

COMPANY INFORMATION:**Board of Directors**

Chandrakant Jagannath Gupta	-	Chairman
Sandipkumar Chandrakant Gupta	-	Managing Director
Rajdikumar Chandrakant Gupta	-	Whole Time Director
Chamelidevi Chandrakant Gupta	-	Non - Executive Director
Bhavesh Suresh Jain	-	Independent Non - Executive Director
Pratheek Shrivankumar Agarwal	-	Independent Non - Executive Director

Chief Financial Officer

Pratik Rohit Joshi
(w.e.f. 02/06/2016)

Company Secretary

Gaurav Deendayal Jhunjhunwala
(w.e.f. 02/06/2016)

Audit Committee

Bhavesh Jain	-	Chairman
Pratheek Agarwal	-	Member
Sandipkumar Gupta	-	Member

Statutory Auditors

M/s. Ramanand & Associates
Chartered Accountants
(FRN: 117776W)

Registered Office:

401, Fourth Floor, Evershine Mall, New Link Road, Malad (West), Mumbai - 400064.
Maharashtra, India.

Phone No.: 022-4033 7676

Fax No. 022-4033 7650

Email: complianceofficer@routemobile.com

Web-site: www.routemobile.com

Registrar and Share Transfer Agent

Karvy Computershare Private Limited.
Karvy Selenium Tower-B, Plot Nos. 31 &
32, Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad - 500
032, Telangana
Tel: +91-040-6716-2222, **Fax:** +91-040-
2342-0814

E-mail: einward.ris@karvy.com

Toll Free No.: 1800-345-4001.

Nomination and Remuneration**Committee**

Pratheek Agarwal	-	Chairman
Bhavesh Jain	-	Member
Chamelidevi Gupta	-	Member

Corporate Social Responsibility**Committee (CSR)**

Pratheek Agarwal	-	Chairman
Bhavesh Jain	-	Member
Sandipkumar Gupta	-	Member

Bankers

HDFC Bank

ICICI Bank

HSBC Bank

AXIS Bank

Corporate Identification Number (CIN)

U72900MH2004PLC146323

CHAIRMAN'S SPEECH:

Dear Shareholders,

It gives me Immense pleasure to share the highlights of the astonishing performance of our Company for the year 2015-16. We strive for excellence in whatever we do, right from providing best quality services, ensuring utmost customer satisfaction to taking care of our employees and nurturing their talent. We have been able to achieve this resounding success through the relentless hardwork & dedication of our employees. We aspire to be a global leader from India and I believe FY2016 is a step in the right direction.

With this background, I would like to share with you the highlights of our Company's performance for the year 2015-16.

Key Performance Indicators

Our consolidated revenue Increased by 174.72% to Rs. 3,67,42,11,268/- as compared to Rs. 1,33,74,24,955/- in the previous year.

Our consolidated EBIDTA Increased by 282.06% to Rs. 84,12,82,216/- as compared to Rs. 22,01,96,627/- in the previous year.

Our consolidated PBT increased by 314% to Rs. 78,02,40,428/- in FY 2016 as compared to Rs. 18,85,87,167/- in the previous year.

Our consolidated PAT increased by 388% to Rs. 61,03,15,619/- in FY 2016 as compared to Rs. 12,50,74,034/- in the previous year.

Cash and Cash equivalents as at FY 2016 is Rs. 1,87,07,83,875/- compared to Rs. 19,07,53,192/- in the previous year.

The Year in a nutshell

The global A2P market is currently a \$ 23.4 bn market and is expected to grow to \$ 60 bn market by 2020. SMS and Voice API application is gaining significant traction with 2016 being expected to be the inflexion point. IP based voice segment is expected to grow at 150% CAGR between 2014 & 2018.

The global mobile penetration is expected to improve from 49.9% in 2014 to 59.3% in 2020. Improvement in penetration is expected to be driven by CIS, APAC, Africa.

A2P SMS services are widely used in financial and banking services institutions, ecommerce, tourism, healthcare, and entertainment among others. There are many factors contributing the growth of A2P market, some of which are:

Growth in mobile marketing activities by marketers application developers and the growing might of e-commerce social media.

Increasing mobile subscriber base. Low cost subscription charge. Proliferation in mobile banking, mobile payments and mobile health services.

Our Company is global player in cloud Enterprise Mobile Communication with strong focus on messaging & voice solution and has developed an indigenous technology platform to support Mobile Network Operators (MNO's), enterprises, aggregators & reseller.

RML has strong expertise in the field of Mobile Messaging (OTP) transactional alerts, SMS Hubbing, SMS solutions, platforms, APP's, Two way Messaging, Call forwarding & Voice solution (OBD/IVR/Call patching)

We are growing globally and expanding our reach. We have international offices in UK, Nigeria, UAE, Singapore, Hong Kong, and Ghana. Further during the year we acquired Cellent Technologies (India) Pvt Ltd and Start Corp Pvt Ltd as part of our inorganic growth strategy.

Our Commitment

We are committed to make RML a world class Company, benchmarked to global standard of quality, operational performance, efficiency, and customer care there by creating substantial value for all our stakeholders.

Chandrakant Gupta

Chairman

Date: 31st December, 2016

Place: Mumbai

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the Members of Route Mobile Limited (Formerly known as Routesms Solutions Limited) will be held on Saturday, 31st December, 2016 at 401, Fourth Floor, Evershine Mall New Link Road, Malad (West), Mumbai - 400 064 at 01:30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Accounts

- a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon;
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon;

2. Retire by Rotation

To appoint a Director in place of Mr. Sandipkumar Gupta (DIN: 01272932) and Mr. Chandrakant Gupta (DIN: 01636981), who retires by rotation and being eligible offers themselves for re-appointment;

3. Appointment of Auditors

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, (including any amendment, modification, variation or re-enactment thereof, M/s. Ramanand and Associates (FRN: 117776W) be and are hereby appointed as the Statutory Auditors of the Company and shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and on such remuneration and other terms and conditions as maybe mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Director or the Company Secretary or the Chief Financial Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to the aforesaid resolution and/or otherwise considered by them in the best interest of the Company."

Date: 31st December, 2016

Place: Mumbai

CIN: U72900MH2004PLC146323

Registered Office:

401, Fourth Floor, Evershine Mall New Link Road,
Malad (West), Mumbai - 400 064

Tel No. 022-4033 7676 Fax No.: 022-4033 7650

E-mail: complianceofficer@routemobile.com

Website: www.routemobile.com

By Order of the Board of Directors of

Route Mobile Limited

(Formerly known as Routesms Solutions Limited)

Chandrakant Gupta

Chairman & Director

DIN: 01636981

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The duly filled proxy form in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for commencement of the Annual General Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/proxies/authorized representatives are requested to bring the dully filled attendance slip enclosed herewith to attend meeting.
5. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
7. The route map for the Annual General Meeting venue and landmark is attached below for your reference.

Details of Directors seeking re-appointment at the Annual General Meeting pursuant to Clause 1.2.5 of Secretarial Standard-2 are given under:

Name of the Director	Mr. Sandipkumar Gupta	Mr. Chandrakant Gupta
Age	42	63
Qualification	C.A, B.Com	H.S.C
Experience	He is a Finance Specialist with over 20 years of extensive experience in Business Analysis, SAP Configuration and Software Systems Consulting. He has worked for many organizations which includes Price Waterhouse Coopers - India and Covansys (India) Pvt. Ltd.	Mr. Chandrakant Gupta has over 25 years of experience in managing the business. He has wide knowledge in understanding the market and is an excellent decision maker.
Terms & Conditions of Re-appointment	Retire by rotation	Retire by rotation
Date of first appointment on the Board	15/05/2004	15/02/2007

Name of the Director	Mr. Sandipkumar Gupta	Mr. Chandrakant Gupta
Shareholding in the Company as on 31.12.2016	15,000,000	5,000,000
Relationship with other Directors	Mr. Chandrakant Gupta - Father Mrs. Chamelidevi Gupta - Mother Mr. Rajdipkumar Gupta - Brother	Mrs. Chamelidevi Gupta - Wife Mr. Sandipkumar Gupta - Son Mr. Rajdipkumar Gupta - Son
Number of Meetings attended during the year	24	24
Other Directorships/ Memberships/ Chairmanship on other Boards	1. SANRAJ HOTELS AND RESORTS PRIVATE LIMITED	1. CELLENT TECHNOLOGIES (INDIA) PRIVATE LIMITED
	2. CELLENT TECHNOLOGIES (INDIA) PRIVATE LIMITED	2. SPHERE EDGE CONSULTING (INDIA) PRIVATE LIMITED
	3. START CORP INDIA PRIVATE LIMITED	3. SANRAJ HOTELS AND RESORTS PRIVATE LIMITED
	4. 29 THREE HOLIDAYS PRIVATE LIMITED	4. AHANA ENTERTAINMENT PRIVATE LIMITED
	5. SPHERE EDGE CONSULTING (INDIA) PRIVATE LIMITED	5. START CORP INDIA PRIVATE LIMITED
	6. AHANA ENTERTAINMENT PRIVATE LIMITED	
	7. GRAPHIXIDE SERVICES PRIVATE LIMITED	

DIRECTOR'S REPORT:

To

The Members,

Your Directors have pleasure in presenting 12th Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2016.

1. FINANCIAL STATEMENTS & RESULTS:**a. FINANCIAL RESULTS:**

The Company's performance during the financial year ended 31st March, 2016 as compared to the previous financial year, is summarized below:

(Amount in Rupees)

Particulars	For the financial year ended 31 st March, 2016		For the financial year ended 31 st March, 2015	
	Standalone	Consolidated	Standalone	Consolidated
Income	1,91,83,25,866	3,67,42,11,268	1,06,68,25,796	1,33,74,24,955
Less: Expenses	1,46,65,01,197	2,86,57,09,097	91,08,75,706	1,14,88,37,788
Profit before tax	45,18,24,668	80,85,02,171	15,59,50,090	18,85,87,167
Less: Provision for tax	16,26,57,600	17,57,13,788	5,70,02,041	6,46,62,684
Deferred Tax	(66,46,435)	(57,88,979)	(11,15,192)	(11,49,551)
Exception Income	-	-	-	-
Exception expenditure (Prior Period)	1,71,02,678	2,82,61,742	-	-
Profit after Tax	27,87,10,825	61,03,15,619	10,00,63,241	12,50,74,034

b. OPERATIONS:

The Company is engaged in the business of providing services for mobile communications with a focus on enterprise messaging. The Company has developed indigenous technology platform to support Mobile Network Operators (MNO's), OTT Players, Enterprises, Aggregators and Resellers. There was no change in the business of the Company during the year under review. During the year under review, Company has achieved the net profit of Rs. 27,87,10,825/- (on consolidated basis Rs. 61,03,15,619) as against Rs. 10,00,63,241/- (on consolidated basis Rs. 12,50,74,034/-) in the previous year. The total expenditure incurred during the year amounted to Rs. 1,46,65,01,197/- (on consolidated basis Rs. 2,86,57,09,097/-) as against Rs. 91,08,75,706/- (on consolidated basis Rs. 1,14,88,37,788/-) incurred in the previous year.

c. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

A report on the performance and financial position of each of the subsidiaries, associate and joint venture Companies as per the Companies Act, 2013 is provided as Annexure-I.

None of the Company's Subsidiaries ceased to be a subsidiary and no other company has become subsidiary of the Company during the year under review.

d. DIVIDEND:

During the year under review, the Board of Directors had approved payment of three interim dividends of Rs. 2,00,00,000/-, Rs. 5,00,00,000/- and Rs. 15,00,00,000/- respectively. The total amount distributed as interim dividends on the paid-up share capital amounted to Rs. 22,00,00,000/-. The dividend distribution tax paid during the year under review was Rs. 44,810,000/-.

The Company's objective is to sustain a steady and consistent distribution of profits, by way of Dividend, to its Shareholders, supported by underlying earnings growth and subject to i) availability of profits and funding requirements, ii) future funding needs as per the Company's growth plans, iii) applicable laws and in accordance with the recommendation of the Board of Directors and approval of Shareholders. The Board of Directors has not recommended any Final Dividend for the financial year under review.

e. **TRANSFER TO RESERVES:**

The Board of Directors has not recommended transfer of any amount of profit to reserves during the year under review. Hence, the entire amount of profit for the year under review has been carried forward to the statement of profit and loss.

f. **INCREASE IN AUTHORIZED SHARE CAPITAL:**

During the year under review, the Authorized Share Capital of the Company was increased from Rs. 2,00,00,000/- (Rupees Two Crore only) divided into 20,00,000 (Twenty lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 40,00,00,000 (Rupees Forty Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each with effect from 31st August, 2015.

g. **BONUS ISSUE:**

Considering the profitability of the Company and its reserves and surplus position, the Board of Directors recommended issue of Bonus Shares and the members in their meeting held on 10th December, 2015 approved the issue and allotment of Bonus Shares in the ratio of 9 (Nine) new Equity Share for every 1 (One) Equity Share held by the members. Accordingly, 1,80,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each were allotted as Bonus shares on 17th December, 2015.

h. **REVISION OF FINANCIAL STATEMENT:**

During the year under review, there was no revision of the financial statements of the previous year.

i. **CONSOLIDATED FINANCIAL STATEMENTS:**

In accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS)- 21 on Consolidated Financial Statements read with AS-23 on Accounting for Investments in Associates, the audited consolidated financial statements is provided in the Annual Report.

j. **DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:**

(i) **Increase in Authorized Share Capital**

The Company increased its Share Capital from existing 40,00,00,000/- (Rupees Forty Crore only) divided into 4,00,00,000 (Four Crore) Equity shares of Rs. 10/- (Rupees Ten only) each to 100,00,00,000/- (Rupees Hundred Crore only) divided into 10,00,00,000 (Ten Crore) Equity shares of Rs. 10/- (Rupees Ten only) each by way of passing Ordinary resolution by the shareholders of the Company at their Extra-Ordinary General Meeting held on 15th July, 2016.

(ii) **Details of Equity Shares allotted by the Board of Directors:**

The Members of the Company at their Extra-Ordinary General Meeting held on 25th August, 2016 approved the Bonus Issue of 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each in the ratio of 3 (Three) new Equity Shares of Rs. 10/- (Rupees Ten only) each for every 2 (Two) fully paid-up Equity Shares held in the Company of Rs. 10/- (Rupees Ten only) each. The Board of Directors after the approval of the shareholders for the bonus issue, allotted 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- to the existing shareholders of the Company at their Meeting held on 2nd September, 2016.

The paid-up Equity Share Capital of the Company post bonus issue amounted to Rs. 50,00,00,000/- (Rupees Fifty Crore only).

As mentioned above, no other material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

k. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

Details regarding contracts or arrangements under Section 188 the Companies Act, 2013 with related party (ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, have been disclosed in Form AOC-2 which is marked as Annexure-II.

l. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

Particulars of loans given, guarantees given, investments made and securities provided during the financial year under review have been disclosed in the Note No. 12 of the Standalone Financial Statements.

m. CHANGE IN NAME:

Pursuant to the approval of the members obtained at the Extra-ordinary General Meeting of the Company held on 8th March, 2016, the name of the Company was changed from "Routesms Solutions Limited" to "Route Mobile Limited" with effect from 16th March, 2016.

Certificate for Change of Name has been received from Ministry of Corporate Office (MCA) on 16th March, 2016.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a. Board of Directors & Key Managerial Personnel:

Mr. Pratheek Shrivankumar Agarwal (DIN: 07237928) and Mr. Bhavesh Suresh Jain (DIN: 06819171) were appointed as Additional Director, Independent category by the Board of Directors at their Meeting held on 7th September, 2015 with immediate effect. Further, the Board of Directors at their meeting held on 7th September, 2015, Mrs. Chamelidevi Chandrakant Gupta (DIN: 02743720) was appointed as Additional Director, Non-executive category on the Board of the Company with immediate effect.

Further, their appointment was confirmed as Directors of the Company by the Members at their Annual General Meeting held on 30th September, 2015.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sandipkumar Gupta (DIN: 01272932) and Mr. Chandrakant Gupta (DIN: 01636981) will retire by rotation at the ensuing Annual General Meeting and the said Directors being eligible, has offered themselves for re-appointment. The Board of Directors recommends their re-appointment.

No changes took place during the year under review in the composition of the Key Managerial Personnel of the Company.

**Mr. Gaurav Deendayal Jhunjhunwala was appointed as the Company Secretary of the Company and Mr. Pratik Rohit Joshi was appointed as the Chief Financial Officer of the Company by the Board of Directors at their Meeting held on 2nd June, 2016 with immediate effect.*

b. Declarations given by Independent Directors:

The Company has received and taken on record the declarations received from all the Independent Directors of the Company in accordance to Section 149(6) of the Companies Act, 2013 confirming their independence vis-a-vis the Company.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:

a. Meetings of the Board:

In accordance with the provisions of Companies Act, 2013, 24 (Twenty-Four) Meetings of Board of Directors were held during the financial year under review.

Attendance of each Director at the Board Meetings and the Annual General Meeting is given as under:

Name of Directors	No. of Board Meetings		Attendance at last annual General Meeting held on 30 th September, 2015
	Held	Attended	
Mr. Rajdipkumar Gupta	24	24	Yes
Mr. Sandipkumar Gupta	24	24	Yes
Mr. Chandrakant Gupta	24	24	Yes
Mrs. Chamelidevi Gupta	14	14	Yes
Mr. Bhavesh Jain	14	11	Yes
Mr. Pratheek Agarwal	14	11	Yes

3(Three) Extra-Ordinary General Meetings of Members were held during the financial year as on 31st August, 2015, 10th December, 2015 and 8th March, 2016.

b. Director's Responsibility Statement:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2016, the Board of Directors hereby confirms that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- Such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for that year;
- Proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The annual accounts of the Company have been prepared on a going concern basis;
- Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

c. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of Directors was constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The composition of the Committee is as under:

Name of Member	Category	Designation
Mr. Pratheek Agarwal	Independent Director	Chairman
Mr. Bhavesh Jain	Independent Director	Member
Mrs. Chamelidevi Gupta	Director	Member

The Nomination & Remuneration Committee met once during the year under review i.e., on 29th October, 2015. The Board on recommendation of the Nomination and Remuneration Committee has approved a policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees in accordance with the provisions of Section 178 of the Act.

d. **Audit Committee:**

The Audit Committee of Directors of the Company is in accordance with the provisions of Section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of Member	Category	Designation
Mr. Bhavesh Jain	Independent Director	Chairman
Mr. Pratheek Agarwal	Independent Director	Member
Mr. Sandipkumar Gupta	Managing Director	Member

The scope and terms of reference of the Audit Committee are in accordance with the Companies Act, 2013. The Audit Committee met once during the year under review i.e., on 29th October, 2015.

e. **Corporate Social Responsibility Policy:**

Corporate Social Responsibility (CSR) Committee is duly constituted comprising of Mr. Pratheek Agarwal as the Chairman and Mr. Bhavesh Jain and Mr. Sandipkumar Gupta as the Members. The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities. The Committee met once during the financial year, i.e., on 29th October, 2015. The details in regards to CSR activities have been prescribed in Annexure-III. The CSR Policy is placed on the website of the Company www.routemobile.com

f. **Risk Management Policy:**

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A Risk Management Policy has been formulated by the Audit Committee of the Company to analyze and deal with various risks posing potential threats to the Company. The Board has also adopted a Risk Management Policy. Key business risks and their mitigation are considered in day-to-day working of the Company.

g. **Internal Control Systems:**

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

h. Payment of remuneration /commission to Directors from holding or Subsidiary Companies:

Mr. Sandipkumar Gupta, Managing Director, Mr. Rajdipkumar Gupta, Whole-time director and Mr. Chandrakant Gupta, Director of the Company are holding office of Director in Sphere Edge Consulting (India) Private Limited, wholly-owned subsidiary of the Company and the said Directors draw remuneration from the wholly-owned subsidiary.

4. AUDITORS AND REPORTS :

The matters related to Auditors and their Reports are as under:

a. Observations of Statutory Auditors on accounts for the year ended 31st March 2016 :

The observations made by the Statutory Auditors in their report for the financial year ended 31st March, 2016 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b. Appointment of Statutory Auditor :

M/s. Ramanand and Associates, Chartered Accountants, had tendered their resignation from the position of Statutory Auditors on 1st June, 2016, causing vacancy in the office of the Statutory Auditor due to pre-occupation. As envisaged under Section 139(8) of the Companies Act, 2013, the casual vacancy was filled by the Shareholders of the Company at their Extra-Ordinary General Meeting held on 15th July, 2016 by appointing Deloitte Haskins & Sells LLP, Chartered Accountants having Firm Registration Number 117366W.

Further, Deloitte Haskins & Sells LLP, Chartered Accountants tendered their resignation letter on 27th December, 2016 resulting in casual vacancy in the office of the Statutory Auditor. The same was filled by the Shareholders of the Company at their Extra-Ordinary General Meeting held on 28th December, 2016 by appointing M/s. Ramanand and Associates, Chartered Accountants (Firm Registration No.: 117776W).

M/s. Ramanand and Associates, Chartered Accountants (Firm Registration No.: 117776W) will retire at the ensuing Annual General Meeting of the Company and being eligible for the re-appointment, subject to the approval of the shareholders of the Company. Pursuant to the provisions of section 139 and 141 of the Companies Act, 2013, a written consent towards such appointment has been obtained from the said auditors along with the certificate to the effect that their appointment if made shall be within the limits prescribed under Section 139 of the Companies Act. 2013.

Necessary resolution for appointment of the said Auditors is included in the Notice of Annual General Meeting for seeking approval of members.

5. OTHER DISCLOSURES :

Other disclosures as per provisions of section 134 of the Act read with companies (Accounts) Rules, 2014 are furnished as under:

a. Extract of Annual Return :

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2016 made under the provisions of Section 92(3) of the Act is attached as Annexure-IV which forms part of this Report.

b. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Out go :

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in Annexure-V which forms part of this Report.

6. GENERAL :

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on the following items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act;
2. No significant or material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and Company's operations in future;
3. No issue of equity shares with differential rights as to dividend, voting or otherwise;
4. No issue of shares (including sweat equity shares) to the employees of the Company under any scheme;
5. There were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 as the Company did not create any such scheme during the year;

Your directors further state pursuant to the provisions of Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013, no case pertaining to sexual harassment at workplace has been reported to the Company during financial year 2015-16.

7. ACKNOWLEDGEMENTS AND APPRECIATION :

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

For and on behalf of the Board of Directors
Route Mobile Limited
(Formerly known as "Routesms Solutions Limited")

Sandipkumar Gupta
Managing Director
DIN : 01272932

Rajdikumar Gupta
Whole-time Director
DIN : 01272947

Date: 31st December, 2016
Place: Mumbai
CIN: U72900MH2004PLC146323

Registered Office:

401, Fourth Floor, Evershine Mall New Link Road,
Malad (West), Mumbai – 400 064
Tel No.: 022-4033 7676 Fax No.: 022-4033 7650
E-mail ID: complianceofficer@routemobile.com
Website : www.routemobile.com

ANNEXURE I

FORM AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary	Routesms Solutions Nigeria Limited	Routesms Solutions FZE	*Route Mobile (UK) Limited [Previously knowns Routesms Solutions (UK) Limited] (Consolidated)	Sphere Edge Consulting (India) Private Limited
1.	The date since when the subsidiary was acquired	10/10/2014	31/01/2013	08/08/2011	12/09/2011
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31/03/2016	31/03/2016	31/03/2016	31/03/2016
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of for eign subsidiaries.	1 NAIRA = 0.333 INR	1 AED = 18.0516 INR	1 GBP = 95.0882 INR	INR
4.	Share capital	33,30,000	90,258	19,01,764	1,00,000
5.	Reserves and Surplus	1,12,07,817	32,05,76,668	5,18,54,543	5,49,56,893

6.	Total Assets	8,07,23,401	1,26,58,29,06 1	8,52,21,943	8,25,40,018
7.	Total Liabilities (Non-Current Liabilities + Current Liabilities + Deferred Tax Liabilities)	6,61,85,584	94,52,52,394	3,14,65,636	2,74,83,125
8.	Investments	-	-	1,75,86,372	-
9.	Turnover	17,26,52,27 7	1,54,15,79,29 2	20,07,60,762	33,13,95,406
10.	Profit before taxation	1,62,96,630	31,93,26,017	43,63,217	1,06,40,791
11.	Provision for taxation	(52,14,922)	-	(52,67,126)	(35,19,574)
12.	Profit after taxation	1,10,81,708	31,93,26,017	(9,03,908)	71,21,219
13.	Proposed Dividend	-	-	-	-
14.	Extent of shareholding (in %)	100%	100%	100%	100%

**Route Mobile U.K. Limited [Previously known as Route sms Solutions (UK) Limited] has a wholly-owned subsidiary viz. Route Voice Limited situated in Hong Kong and its accounts has been consolidated with Route Mobile U.K. Limited [Previously known as Routesms Solutions (UK) Limited]*

- Names of the Subsidiaries which are yet to commence operations: NIL
- Names of the Subsidiaries which have been liquidated or sold during the year: NIL

Part "B": Associates and Joint Ventures

1.	Name of the Associates or Joint Ventures	N.A.	N.A.	N.A.
2.	Latest Audited Balance Sheet date	N.A.	N.A.	N.A.
3.	Date on which the Associate or Joint Venture was associated or acquired	N.A.	N.A.	N.A.
4.	Shares of the Associate or Joint Venture held by the Company on the year end			
	No.	N.A.	N.A.	N.A.
	Amount of investment in the Associate or Joint Venture	N.A.	N.A.	N.A.
	Extent of holding (in %)	N.A.	N.A.	N.A.

5.	Description of how there is significance influence	N.A.	N.A.	N.A.
6.	Reason why the Associate or Joint Venture is not consolidated	N.A.	N.A.	N.A.
7.	Networth attributable to shareholding as per latest audited Balance Sheet	N.A.	N.A.	N.A.
8.	Profit or Loss for the year			
	i) Considered in consolidation	N.A.	N.A.	N.A.
	ii) Not Considered in consolidation	N.A.	N.A.	N.A.

- Names of the Associate / Joint Venture which are yet to commence operations: NIL
- Names of the Associate / Joint Venture which have been liquidated or sold during the year: NIL

For and on behalf of the Board of Directors
Route Mobile Limited
(Formerly known as "Routesms Solutions Limited")

Sandipkumar Gupta
Managing Director
DIN : 01272932

Rajdikumar Gupta
Whole-time Director
DIN : 01272947

Date: 31st December, 2016
Place: Mumbai
CIN: U72900MH2004PLC146323
Registered Office:
401, Fourth Floor, Evershine Mall New Link Road,
Malad (West), Mumbai – 400 064
Tel No.: 022-4033 7676 Fax No.: 022-4033 7650
E-mail ID: complianceofficer@routemobile.com
Website: www.routemobile.com

ANNEXURE II**Form No. AOC-2****Particulars of contracts or arrangements or transactions at arm's length basis**

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

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

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

There were no contracts or arrangements or transactions entered in by the Company during the year ended 31st March, 2016 which were not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis:**(Amount in Rs.)**

Name(s) of the related party and nature of relationship	Sphere Edge Consulting (India) Private Limited	Spectrum Technologies	Graphixide Services Private Limited	29 Three Holidays Private Limited
Nature of relationship	Wholly-owned Subsidiary	Proprietorship Firm of a Director	Entity in which Directors / KMP having significant influence	Entity in which Directors / KMP having significant influence
Nature of contracts/ arrangements/transactions	Purchase of Short message services (SMS)	Purchase of Short message services (SMS)	Rendering of Services	Availing of Services
Duration of the contracts /arrangements/transactions	FY 2015 -2016	FY 2015 -2016	FY 2015 - 2016	FY 2015 -2016
Salient terms of the contracts or arrangements or transactions including the value, if any	313,032,260	6,16,89,918	12,28,068	1,36,31,840
Date(s) of approval by the Board, if any	11/04/2015	11/04/2015	11/04/2015	11/04/2015
Amount paid as Advances / Loans / Deposits, if any	-	-	-	-

For and on behalf of the Board of Directors

Route Mobile Limited

(Formerly known as "Routesms Solutions Limited")

Sandipkumar Gupta

Managing Director

DIN : 01272932

Rajdikumar Gupta

Whole-time Director

DIN : 01272947

Date: 31st December, 2016

Place: Mumbai

CIN: U72900MH2004PLC146323

Registered Office:

401, Fourth Floor, Evershine Mall New Link Road,

Malad (West), Mumbai – 400 064

Tel No.: 022-4033 7676 Fax No.: 022-4033 7650

E-mail ID: complianceofficer@routemobile.com

Website: www.routemobile.com

ANNEXURE III

Annual Report on CSR Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR policy and projects and programs: www.routemobile.com
2. The composition of the CSR Committee.

Name	Category	Designation
Mr. Pratheek Agarwal	Independent Director	Chairman
Mr. Bhavesh Jain	Independent Director	Member
Mrs. Sandeepkumar Gupta	Managing Director	Member

3. Average Net Profit of the Company for last three financial years: Rs. 13,52,78,517/-
4. Prescribed CSR Expenditure (two percent of the amount as per item 3 above): Rs. 27,05,570/-
5. Details of CSR spent during the financial year:
 - (a) Total amount to be spent for the financial year: Rs.27,05,570/-
 - (b) Amount unspent if any: Rs. 20,05,570/-
 - (c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity identified	Sector in which the project is covered	Project or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs sub heads (1) Direct Expenditure on projects and programs (2) Overheads:	Cumulative expenditure upto the reporting period	Amount spent Director through implementing agency*
1	Cleaning	Environment	Maharashtra	25,000	25,000	25,000	Implementing Agency
2	Training & providing sports equipment	Promoting nationally recognised sports	Local Area	6,75,000	6,75,000	6,75,000	Direct
Total				7,00,000	7,00,000	7,00,000	

* Give details of the Implementing Agency: Bombay Seacost Rotary Foundation

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: The Company has identified few areas and is in process of reviewing and evaluating various projects such that the contribution to be made towards the social projects is received by the deserving projects. The Company shall endeavor to ensure that the amount required to be spent under the CSR shall be disbursed appropriately.
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.

For and on behalf of the Board of Directors
Route Mobile Limited
(Formerly known as "Routesms Solutions Limited")

Sandipkumar Gupta
Managing Director
DIN : 01272932

Pratheek Agrawal
Chairman of CSR
Committee
Din : 07237928

Date: 31st December, 2016
Place: Mumbai
CIN: U72900MH2004PLC146323
Registered Office:
401, Fourth Floor, Evershine Mall New Link Road,
Malad (West), Mumbai – 400 064
Tel No.: 022-4033 7676 Fax No.: 022-4033 7650
E-mail ID: complianceofficer@routemobile.com
Website: www.routemobile.com

ANNEXURE IV

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2016

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

I. REGISTRATION AND OTHER DETAILS:

CIN	:	U72900MH2004PLC146323
Registration Date	:	14 th May, 2004
Name of the Company	:	Route Mobile Limited (Formerly known as RouteSms Solutions Limited)
Category / Sub -Category of the Company	:	Company Limited by shares/ Indian Non-Government Company
Address of the Registered office and contact details	:	401, Fourth Floor, Evershine Mall, Near Link Road, Malad (West), Mumbai - 400 064
Whether listed company	:	No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of main products/ services	PCS N Code fo the service	% o t total turnover of he t Company
1.	Activities of other wireless telecommunication activities	61209	96.55%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name and address of the Company	CIN / GLN	Holding subsidiary / associate	% of shares held	Applicable section of the Companies Act, 2013
1.	Sphere Edge Consulting (India) Private Limited Address:- office 408, Evershine Mall, Mind Space New Link Road, Malad (West), Mumbai – 400 064	U74140MH2007PTC171900	Wholly-owned Subsidiary	100%	2(87)
2.	Route Mobile (UK) Limited <i>[Previously known as Routesms Solutions (UK) Limited]</i> Address:- 183-189 the Vale Acton, London W3 7RW	-	Wholly-owned Subsidiary	100%	2(87)
3.	Route Sms Solutions FZE Address:- P.O. Box: 31291, Ras Al Khaimah, United Arab Emirates	-	Wholly-owned Subsidiary	100%	2(87)
4.	Routesms Solutions Nieria Limited Address:- 16, Afolabi Aina Street, Off en enue, Near Alade Market, Lagos	-	Wholly-owned Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	20,00,000	20,00,000	100		2,00,00,000	2,00,00,000	100	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):		20,00,000	20,00,000	100		2,00,00,000	2,00,00,000	100	-
(2) Foreign									
a) Rs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) odi Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	20,00,000	20,00,000	100		2,00,00,000	2,00,00,000	100	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		-	-	-		-	-	-	-
ii) Individual shareholders holding nominal share capital more than Rs. 1 lakh	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
excess of Rs. 1 lakh									
c) Others (specify)	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B) (1)+(B) (2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)		20,00,000	20,00,000	100	-	2,00,00,000	2,00,00,000	100	-

ii. Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	Mr. Sandip Kumar Gupta	6,00,000	30	-	60,00,000	30	-	-
2.	Mr. Rajdip Kumar Gupta	6,00,000	30	-	60,00,000	30	-	-
	Total	12,00,000	60	-	12,00,00,000	60	-	-

iii. Change in Promoters' Shareholding:

Sr. No.	Name of the Promoters	Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Sandipkumar Gupta	6,00,000	30	6,00,000	30
	Add: Bonus Issue 17.12.2015	54,00,000	30	60,00,000	30
	At the end of the year	-	-	60,00,000	30
2.	Mr. Rajdipkumar Gupta	6,00,000	30	6,00,000	30
	Add: Bonus Issue 17.12.2015	54,00,000	30	60,00,000	30
	At the end of the year	-	-	60,00,000	30

iv. Shareholding Pattern Of Top Ten Shareholders (Other Than Directors, Promoters And Holders Of GDRs and ADRs):

Sr. No.	Name of the Top Ten Shareholder	Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mrs. Sunita Gupta	1,80,000	9	1,80,000	9
	Add: Bonus Issue 17.12.2015	16,20,000	9	18,00,000	9
	At the end of the year	-	-	18,00,000	9
2.	Mrs. Sarika Gupta	1,80,000	9	1,80,000	9
	Add: Bonus Issue 17.12.2015	16,20,000	9	18,00,000	9
	At the end of the year	-	-	18,00,000	9
3.	Rajdip Gupta (HUF)	12,500	0.625	12,500	0.625
	Add: Bonus Issue 17.12.2015	1,12,500	0.625	1,25,000	0.625
	At the end of the year	-	-	1,25,000	0.625
4.	Sandip Gupta (HUF)	12,500	0.625	12,500	0.625
	Add: Bonus Issue 17.12.2015	1,12,500	0.625	1,25,000	0.625
	At the end of the year	-	-	1,25,000	0.625

5.	Chandrakant Gupta (HUF)	15,000	0.75	15,000	0.75
	Add: Bonus Issue 17.12.2015	1,35,000	0.625	1,50,000	0.75
	At the end of the year	-	-	1,50,000	0.75

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

Sr. No	For each of the Directors and KMP	Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Sandipkumar Gupta	6,00,000	30	6,00,000	30
	Add: Bonus Issue 17.12.2015	54,00,000	30	60,00,000	30
	At the end of the year	-	-	60,00,000	30
2.	Mr. Rajdipkumar Gupta	6,00,000	30	6,00,000	30
	Add: Bonus Issue 17.12.2015	54,00,000	30	60,00,000	30
	At the end of the year	-	-	60,00,000	30
3.	Mr. Chandrakant Gupta	2,00,000	10	2,00,000	10
	Add: Bonus Issue 17.12.2015	18,00,000	10	20,00,000	10
	At the end of the year	-	-	20,00,000	10
4.	Mrs. Chamelidevi Gupta	2,00,000	10	2,00,000	10
	Add: Bonus Issue 17.12.2015	18,00,000	10	20,00,000	10
	At the end of the year	-	-	20,00,000	10
5.	Mr. Bhavesh Jain	-	-	-	-
	At the end of the year	-	-	-	-
6.	Mr. Pratheek Agarwal	-	-	-	-
	At the end of the year	-	-	-	-

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	5,63,09,571	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,63,09,571	-	-	-
Change in Indebtedness during the financial year				
i) Addition	-	-	-	-
ii) Reduction	(5,63,09,571)	-	-	-
iii) Net Change	-	-	-	-
Indebtedness at the end of the financial year	NIL			
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	-	-	-

VI. Remuneration Of Directors And Key Managerial Personnel:

A. *Remuneration to Managing Director, Whole-time Directors and/or Manager:*
(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		Mr. Sandipkumar Gupta Managing Director	Mr. Rajdipkumar Gupta Whole-time Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	56,00,004	56,00,004	1,12,00,008
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	56,00,004	56,00,004	1,12,00,008
	Ceiling as per the Act	Rs. 4,869,0610 (being 10% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)		

B. *Remuneration to Executive Director:*

Sr. No.	Particulars of Remuneration	Name of Executive Director
		Mr. Chandrakant Gupta
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- others, specify	-
5	Others, please specify	-
	Total (A)	6,00,000
	Overall Ceiling as per the Act	Rs. 48,69,061 (being 1% of the net profit of the company calculated as per Section 198 of the Companies Act, 2013)

B. Remuneration to other directors:
(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Ms. Chamelidevi Gupta	Mr. Pratheek Agarwal	Mr. Bhavesh Jain	
	1. Independent Directors				
	• Fee for attending board / committee meetings	28,000	28,000	28,000	84,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)				
	2. Other Non-Executive Directors				
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	28,000	28,000	28,000	84,000

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Basic salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please Specify	-	-	-	-
	Total	-	-	-	-

*Mr. Pratik Joshi, Chief Financial Officer of the Company was appointed on 2nd June, 2016

*Mr. Gaurav Jhunjunwala, Company Secretary of the Company was appointed on 2nd June, 2016

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board of Directors
Route Mobile Limited
(Formerly known as "Routesms Solutions Limited")

Sandipkumar Gupta
Managing Director
DIN : 01272932

Rajdipkumar Gupta
Whole-time Director
DIN : 01272947

Date: 31st December, 2016
Place: Mumbai
CIN: U72900MH2004PLC146323
Registered Office:
401, Fourth Floor, Evershine Mall New Link Road,
Malad (West), Mumbai – 400 064
Tel No.: 022-4033 7676 Fax No.: 022-4033 7650
E-mail ID: complianceofficer@routemobile.com
Website: www.routemobile.com

ANNEXURE V

DISCLOSURE PURSUANT TO SECTION 134(3) (m) OF THE COMPANIES ACT 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014

(A) Conservation of energy:

Steps taken or impact on conservation of energy	Not Applicable
Steps taken by the company for utilizing alternate sources of energy	Not Applicable
Capital investment on energy conservation equipments	Not Applicable

(B) Technology absorption:

Efforts made towards technology absorption	Not Applicable
Benefits derived ike product improvement, cost reduction, product development or import substitution	Not Applicable
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
Details of technology imported	Not Applicable
Year of import	Not Applicable
Whether the technology has been fully absorbed	Not Applicable
If nt fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
Expenditure incurred on Research and Development	Not Applicable

(C) Foreign exchange earnings and Outgo:

	1 st April, 2015 to 31 st March, 2016 [Current F.Y.] Amount in Rs.	1 st April, 2014 to 31 st March, 2015 [Previous F.Y.] Amount in Rs.
Actual Foreign Exchange earnings	1,43,27,48,827	72,64,18,982
Actual Foreign Exchange outgo	57,13,292	58,08,854

For and on behalf of the Board of Directors
Route Mobile Limited
(Formerly known as "Routesms Solutions Limited")

Sandipkumar Gupta
Managing Director
DIN : 01272932

Rajdipkumar Gupta
Whole-time Director
DIN : 01272947

Date: 31st December, 2016

Place: Mumbai

CIN: U72900MH2004PLC146323

Registered Office:

401, Fourth Floor, Evershine Mall New Link Road,
Malad (West), Mumbai – 400 064

Tel No.: 022-4033 7676 Fax No.: 022-4033 7650

E-mail ID: complianceofficer@routemobile.com

Website: www.routemobile.com

To

The Members of

ROUTE MOBILE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of '*Route mobile Limited ("the Company")*', which comprise the Balance Sheet as at **31st March 2016**, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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 **31st March 2016**, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the **Companies (Auditor's Report) Order, 2016** ("the Order") issued by the Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**", a statement on the matters Specified in the paragraphs 3 and 4 of the Order to the extent applicable.

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 accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
 - e) On the basis of written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**", and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. There is no pending litigation of the Company.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There was no amount required to be transferred, to the Investor Education and Protection Fund by the Company.

For Ramanand & associates
Charters Accountants
Firm Registration No. 117776W

CA Ramanand Gupta
Managing Partner
Place : Mumbai
Date : 31st December 2016

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

1. (a) The Company has maintained proper records showing full particulars, including quantitative
Details and situation of fixed assets;
(b) The Fixed Assets have been physically verified by the management in a phased manner, which in our opinion is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
2. The Company is a service company, primarily rendering SMS & Software services. Accordingly, it does not hold any physical inventories, the provisions of clause is not applicable.
3. The Company has granted loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the Register maintained under section 189 of the Act, amounting to Rs. NIL /-
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company

7. In respect of Statutory Dues :
 - a. According to the records of the Company, the Company is regular in depositing with appropriate authorities, undisputed statutory dues including Income Tax, other taxes, cess and statutory dues applicable to it as explained to us by the management. According to the information and explanations given to us, no undisputed amounts payable in respect of Income - Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Cess were outstanding as at 31st March, 2016 for a period of more than six months from the date those became payable.
 - b. According to the records of the company, there are no dues of income tax, sales tax, wealth tax, service tax, custom duty, cess which have not been deposited on account of any dispute except the following:
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information & explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of sec 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and 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. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Ramanand & associates
Charters Accountants
Firm Registration No. 117776W

CA Ramanand Gupta
Managing Partner
Place : Mumbai
Date : 31st December 2016

Annexure B to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of **ROUTE MOBILE LIMITED** on the financial statements for the year ended March 31, 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **ROUTE MOBILE LIMITED** ("the Company") as of March 31, 2016 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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

Because of the inherent limitations of internal financial controls over financial reporting, 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 to future periods are subject to the risk that the

internal financial control over financial reporting 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, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, 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 Ramanand & associates
Chartered Accountants
Firm Registration No. 117776W

CA Ramanand Gupta
Managing Partner
M. No. 103975
Place : Mumbai
Date : 31st December 2016

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Balance Sheet as at 31 March, 2016

Particulars		Note No.	As at 31 March, 2016	As at 31 March, 2015
			₹	₹
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	200,000,000	20,000,000
	(b) Reserves and surplus	4	90,362,930	230,168,105
			290,362,930	250,168,105
2	Non-current liabilities			
	(a) Long-term borrowings	5	-	2,293,400
	(b) Deferred tax liabilities (net)	6	-	4,207,992
	(c) Long-term provisions	7	9,513,591	-
			9,513,591	6,501,392
3	Current liabilities			
	(a) Short-term borrowings	8	-	54,016,171
	(b) Trade payables		64,644,886	91,848,530
	- total outstanding dues of micro enterprises and small enterprises (See Note 25)			
	- total outstanding dues of Creditors other than micro enterprises and small enterprises (Other than Acceptances)			
	(c) Other current liabilities	9	480,569,717	6,618,784
	(d) Short-term provisions	10	3,653,853	55,805,036
			548,868,456	208,288,521
	TOTAL		848,744,977	464,958,018
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	11.A	82,939,958	62,659,450
	(ii) Intangible assets	11.B	7,010,899	4,574,704
	(iii) Capital work-in-progress		12,098,265	-
			102,049,122	67,234,154
	(b) Non-current investments	12	6,246,694	3,602,626
	(c) Deferred tax assets (net)	6	2,438,442	-
	(d) Long-term loans and advances	13	24,536,859	8,847,308
			33,221,995	12,449,934
2	Current assets			
	(c) Trade receivables	14	148,921,784	185,760,408
	(d) Cash and cash equivalents	15	501,959,146	166,106,227
	(e) Short-term loans and advances	16	53,836,330	22,837,296
	(f) Other current assets	17	8,756,600	10,569,999
			713,473,860	385,273,930
	TOTAL		848,744,977	464,958,018
	Significant Accounting Policies	2		
	See accompanying notes forming part of the financial statements	3 to 36		

in terms of our report attached
For Ramanand & Associates
Chartered Accountants

Ramanand Gupta
Partner
M. No. : 103975
Firm Reg. No. 117776W
Place : Mumbai
Date 31st December 2016

For and behalf of the board of Directors

Chandrakant Gupta
Chairman & Director
(Din No. : 1636981)

Sandipkumar Gupta
Managing Director
(Din No. 1272932)

Rajdikumar Gupta
Wholetime Director
(Din No. : 1272947)

Gaurav Jhunjunwala
Company Secretary
(Mem No. - A 42386)

Pratik Rohit Joshi
Chief Financial Officer

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Statement of Profit and Loss for the year ended 31 March, 2016

Particulars		Note No.	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
1	Revenue from Operations	18	1,885,140,676	1,047,744,972
2	Other income	19	33,185,190	19,080,824
3	Total revenue (1+2)		1,918,325,866	1,066,825,796
4	Expenses			
	(a) Purchases of Short messaging services (SMS)	20	1,211,935,021	751,495,541
	(b) Employee benefits expense	21	106,639,385	78,249,940
	(c) Finance costs	22	7,640,061	5,175,106
	(d) Depreciation and amortisation expense	11	22,972,459	24,371,067
	(e) Other expenses	23	117,314,272	51,584,052
	Total expenses		1,466,501,197	910,875,706
5	Profit before exceptional items and tax (3 - 4)		451,824,668	155,950,090
6	Exceptional items - Prior period items	24	17,102,678	-
7	Profit before tax (5 - 6)		434,721,990	155,950,090
8	Tax expense:			
	(a) Current tax expense		162,657,600	57,002,041
	(b) Deferred tax		(6,646,435)	(1,115,192)
	Net tax expense		156,011,165	55,886,849
9	Profit for the year (7 - 8)		278,710,825	100,063,241
10	Earnings per share (of ₹ 10/- each): basic and diluted (Refer Note 30)		5.57	2.00
	Significant Accounting Policies	2		
	See accompanying notes forming part of the financial statements	3 to 36		

in terms of our report attached
For Ramanand & Associates
Chartered Accountants

Ramanand Gupta
Partner
M. No. : 103975
Firm Reg. No. 117776W
Place : Mumbai
Date 31st December 2016

For and behalf of the board of Directors

Chandrakant Gupta
Chairman & Director
(Din No. : 1636981)

Sandipkumar Gupta
Managing Director
(Din No. 1272932)

Rajdikumar Gupta
Wholetime Director
(Din No. : 1272947)

Gaurav Jhunjunwala
Company Secretary
(Mem No. - A 42386)

Pratik Rohit Joshi
Chief Financial Officer

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Cash Flow Statement for the year ended 31 March, 2016

Particulars	For the year ended 31 March, 2016		For the year ended 31 March, 2015	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Profit / (Loss) before extraordinary items and tax		434,721,990		155,950,090
Adjustments for:				
Depreciation and amortisation expense	22,972,459		24,371,067	
(Profit) / loss on sale / write off of assets	832,531		-	
Provision for gratuity	10,796,261		-	
Finance costs	2,933,080		4,366,533	
Interest income	(28,659,628)	8,874,704	(10,501,636)	18,235,964
Operating profit before working capital changes		443,596,694		174,186,054
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	-		13,228,973	
Trade receivables	36,838,624		(128,226,045)	
Short-term loans and advances	(30,999,034)		-	
Other current assets	1,813,398	7,652,989	(22,580,388)	(137,577,460)
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	(27,203,644)		65,997,391	
Other current liabilities	473,950,933		(15,112,314)	
Short-term borrowings	(54,016,171)	392,731,119	29,716,664	80,601,741
Cash generated from operations		843,980,802		117,210,335
Net income tax paid		(189,797,473)		(30,458,745)
Net cash flow from operating activities (A)		654,183,329		86,751,590
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(58,619,938)		(29,339,706)	
Purchase of long-term investments - Subsidiaries	(2,644,068)		(978,626)	
Interest received on bank deposits	28,659,628		10,501,636	
Net cash flow (used in) investing activities (B)		(32,604,378)		(19,816,696)
C. Cash flow from financing activities				
Proceeds from long-term loans and advances	(15,689,552)		(2,184,071)	
Proceeds from long-term borrowings	-		2,293,400	
Repayment of long-term borrowings	(2,293,400)		-	
(Decrease)/Increase in other long term liabilities	-		68,497.00	
Finance costs	(2,933,080)		(4,366,533)	
Dividends paid	(220,000,000)		(20,000,000)	
Tax on dividend	(44,810,000)		(3,399,000)	
Net cash flow (used in) financing activities (C)		(285,726,032)		(27,587,707)
Net Increase in Cash and cash equivalents (A+B+C)		335,852,919		39,347,187
Cash and cash equivalents at the beginning of the year		166,106,227		126,759,040
Effect of exchange differences on restatement of foreign currency Cash and		-		-
Cash and cash equivalents at the end of the year		501,959,146		166,106,227
See accompanying notes forming part of the financial statements				

in terms of our report attached
For Ramanand & Associates
Chartered Accountants

Ramanand Gupta
Partner
M. No. : 103975
Firm Reg. No. 117776W
Place : Mumbai
Date 31st December 2016

For and behalf of the board of Directors

Chandrakant Gupta
Chairman & Director
(Din No. : 1636981)

Sandipkumar Gupta
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Gaurav Jhunjunwala
Company Secretary
(Mem No. - A 42386)

Pratik Rohit Joshi
Chief Financial Officer

Route Mobile Limited

▪ (Formerly known as Routesms Solutions Limited)

Notes forming part of the financial statements

Note	Particulars
1	<p>Corporate information</p> <p>Route Mobile Limited (RML) (Formerly known as Routesms Solutions Limited ('RSL'), 'the Company' is a technology service provider for mobile communications industry with a focus on enterprise messaging. The Company has developed an indigenous technology platform to support Mobile Network Operators (MNOs), OTT Players, Enterprises, Aggregators and Resellers. The services of the Company includes Software Development, 2 Way Messaging, ILRMS (Integrated Leads Response Management Solution.), Number Lookups, SMS Firewall, Cloud SMSC, SMSC Solutions, SMS Firewall, Cloud SMSC Platform, SMPP Platform, HLR Solutions.</p> <p>The Company was incorporated on 14th May, 2004 with the name Routesms Solutions Limited, which has been changed to Route Mobile Limited with effect from 16th March, 2016 Route Mobile Limited has its registered office in Mumbai.</p> <p>2 Significant accounting policies</p> <p><u>2.1 Basis of Preparation of Financial Statements:</u></p> <p>The Financial Statements have been prepared in accordance with the Generally Accepted Accounting Principles in India and the relevant provisions of Companies Act, 2013 to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except for change in the accounting policy for gratuity as more fully described in note 31</p> <p><u>2.2 Use of Estimates:</u></p> <p>The preparation of Financial Statements in conformity with the Generally Accepted Accounting Principles in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/materialized Management believes that the estimates used in preparation of financial statements are prudent and reasonable.</p> <p><u>2.3 Fixed Assets and Depreciation (Tangible Assets) :</u></p> <p>Fixed Assets are stated at cost less accumulated depreciation and impaired losses, if any. All directly attributable costs including borrowing cost, net of cenvat credit, till the asset is put to use is shown as capital work in progress and is capitalized thereafter. Depreciation on Fixed Assets for the current year is provided on the basis of WDV method by considering revised useful lives as specified in part 'C' of schedule II to the Companies Act, 2013.</p> <p><u>2.4 Intangible Assets:</u></p> <p>Intangible assets including software are capitalized where it is expected to provide future enduring economic benefits. Intangible assets acquired separately 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. Intangible assets are amortized over the estimated useful life of the asset.</p>

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the financial statements

Note 2 Significant accounting policies (contd.)

Note	Particulars
	<p><u>2.5 Borrowing Costs:</u></p> <p>Borrowing Costs that are attributable to the acquisition and construction of a qualifying asset are capitalized as a part of the cost of the asset. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. Other borrowing cost are recognized as an expense in the year in which they are incurred.</p> <p><u>2.6 Impairment of Assets</u></p> <p>The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when it is unusable and the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired.</p> <p><u>2.7 Investments</u></p> <p>Investments that are readily realizable and intended to be held for not more than a year are classified as 'Current Investments'. All other Investments are classified as Long Term Investments. Long Term Investments are stated at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. Current Investments are carried at lower of cost or market / fair value and determined on a individual investment basis.</p> <p><u>2.8 Revenue Recognition</u></p> <p>Amount received from prepaid customer is recognized when the credits are added to their accounts</p> <p>Amount received from post paid customer is recognized at the time of billing.</p> <p><u>2.9 Foreign Exchange Transactions:</u></p> <p>Foreign currency denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Revenue, expense and cash-flow items denominated foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.</p>

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Note 2 Significant accounting policies (contd.)

Note	Particulars
	<p><u>2.10 Tax Expense</u></p> <p>Income tax provision based on the present tax laws in respect of taxable income for the year and the deferred tax is treated in the accounts based on the Accounting Standard (AS-22) on "Accounting for Taxes on Income". The Deferred tax assets and liabilities for the year, arising out of timing difference, are reflected in the Statement of Profit and Loss. The cumulative effect thereof is showing the Balance Sheet. The Deferred Tax Assets, if any, are recognized only to the extent that there is reasonable certainty that the assets will be realized in future. However if there are carried forward loss / depreciation then the deferred tax if any, are recognized only to the extent that there is virtual certainty that the assets will be realized in future.</p> <p><u>2.11 Contingent Liabilities and Provisions</u></p> <p>A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where 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</p> <p><u>2.12 Finance Lease</u></p> <p>Leases which effectively transfer to the company, all the risks and benefits incidental to ownership of the leased item are classified as Finance Lease. Lease rentals are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return.</p> <p><u>2.13 Operating Lease</u></p> <p>Lease where the lessor effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense, in the Profit & Loss account on a Straight Line Basis over the Lease term.</p> <p><u>2.14 Segment Reporting</u></p> <p>The generally accepted accounting principles used in the preparation of the financial statements are applied to record revenue and expenditure in individual segments"Segment revenue and segment results include transfers between business segments. Such transfers are accounted for at the agreed transaction value and such transfers are eliminated in the consolidation of the segments. Expenses that are directly identifiable to segments are considered for determining the segment result. Expenses, which relate to the company as a whole and are not allocable to segments are included under unallocated corporate expenses. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocated corporate assets and liabilities represent the assets and liabilities that relate to the company as a whole and not allocable to any segment.</p>

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Note 3 Share capital

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹	Number of shares	₹
(a) Authorised				
Equity shares of ₹10 each with voting rights	40,000,000	400,000,000	2,000,000	20,000,000
(b) Issued				
Equity shares of ₹10 each with voting rights	20,000,000	200,000,000	2,000,000	20,000,000
(c) Subscribed and fully paid up				
Equity shares of ₹ 10 each with voting rights	20,000,000	200,000,000	2,000,000	20,000,000
Total subscribed and fully paid up	20,000,000	200,000,000	2,000,000	20,000,000

(i) Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹	Number of shares	₹
Shares outstanding at the beginning of the year	2,000,000	20,000,000	2,000,000	20,000,000
Issue of bonus shares (refer note iii)	18,000,000	180,000,000	-	-
Shares outstanding at the end of the year	20,000,000	200,000,000	2,000,000	20,000,000

(ii) Terms/rights attached to equity shares

The Company has only one class of equity shares with a face value of ₹ 10 per share. Each shareholder of equity shares is entitled to one vote per share at any general meeting of shareholders. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Shareholders on November 17, 2015 approved the issue of bonus shares and the Board of Directors fixed the record date as December 08, 2015.

(a) By capitalization of free reserves in the ratio of nine equity share (Bonus Shares) for every one equity share held by member(s) on the record date.

(b) The Bonus shares were issued by capitalization of balance in the free reserves amounting to Rs. 180,000,000. Basic and diluted earnings per share for the previous periods has been presented to reflect the adjustment for bonus share in accordance with Accounting Standard 20 Earnings Per Share.

(iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares held	% holding in equity shares	Number of shares held	% holding in equity shares
Equity shares with voting rights				
Sandip Kumar Gupta	6,000,000	30	600,000	30
Rajdip Kumar Gupta	6,000,000	30	600,000	30
Chandrakant Gupta	2,000,000	10	200,000	10
Chamelidevi Gupta	2,000,000	10	200,000	10
Sunita Gupta	1,800,000	9	180,000	9
Sarika Gupta	1,800,000	9	180,000	9

(v) Equity shares allotted as fully paid up (during 5 years preceding March 31, 2016) including equity shares issued pursuant to contract without payment being received in cash:

Aggregate number of fully paid-up equity shares allotted by way of bonus shares in the immediately preceding five years ended March 31, 2016; 18,000,000 equity shares of ₹ 10/- each fully paid-up equivalent to (previous period of five years ended March 31, 2015: Nil)

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Note 4 Reserves and surplus

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(a) Surplus in Statement of Profit and Loss		
Opening balance	230,168,105	134,587,312
Add: Profit for the year	278,710,825	100,063,241
Amounts transferred from Dividend Equalisation Reserve	-	21,811,552
Reversal of Provision for Corporate Social Responsibility FY 2014-15	2,200,000	-
Reversal of Provision for Proposed Dividend FY 2014-15 (note i)	20,000,000	-
Reversal of Provision for Dividend Distribution Tax FY 2014-15	4,094,000	-
Less:		
Dividends proposed to be distributed to equity shareholders (₹10 per share)	-	20,000,000
Interim Dividend paid during the year	220,000,000	-
Tax on dividend	44,810,000	4,094,000
Provision for Corporate Social Responsibility	-	2,200,000
Utilised for issuing bonus shares	180,000,000	-
Closing balance	90,362,930	230,168,105
(b) Dividend Equalization Reserve		
Opening balance	-	21,811,552
Add: Additions during the year	-	-
Less: Transferred to Statement of Profit and Loss	-	21,811,552
Closing balance	-	-
Total	90,362,930	230,168,105

(i) Proposed dividend for the previous year written back since the resolution for declaration of dividend was not approved by the Shareholders at the Annual General Meeting.

Note 5 Long-term borrowings

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Vehicle loan - secured	2,293,400	4,369,134
From Bank (rate of interest 10% p.a.)		
Less:- Current maturities of long term borrowings	-2,293,400	(2,075,734)
Total	-	2,293,400

* Secured by first exclusive charge on Motor Vehicle and are repayable in the equal monthly installments over a period of 1-3 years. For the current maturities of long term borrowings refer item (a) in Note 9 Other current liabilities

Note 6 Deferred tax liabilities (net)

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Deferred tax liabilities		
On difference between book balance and tax balance of fixed assets	(5,339,211)	(4,207,992)
	(5,339,211)	(4,207,992)
Less:- Deferred tax assets		
Provision for compensated absences, gratuity and other employee benefits	7,777,653	-
Deferred tax (liabilities) / assets (net)	2,438,442	(4,207,992)

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Note 7 Long-term provisions

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Provision for Gratuity (Refer Note 32)	9,513,591	-
Total	9,513,591	-

Note 8 Short-term borrowings

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(b) Secured Working Capital Loan from banks, repayable on demand (secured by way of first charge on fixed deposits)	-	54,016,171
Total	-	54,016,171

Note 9 Other current liabilities

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(a) Current maturities of long term liabilities (secured)	2,293,400	2,075,734
(b) Security Deposits Received	370,000	-
(c) Loans and advances from related parties	-	-
(d) Statutory liabilities	3,991,334	4,184,234
(e) Advances from customers	455,879,050	-
(f) Payables on Purchase of Fixed Assets	17,057,427	-
(g) Employee related Liabilities	978,506	358,816
Total	480,569,717	6,618,784

Note 10 Short-term provisions

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
(a) Provision for Gratuity (Refer Note 32)	1,282,670	-
(b) Provision for tax (net of taxes paid)	2,371,183	29,511,036
(c) Provision for Proposed Equity Dividend	-	20,000,000
(d) Provision for Tax on Proposed Equity Dividend	-	4,094,000
(e) Provision for Corporate Social Responsibility	-	2,200,000
Total	3,653,853	55,805,036

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Note 11 Fixed assets

A. Tangible assets	Gross block			Accumulated depreciation and impairment				Net block		
	Balance as at 1 April, 2015	Additions	Disposals	Balance as at 31 March, 2016	Balance as at 1 April, 2015	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Impairment losses recognised / (Reversed) in Statement of Profit and Loss	Balance as at 31 March, 2016	Balance as at 31 March, 2015
(a) Buildings Own use (Previous year)	33,099,737 (33,098,737)			33,099,737 (33,099,737)	10,034,117 (8,848,973)	1,124,497 (1,185,144)	-	-	11,158,614 (10,034,117)	21,941,123 (23,065,620)
(b) Furniture and fixtures Owned (Previous year)	11,891,257 (11,838,457)	308,017 (52,800)	472,730	11,726,544 (11,891,257)	6,710,691 (4,645,196)	1,505,080 (2,065,496)	430,497	-	7,786,274 (6,710,692)	3,940,270 (5,180,565)
(c) Vehicles Owned (Previous year)	16,949,806 (6,860,201)	4,145,976 (10,089,605)	35,000	21,060,782 (16,949,805)	7,882,840 (3,969,001)	3,637,864 (3,913,838)	19,484	-	11,501,220 (7,882,839)	9,559,562 (9,066,967)
(d) Office equipment Owned (Previous year)	6,209,708 (4,855,491)	683,452 (1,354,217)	1,780,804	5,112,356 (6,209,708)	3,845,595 (1,667,433)	1,290,928 (1,626,105)	1,421,336	-	3,715,185 (3,845,595)	1,397,171 (2,364,113)
(e) Computer Owned (Previous year)	66,068,820 (53,896,587)	36,873,744 (12,172,233)	7,711,276	95,231,288 (66,068,820)	43,086,635 (29,277,928)	13,338,784 (13,255,713)	7,295,966	552,057	49,129,453 (43,086,635)	46,101,833 (22,982,185)
Total (Previous year)	134,219,328 (110,550,473)	42,011,189 (23,668,855)	9,999,810	166,230,707 (134,219,328)	71,559,878 (48,408,531)	20,898,151 (22,046,296)	9,167,283	- 1,105,051	83,290,746 (71,559,878)	82,939,969 (62,659,450)

B. Intangible assets	Gross block			Accumulated depreciation and impairment				Net block		
	Balance as at 1 April, 2015	Additions	Disposals	Balance as at 31 March, 2016	Balance as at 1 April, 2015	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Impairment losses recognised / (Reversed) in Statement of Profit and Loss	Balance as at 31 March, 2016	Balance as at 31 March, 2015
1 Other than internally generated (a) Computer software (Previous year)	5,927,502 (256,651)	4,510,484 (5,670,851)		10,437,966 (5,927,502)	1,352,799 (133,078)	2,074,289 (1,219,721)			3,427,088 (1,352,799)	7,010,898 (4,574,704)
Total Intangible assets (Previous Year)	5,927,502 (256,651)	4,510,484 (5,670,851)		10,437,966 (5,927,502)	1,352,799 (133,078)	2,074,289 (1,219,721)			3,427,088 (1,352,799)	7,010,898 (4,574,704)

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Note 12 Non-current investments

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Long Term Investments (at cost)		
Investment in Subsidiaries in Equity Instruments (unquoted) (fully paid up)		
- 20,000 (As at 31 March, 2015 - 20,000) Equity Shares of GBP 1 each of RouteSMS Solutions (UK) Ltd.	1,524,000	1,524,000
- 10,000 (As at 31 March, 2015 - 10,000) Equity Shares of INR 1 each of Sphere Edge Consulting India Private Ltd.	1,100,000	1,100,000
- 5,000 (As at 31 March, 2015 - 5,000) Equity Shares of AED 1 each of RouteSMS Solutions (FZE) Ltd.	100,000	100,000
- 10,000,000 (As at 31 March, 2015 - 2,200,000) Equity Shares of NRN 1 each of RouteSMS Solutions Nigeria Ltd.	3,522,694	878,626
Total	6,246,694	3,602,626

Note 13 Long-term loans and advances

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Unsecured, considered good		
(a) Security deposits	19,452,866	8,834,397
(b) Loans and advances to employees	549,900	-
(c) Prepaid expenses	96,560	-
(d) Advance income tax (net of provisions)	-	12,911
(e) Capital Advances	4,437,533	-
Total	24,536,859	8,847,308

Note 14 Trade receivables

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Unsecured		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Considered good	-	-
Doubtful	11,676,009	-
	11,676,009	-
Less: Provision for doubtful trade receivables	11,676,009	-
	-	-
Other Trade receivables		
Considered good	148,921,784	185,760,406
Doubtful	-	-
	148,921,784	185,760,406
Less: Provision for doubtful trade receivables	-	-
	148,921,784	185,760,406
	148,921,784	185,760,406

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Note 15 Cash and cash equivalents

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Cash and cash equivalents (as per AS 3 Cash Flow Statements)		
(a) Cash on hand	359,127	248,976
(b) Balances with banks		
(i) In current accounts	34,799,326	13,411,430
(ii) In EEFC accounts	13,643,364	27,055,929
(c) Wallets		
(i) Paypal	17,895	44,670
(ii) Cash u Inc	32,510	127,540
(iii) Money Booker	201,874	72,432
(d) Other bank balances		
(i) In deposit accounts with original maturity of more than 3 months *	400,000,000	97,031,208
(ii) In deposit accounts held as margin money or security against borrowings, guarantees	52,905,049	28,114,043
Total	501,959,146	166,106,227

* Includes deposits amounting to Rs150,000,000 and deposit held as margin money or security against borrowings, guarantees and other commitments amounting to Rs.39,969,801 which have an original maturity of more than 12 months

Note 16 Short-term loans and advances

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Unsecured, considered good		
(a) Prepaid expenses	510,363	1,586,978
(b) Balances with government authorities	14,149,645	2,757
(c) Advances for supply of services	13,968,911	19,325,061
(d) Security deposits	9,495,006	1,922,500
(e) Loans and Advances to Related Parties (Refer Note 33)	13,216,493	-
(f) Loans and advances to employees	2,495,912	-
Total	53,836,330	22,837,296

Note 17 Other current assets

Particulars	As at 31 March, 2016	As at 31 March, 2015
	₹	₹
Unsecured, considered good		
Interest accrued on deposits with bank	8,756,600	10,569,999
Total	8,756,600	10,569,999

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Note 18 Revenue from Operations

	Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
		₹	₹
(a)	Sale of services - Short messaging services (SMS)		
	Domestic	387,374,269	321,058,603
	International	1,432,748,827	726,418,982
(b)	Other operating income		
	Technical and support services	65,017,590	267,387
	Total	1,885,140,676	1,047,744,972

Note 19 Other income

	Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
		₹	₹
(a)	Interest income on Bank Deposits	28,659,628	10,501,636
(b)	Other non-operating income		
	Liabilities / provisions no longer required written back	3,099,432	-
	Net profit on foreign currency transactions and translation	-	8,390,040
	Miscellaneous Income	1,426,130	189,148
	Total	33,185,190	19,080,824

Note 20 Purchases of short messaging services (SMS)

	Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
		₹	₹
	Purchases of Short messaging services (SMS)		
	Local	454,599,673	259,864,170
	Import	757,335,348	478,402,398
	Changes in Inventory	-	13,228,973
	Total	1,211,935,021	751,495,541

Note 21 Employee benefits expense

	Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
		₹	₹
(a)	Salaries and wages	95,548,467	72,714,632
(b)	Contributions to provident and other funds	148,709	223,264
(c)	Gratuity (Refer note 32)	2,232,508	-
(d)	Staff welfare	8,709,701	5,312,044
	Total	106,639,385	78,249,940

Note 22 Finance Cost

	Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
		₹	₹
(a)	Interest expense on:		
	(i) Borrowings	2,933,080	4,366,533
	(ii) Delayed payment of statutory dues	530,313	-
(b)	Other Borrowing cost	4,176,667	808,573
	Total	7,640,061	5,175,106

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Note 23 Other expenses

	Particulars	For the year ended	For the year ended
		31 March, 2016	31 March, 2015
		₹	₹
	Power and fuel	4,098,239	3,532,772
	Repairs and maintenance - Buildings	1,620,355	1,995,082
	Repairs and maintenance - Others	7,485,990	1,498,956
	Sitting fees to Directors	84,000	-
	Rent including lease rentals (Refer note 29)	13,994,636	5,822,198
	Rates and taxes	53,400	-
	Communication	8,074,032	5,257,603
	Travelling and conveyance	17,629,926	11,355,615
	Printing and stationery	791,943	610,279
	Business promotion	3,398,451	9,786,319
	Donations and contributions	110,000	-
	Expenditure on Corporate Social Responsibility	700,000	-
	Legal and Professional charges	19,313,600	8,877,559
	Payments to auditors (refer note below)	1,165,000	275,000
	Bad debts	9,988,891	-
	Provision for doubtful trade receivables	11,676,009	-
	Net loss on foreign currency transactions and translation	4,168,094	-
	Share Issue Expenses	3,610,000	-
	Loss on Fixed Assets written off	832,531	-
	Bank charges	808,048	715,405
	Membership and Subscription	2,679,193	118,873
	Car Expenses (Including Insurance)	673,688	435,853
	Expenses written off	2,378,754	-
	Other Misc Expenses	1,979,491	1,302,538
	Total	117,314,272	51,584,052
	Payments to the auditors comprise (net of service tax input credit)		
	(a) To statutory auditors		
	For audit	700,000	275,000
	For tax audit	100,000	-
	For other matters	365,000	-
	Total	1,165,000	275,000

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Note 24 | Details of Prior period items (net)

Particulars		For the year ended 31	For the year ended 31
		March, 2016	March, 2015
		₹	₹
	Prior period expenses	16,547,113	-
	Prior period income	555,565	-
	Total	17,102,678	-

Note 25 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Company is in the process of identifying Micro and Small Enterprises and dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Note 26 Value of imports calculated on CIF basis

Particulars		For the year ended 31	For the year ended 31
		March, 2016	March, 2015
		₹	₹
	Purchase of Short Messaging Services(SMS)	757,335,348	478,402,398
		757,335,348	478,402,398

Note 27 Expenditure in foreign currency

Particulars		For the year ended 31	For the year ended 31
		March, 2016	March, 2015
		₹	₹
	Business Promotion	103,610	4,621,623
	Membership and Subscription	2,333,279	1,000,364
	Legal and Professional charges	275,898	-
	Travelling and conveyance	3,000,504	186,867
		5,713,292	5,808,854

Note 28 Earnings in foreign exchange

Particulars		For the year ended 31	For the year ended 31
		March, 2016	March, 2015
		₹	₹
	Sale of Short Messaging Services(SMS)	1,432,748,827	726,418,982

Note 29 Details of leasing arrangements for office premises taken on operating lease

Particulars		For the year ended 31	For the year ended 31
		March, 2016	March, 2015
		₹	₹
(a)	Lease payments recognised in the Statement of Profit and Loss	13,994,636	5,822,198
(b)	Future minimum lease payments under non-cancellable operating leases		
	(i) not later than one year	23,645,750	6,200,710
	(ii) later than one year and not later than five years	87,804,026	1,395,710
	(iii) later than five years	-	-
(c)	Significant leasing arrangements	-	-

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Note 30 Earning Per Share

Basic earnings per share has been calculated by dividing profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares and accordingly, the basic earnings per share and diluted earnings per share are the same. Earnings per Share has been computed as under:

Particulars		For the year ended 31	For the year ended 31
		March, 2016	March, 2015
		₹	₹
	Profit after tax for the year attributable to the equity shareholders	278,710,825	100,063,241
	Weighted average number of equity shares outstanding during the year	50,000,000	50,000,000
	Earnings per Share - Basic and Diluted	5.57	2.00

For the previous year, the equity shares and basic and diluted earnings per share has been presented to reflect the adjustment for bonus share in accordance with Accounting Standard 20 Earnings per share. Refer Note 3(iii).

Note 31 Unhedged Foreign Currency Exposure

Particulars		For the year ended 31	For the year ended 31
		March, 2016	March, 2015
		₹	₹
a.	Amounts receivable/ advance in foreign currency on account of the following:		
	Receivables		
	EURO € 899014.22	67,511,933	71,756,575
	Advances		
	EURO € 5191690.99	389,872,631	4,346,614
b.	Amount payable in foreign currency:		
	Payables		
	EURO € 549439.51	41,260,435	28,816,536

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the financial statements

Note 32 Employee benefit plans

Defined contribution plans

Eligible employees receive benefits from a provident fund, which is a defined benefit plan. Both the employee and

Defined benefit plans

The Company offers the Gratuity (included as part of in Note 21 Employee benefits expense) to its employees
 The following table sets out the amount recognised in the financial statements:

Particulars	Year ended 31 March, 2016	Year ended 31 March, 2015
	Gratuity (unfunded)	Gratuity (unfunded)
Components of employer's expense		
Current service cost	10,796,261	-
Interest cost	-	-
Actuarial losses/(gains)	-	-
Total expense recognised in the Statement of Profit and Loss	10,796,261	-

Particulars	Year ended 31 March, 2016	Year ended 31 March, 2015
	Gratuity	Gratuity
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the year	-	-
Past service cost	-	-
Benefits paid	-	-
Present value of DBO at the end of the year	10,796,261	-
Actuarial assumptions		
Discount rate	7.55%	N.A
Salary escalation	12% for first three years and 8% thereafter	N.A
Attrition	15.00%	N.A
Mortality tables	Indian Assured Lives Mortality (2006-2008) Ult.	N.A

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the financial statements

Note 33 Related party transactions

Details of related parties:

Description of relationship	Names of related parties
(ii) Subsidiaries	Sphere Edge Consulting (India) Private Limited Routesms Solutions (UK) Limited Routesms Solutions Nigeria Limited Routesms Solutions FZE Route Voice Limited
(iii) Key Management Personnel (KMP)	Rajjip Kumar Gupta Sardic Kumar Gupta Chandrakant Gupta
(iii) Entities in which KMP/relatives of KMP can exercise significant influence	Graphixide Services Pvt.Ltd 29 Three Holidays Pvt. Ltd Spectrum Technologies
(iv) Relatives of KMP	Chameidevi Gupta Sanika Gupta Sumita Gupta
(v) Independent Directors	Pratisek Shrivankumar Aganwal Bhavesh Suresh Jain
(iii) Entities in which Independent Directors can exercise significant influence	Dot Matrix Doors And Moclulars Private Limited Rudra Forex Private Limited

Details of related party transactions during the year ended 31 March, 2016 and balances outstanding as at 31 March, 2016:

Particulars	Subsidiaries		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	Payment to Independent Director's	Total
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15			
Purchase of Short message services (SMS) - SphereEdge Consulting(India) Private Limited -Spectrum Technologies	313,032,260	40,643,621	-	-	61,689,918	-	-	-	-
Sale of Short message services (SMS) - SphereEdge Const.(India) Private Limited	-	2,809,000	-	-	-	41,461	-	-	-
Receiving of services - Graphixide Services Pvt.Ltd - 29 Three Holidays Pvt. Ltd.	-	-	-	-	13,631,840	13,709,221	-	-	-
Reimbursement Received - SphereEdge Consulting(India) Private Limited - Route SMS Solutions UK Route SMS Solutions Nigeria Route SMS Solutions FZE Route Voice Ltd	1,173,998 9,278,035 5,631,541 45,124,774 3,141,223	- - - - -	-	-	-	-	-	-	-
Reimbursement Made - 29 Three Holidays Pvt. Ltd. - Graphixide Services Pvt.Ltd	-	-	-	-	627,300	-	-	-	351,197

Particulars	Subsidiaries		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence	Relatives of KMP	Payment to Independent Director's	Total
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15				
Rental Income - Graphixide Services Pvt Ltd					1,228,068			
Investment in Subsidiary Route SMS Solutions Nigeria					2,644,068			
Finance (including loans and equity contributions in cash or in kind) Loans and advances Received - Routeisms Solutions FZE	58,512,298							
Remuneration to Directors Rajdip Gupta Sandip Gupta Chandrakant Gupta			5,600,004 5,600,004 600,000	5,000,000 5,000,000 600,000				
Directors Sitting fees Chameidevi Gupta Pratheek Shrivankumar Agarwal Bhavesh Suresh Jain						29,000	28,000 28,000	
Salary Sanka Gupta Sunita Gupta						500,000 500,000		
Balances outstanding at the end of the year Purchase of Short message services (SMS) -Spectrum Technologies					1,526,195			
Receiving of services - 29 Three Holidays Pvt. Ltd. - SphereEdge Consulting(India) Private Limited	37,334				44,848			
Finance (including loans and equity contributions in cash or in kind) Loans and advances Received - Racip Gupta - Sandip Gupta			2,983,454 2,983,454	- -				
Reimbursement Received - Graphixide Services Pvt. Ltd - SphereEdge Consulting(India) Private Limited - Route SMS Solutions UK Route SMS Solutions Nigeria Route Voice Ltd - Routeisms Solutions FZE	1,132,602 9,276,035 5,631,541 3,41,223 23,367,524				2,942,287			
Investment in Subsidiary Route SMS Solutions Nigeria	2,644,068							
Directors Sitting fees Chameidevi Gupta Pratheek Shrivankumar Agarwal Bhavesh Suresh Jain						28,000	28,000 28,000	

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the financial statements

Note 34 Segment Reporting

- (a) Primary Segment - The Company has identified "Short messaging services" as the only primary reportable segment
 (b) Segment information has been presented in the Consolidated Financial Statements as permitted by Accounting Standard (AS 17) on Segment Reporting as notified under the Companies (Accounting Standard) Rules, 2014.

Note 35 Contingent liabilities

The Company had a preliminary observation during its Service tax audit performed subsequent to the year-end by Service Tax Authorities. The finding in the service tax audit relates to SMS services purchased from vendors outside India on which service tax has not been discharged on reverse charge mechanism. The Company has represented before the authorities that such services are obtained and consumed outside India and hence, the same is not liable for service tax. Currently, there is no further communication from the Service Tax Authorities and in the absence of the same, the amount of possible claim is not presently ascertainable.

Note 36 Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

in terms of our report attached
 For Ramanand & Associates
 Chartered Accountants

For and behalf of the board of Directors

Chandrakant Gupta
 Chairman & Director
 (Din No. : 1636981)

Sandipkumar Gupta
 Managing Director
 (Din No. 1272932)

Ramanand Gupta
 Partner
 M. No. : 103975
 Firm Reg. No. 117776W
 Place : Mumbai
 Date 31st December 2016

Rajdikumar Gupta
 Wholetime Director
 (Din No. : 1272947)

Gaurav Jhunjunwala
 Company Secretary
 (Mem No. - A 42386)

Pratik Rohit Joshi
 Chief Financial Officer

Independent Auditors' report on consolidated financial statements

TO THE MEMBERS OF ROUTESMS MOBILE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **ROUTESMS MOBILE LIMITED** ("the Company") and its subsidiaries, comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Management is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the 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 financial statements that give a true and fair view and are free from material

whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management of Company.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by Institute of Chartered Accountants Of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March,

2016, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements / financial information of **Route Mobile U.K Limited (Consolidated)** subsidiary, whose financial statements / financial information reflect total assets of **Rs 77,392,794/-** as at 31st March, 2016, total revenues of **Rs 197,698,769/-** and net cash flows amounting to **Rs. 59,417,310/-** for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements / financial information of **Routesms Solutions FZE** subsidiary, whose financial statements / financial information reflect total assets of **Rs. 1,263,397,648/-** as at 31st March, 2016, total revenues **1,495,198,615/-** and net cash flows amounting **Rs.1,186,910,934/-** for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
- (c) We did not audit the financial statements / financial information of **Routesms Solutions Nigeria Limited** subsidiary, whose financial statements / information reflect total assets of **Rs. 80, 605,379/-** as at 31st March, 2016, total revenues of **Rs. 167,800,226/-** and net cash flows amounting to **Rs. 74,238,801/-** for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management

and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the company, subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2016 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There were no pending litigations which would impact the consolidated financial position of the Companies.
 - ii. The Companies did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company, and its subsidiary companies incorporated in India.

For Ramanand & associates
Charters Accountants
Firm Registration No. 117776W

CA Ramanand Gupta
Managing Partner
Place : Mumbai
Date : 31st December 2016

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Consolidated Balance Sheet as at 31 March, 2016

Particulars	Note No.	As at 31 March, 2016	As at 31 March, 2015
		₹	₹
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	200,000,000	20,000,000
(b) Reserves and surplus	4	513,587,475	314,511,750
		713,587,475	334,511,750
2 Non-current liabilities			
(a) Long-term borrowings	5	-	2,293,400
(b) Deferred tax liabilities	6	49,414	4,281,909
(c) Long-term provisions	7	9,513,591	-
		9,563,005	6,575,309
3 Current liabilities			
(a) Short-term borrowings	8	-	54,016,171
(b) Trade payables	9	508,731,981	103,406,228
- total outstanding dues of micro enterprises and small enterprises (See Note 31)			
- total outstanding dues of Creditors other than micro enterprises and small enterprises (Other than Acceptances)			
(c) Other current liabilities	10	1,072,447,262	11,471,028
(d) Short-term provisions	11	12,405,227	58,384,647
		1,593,584,470	227,278,272
TOTAL		2,316,744,950	568,365,331
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	12	89,844,182	66,227,151
(ii) Intangible assets		7,010,898	4,574,704
(iii) Capital work-in-progress		12,098,265	-
		108,753,325	70,801,855
(b) Goodwill on consolidation		1,207,478	-
(c) Deferred tax assets	13	2,438,442	-
(d) Long-term loans and advances	14	25,983,379	10,193,828
(e) Other non current assets	15	34,131,446	396,716
		63,760,745	10,590,544
2 Current assets			
(f) Inventory	16	-	31,928,484
(g) Trade receivables	17	241,713,393	226,361,281
(h) Cash and cash equivalents	18	1,870,783,875	190,750,192
(i) Short-term loans and advances	19	22,977,011	26,865,806
(j) Other current assets	20	8,756,600	10,964,059
		2,144,230,880	486,972,932
TOTAL		2,316,744,950	568,365,331
Significant Accounting Policies	2		
See accompanying notes forming part of the financial statements	3 - 41		

in terms of our report attached
 For Ramanand & Associates
 Chartered Accountants

Ramanand Gupta
 Partner
 M. No. : 103975
 Firm Reg. No. 117776W
 Place : Mumbai
 Date 31st December 2016

For and behalf of the board of Directors

Chandrakant Gupta
 Chairman & Director
 (Din No. : 1636981)

Sandipkumar Gupta
 Managing Director
 (Din No. 1272932)

Rajdikumar Gupta
 Wholtime Director
 (Din No. : 1272947)

Gaurav Jhunjunwala
 Company Secretary
 (Mem No. - A 42386)

Pratik Rohit Joshi
 Chief Financial Officer

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Consolidated Statement of Profit and Loss for the year ended 31 March, 2016

Particulars		Note No.	For the year ended 31 March, 2016	For the year ended 31 March, 2015
			₹	₹
1	Revenue from Operations	21	3,640,325,866	1,318,261,340
2	Other income	22	33,885,402	19,163,615
3	Total revenue (1+2)		3,674,211,268	1,337,424,955
4	Expenses			
	(a) Purchases of Short messaging services (SMS)	23	2,438,404,418	982,517,779
	(b) Changes in inventory	24	31,928,484	(6,224,924)
	(c) Employee benefits expense	25	224,776,481	85,491,196
	(d) Finance costs	26	7,856,746	6,438,321
	(e) Depreciation and amortisation expense	12	24,923,299	25,171,139
	(f) Other expenses	27	137,819,669	55,444,276
	Total expenses		2,865,709,097	1,148,837,788
5	Profit before exceptional items and tax (3 - 4)		808,502,171	188,587,167
6	Exceptional items - Prior period items		28,261,742	-
7	Profit before tax (5 - 6)		780,240,428	188,587,167.34
8	Tax expense:			
	(a) Current tax expense		175,713,788	64,662,684
	(b) Deferred tax		(5,788,979)	(1,149,551)
	Net tax expense		169,924,810	63,513,133
9	Profit for the year (7 - 8)		610,315,619	125,074,034
10	Earnings per share (of ₹ 10/- each): basic and diluted (Refer Note 35)		12.21	2.50
	Significant Accounting Policies	2		
	See accompanying notes forming part of the financial statements	3 - 41		

in terms of our report attached
For Ramanand & Associates
Chartered Accountants

Ramanand Gupta
Partner
M. No. : 103975
Firm Reg. No. 117776W
Place : Mumbai
Date 31st December 2016

For and behalf of the board of Directors

Chandrakant Gupta
Chairman & Director
(Din No. : 1636981)

Sandipkumar Gupta
Managing Director
(Din No. 1272932)

Rajdikumar Gupta
Wholetime Director
(Din No. : 1272947)

Gaurav Jhunjunwala
Company Secretary
(Mem No. - A 42386)

Pratik Rohit Joshi
Chief Financial Officer

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Consolidated Cash Flow Statement for the year ended 31 March, 2016

Particulars	For the year ended 31 March, 2016		For the year ended 31 March, 2015	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Profit / (Loss) before extraordinary items and tax		780,240,428		188,587,168
<u>Adjustments for:</u>				
Depreciation and amortisation expense	24,923,312		25,153,985	
(Profit) / loss on sale / write off of assets	832,531		-	
Finance costs	7,326,433		6,438,321	
Interest income	(29,359,746)		(10,501,635)	
Sundry Balances written off	10,326,533		-	
Provision for doubtful trade receivables	11,676,009		-	
Provision for gratuity	10,796,261		-	
Net unrealised exchange (gain) / loss	4,147,152	40,668,485	-42,054	21,048,618
Operating profit before working capital changes		820,908,914		209,636,785
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	31,928,484		(6,224,925)	
Trade receivables	(15,389,446)		(125,831,687)	
Short-term loans and advances	3,988,895		(21,965,906)	
Other current assets	2,207,469	22,735,401	12,105,747	(141,916,771)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	405,363,087		56,530,331	
Other current liabilities	1,060,079,902		(12,709,562)	
Short-term borrowings	(54,016,171)		29,716,664	
Short-term provisions	(26,406,500)	1,385,020,318	-	73,537,433
Cash generated from operations		2,228,664,633		141,256,447
Net income tax paid		(199,833,478)		(38,166,704)
Net cash flow from operating activities (A)		2,028,831,155		103,089,743
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(63,707,312)		(33,227,633)	
Interest received on bank deposits	29,359,746		10,501,635	
Net cash flow (used in) investing activities (B)		(34,347,567)		(22,725,998)
C. Cash flow from financing activities				
Proceeds from long-term loans and advances	-15,789,552		(599,482)	
Repayment of long-term borrowings	(2,293,400)		-	
Proceeds from long-term borrowings			2,293,400	
(Decrease)/Increase in non current assets	(24,233,521)		31,070	
Finance costs	(7,326,433)		(6,438,321)	
Dividends paid	(220,000,000)		(20,000,000)	
Tax on dividend	(44,810,000)		(3,399,000)	
Net cash flow (used in) financing activities (C)		(314,452,905)		(28,112,333)
Net increase in Cash and cash equivalents (A+B+C)		1,680,030,683		52,251,412
Cash and cash equivalents at the beginning of the year		190,753,192		138,501,780
Cash and cash equivalents at the end of the year		1,870,783,875		190,753,192
See accompanying notes forming part of the financial statements				

in terms of our report attached
For Ramanand & Associates
Chartered Accountants

Ramanand Gupta
Partner
M. No. : 103975
Firm Reg. No. 117776W
Place : Mumbai
Date 31st December 2016

For and behalf of the board of Directors

Chandrakant Gupta
Chairman & Director
(Din No. : 1636981)

Sandipkumar Gupta
Managing Director
(Din No. 1272932)

Rajdikumar Gupta
Wholetime Director
(Din No. : 1272947)

Gaurav Jhunjunwala
Company Secretary
(Mem No. - A 42386)

Pratik Rohit Joshi
Chief Financial Officer

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the Consolidated Financial Statements

1. General Information:

RouteMobile Limited ('RML') (erstwhile Routesms Solutions Limited), 'the Company' was incorporated in India on May 14, 2004 and has been carrying on, as its main business of providing Enterprise Messaging Solutions & Software Development. RML has its registered office in Mumbai.

2. Significant Accounting Policies:

2.1 Basis of Preparation of Consolidated Financial Statements:

The Financial Statements have been prepared in accordance with the generally accepted accounting principles ('GAAP') applicable in India under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 133 read with Rule 7 of the Companies (Accounting Standard) Rules, 2014, as amended from time to time and the other relevant provisions of the Companies Act, 2013.

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013.

2.2 Use of Estimates:

The preparation of Financial Statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized. Management believes that the estimates used in preparation of financial statements are prudent and reasonable.

2.3 Tangible Assets :

Fixed Assets are stated at cost less accumulated depreciation and impaired losses, if any. All directly attributable costs including borrowing cost, net of cenvat credit, till the asset is put to use is shown as capital work in progress and is capitalised thereafter. Depreciation on fixed assets is provided on straight-line method by considering revised useful lives as specified in part 'C' of schedule II to the Companies Act, 2013.

2.4 Intangible Assets :

Intangible assets including software are capitalized where it is expected to provide future enduring economic benefits. Intangible assets acquired separately 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. Intangible assets are amortised over the estimated useful life of the asset.

2.5 Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the Consolidated Financial Statements

2.6 Impairment of assets:

An asset is treated as impaired when it is unusable and the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired.

2.7 Investments:

Investments that are readily realizable and intended to be held for not more than a year are classified as "Current Investments". All other Investments are classified as Long Term Investments.

Current Investments are carried at lower of cost or Market / Fair Value determined on a individual investment basis.

Long Term investments are valued at cost. Provision for diminution in the value of long term investment is made only if such decline is other than temporary in nature.

2.8 Revenue Recognition:

Revenue is recognized only when it can be reliably measured and it is reasonable to expect Ultimate collection.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment. Lease rentals are recognized ratably on a straight-line basis over the lease term. Interest is recognized using the time-proportion method, based on rates implicit in the transaction. Dividend income is recognized when the Company's right to receive dividend is established.

2.9 Inventories:

Inventories are valued at lower of cost and estimated net realizable value after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Cost includes taxes, duties and all incidental expenses directly attributable to the purchases.

2.10 Employee Benefits:

Eligible employees receive benefits from a provident fund, which is a defined benefit plan. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Provident fund scheme and Employee State Insurance Scheme are defined contribution plans. The company contributes a fixed sum to the Provident Fund / Employees State Insurance Scheme maintained by the Central Government. The contribution paid / payable under the schemes is recognized during the period in which the employee renders the related service.

2.11 Foreign Exchange Transactions:

- Foreign-currency denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction
- The gains or losses resulting from such translations are included in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Revenue, expense and cash-flow items

Route Mobile Limited
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Notes forming part of the Consolidated Financial Statements

denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

2.12 Tax Expense:

Income tax provision based on the present tax laws in respect of taxable income for the year and the deferred tax is treated in the accounts based on the Accounting Standard (AS-22) on "Accounting for Taxes on Income". The Deferred tax assets and liabilities for the year, arising out of timing difference, are reflected in the Statement of Profit and Loss. The cumulative effect thereof is shown in the Balance Sheet. The Deferred Tax Assets, if any, are recognised only to the extent that there is reasonable certainty that the assets will be realized in future. However if there are carried forward loss / depreciation then the deferred tax if any, are recognised only to the extent that there is virtual certainty that the assets will be realized in future.

2.13 Contingent Liabilities and Provisions:

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a. Possible obligation which will be confirmed only by future events not wholly within the control of the company or
- b. Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

2.14 Earnings Per Share:

The Basic earnings per share and diluted earnings per share have been computed in accordance with Accounting Standard (AS-20) on, "Earnings per Share" and is also shown in the Statement of Profit and Loss.

2.15 Leases:

Finance Lease

Leases which effectively transfer to the company all the risks and benefits incidental to ownership of the leased item, are classified as Finance Lease. Lease rentals are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return.

Operating Lease

Lease where the lessor effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account on a Straight Line Basis over the Lease term.

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2.16 Segment Reporting:

The generally accepted accounting principles used in the preparation of the financial statements are applied to record revenue and expenditure in individual segments.

Segment revenue and segment results include transfers between business segments. Such transfers are accounted for at the agreed transaction value and such transfers are eliminated in the consolidation of the segments.

Expenses that are directly identifiable to segments are considered for determining the segment result. Expenses, which relate to the company as a whole and are not allocable to segments, are included under unallocated corporate expenses.

Segment assets and liabilities include those directly identifiable with the respective segments. Unallocated corporate assets and liabilities represent the assets and liabilities that relate to the company as a whole and not allocable to any segment.

Route Mobile Limited
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Notes forming part of the consolidated financial statements

Note 3 Share capital

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹	Number of shares	₹
(a) Authorised Equity shares of ₹10 each with voting rights	40,000,000	400,000,000	2,000,000	20,000,000
(b) Issued Equity shares of ₹10 each with voting rights	20,000,000	200,000,000	2,000,000	20,000,000
(c) Subscribed and fully paid up Equity shares of ₹ 10 each with voting rights	20,000,000	200,000,000	2,000,000	20,000,000
Total subscribed and fully paid up	20,000,000	200,000,000	2,000,000	20,000,000

(i) Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹	Number of shares	₹
Shares outstanding at the beginning of the year	2,000,000	20,000,000	2,000,000	20,000,000
Issue of bonus shares (refer note iii)	18,000,000	180,000,000	-	-
Shares outstanding at the end of the year	20,000,000	200,000,000	2,000,000	20,000,000

(ii) Terms/rights attached to equity shares

The Company has only one class of equity shares with a face value of ₹ 10 per share. Each shareholder of equity shares is entitled to one vote per share at any general meeting of shareholders. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Shareholders on November 17, 2015 approved the issue of bonus shares and the Board of Directors fixed the record date as December 08, 2015.

(a) By capitalization of free reserves in the ratio of nine equity share (Bonus Shares) for every one equity share held by member(s) on the record date.

(b) The Bonus shares were issued by capitalization of balance in the free reserves amounting to Rs. 180,000,000. Basic and diluted earnings per share for the previous periods has been presented to reflect the adjustment for bonus share in accordance with Accounting Standard 20 Earnings Per Share.

(iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares held	% holding in equity shares	Number of shares held	% holding in equity shares
Equity shares with voting rights				
Sandip Kumar Gupta	6,000,000	30	600,000	30
Rajdip Kumar Gupta	6,000,000	30	600,000	30
Chandrakant Gupta	2,000,000	10	200,000	10
Chamelidevi Gupta	2,000,000	10	200,000	10
Sunita Gupta	1,800,000	9	180,000	9
Sarika Gupta	1,800,000	9	180,000	9

(v) Equity shares allotted as fully paid up (during 5 years preceding March 31, 2016) including equity shares issued pursuant to contract without payment being received in cash:

Aggregate number of fully paid-up equity shares allotted by way of bonus shares in the immediately preceding five years ended March 31, 2016; 18,000,000 equity shares of ₹ 10/- each fully paid-up equivalent to (previous period of five years ended March 31, 2015: Nil)

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the Consolidated Financial Statements

4. Reserves and Surplus :

	Particulars	As on	As on
		31-03-2016	31-03-2015
1	Dividend Equilisation Reserve		
	Balance at the beginning of the year	-	2,18,11,452
	Add :- Transfer from Profit & Loss A/c		-
	Less :- Transfer to Profit & Loss A/c		(2,18,11,452)
	Balance at the end of the year	-	-
2	Profit & Loss Account		
	Balance at the beginning of the year	316,489,378	195,897,891
	Add:- Net Profit as per Profit & Loss Account	610,315,619	125,074,035
	Add:- Transfer From Dividend Equalization Reserve		21,811,452
	Less:- CSR Provision		2,200,000
	Less:- Proposed Dividend		20,000,000
	Less : Dividend Distribution Tax	44,810,000	4,094,000
	Less: Dividend Paid	220,000,000	-
	Less : Transfer to Dividend Distribution Reserve	-	-
	Less: Utilisation for Bonus Shares	180,000,000	-
	Add: Reversal of Provision Corporate Social Responsibility FY 2014-15	2,200,000	-
	Add: Reversal of Provision Proposed Dividend FY 2014-15	20,000,000	-
	Add: Reversal of Provision- Dividend Distribution Tax FY 2014-15	4,094,000	-
	Balance at the end of the year	508,288,997	316,489,378
3	Capital Reserve on Consolidation		
	Opening Balance	609,432	609,432
	Add/Less: Changes during the year	(230,187)	-
	Closing Balance	379,245	609,432
4	Foreign Currency Monetary Translation Reserve	4,929,233	-2,587,059
	Total Reserves and Surplus	513,597,475	314,511,750

- (i) Proposed dividend for the previous year written back since the resolution for declaration of dividend was not approved by the Shareholders at the Annual General Meeting.

Route Mobile Limited
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Notes forming part of the Consolidated Financial Statements

5. Long Term Borrowings :

	Particulars	As on	As on
		31-03-2016	31-03-2015
	Secured Loans		
	Term Loan from Banks (From HDFC Bank, Secured by hypothecation of Motor Car)	-	2,293,400
	Total Long Term Borrowings	-	2,293,400

* Secured by first exclusive charge on Motor Vehicle and are repayable in the equal monthly installments over a period of 1-3 years. For the current maturities of long term borrowings refer item (a) in Note 10 Other current liabilities

6. Deferred Tax Liabilities:

	Particulars	As on	As on
		31-03-2016	31-03-2015
	Deferred Tax Liability related to Fixed Assets	49,414	4,281,909
	Total Deferred tax Liabilities	49,414	4,281,909

7. Long term Provisions :

	Particulars	As on	As on
		31-03-2016	31-03-2015
	Provision for Gratuity	9,513,591	-
	Total Long term liabilities	9,513,591	-

8. Short Term Borrowings:

	Particulars	As on	As on
		31-03-2016	31-03-2015
	HDFC O/D A/c	-	54,016,171
	Total Short term liabilities	-	54,016,171

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the Consolidated Financial Statements

9. Trade Payables :

	Particulars	As on	As on
		31-03-2016	31-03-2015
	Sundry Creditors - For Goods	508,769,315	98,520,644
	Sundry Creditors - For Expenses & others	-	24,236,207
	Less: Inter Company Debt	37,324	19,350,623
	Total Trade Payables	508,731,981	103,406,228

10. Other Current Liabilities :

	Particulars	As on	As on
		31-03-2016	31-03-2015
	Advance Received from Customer	1,065,771,857	-
	Statutory Liabilities	9,750,918	4,687,218
	Others Payable	19,488,864	4,708,074
	Current maturities of long term liabilities (secured)	2,293,400	2,075,734
	Deposits	370,000	
	Less: Intercompany	25,227,777	-
	Total Other Current Liabilities	1,072,447,262	11,471,026

11. Short Term Provisions :

	Particulars	As on	As on
		31-03-2016	31-03-2015
	Provision for Employee Benefits	1,282,670	-
	Provision for Tax	11,122,557	31,978,347
	Provision For CSR	-	2,200,000
	Proposed Dividend	-	20,000,000
	Dividend Distribution Tax	-	4,094,000
	Other Provisions	-	112,500
	Total Short Term Provisions	12,405,227	58,384,847

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the financial statements

13. Deferred Tax Assets:

Particulars	As on	As on
	31-03-2016	31-03-2015
Deferred tax assets		
Provision for compensated absences, gratuity and other employee benefits	7,777,653	-
Less:- Deferred tax liabilities		
On difference between book balance and tax balance of fixed assets	(5,339,211)	(4,207,992)
Deferred tax assets (net)	2,438,442	(4,207,992)

14. Long Term Loans and Advances :

Particulars	As on	As on
	31-03-2016	31-03-2015
Unsecured Considered Good unless otherwise stated		
Security Deposits	25,983,379	10,193,828
Total Long Term Loans and Advances	25,983,379	10,193,828

15. Other Non – Current Assets :

Particulars	As on	As on
	31-03-2016	31-03-2015
Other non current assets	40,378,139	396,716
Less-intercompany	6,246,693	-
Total Other Non – Current Assets	34,131,446	396,716

16. Inventory :

Particulars	As on	As on
	31-03-2016	31-03-2015
Closing Balance of SMS	-	31,928,484
Total Inventories	-	31,928,484

Route Mobile Limited
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Notes forming part of the Consolidated Financial Statements

17. Trade Receivable :

Particulars	As on	As on
	31-03-2016	31-03-2015
Secured, considered good	241,750,727	245,711,904
Less: Intercompany Debt	37,334	19,350,623
Total Trade Receivables	241,713,393	226,361,281

18. Cash and Cash Equivalents :

Particulars	As on	As on
	31-03-2016	31-03-2015
Balances with Banks	1,380,885,705	64,968,504
Cash on hand	6,20,141	395,682
Other Bank Balances *	489,277,970	125,389,006
Total Cash and Cash Equivalents	1,870,783,875	190,753,192

* Includes deposits amounting to Rs150,000,000 and deposit held as margin money or security against borrowings, guarantees and other commitments amounting to Rs.39,969,801 which have an original maturity of more than 12 months

19. Short term Loans and Advances:

Particulars	As on	As on
	31-03-2016	31-03-2015
Prepaid Expenses	510,363	1,586,978
Balance with Government authorities	14,149,645	2,757
Advance given to creditor	13,968,911	19,325,061
Loans and advances to related parties	13,216,493	-
Loans and advances-others	2,495,912	4,128,609
Security Deposit	9,495,006	1,922,500
Less-Intercompany	30,859,318	-
Total	22,977,011	26,965,906

Route Mobile Limited
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Notes forming part of the Consolidated Financial Statements

20. Other current assets :

Particulars	As on	As on
	31-03-2016	31-03-2015
Unsecured considered good unless otherwise stated		
Others Loans and advances	-	394,070
Interest accrued on bank deposits	8,756,600	10,569,999
Total Short Term Loans and Advances	8,756,600	10,964,069

21. Revenue from Operations:

Particulars	For the Year 31-03-2016	For the Year 31-03-2015
Sales Of Sms	4,008,009,693	1,362,596,789
Other Operating Income	65,017,590	-
Less: Intercompany Sales	(432,701,417)	(44,335,449)
Total Revenue From Operations	3,640,325,866	1,318,261,340

22. Other Income:

Particulars	For the Year 31-03-2016	For the Year 31-03-2015
Interest Income	29,359,746	10,501,635
Exchange Gain/(Loss)	-	8,422,832
Other Non Operating Income	4,525,656	239,148
Total Other Income	33,885,402	19,163,615

Route Mobile Limited
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Notes forming part of the Consolidated Financial Statements

23. Purchases of Goods Traded:

	Particulars	For the Year 31-03-2016	For the Year 31-03-2015
	Import of SMS	757,335,348	612,607,784
	Local SMS	2,052,970,804	414,245,444
	Less: Intercompany Purchases	(371,901,734)	(44,335,449)
	Total Purchase of Goods Traded	2,438,404,418	982,517,779

24. Changes in Inventory:

	Particulars	For the Year 31-03-2016	For the Year 31-03-2015
	Opening Balance Of SMS	3,19,28,484	25,703,560
	Closing Balance Of SMS	-	31,928,484
	Increase in Stock	3,19,28,484	(6,224,924)

25. Employee Benefit Expenses:

		For the Year 31-03-2016	For the Year 31-03-2015
	Salaries & Bonus	213,620,744	79,781,477
	Employers contribution to PF & ESIC and Gratuity	148,709	223,264
	Gratuity	2,232,508	-
	Staff welfare expenses	8,774,520	5,486,455
	Total Employee Benefit Expenses	224,776,481	85,491,196

Route Mobile Limited
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Notes forming part of the Consolidated Financial Statements

26. Finance Costs:

	Particulars	For the Year 31.03.2016	For the Year 31.03.2015
	Interest Expenses	7,856,746	6,438,321
	Total Finance Cost	7,856,746	6,438,321

27. Other Expenses:

	Particulars	For the Year 31-03-2016	For the Year 31-03-2015
	Business Promotion Expenses	3,398,451	4,336,812
	Computer Maintenance Charges	-	185,351
	Electricity Charges	4,098,239	3,532,772
	Fees & Subscription	2,679,193	118,873
	Foreign & Domestic Travelling Expenses	17,629,926	11,355,615
	Insurance	1,117,811	93,782
	Miscellaneous Expenses	-	155,017
	Office Expenses	104,320	1,050,428
	Office Rent	14,722,135	6,265,515
	Other Expenses	1,979,491	378,975
	Professional Tax	-	2,500
	Professional Fees For Auditor	1,669,859	849,307
	Professional fees-others	3,136,289	-
	Net Loss on Currency Translation	4,168,094	-
	Internal Audit fees	-	120,000
	Postage & Courier Charges	-	167,346
	Printing & Stationery	821,969	756,873
	Professional Fees	21,188,087	7,174,474
	Repairs & Maintenance	76,22,169	852,518
	Sales Expenses	-	5,621,987

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Society Maintenance Charges	-	1,186,633
Software Charges	-	559,667
Telephone & Communication Expenses	85,54,392	5,276,370
Travelling & Conveyance	119,100	143,164
Vehicle Running & Maintenance Expenses	673,688	342,071
Data Centre Charges	-	3,516,167
Interest on delayed payment of taxes	42,678	-
Annual Maintenance charges	16,20,355	1,402,059
Sitting fees to Directors	84,000	-
Expenditure on Corporate Social Responsibility	700,000	-
Provision for doubtful trade receivables	11,676,009	-
Share Issue Expenses	36,10,000	-
Donations and contributions	110,000	-
Management charges	50,129,877	-
Preliminary expenses written off	2,395,712	-
Admin and other management expenses	34,567,508	-
Less-Inter Company Transactions	(60,799,683)	-
Total Other Expenses	137,819,669	55,444,276

28. Payment to Auditors:

Particulars	Year Ending March 31, 2016	Year Ending March 31, 2015
As Statutory Auditor	1,669,859	849,307
Total Payment to Auditors	1,669,859	849,307

Route Mobile Limited
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Note 29 Related party transactions

Details of related parties:

Description of relationship	Names of related parties
(i) Key Management Personnel (KMP)	Raidip Kumar Gupta Sandip Kumar Gupta Chandrakant Gupta
(ii) Entities in which KMP/Relatives of KMP can exercise significant influence	Graphixide Services Pvt.Ltd 29 Three Holidays Pvt. Ltd. Spectrum Technologies
(iv) Relatives of KMP	Chameerdevi Gupta Sanka Gupta Sunita Gupta
(v) Independent Directors	Prathoek Shivankumar Agarwal Bhevosh Surosh Jain
(iii) Entities in which Independent Directors can exercise significant influence	Dot Matrix Doors And Modulars Private Limited Rudra Forex Private Limited

Details of related party transactions during the year ended 31 March, 2016 and balances outstanding as at 31 March, 2016:

Particulars	Subsidiaries		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	Payment to Independent Directors	Total
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15			
Purchase of Short message services (SMS) - Spectrum Technologies					61,669,918	-			
Receiving of services - Graphixide Services Pvt.Ltd - 29 Three Holidays Pvt. Ltd.					25,321,789	41,461 13,709,221			
Reimbursement Made - 29 Three Holidays Pvt. Ltd. - Graphixide Services Pvt.Ltd					627,300 351,197	- -			

Particulars	Subsidiaries		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP 31-Mar-16	Payment to Independent Director's 31-Mar-16	Total
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15			
Rental Income - Graphixide Services Pvt.Ltd					1,228,063	-			
Remuneration to Directors Rajdip Gupta Sandip Gupta Chandrakant Gupta			5,950,004 5,950,004 900,000	5,600,000 5,600,000 900,000					
Directors Sitting fees Chamelidevi Gupta Pratheek Shrivankumar Agarwal Bhavesh Suresh Jain							28,000 28,000		
Salary Sarika Gupta Sunila Gupta							1,150,000 1,150,000		
Balances outstanding at the end of the year Purchase of Short message services (SMS) -Spectrum Technologies					1,526,195	-			
Receiving of services - 29 Three Holidays Pvt. Ltd					44,848	13,667,854			
Finance (including loans and equity contributions in cash or in kind)									
Loans and advances Received - Rajdip Gupta - Sandip Gupta			2,983,454 2,983,454	- -					
Reimbursement Received - Graphixide Services Pvt. Ltd					2,942,287	-			
Directors Sitting fees Chamelidevi Gupta Pratheek Shrivankumar Agarwal Bhavesh Suresh Jain							28,000 28,000		

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the consolidated financial statements

Note 38 Employee benefit plans

Defined contribution plans

Eligible employees receive benefits from a provident fund, which is a defined benefit plan. Both the employee and

Defined benefit plans

The Company offers the Gratuity (included as part of in Note 21 Employee benefits expense) to its employees
The following table sets out the amount recognised in the financial statements:

Particulars	Year ended 31 March, 2016	Year ended 31 March, 2015
	Gratuity (unfunded)	Gratuity (unfunded)
Components of employer's expense		
Current service cost	10,796,261	-
Interest cost	-	-
Actuarial losses/(gains)	-	-
Total expense recognised in the Statement of Profit and Loss	10,796,261	-

Particulars	Year ended 31 March, 2016	Year ended 31 March, 2015
	Gratuity	Gratuity
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the year	-	-
Past service cost	-	-
Benefits paid	-	-
Present value of DBO at the end of the year	10,796,261	-
Actuarial assumptions		
Discount rate	7.55%	N.A
Salary escalation	12% for first three years and 8% thereafter	N.A
Attrition	15.00%	N.A
Mortality tables	Indian Assured Lives Mortality (2006-2008) Ult.	N.A

Route Mobile Limited
(Formerly known as Routesms Solutions Limited)
Notes forming part of the consolidated financial statements

Note 39 Segment Reporting

- (a) Primary Segment - The Company has identified "Short messaging services" as the only primary reportable segment
 (b) Segment information has been presented in the Consolidated Financial Statements as permitted by Accounting Standard (AS 17) on Segment Reporting as notified under the Companies (Accounting Standard) Rules, 2014.

Note 40 Contingent liabilities

The Company had a preliminary observation during its Service tax audit performed subsequent to the year-end by Service Tax Authorities. The finding in the service tax audit relates to SMS services purchased from vendors outside India on which service tax has not been discharged on reverse charge mechanism. The Company has represented before the authorities that such services are obtained and consumed outside India and hence, the same is not liable for service tax. Currently, there is no further communication from the Service Tax Authorities and in the absence of the same, the amount of possible claim is not presently ascertainable.

Note 41 Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

in terms of our report attached For Ramanand & Associates Chartered Accountants	For and behalf of the board of Directors	
	Chandrakant Gupta Chairman & Director (Din No. : 1636981)	Sandipkumar Gupta Managing Director (Din No. 1272932)
Ramanand Gupta Partner M. No. : 103975 Firm Reg. No. 117776W Place : Mumbai Date 31 st December 2016	Rajdipkumar Gupta Wholetime Director (Din No. : 1272947)	Gaurav Jhunjunwala Company Secretary (Mem No. - A 42386)
	Pratik Rohit Joshi Chief Financial Officer	

ROUTE MOBILE LIMITED
(Formerly known as ROUTESMS SOLUTIONS LIMITED)
 CIN: U72900MH2004PLC146323

Regd. Office : 401, Fourth Floor , Evershine Mall New Link Road, Malad (West),
 Mumbai - 400 064
 Tel No. 022-4033 7676 Fax No. 022-4033 7650
 E-mail : complianceofficer@routemobile.com
 Web-site: www.routemobile.com

PROXY FORM

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
 Companies (Management and Administration) Rules, 2014]*

Name	
Address	
Email Id	
Folio No.	

I / We, being the Member(s) of ___ shares of the above named Company, hereby appoint:

1. Name:
 Address:
 Email ID:
 Signature:, or failing him/her

2. Name:
 Address:
 Email ID:
 Signature:, or failing him/her

3. Name:
 Address:
 Email ID:
 Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of Route Mobile Limited (Formerly Known as RouteSMS Solutions Limited) to be held on Saturday, 31st December, 2016 at 01:30 P.M. at 401, Fourth Floor, Evershine Mall New Link Road, Malad (West), Mumbai - 400 064 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of the Resolution	For	Against	Abstain
Ordinary Resolution				
	Adoption of Standalone and Consolidated Financial Statements of the Company along with the reports of the Board of Directors and Auditors thereon for the year ended 31st March, 2016			
	Re-appointment of Mr. Sandip Kumar Gupta (DIN: 01272932) and Mr. Chandrakant Gupta (DIN: 01636981) as Director of the Company			
	Appointment of M/s. Ramanand & Associates, Chartered Accountants (Firm Registration No. 117776W) as the Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of next AGM.			

Affix Rs. 1.00 Revenue Stamp

Signed this ___ of ___, 2016

Signature of Shareholder:

Signature of Proxy holder (s):

Notes:

1. Proxy need not be member.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.
3. It is optional to indicate your preference. If you leave the "for", "against" or "abstain" column blank, the proxy will be entitled to vote in the manner as he/she may deem appropriate.

ROUTE MOBILE LIMITED
(Formerly known as ROUTESMS SOLUTIONS LIMITED)
CIN: U72900MH2004PLC146323

Regd. Office : 401, Fourth Floor , Evershine Mall New Link Road, Malad (West),
Mumbai - 400 064
Tel No. 022-4033 7676 Fax No. 022-4033 7650
E-mail : complianceofficer@routemobile.com
Web-site: www.routemobile.com

ATTENDANCE SLIP

PLEASE fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting.

I/ We hereby record my/our presence at the 12th Annual General Meeting of Route Mobile Limited (Formerly Known as RouteSMS Solutions Limited) to be held on Saturday, 31st December, 2016 at 01:30 P.M. at 401, Fourth Floor, Evershine Mall New Link Road, Malad (West), Mumbai - 400 064.

Name: _____

Folio No: _____ No. of Shares held: _____

Name of Proxy / Representative, if any: _____

Signature of shareholder(s)/Proxy/ Representative: _____

Route Map of the Venue

Address : 401, Fourth Floor, Evershine Mall, New Link Road, Malad (West),
Mumbai - 400 064

Landmark : Near Goregaon Sports Complex

