 16, 2016, Yatra Online, Inc. approved a share incentive plan wherein 2,000,000 restricted share units (RSU's) were granted to the eligible employees. Each RSU represents the right to receive one ordinary share. Out of 2,000,000 RSU's, 25,378 shares have been granted to the employees of the Company. These RSUs would vest in installments with one-fourth of the shares of RSUs vested on June 30, 2017 and three-quarters of RSUs vesting in six equal quarterly anniversaries following June 30, 2017 with the last quarter vesting on December 15, 2018.

Yatra Online, Inc. pursuant to the "2016 Plan" had approved a grant of 479,336 RSUs and out of 479,336 RSUs, 5,917 shares have been granted to the employees of the Company. These RSUs would vest over a period of one year in equal quarterly installments with first such vesting commencing from April 1, 2018 equivalent to 1/4th of these RSUs and with the last vesting effectuating on January 1, 2019.



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**Movements during the year**

The following table illustrates the number of shares movements in RSUs during the year

	March 31, 2019	March 31, 2018
	No. of shares	No. of shares
Opening	13,180	19,952
Granted during the year	-	5,917
Vested during the year	13,180	12,689
<b>Number of RSU's outstanding at the end of the year</b>	<b>-</b>	<b>13,180</b>

The fair value of each Time Vesting RSUs were estimated on the date of grant using the Black-Scholes option pricing model. The following table presents a weighted-average summary of the assumptions used to determine the fair value of each RSU on the date of grant:

	31-Mar-18
Weighted average Fair value of ordinary share at the measurement date (USD)	6.68
Risk-free interest rate (%)	2%-2.5%
Expected volatility (%)	35%-37%
Expected life of RSU's	0 - 4 Years
Dividend Yield	0%
Model used	Black-Scholes Valuation

The expected life of RSU's options has been taken as the vesting period.

The expected volatility reflects the assumption based on historical volatility on the share prices of similar Companies over a period.

**2016 Stock Option and Incentive Plan (the "2016 Plan")**

During the year ended March 31, 2018, the ultimate holding company pursuant to the "2016 Plan", granted 197,749 options to purchase ordinary shares of the ultimate holding company. Out of 197,749 options, 19,080 options were granted to the employees of the Company. These share options will vest over a period of four years in equal quarterly installments, with first such vesting on February 1, 2018 equivalent to one-sixteenth of the total number of stock options and with the last such vesting on November 1, 2021.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year:

	March 31, 2019		March 31, 2018	
	No. of shares	Weighted average EP per share	No. of shares	Weighted average EP per share
Number of options outstanding at the beginning of the year	19,080	651.11	-	-
Granted during the year			19,080	651.11
Forfeited during the year	2,100	691.60		
Number of options outstanding at the end of the year	16,980	691.60	19,080	651.11
Vested and not exercised	5,325	691.60	1,197	651.11

The following tables list the inputs to the model used for the years then ended

	March 31, 2018
Weighted average Fair value of ordinary share at the measurement date (USD)	6.77
Risk-free interest rate (%)	2.42%
Expected volatility (%)	36.10%
Expected life of share options	4.95
Dividend Yield	0%
Model used	Black-Scholes Valuation

The expected life of share options has been taken as mid point between first and last available exercise date.

The expected volatility reflects the assumption based on historical volatility on the share prices of similar Companies over a period.



**TSI Yatra Private Limited**

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

(Amounts in lakhs of Indian Rupees, except per share data and number of shares)

**2006 Share Plan and 2006 India Share Plan**

Yatra Online, Inc. pursuant to the "2006 Plan" had approved a grant of 1,114,641 options and out of 1,114,641 these, 11,522 shares have been granted to the employees of the Company.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year:

	March 31,			
	2019		2018	
	No. of shares	Weighted average EP per share	No. of shares	Weighted average EP per share
Number of options outstanding at the beginning of the year	11,522	283	11,522	281
Options exercised during the year	-	-	-	-
Options forfeited during the year	-	-	-	-
Number of options outstanding at the end of the year	11,522	300	11,522	283
Vested and not exercised	11,522	300	11,522	283

**37. Micro, small and medium enterprises disclosure**

As per the information available with the management, the dues payable to enterprises covered under "The Micro, Small and Medium Enterprise Development Act, 2006 are as follows:

Particulars	March 31, 2019	March 31, 2018
The principal amount remaining unpaid to any supplier as at the end of each accounting year	-	-
The interest due thereon remaining unpaid to any supplier as at the end of each accounting year	-	-
The amount of interest paid by the buyer in terms of section 16 along with the amounts of 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 this Act.	-	-
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.	-	-

This has been determined on the basis of responses received from vendors on specific confirmation sought by the Company in this regard.

**38. Subsequent event**

Pursuant to The Taxation Laws (Amendment) Ordinance, 2019 (Ordinance) issued subsequent to the balance sheet date, the tax rates have changed with effect from 1 Apr 2019, and the company plans to pay tax at revised rate from next year. If those changes were announced on or before reporting date, deferred tax asset would have been reduced by INR 31. The tax charge or (credit) for the year would have been increased by INR 31.

**39. Previous year figures**

Certain reclassifications have been made in the financial statements of prior periods to conform to the classification used in the current period. The impact of such reclassifications on the financial statements is not material.

As per our report of even date

For S.R. Batliboi & Associates LLP  
ICAI Firm Registration No.: 101049W/E300004  
Chartered Accountants



per Yogender Seth  
Partner  
Membership No: 094524

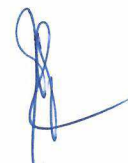


Place: Gurugram  
Date: September 28, 2019

For and on behalf of the Board of Directors  
TSI Yatra Private Limited



Dhires Sharma  
Director  
(DIN: 02603740)



Akash Poddar  
Whole Time Director  
(DIN:00250291)

Place: Gurugram  
Date: September 28, 2019