

DIRECTORS' REPORT

DEAR MEMBERS

Your Directors take pleasure in presenting the 12th Annual Report of the Company, along with Audited Financial Statements for the Financial Year ended March 31, 2019.

FINANCIAL HIGHLIGHTS

The highlights of your Company Financial results on a standalone basis for the Financial Year ended March 31, 2019 are as follows;

Particular	As at March 31, 2019 (Rs. in Crore)	As at March 31, 2018 (Rs. in Crore)
Total Income	899.2	527.5
Loss After Tax	187.4	650.1

Consolidated Financial Statement of your Company includes the performance of its subsidiary and associates. Preparation and presentation of such Consolidated Financial Statement depicts the comprehensive performance of Snapdeal Private Limited and its group companies and is relevant for understanding the overall performance of your company.

The Financial Statements for the year ended on March 31, 2019 and March 31, 2018 have been prepared in accordance with IndAS prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India.

During the year, the total revenue of your Company, on a standalone basis has increased to Rs. 899.2 crore as compared to Rs. 527.5 crore in previous year recoding the growth of approx. 70%. The loss after tax has substantially decreased from Rs. 650.1 crore to Rs. 187.4 crore in the Financial Year under review.

BUSINESS PERFORMANCE

Snapdeal is the Largest, No-frills, Value-focused Marketplace in India with 68 million unique monthly visitors. The platform has 200 Million product listings across 600+ categories like Apparel, Footwear, Fashion Accessories, Automotive, Electronics, Kids, Health, Home & Kitchen, Sports and Books. With over 20 million annual buyers and more than 350,000 registered sellers, Snapdeal continues to be a significant player in India's e-commerce landscape.

This year we continued our focus on driving growth with a lean and capital efficient foundation in the business. Our operating revenue increased 87% YoY basis with a significant reduction of the cost base. The Company achieved a significant milestone by achieving cash break even in the month of June 2018 and also made the highest ever Net Revenue in its history in the month of October 2018.

The Company intends to continue to drive growth by investing its margins back into acquiring new customers, while keeping fixed operating costs stable. The Company also intends to invest in new areas of growth in FY 19-20.

There has been no change in the nature of business being carried on by the Company.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

Your Company has following Subsidiaries, Joint Venture & Associates Companies at the end of financial year 2018-19:

S. No.	Name of the Company	Nature of Ownership
1.	E-Agility Solutions Private Limited ¹	Subsidiary
2.	Unicommerce e-solutions Private Limited ²	Subsidiary
3.	Unicommerce Seller Solutions Private Limited ³	Step Down Subsidiary
4.	Tetra Media Private Limited	Associate

The report on the performance and financial position of each of the Subsidiary, Associate and Joint Venture and salient features of the financial statements in the prescribed Form AOC-1 is annexed to this report as Annexure 2.

The Company has obtained a certificate from the Statutory Auditors of the Company confirming that the Company is in compliance with the regulations on downstream investment under foreign direct investment policy and other FEMA provisions.

WEBLINK FOR ANNUAL RETURN

In accordance with provisions of section 92(3) and 134(3)(a) of Companies Act, 2013 and the rules made thereunder the Annual Return of the Company is available at <https://www.snapdeal.com/page/about-us>

DIVIDEND

In view of the losses incurred during the year, your Directors do not recommend any dividend for the year under review.

¹ E-Agility Solutions Private Limited is under the process of Voluntary liquidation since February 2018.

² The Share Purchase Agreement (SPA) entered between Snapdeal Private Limited (Company), Unicommerce eSolutions Private Limited (UC) and Infibeam Incorporation Limited was cancelled due to non-fulfillment of condition precedent of SPA therefore UC remains subsidiary of the Company;

³ Unicommerce Seller Solutions Private Limited is under process of Strike off from the records of Registrar of Companies.

CHANGES IN THE CAPITAL STRUCTURE

During the financial year under review, your Company has altered its Authorized Share Capital/ paid up and issued Capital in the following manner.

Authorized Share Capital of the Company - The Company has increased its Authorized Share Capital from INR 6,18,48,200 (Rupees Six Crores Eighteen Lacs Forty Eight Thousand Two Hundred) to INR 15,00,00,000/- (Rupees Fifteen Crores) vide resolution dated August 06, 2018.

As on March 31, 2019 the Authorized Equity Share Capital stands increased from 10,00,000/- (Rupees Ten Lacs only) to 8,91,51,800 (Eight Crores Ninety One Lakhs Fifty One Thousand Eight Hundred) comprising of 8,91,51,800 Equity Shares of face value of INR 1/- each

Paid up Capital of the Company- During the Financial Year under review vide resolution dated August 16, 2018, 4,93,359 Series A, Series B, Series C, Series D, Series E, Series E1, Series F, Series G, Series H, Series I, Series J and Series J1 Compulsory Convertible Cumulative Participating Preference Shares held by various shareholders have been converted into 22,38,963 Equity Shares, which ranks pari passu with the existing Equity Shares. The paid up equity share capital of the Company has therefore been increased from INR 2,25,860 to INR 24,64,823.

CHANGE IN EMPLOYEE STOCK OPTION

The Company has a Stock Option Scheme with the name Employee Stock Option Scheme 2016 (ESOS). The details of ESOS as required to be disclosed pursuant to Rule 12 (9) of the Companies (Share Capital and Debenture) Rules, 2014 are mentioned in Annexure -1 and form part of this report.

During the Financial Year under review your Company has increased total Employee Stock Options pool from 1,11,890 (One Lakh and Eleven Thousand Eight Hundred and Ninety) to 1,98,890 (One Lakh Ninety Eight Thousand Eight Hundred and Ninety) vide resolution dated February 25, 2019.

REGISTERED OFFICE ADDRESS

During the year under review, the Management of your Company decided to change the registered office address from 68, Ground Floor, Okhla Industrial Estate, Phase – III, New Delhi - 110020 to SproutBox Suryavilas, First Floor, D-181, Okhla Industrial Area, Phase 1, New Delhi 110020 vide resolution dated August 11, 2018.

CHANGE IN THE NAME OF THE COMPANY

With a view to further fortify and capitalize its well-known registered brand "Snapdeal", the management of your Company decided to change its registered name. Pursuant to requisite approvals by the Shareholders, the Board of Directors and the Registrar of Companies (ROC) the name of the Company stands modified from "Jasper Infotech Private Limited" to "Snapdeal Private Limited" with effect from March 20, 2019.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review, your Company has not granted loans and made investments under the provisions of Section 186 of the Companies Act 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has entered into related party transaction which falls under the scope of Section 188(1) of the Act and the Company has obtained necessary approvals from the Board of Directors of the Company. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) in prescribed Form AOC-2 is annexed to this report as Annexure 3.

STATUTORY AUDITOR AND AUDIT REPORT

S.R. Batliboi & Co. LLP (ICAI Firm Registration Number 301003E) were appointed as Statutory Auditors of the Company at the 10th Annual General Meeting of the Company to hold office until the conclusion of 13th Annual General Meeting of the Company.

The Report of the Statutory Auditors on the Financials of the Company for the Financial Year ended 31st March, 2019 is self-explanatory and therefore, do not call for any further explanation or comments from the Board.

[There are no qualifications, reservations or adverse remarks in the report of Auditors provided for the Financial Year ended on March 31, 2019.]

INTERNAL AUDIT

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the rules made thereunder, the Company has appointed KPMG, Chartered Accountants as Internal Auditor of the Company for a period of 2 years at the meeting of the Board of Director held on March 9, 2018. KPMG has been appointed to conduct the Internal Audit of the Company annually.

COMPANY'S PHILOSOPHY AND PRACTICES ON CORPORATE GOVERNANCE AND COMPLIANCE

Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate conduct and fairness to all stakeholders including regulators, employees, customers, sellers, investors and society at large.

Strong leadership and effective corporate governance practices have always been the focus of the Company and hence the Company has built fair, transparent and ethical governance practices.

The Company has adopted Code of Conduct for its employees including its key management personnel. The Company has in place a robust Information Security Policy that ensures data protection and proper utilization of IT resources. The statutory auditors of the company undertake audits of financial statements of the Company every quarter and the same is reviewed by the Financial Advisory Group (formed by the Board to review the quarterly and annual audited financials, internal controls, risk & compliance management of the Company) and thereafter approved by the Board at the quarterly

meetings. It has implemented a comprehensive compliance management tool that is developed and managed by PWC and a compliance report is reviewed by the Board on a quarterly basis. Additionally the company has adopted a robust Internal Controls Framework as per best industry practices and internal audits are conducted annually by KPMG.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

(a) DIRECTORS

During the year under review, Mr. Akhil Gupta, who was appointed as Director of the Company since May 08, 2014, resigned from the Board of Director of the Company w.e.f July 02, 2018.

Mr. Akhil Gupta was appointed as Nominee Director of B2 Professional Services, LLP (Major Investor) w.e.f July 03, 2018 on the Board of the Company.

Mr. Saurabh Jalan, who was appointed as Additional Director of the Company w.e.f October 16, 2017 and whose tenure was expiring in the next Annual General Meeting of the Company was appointed as the Director of the Company w.e.f. September 28, 2018.

(b) KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Vikas Bhasin has been appointed as Chief Financial Officer (CFO) of the Company w.e.f. July 13, 2018.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act 2013, and save as otherwise mentioned elsewhere in this Report, the Directors, to the best of their knowledge and belief, confirm that:

- a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards, have been followed along with proper explanations relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and 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 at the end of the financial year i.e. March 31, 2019 and of the losses of the Company for that period;
- c) the Directors have taken proper and sufficient care 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;
- d) the Directors have prepared the annual accounts of the Company on a going concern basis; and
- e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MEETING OF THE BOARD OF DIRECTORS DURING THE YEAR

Pursuant to the provision of Companies Act, 2013 read with rules thereunder, every Company requires to hold a minimum of 4 (four) Board Meetings every year with a maximum gap of not more than 120 days between 2 (two) Board Meetings. Additional Board Meetings are convened depending upon the needs and business to be transacted. Notice and Agenda for the Board Meetings are to be circulated in advance to enable the Directors to understand the business to be transacted at the Meeting.

7 (Seven) Meetings of the Board of Directors were held during the Financial Year 2018-19. The details of Board Meetings are given below:

Date of Board Meetings	Board Strength	No. of Directors Present
May 06, 2018	5	4
July 13, 2018	5	4
August 11, 2018	5	5
August 28, 2018	5	5
November 30, 2018	5	5
January 04, 2019	5	5
February 15, 2019	5	5

COMPENSATION COMMITTEE

In accordance with provisions of section 178 of the Companies Act, 2013 and the rules made thereunder, every listed Company and such other class of Companies as may be prescribed under law shall constitute the "Compensation Committee". Since Snapdeal Private Limited ("The Company") doesn't fall in the category of such other class or classes of Companies as prescribed under law, the Company is not abide by law to constitute such Committee. However for improving efficiency and transparency in the management, your Company has voluntarily formulated a "Compensation Committee" of the Board which shall not be deemed or otherwise construed as a Nomination and Remuneration Committee as required to be maintained under Section 178 of the Companies Act, 2013 and the relevant rules made thereunder. The said "Compensation Committee" is comprised of the following members:-

1. Mr. Kunal Bahl; and
2. Mr. Saurabh Jalan

The "Compensation Committee" shall be supported in its functioning by the following Special Invitees:

1. Chief Financial Officer of the Company; and
2. Head of Human Resource functions of the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Corporate Social Responsibility is a core value of the Company since its inception. The Company strives to positively impact the lives of the communities around its areas of operation, minimize impact on the environment and address concerns of communities in a mutually beneficial manner. The Company's overall vision is to actively contribute to the social and economic development of the community and therefore, build a better, sustainable way of life for weaker and marginalized sections of the society and raise the country's human development index. In this regard, the Company has formulated its CSR policy pursuant to Section 135 of the Companies Act, 2013 read with rules and any other statutory modification thereof. The CSR Committee is comprised of the following members:-

1. Mr. Kunal Bahi;
2. Mr. Rohit Kumar Bansal; and
3. Mr. Saurabh Jalan

The provisions of Section 135 of the Companies Act 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, requires mandatory spend of 2% of Average Net Profit on the CSR Activities as identified by the Company during the financial year under review, based on the applicability criteria given under the Companies Act, 2013 and rules made thereunder. The Board would like to apprise that the aforesaid provisions are not applicable on the Company as the Company has not earned any profits during immediately preceding 3 financial years. In the view of the losses the Company is not required to spend on CSR activities.

The absence of profits has not been an impediment in the CSR activities of the Company and the Company has voluntarily undertaken CSR initiatives in the form of 'Snapdeal Sunshine'. Snapdeal Sunshine program facilitates Snapdeal users to contribute products for social causes via Snapdeal platform. Contributed products are directly delivered to partner NGOs which help them in their ongoing programs to support social cause. Here's list and brief description for several programs which were conducted over the last year -

Food for Education: Meals for Kids

Brief - Customers purchase daal which is delivered directly to The Akshaya Patra Foundation for supporting mid-day meal program.

Daal contributed ~ 2500 + Kg

Partners - The Akshaya Patra Foundation

Supporting education of underprivileged kids: Stationery Kits Donation

Brief - Customers contribute stationery which is directly delivered to NGOs working in field of education

Stationery kits contributed ~ 80,000+ stationery kits

Partners - Hindustan Pencils (Nataraj brand), 20+ NGOs including Dakshana Foundation, Shiksharth Trust, etc.

Initiative link - <https://www.snapdeal.com/offers/donate-stationery-kits>

Supporting menstrual health & hygiene: STOP the SPOT

Brief - Customers contribute sanitary pads, and NGOs working in field of menstrual health and hygiene management distribute these among underprivileged girls and women

Pads contributed ~ 6,00,000+ sanitary pads

Partners - TCIEXPRESS (logistics partner), Around 10 NGO partners including Goonj, Habitat For Humanity, etc

Initiative link - <https://www.snapdeal.com/offers/stop-the-spot>

Recognizing soldiers of The Indian Army & Navy: India Says Thank You

3000+ Thank you Cards to the Indian Army

Brief - Customers contribute Thank You box which is delivered to soldiers of The Indian Army via our partner 21Fools

Contents of Thank You box - Rakhi, Thank you letter, photo frame, etc.

Thank you box contributed for 6,000+ soldiers, delivered to locations including Leh, Uri, Jaipur, Ludhiana, Kargil, etc

Partners - 21Fools, The Indian Army

Initiative link - <https://www.snapdeal.com/offers/india-says-thank-you>

An annual report on the CSR activities in prescribed format has been attached as Annexure- 4 to this Report.

ADMINISTRATIVE CONTROL COMMITTEE

The Board of Directors of the Company has decided to formulate a committee of the Board for deciding the matters which does not require specific board approval. The Company has constituted an "Administration Control Committee" for the said purpose with Mr. Kunal Bahl and Mr. Rohit Kumar Bansal as its members on August 28, 2018 to consider and approve following matters for and on behalf of the Board of Directors of the Company:

1. Authorization matrix for Banking transactions;
2. Opening or closing of a Bank Account;
3. Authorization for handling legal matters;

4. Authorization for execution of contracts, MOUs, NDAs etc.;
5. Authorization for DEMAT account of the Company

CORPORATE COMPLIANCE COMMITTEE

In order to make a robust compliance system and follow the best corporate governance practices in the industry, the Company has constituted a committee namely "Corporate Compliance Committee" comprising of Mr. Vikas Bhasin, Chief Financial Officer and Ms. Smriti Subramanian, General Counsel of the Company w.e.f November 30, 2018. The Committee shall be responsible to ensure:

- The compliances under various corporate laws;
- Efficiency of Internal control system;
- Service rules viz. code of conduct, HR manual are made as per law and amended as and when required in compliance with changes made under various legislature time to time;
- Compliances required under Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the rules made thereunder.

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public as defined under Chapter V of the Companies Act, 2013 and the Rules made thereunder.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

Conservation of Energy:

Steps taken for conservation	Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy are not relevant to its functioning. However, energy conservation receives attention at all levels. All efforts are made to conserve and optimize use of energy.
Steps taken for utilizing alternate sources of energy	
Capital investment on energy conservation equipment's	

Technology Absorption:

Efforts made for technology absorption	Snapdeal is an online marketplace where the buyers, sellers and customers are the key stakeholders. On the buyer side, technology stack is mostly open source including the applications, the database and the NoSQL. The company uses both its own and third party Cloud services to help in being agile to launch the setup in a few hours. The Company downloads community versions and purchases a few commercial
Benefits derived	
Expenditure on Research & Development, if any	
Details of technology imported, if any	
Year of import	
Whether imported technology fully	

absorbed	versions of databases and NoSQL to come up with a stable stack that will be helpful in both day-to-day operations of online marketplace transactions and scaling at the time of festive seasons for the online promotions. The Company is always testing new technologies with multiple Proof-Of-Concept (POC) exercises. Also, the Company is always innovating on the security technology too. The Company's page load time, auto-scaling to handle 15-20 times more traffic of the buyer platform for the front-end and back-end are the best in industry due to all the technology absorptions done. The Company has innovated a lot on the Seller flow, where thousands of sellers are on-boarded. The innovations in logistics and supply-chain and the technology stack has automated good percentage of courier collection, drop-shipment and optimizing on the land distance, etc. resulting in cost saving to the Company.
Areas where absorption of imported technology has not taken place, if any	

Foreign Exchange Earnings/ Outgo:

Earnings	INR 2.7 Cr
Outgo	INR 11.9 Cr

PARTICULARS OF EMPLOYEES

The provisions of Section 197 (12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time is not applicable to on your Company and thus doesn't forms part of this report.

POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

The Company has Policy on Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) and matters connected therewith or incidental thereto covering all aspects as contained in Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (hereinafter referred to as the ICC) has been constituted for timely and impartial resolution to complaints of sexual harassment. It consists of following members comprising of senior employees of the Company:

The Internal Complaints Committee comprises of following members:

1. Smriti Subramanian-- Presiding Office (Chairperson for the committee)
2. Sanjana Kapoor - Member
3. Sandhya Tandon-Member
4. Rasika Mathur

5. Santosh Rao- Member
6. Sandeep Singh Sachdev-Member
7. Arti Chaudhry (Independent Member)

GENERAL DISCLOSURES

- The Board does not propose to transfer any amount to any reserves.
- Except as mentioned as part of this Report, no material changes and commitments occurred between the end of financial year 2018-19 and the date of this report which may affect the financial position of the Company.
- No significant and material order has been passed by the regulator/court/tribunal which may impact the going concern and company's operations in future.
- The Company has laid down adequate internal financial controls over financial reporting to be followed by the Company and such internal financial controls were operating effectively.
- The Company has a robust, enterprise risk management process to identify, assess, monitor and mitigate key financial, operational, business & compliance risks. There is an established risk philosophy that guides risk taking within the Company & the risk management activities are supervised by Internal Controls & Risk Assurance Team.

ACKNOWLEDGEMENT

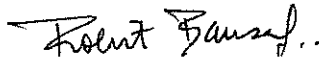
The Directors wish to convey their appreciation to all the members, investors, suppliers, seller, customers, bankers, government departments and other stakeholders of their invaluable support to Company.

The Directors also wish to extend the heartiest gratitude to the employees of the Company at all levels for their hard work, dedication and commitment, which have enabled the Company to grow at an unprecedented pace.

By the Order of Board
For Snapdeal Private Limited
(Formerly known as Jasper Infotech Private Limited)



Kunal Bahi
Director
(DIN 01761033)



Rohit Kumar Bansal
Director
(DIN 01884522)

Date: 07 June, 2019
Place: Gurugram

Annexure – 1

Details of Employee Stock Option Plan

(Pursuant to section 52(1)(b) read with rule 12(9) of Companies (Share Capital and Debenture) Rules, 2014)

a)	Options granted	46,293
b)	Options vested	3,308
c)	Options exercised	0
d)	The total number of shares arising as a result of exercise of option	0
e)	Options lapsed	664
f)	The exercise price	INR. 1/- per share.
g)	Variation of terms of options	No
h)	Money realized by exercise of options	0
i)	Total number of options in force	103,720
j)	Employee wise details of options granted to	-
(i)	Key Managerial Personnel : Roshni Tandon Vikas Bhasin	90 6900
(ii)	Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year: Anubhav Goyal Jason Kothari Mayank Jain(User Growth) Mayank Jain (Supply Chain) Rajesh Rudraradhya Vikas Bhasin Vishal Chadha	 3369 5418 5191 2506 2708 6900 2869
(iii)	Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	N.A.

Annexure-2

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

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	1	2
1.	Name of the subsidiary	Unicommerce eSolutions Pvt. Ltd.	Unicommerce Seller Solutions Pvt. Ltd.
2.	The date since when subsidiary is acquired	May 04, 2015	June 22, 2015
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	INR
5.	Share capital	18,87,800	30,00,000
6.	Reserves & surplus	25,23,50,608	(30,00,000)
7.	Total assets	31,51,36,740	0
8.	Total Liabilities (includes Equity)	31,51,36,740	0
9.	Investments	0	-
10.	Turnover	25,66,08,615	-
11.	Profit before taxation	3,83,74,461	(16,53,861)
12.	Provision for taxation	1,30,19,984	-
13.	Profit after taxation	2,35,45,246	(16,53,861)
14.	Proposed Dividend	NIL	NIL
15.	Extent of shareholding (in percentage)	100%	100%

Note:

1. Names of the Subsidiaries which are yet to commence operations - NIL
2. Names of the Subsidiaries which have been liquidated or sold during the year.
 - a) E – Agility Solutions Private Limited is under the process of voluntary liquidation;

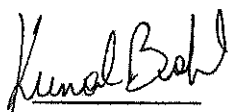
Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S No.	Name of associates/Joint Ventures	Tetra Media Private Limited (Associate)
1.	Latest audited Balance Sheet Date	March 31, 2019
2.	Date on which the Associate or Joint Venture was associated or acquired	February 13, 2015
3.	Shares of Associate or Joint Ventures held by the company on the year end No. Amount of Investment in Associates or Joint venture Extent of Holding (in percentage)	Class B Equity Share- 1,54,358 Class C Equity Share- 3,20,532 Rs. 15,00,00,000 60.61% in Shareholding and 40% voting Rights as per the terms and conditions mentioned in the Share Purchase Agreement entered between Snapdeal Private Limited (formerly known as Jasper Infotech Private Limited) and Tetra Media Private Limited.
4.	Description of how there is significant influence	Since the shareholding of Snapdeal Private Limited is more than 20% hence it is considered that Snapdeal Private Limited has significant influence over the entity.
5.	Reason why the associate/joint venture is not consolidated	Not Applicable
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	Rs. 12,98,04,666/-
7.	Profit or Loss for the year	Rs. 4,76,85,020/-
	i) Considered in Consolidation	Rs. 1,92,69,517/-
	ii) Not Considered in Consolidation	Rs. 2,84,15,503/-

1. Names of associates or joint ventures which are yet to commence operations: NIL.
2. Names of associates or joint ventures which have been liquidated or sold during the year- NIL

By the Order of Board
For Snapdeal Private Limited
(Formerly known as Jasper Infotech Private Limited)



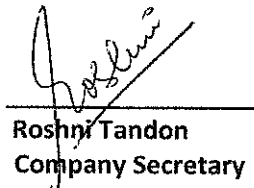
Kunal Bahl
Director
DIN:01761033



Rohit Kumar Bansal
Director
DIN: 01884522



Vikas Bhasin
Chief Financial Officer



Roshni Tandon
Company Secretary

Annexure -3

FORM NO. AOC 2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis : NA
 - (a) Name(s) of the related party and nature of relationship –
 - (b) Nature of contracts/arrangements/transactions –
 - (c) Duration of the contracts/arrangements/transactions -
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any –
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board
 - (g) Amount paid as advances, if any -
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188-

2. **Details of material contracts or arrangement or transactions at arm's length basis**
 - (a) **Name(s) of the related party and nature of relationship** - Mr. Akhil Gupta, Nominee Director of B2 professional Services, LLP (Major Investor)

 - (b) **Nature of contracts/arrangements/transactions** – Financial Advisory Agreement

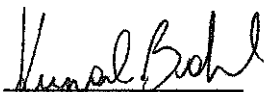
 - (c) **Duration of the contracts/arrangements/transactions-** 12 Months

 - (d) **Salient terms of the contracts or arrangements or transactions including the value, if any-** As per the Financial Advisory Agreements entered between the Company and Mr. Akhil Gupta.

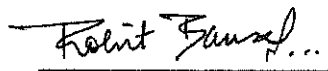
 - (e) **Date(s) of approval by the Board, if any-** June 7, 2019

 - (f) **Amount paid as advances, if any-** NIL

By the Order of Board
For Snapdeal Private Limited
(Formerly known as Jasper Infotech Private Limited)



Kunal Bahl
Director
(DIN 01761033)



Rohit Kumar Bansal
Director
(DIN 01884522)

Annexure – 4

Annual Report on Corporate Social Responsibility (CSR) activities to be included in the Board's report for the financial year 2018-19.

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 or programs:

The CSR Policy of the Company broadly takes into account the following measures:

- a) Welfare of the rural areas by spreading Education and distributing Food, Books and Stationary kits etc. to the underprivileged kids.
- b) Supporting menstrual health and hygiene.
- c) Recognising the efforts of Indian Soldiers and thanking them.

The link to the CSR policy is <http://www.snapdeal.com/page/csr>

2. The Composition of the CSR Committee, Mr. Kunal Bahl, Mr. Rohit Kumar Bansal and Mr. Saurabh Jalan.
3. Average net profit of the company for last three financial years:

No profit has been earned by the Company during last three financial years.

4. Prescribed CSR Expenditure (two per cent. Of the amount as in item 3 above): NIL

As the Company does not have any profit during the last 3 financial years. Therefore, the Company is not required to make any CSR expenditure.

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year; N.A.

(b) Amount unspent, if any; N.A

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

<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>	<u>6</u>	<u>7</u>	<u>8</u>
S.No	CSR project or activity	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or program was undertaken	Amount outlay (budget) project or program wise	Amount Spent on the project or programs: Sub - heads (1) Direct expenditures on projects or programs. (2) Overheads	Cumulative expenditure upto the reporting period i.e 2015 – 16	Amount Spent: Direct or through implementing agency*

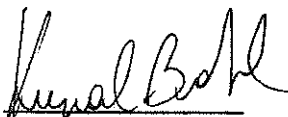
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL
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*Give details of implementing agency

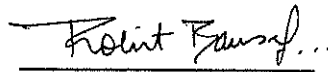
6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: N.A.
7. A responsibility statement of the CSR Committee that the implementation and monitoring Policy is in compliance with CSR objectives and Policy of the company.

The implementation and monitoring of the CSR policy is in compliance with the CSR objective and policy of the Company. Further, as the Company does not have any profit during the last three financial years so the Company is not required to make any CSR expenditure.

By the Order of Board
For Snapdeal Private Limited
(Formerly known as Jasper Infotech Private Limited)



Kunal Bahl
Director
(DIN 01761033)



Rohit Kumar Bansal
Director
(DIN 01884522)