PKF T. R. Upadhya & Co.



INDEPENDENT AUDITORS' REPORT TCI NEPAL PRIVATE LIMITED

To The Board of Directors

Report on Audit of Financial Statements

We have audited the accompanying financial statements of TCI Nepal Private Limited ('the Company') which comprise the balance sheet as at 31 March 2021, income statement, the statement of changes in equity and the cash flow statement for the year then ended, annexed thereto, and a summary of significant accounting policies and other explanatory information. The financial statements have been prepared solely to enable the parent company, Transport Corporation of India Limited ('Group'), to prepare its consolidated financial statements as at 31 March 2021.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements have been prepared, in all material respects, in accordance with Nepal Accounting Standards and are suitable for inclusion in the consolidated financial statements of Transport Corporation of India Limited.

Management's responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation of the Financial Statements that give a true and fair view of the financial position, financial performance, financial cash flows of the entity, and a summary of significant account policies and other explanatory information, prepared in accordance with group accounting policies followed by the holding company of the group. This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that are 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.

The financial statements have been prepared by the Management of the Company, on the basis of instructions received in this regard solely to enable Transport Corporation of India Limited to prepare its consolidated financial statements.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We conducted our audit in accordance with in accordance with the Nepal Standards on Auditing (NSAs). Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statement is free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting

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and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's 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.

Other Matters

- 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 financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
- c) The balance sheet, the income statement, the statement of changes in equity and the 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 financial statements.

Limitation of Use

This report is intended solely for use by Transport Corporation of India Limited in connection with its consolidated financial statements as at and for the year ended 31 March 2021 and should not be used for any other purpose.

Shashi Satyal Partner

PKF TR Upadhya & Co. Chartered Accountants

Shashisatyal

Date: 30 April 2021

UDIN: 10505CA00008PBOkP

Balance Sheet As at 31 March 2021

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Particulars	Schedules	As at 31 March 2021	As at 31 March 2020
Equity and Liabilities		-1	
Equity			
Share capital	1 '	5,000,000	5,000,000
Reserve & surplus	2	(4,808,244)	(3,945,370)
Total Shareholders Fund		191,756	1,054,630
Non Current liabilities			
Current Liabilities	•		
Trade & other payables	9	41,563,215	28,383,756
Total Current Liabilities		41,563,215	28,383,756
Total Equity and Liabilities		41,754,971	29,438,385
Assets			
Non-Current Assets			
Property, Plant and Equipment (Net	3	165,439	263,009
Other non current assets	4	50,000	50,000
Total Non Current Assets		215,439	313,009
Current assets			•
Trade & other receivables	5	13,868,277	21,169,336
Advances & deposits	6	-	1,775,800
Cash & cash equivalents	7	24,903,835	4,556,537
Current tax assets (net)	8	2,767,420	1,623,703
Total current assets		41,539,532	29,125,376
Total Assets		41,754,971	29,438,385

Significant Accounting Policies & No. 15
Schedules 1 to 15 forms integral part of the Financial Statements

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For and on behalf of Board

As per our report of even date

Ravindra Nath Ojha Country Head

Date: 30 April 2021

Kathmandu

Girdhari Singh Shekhawat Chairman Dharmendra K Yadav Accountant Shashi Satyal Partner

PKF TR Upadhya & Co. Chartered Accountants

Income Statement For the year ended 31 March 2021

Amount in NPR

Particulars	Schedules	Current Period	Previous Period
Revenue from operation	10	79,501,760	99,146,248
Other income	11	149,571	114,000
Total Income		79,651,331	99,260,248
Cost of rendering services	12	71,586,016	89,784,256
Employee benefit expenses	13	4,652,211	3,820,228
Administrative expenses	14	4,178,408	5,316,983
Profit/(Loss) before interest, depreciation and tax		(765,303)	338,780
Interest expense		-	-
Depreciation	3	97,570	79,772
Profit/(Loss) before tax		(862,873)	259,008
Tax Expenses			
Current tax expenses		-	83,147
Deferred tax income		<u> </u>	-
Net Profit/(Loss) transferred to Balance Sheet		(862,873)	175,862

Significant Accounting Policies & Notes to Accounts Schedules 1 to 15 forms integral part of the Financial Statements

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As per our report of even date

For and on behalf of Board

Ravindra Nath Ojha Country Head

Date: 30 April 2021 Kathmandu

Girdhari Singh Shekhawat Dharmendra K Yadav Chairman

Accountant

Shashi Satyal Partner

PKF TR Upadhya & Co. Chartered Accountants

Cash Flow Statement For the year ended 31 March 2021

Amount in NPR

Particulars	Current Period	Previous Period
Cash Flow from Operating Activities		
Net profit/(Loss) as per Income Statement	(862,873)	175,862
Add: Depreciation	97,570	79,772
Add: Deferred Tax Liability	-	-
Cash flow from Operating activities before working capital changes	(765,303)	255,634
(Increase)/Decrease in Current Assets	7,933,142	(6,135,238)
(Increase)/Decrease in Non Current Assets	-	4,000
Increase/(Decrease) in Current Liabilities & Provisions	13,179,459	4,450,729
Cash Flows from Operating Activities (A)	20,347,298	(1,424,876)
Cash Flows from Investing Activities	•	
Purchase of fixed assets	-	(86,283)
Decrease/(Increase) in Investment	_	• .
Decrease/(Increase) in Pre-operating expenses	_	-
Cash Flows from Investment Activities (B)		(86,283)
Cash Flows from Financing Activities		
Issue of shares	-	-
Increase/(Decrease) in loans	-	-
Advance against share capital		
Cash Flows from Financing Activities (C)	-	
Net Increase/ Decrease in Cash (A+B+C)	20,347,298	(1,511,159)
Cash and Cash Equivalent at the beginning of the period	4,556,537	6,067,696
Cash and Cash Equivalent at the end of the period	24,903,835	4,556,537

For and on behalf of Board

Ravindra Nath Ojha
Country Head

Significant Accounting Policies & Notes to Accounts

Schedules 1 to 15 forms integral part of the Financial Statements

Date: 30 April 2021

Girdhari Singh Shekhawat Chairman Color Sheat

Dharmendra K Yadav Accountant

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Shashi Satyal Partner PKF TR Upadhya & Co. Chartered Accountants

As per our report of even date



Statement of Changes in Equity for the quarter ended 31 March 2021

Amount in NPR

Particulars	Share Capital	Retained earnings	Total
Opening Balance as on 1 April 2019	5,000,000	(4,121,232)	878,768
Issue of Capital			
Net loss for the period		175,862	175,862
Balance as on 31 March 2020	5,000,000	(3,945,370)	1,054,630
Change in accounting Policy	•	-	•
Issue of Capital	-	-	-
Net profit /(loss)for the period		(862,873)	(862,873)
Balance as on 31 March 2021	5,000,000	(4,808,242)	191,757

Significant Accounting Policies & Notes to Accounts Schedules 1 to 15 forms integral part of the Financial Statements

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For and on behalf of Board

Ravindra Nath Ojha Country Head

Date: 30 April 2021 Kathmandu Airdhari Singh Shekhawat Chairman

Dharmendra K Yadav Accountant

ra K Yadav Shashi Satyal nt Partner

PKF TR Upadhya & Co. Chartered Accountants

As per our report of even date

Schedules forming part of Financial Statements for the quarter ended 31 March 2021

Schedule 3: Property, Plant and Equipment

Screenie 3. Property, Flant and Equipmen	Computer	Printer	Battery and UPS	Amount in NPR Total
Gross Carrying Value				
As at 1 April 2019	284,998	19,000	•	303,998
Addition	3,451	14,690	68,142	86,283
Sales/Adjustment	· <u>-</u>		•	-
As at 31 March 2020	288,449	33,690	68,142	390,281
Addition	-	-	-	•
Sales/Adjustment	•	-	-	
Balance as at 31 March 2021	288,449	33,690	68,142	390,281
Accumulated Depreciation				
As at 1 April 2019	44,531	2,969	•	47,500
Addition	71,365	5,242	3,165	79,772
Sales/Adjustment	<u>-</u>			
As at 31 March 2020	115,896	8,210	3,165	127,272
Addition	72,112	8,423	17,036	97,570
Sales/Adjustment		-		-
Balance as at 31 March 2021	188,008	16,633	20,201	224,842
Net Book Value				
As at 1 April 2019	240,467	16,031	64,977	321,475
As at 31 March 2020	172,553	25,480	64,977	263,009
Balance as at 31 March 2021	100,441	17,057	47,941	165,439
Depreciation rate	25%	25%	25%	





Schedules forming part of Financial Statements for the quarter ended 31 March 2021

Schedule 1: Share capital		Amount in NPR
	As at 31 March 2021	As at 31 March 2020
Authorised Share Capital		
1,00,000 Equity Shares of Rs. 100 each	10,000,000	10,000,000
Issued Capital		
50,000 Equity Shares of Rs. 100 each	5,000,000	5,000,000
Subscribed and Paid up Capital		
50,000 Equity Shares of Rs. 100 paid	5,000,000	5,000,000
Schedule 2: Reserve & surplus :		
	As at 31 March 2021	As at 31 March 2020
Accumulated Profit/(Loss):		
Opening Balance as on 1 April	(3,945,370)	(4,121,232)
Add: Transferred from Income Statement	(862,873)	175,862
Total	(4,808,244)	(3,945,370)





Schedules forming part of Financial Statements for the year ended 31 March 2021

Schedule 4: Other non current assets		Amount in NPR
	As at 31 March 2021	As at 31 March 2020
Deposit in Department of Industry	_	4,000
Bank Guarantee	50,000	46,000
Total	50,000	50,000
Schedule 5: Trade & other receivables		
	As at 31 March 2021	As at 31 March 2020
Trade Receivables	10,174,896	16,910,944
Other Receivables	3,693,381	4,258,392
Total	13,868,277	21,169,336
Schedule 6: Advances and deposits		
	As at 31 March 2021	As at 31 March 2020
Advances against custom clearance and others		1,775,800
Total		1,775,800
Schedule 7: Cash & cash equivalents		
	As at 31 March 2021	As at 31 March 2020
Cash in Hand	3,068	150,429
Bank Balance	19,884,329	4,406,108
Other balances with bank*	5,016,438	
Total	24,903,835	4,556,537
*Other balances with bank includes fixed term deposit and	interest accrued on such term dep	osit.
Schedule 8: Current tax assets (Net)		
	As at 31 March 2021	As at 31 March 2020
Advance tax	2,767,420	1,706,850
Provision for tax		(83,147)
Total	2,767,420	1,623,703
Schedule 9: Trade & other payables		
-	As at 31 March 2021	As at 31 March 2020
Payable to TCI Freight	20,332,656	22,258,781
Payable to TCI SCS	15,571,600	4,401,600
Payable to TCI Branch	196,008	196,008
Audit Fees Payable	150,000	150,000
TDS Payable	543,970	424,465
VAT Payable	939,165	858,325
Expenses Payable	767,119	
Employee Related Payables	41,116	94,577
Advance from customers	3,021,581	•
Total	41,563,215	28,383,756
IOGI	41,000,210	20,000,700





Amount in NPR

Schedules forming part of Financial Statements for the quarter ended 31 March 2021

Schedule 10: Revenue from operation

conceant to revenue from operation		711110 and 117 117 117
	Current period	Previous period
Freight Income-local bills	33,300,710	76,131,366
Freight Income-through bills in India	45,778,872	22,526,802
Demurrage Charges	422,178	488,079
Somanago Shargoo	79,501,760	99,146,248
Schedule 11: Other income		•
	Current period	Previous period
Rental Income	75,000	114,000
Interest Income	16,438	-
Other Miscellaneous Income	58,133	-
	149,571	114,000
Schedule 12: Cost of rendering services		
	Current period	Previous period
Lorry Hire and transportation Charges	66,324,302	85,152,766
Custom clearance charges	4,986,868	4,102,440
Crane Operation Charges and Other direct expenses	274,846	529,050
· ·	71,586,016	89,784,256
Schedule 13: Employee benefit expenses		
	Current period	Previous period
Salaries and Allowance	3,898,561	3,221,802
Contribution to SSF	283,240	345,314
Other employee Benefit Expenses	470,410	253,112
Outer employee periodic experience	4,652,211	3,820,228
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Schedule 14: Administrative expenses		
	Current period	Previous period
Rent	2,645,832	3,378,566
Audit Fee		
Statutory Audit Fee	150,000	150,000
Tax Audit Fees	60,000	60,000
Group Audit Fee	150,000	150,000
Consultancy Fee	234,000	196,500
Bank Charges	89,407	92,445
Fines and Penalties	5,000	73,578
Office Expenses	243,582	161,352
Travel Expenses	26,156	89,828
Printing and Stationery	24,939	63,360 6 934
Electricity Charges Conveyance Expenses	7,410 90,325	6,934 248,641
	17,750	8,400
Repair and Maintenance	125,844	121,033
Telephone and Postage Insurance Charges	22,020	22,020
Foreign Exchange Fluctuation	41,260	44,201
Miscellaneous Expenses	244,883	450,125
Total	4,178,408	5,316,983





TCI Nepal Private Limited

Schedule 15: Significant Accounting Policies and Notes to Accounts For the year ended 31 March 2021

1. Corporate Background

TCI Nepal Private Limited ("Company") is a private limited company incorporated in Nepal under the Companies Act 2063 on 2 June, 2017 after obtaining approval from for Foreign Direct Investment under the Foreign Investment and Technology Transfer Act 1992. The registered office of the company is located at Kathmandu Metropolitan City Ward No. 22

TCI Nepal Private Limited is a wholly owned subsidiary company of Transport Corporation of India (TCI) Limited headquartered in Gurgaon, Haryana, India. The principal business of the company is warehousing and Cargo handling.

2. Summary of Significant Accounting Policies

2.1 Basis of Preparation

The financial statements have been prepared in accordance with applicable Nepal Accounting Standard (NAS) as issued by the Institute of Chartered Accountants of Nepal (ICAN) and in accordance with the relevant presentation requirement of Companies Act 2063. The accounting policies are applied consistently to all the periods presented in the financial statements.

2.2 Responsibility for Financial Statements

The Management is responsible for the preparation of financial statements of the Company. The management has prepared the financial statements in accordance with Nepal Accounting Standards and in compliance with the Companies Act, 2063.

2.3 Basis of Measurement

The financial statements have been prepared in accordance with historical cost convention and accrual basis and the presentation requirement of Companies Act 2063.

2.4 Going Concern

The financial statements are prepared on the assumption that the Company is a going concern.

2.5 Revenue Recognition

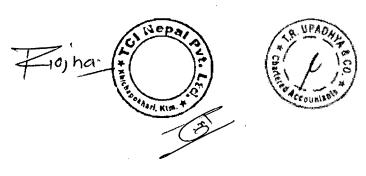
Revenue is recognized to the extent that the economic benefits will flow to the Company, the revenue, the associated cost incurred and to be incurred and the stage of completion of transaction at the end of the reporting period can be measured reliably.

Rendering of Services

Revenue from rendering of services is recognized on accrual basis as per contractual agreements entered into with the customers.

Other Income

Other incomes are recognized on an accrual basis.



2.6 Property, Plant and Equipment and Depreciation

Property, Plant and Equipment (PPE) are measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

Depreciation on each part of an item of property, plant and equipment is provided using the straight line method based on the useful life of the asset as prescribed by operational policy of the group company and is charged to the income statement. Depreciation on additions is charged on a pro rata basis from the date the assets are purchased or become ready for use.

The depreciation rate for the assets are mentioned as follows:

Nature of Assets	Useful Life	Depreciation Rate
Office Equipment- Computers, printers and batteries	4 years	25%

2.7 Cash and cash equivalents

Cash and cash equivalents includes cash on hand and cash at bank.

2.8 Trade receivables

Trade receivables are stated at their book value.

2.9 Lease

Finance leases, which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item, 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

Operating lease payments are recognized as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

2.10 Cash flow statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

2.11 Income Tax

Current Income Tax

Current tax is determined as the amount of tax payable in respect of taxable income for the year as per the provisions of the Income Tax Act, 2002. Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities. Income tax rates applicable to the company:

Income from sale of services and other income: 25%

Income from export of service: 20%

2.12 Retirement and Employee Benefits

Liabilities in respect of employee benefits to employees are provided for as follows:

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Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are expensed in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

Long term employee benefits:

(a) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Company pays fixed contributions into state managed retirement benefit schemes and will have no legal or constructive obligation to pay further contributions, if any, if the state managed funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years. The Company's contributions to defined contribution plans are recognized as an employee benefit expense in the statement of profit or loss in the financial year to which they relate.

The Company is registered in the Social Security Fund (SSF) and the Social Security Fund Contribution @31% of basic salary for all the retirement benefits (Provident fund, Social security tax, Gratuity and Medical Insurance to the staffs) are deposited therein effective from Shrawan 2076 on monthly basis.

(b) Other long-term employee benefits

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave and annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leaves.

However, the Company has not determined the liability for such accumulated leave as on reporting

Provisions, Contingent Liabilities and Contingent Assets 2.13

The Company creates a provision when there is a present obligation as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.

Events after the Balance Sheet Date 2.14

Events after the balance sheet date are those events, favourable and unfavourable, that occur between the balance sheet date and the date when the financial statements are authorised for issue.

Appropriate adjustments in the financial statements and disclosures in notes to accounts have been made for all material and significant events that have occurred between the balance sheet date and date when the financial statements have been authorised for issue.

Provision for bonus 2.15

Staff Bonus has been provided at rate of 10% of profit before tax.

During the FY 2020-21 the Company has not provided the provision for bonus, as the Company

has not generated profit during the period.

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2.16 Provision for Corporate Social Responsibilities (CSR)

CSR expenses is accounted as per Industrial Enterprises Act 2076 BS (the "Act") which has been introduced with effect from 11 February 2020 replacing the Industrial Enterprises Act 2073 BS (the "Previous Act"). Section 54 Industrial Enterprises Act 2076 BS makes it mandatory to allocate 1% of the annual net profit to be utilized towards corporate social responsibility (the "CSR Requirement"). The fund created for CSR is to be utilized on the basis of annual plans and programs but in the sectors that are prescribed under the Act as specified by the Act. The progress report of the utilization of the fund collected for CSR is required to be submitted to the relevant government authorities registered within six months from expiry of the financial year.

During the FY 2020-21 the Company has not provided the provision for CSR, as the Company's turnover and the paid up capital limit is below the threshold limit for the requirement in relation to CSR provision.

2.17 Rounding off and Comparative Figures

The financial statements are presented in Nepalese Rupees (NPR), rounded off to the nearest rupee. Previous year figures have been reclassified/ regrouped whenever necessary.

3. Other Notes

3.1. Equity

TCI Nepal Private Limited is a 100% subsidiary company of Transport Corporation of India Limited (TCI), registered and operating India. The following are the details relating to its Share Capital:

Particulars	Amount in NPR
Authorized Share Capital	10,000,000
Issued Share Capital	5,000,000
Called Up and subscribed Share Capital	5,000,000
Paid Up Share Capital	5,000,000

3.2. Related party Transactions

The related party transactions during the year were as follows:

Amount in NPR

Name of related parties	Nature of Relationship	Nature of transaction	Balance as at the beginning of period	Transaction during the period	Balance as at the end of period
TCI Supply Chain Solutions	Subsidiary of Holding Company		(4,401,600)	12,579,200	(15,571,600)
TCI Freight	Subsidiary of Holding Company	Purchase of services	(22,258,781)	35,053,229	(20,332,656)
TCI Branch	Subsidiary of Holding Company		(196,008)	-	(196,008)
TCI Freight	Subsidiary of Holding Company	Sale of services	13,870	629,278	183,948
TCI Supply Chain solutions	Subsidiary of Holding Company	Sale of services	2,618,240	1,293,384	•



