

RB Media Holdings Private Limited
Financial Statements
2022 – 23

INDEPENDENT AUDITOR'S REPORT

To the Members of RB Media Holdings Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **RB Media Holdings Private Limited** ("**the Company**"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, the statement of changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Other Information

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

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

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

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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. Further to our comments in the Annexure A, as required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) On the basis of the written representations received from the directors of the company as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
 - g) In our opinion and to the best of our information and according to the explanations given to us, the provisions of section 197 of the act is not applicable to the company since no managerial remuneration is paid / provided;
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and as represented by the management:
 - i. The Company does not have any pending litigation which would impact its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) Management has represented to us that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) Management has represented to us that, to the best of it's knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on our audit procedure conducted that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph (2) (h) (iv) (a) and (b) contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly,

reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

Other Matter

The financial statement of the Company for the year ended 31st March 2022 were audited by Pathak H.D. & Associates LLP, Chartered Accountants (Firm registration no. 107783W/W100593) who expressed unmodified opinion vide their report dated 10th April 2022. Our Opinion is not modified in respect of said matter.

For **Chaturvedi & Shah LLP**

Chartered Accountants

(Firm Registration No. 101720W/W100355)

Vijay Napawaliya

Partner

Membership No.: 109859

UDIN – 23109859BGXRTF6420

Place: Mumbai

Date: April 15, 2023

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of **RB Media Holdings Private Limited** on the financial statements for the year ended March 31, 2023)

- (i)
 - a) The Company does not have any Property, Plant and Equipment and intangible assets. Accordingly, the provisions of Clause (i) (a) to Clause (i) (d) of paragraph 3 of the Order are not applicable to the Company.
 - b) According to information and explanations and representation given to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provision of paragraph 3 (i) (e) of the Order is not applicable to the Company
- (ii)
 - a) The Company does not have any inventories and accordingly, the provision of Clause (ii) (a) of paragraph 3 of the Order is not applicable to the Company.
 - b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under Clause (ii) (b) of paragraph 3 of the Order is not applicable to the Company.
- (iii) In respect of investments made in, or any guarantee or security provided or any loans granted or advances in the nature of loans, secured or unsecured, during the year by the Company to companies, firms, Limited Liability Partnerships or any other parties -
 - a) As per the information and explanations given to us and books of accounts and records examined by us, during the year Company has not provided any loans or advances in the nature of loans, not provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other entities. Therefore, the provision of clause 3(iii)(a),(c),(d),(e) and (f) of the Order are not applicable to the Company.
 - b) In our opinion and according to information and explanations given us and on the basis of our audit procedures, the investment made are, prima facie, not prejudicial to Company's interest. The Company has not provided any guarantees or given security or loans and advances in nature of loans during the year.
- (iv) In our opinion and according to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has not made any made investments or loan, given any guarantee or security to the parties covered under section 186 of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits within the meaning of provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules made there under. Therefore, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) According to the information and explanations given to us, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Act in respect of activities carried on by the Company and accordingly, the provisions of Clause (vi) of paragraph 3 of the Order are not applicable to the Company.
- (vii) In respect of statutory dues:
 - a) According to the records of the Company, undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, there were no

undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2023 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited with the appropriate authority on account of any dispute.
- (viii) According to the information and explanations given to us and representation given to us by the management, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) a) In our opinion and according to the information and explanations given and books of accounts and records examined by us, the Company does not have any loans or other borrowings from any lender.
- b) In our opinion and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) In our opinion and according to the information and explanations given and records examined by us, during the year the Company has not raised any term loan and accordingly, the provisions of Clause (ix) (c) of paragraph 3 of the Order are not applicable to the Company.
- d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not raised any funds on short term basis, accordingly utilisation thereof for long term purposes does not arise.
- e) In our opinion, and according to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures therefore question of taking any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures does not arise.
- f) In our opinion, and according to the information and explanations given to us, the company does not have any subsidiaries, joint ventures or associate companies, therefore question of raising any loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures does not arise.
- (x) a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and hence the provision of Clause (x) (a) of paragraph 3 of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partially or optionally convertible debentures during the year. Therefore, the provisions of Clause (x) (b) of paragraph 3 of the Order are not applicable to the Company.
- (xi) a) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by us or by any other auditor in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) The provisions of Section 177 of the Companies Act 2013 are not applicable to the Company as it does not fulfil the criteria specified in the Section 177 of Companies Act 2013. According to the information and explanation given to us, the Company has not entered any transactions which under section 188 of Companies Act, 2013. Details of all related party have been disclosed in financial statements, as required by the applicable Indian accounting standards.
- (xiv) a) In our opinion and based on our examination, the Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Act.
b) As mentioned in sub-clause (a) above, the Company is not required to have an internal audit system as per provisions of the Act and accordingly, the provisions of Clause (xiv) (b) of paragraph 3 of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provision of paragraph 3(xv) of the Order is not applicable.
- (xvi) a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
b) In our opinion and according to the information and explanations given to us and on the basis of our audit procedures, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year as per the Reserve bank of India Act 1934.
c) In our opinion and according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
d) According to the information and explanations provided to us, the Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the provision of Clause (xvi) (d) of paragraph 3 of the Order is not applicable to the Company.
- (xvii) According to the information and explanations given to us and on an overall examination of the financial statements, the Company has incurred loss in the preceding financial year amounting to Rs 236 thousand.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly the provision of Clause (xviii) of paragraph 3 of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us and the records of the Company examined by us, the provisions of Section 135 of the Act does not apply to the Company and

accordingly, the provisions of Clause (xx) of paragraph 3 of the Order are not applicable to the Company.

For **Chaturvedi & Shah LLP**
Chartered Accountants
(Firm Registration No. 101720W/W100355)

Vijay Napawaliya
Partner
Membership No.: 109859
UDIN – 23109859BGXRTF6420

Place: Mumbai
Date: April 15, 2023

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under the heading ‘Report on Other Legal and Regulatory Requirements’ of our report of even date to the members of **RB Media Holdings Private Limited** on the financial statements for the year ended March 31, 2023)

Report on the Internal Financial Controls with reference to aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to aforesaid financial statement of RB Media Holdings Private Limited (“the Company”) as of March 31, 2023 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 with reference financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of 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 Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Chaturvedi & Shah LLP**

Chartered Accountants

(Firm Registration No. 101720W/W100355)

Vijay Napawaliya

Partner

Membership No.: 109859

UDIN – 23109859BGXRTF6420

Place: Mumbai

Date: April 15, 2023

RB Media Holdings Private Limited
Balance Sheet as at 31st March, 2023

Rupees in thousand

	Notes	As at 31st March, 2023	As at 31st March, 2022
ASSETS			
Non-Current assets			
Financial Assets			
Investments	1	38,27,312	38,27,312
Other Non-Current Assets	2	4	3,989
Total Non-Current Assets		38,27,316	38,31,301
Current assets			
Financial Assets			
Investments	3	9,381	2,283
Cash and Cash Equivalents	4	400	41
Other Current Assets	5	-	89
Total Current Assets		9,781	2,413
Total Assets		38,37,097	38,33,714
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	7	1,400	100
Other Equity	8	38,35,656	38,33,575
Total Equity		38,37,056	38,33,675
Liabilities			
Non-Current Liabilities			
Current Liabilities			
Financial Liabilities			
Trade Payables Due to:			
Micro and Small Enterprises		-	-
Other than Micro and Small Enterprises		-	-
Other Current Liabilities	9	41	39
Total Current Liabilities		41	39
Total Liabilities		41	39
Total Equity and Liabilities		38,37,097	38,33,714

Significant Accounting Policies

See accompanying Notes to the Financial Statements 1 to 22

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No. 107720W/W100355

Vijay Napawaliya

Partner

Membership No. 109859

For and on behalf of the Board of Directors

L V Merchant

Director

DIN : 00007722

Venkataraman

Ramachandran

Director

DIN : 02032853

Date : April 15, 2023

RB Media Holdings Private Limited
Statement of Profit and Loss for the year ended 31st March, 2023

		<i>Rupees in thousand</i>	
	Notes	2022-23	2021-22
Income			
Revenue from operations	10	363	365
Other income	11	2,871	82
Total Income		3,234	447
Expenses			
Purchase of Stock-in-Trade	12	362	363
Other expenses	13	147	320
Total expenses		509	683
Profit / (Loss) before tax		2,725	(236)
Tax expense:			
Current Tax (previous year Rs.400/-)	6	630	0
Taxes for earlier years		14	-
Net tax expense		644	0
Profit / (Loss) for the year		2,081	(236)
Other Comprehensive Income		-	-
Total Comprehensive Income for the year		2,081	(236)
Earnings per equity share of face value of ₹10 each			
(a) Basic (in ₹)	14	18.55	(23.64)
(b) Diluted (in ₹)	14	0.01	(23.64)

Significant Accounting Policies
See accompanying Notes to the Financial Statements 1 to 22

As per our Report of even date

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration No. 107720W/W100355

Vijay Napawaliya
Partner
Membership No. 109859

For and on behalf of the Board of Directors

L V Merchant
Director
DIN : 00007722

**Venkataraman
Ramachandran**
Director
DIN : 02032853

Date : April 15, 2023

RB Media Holdings Private Limited
Statement of Changes in Equity for the year ended 31st March, 2023

A. Equity Share Capital

Rupees in thousand

Current reporting period			Previous reporting period		
Balance at the beginning of the reporting period i.e. 1st April 2022	Changes in equity share capital during the year 2022-23	Balance at the end of the reporting period i.e.31st March, 2023	Balance at the beginning of the reporting period i.e.1st April, 2021	Changes in equity share capital during the year 2021-22	Balance at the end of the reporting period i.e. 31st March, 2022
100	1,300	1,400	100	-	100

B. Other Equity

Rupees in thousand

Particulars	Instrument classified as Equity (Refer note. 8)	Reserves and Surplus	Total
		Retained Earnings	

Current reporting period as at 31st March, 2023

Balance at the beginning of the reporting period i.e. 1st April, 2022	38,70,620	(37,045)	38,33,575
Total Comprehensive Income for the year	-	2,081	2,081
Balance at the end of the reporting period i.e. 31st March, 2023	38,70,620	(34,964)	38,35,656

Previous reporting period as at 31st March, 2022

Balance at the beginning of the reporting period i.e. 1st April, 2021	38,70,620	(36,809)	38,33,811
Total Comprehensive Income for the year	-	(236)	(236)
Balance at the end of the reporting period i.e. 31st March, 2022	38,70,620	(37,045)	38,33,575

As per our Report of even date

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration No. 107720W/W100355

Vijay Napawaliya
Partner
Membership No. 109859

Date : April 15, 2023

For and on behalf of the Board of Directors

L V Merchant	Venkataraman
Director	Director
DIN : 00007722	DIN : 02032853

RB Media Holdings Private Limited
Cash Flow Statement for the year ended 31st March, 2023

Rupees in thousand

	2022-23	2021-22
A: CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax as per Statement of Profit and Loss	2,725	(236)
Adjusted for:		
Realised gain on sale of investments	-	(6)
Unrealised gain on investments	(368)	(76)
Operating loss before working capital changes	2,357	(318)
Adjusted for:		
Trade and Other Payables	2	(2)
Trade and Other Receivables	89	(88)
Cash used in operations	2,448	(408)
Taxes paid (Net)	3,341	(1)
Net cash flow from / (used in) operating activities	5,789	(409)
B: CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of investments	(6,730)	-
Sale of investment	-	415
Net cash flow from (used in) investing activities	(6,730)	415
C: CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity share capital	1,300	-
Net cash flow from in financing activities	1,300	-
Net Increase / (Decrease) in Cash and Cash equivalents	359	6
Opening Balance of Cash and Cash equivalents	41	35
Closing Balance of Cash and Cash equivalents	400	41

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No. 107720W/W100355

Vijay Napawaliya

Partner

Membership No. 109859

Date : April 15, 2023

For and on behalf of the Board of Directors

L V Merchant

Director

DIN : 00007722

Venkataraman

Ramachandran

Director

DIN : 02032853

RB Media Holdings Private Limited

Notes To Financial Statements For The Year Ended 31st March, 2023

A CORPORATE INFORMATION

RB Media Holdings Private Limited ("the Company") is a private limited company incorporated in India on 14th September, 2010, having its registered office at 13th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai - 400021 Maharashtra, India. The Company is engaged in the business of trading and has also made investments.

B SIGNIFICANT ACCOUNTING POLICIES

B.1 BASIS OF PREPARATION AND PRESENTATION

The financial statements have been prepared on the historical cost basis except for certain financial assets which have been measured at fair value amount.

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, (as amended from time to time) and Presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time.

Company's financial statements are presented in Indian Rupees, which is also its functional currency and all values are rounded to the nearest thousand (INR 000), except when otherwise indicated.

B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase and other costs incurred in bringing them to their respective present location and condition.

Cost of trading and other products are determined on weighted average basis.

(b) Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

(c) Contingencies

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements.

(d) Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in statement of profit or loss, except to the extent that it relates to items recognised in the comprehensive income.

i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

RB Media Holdings Private Limited

Notes To Financial Statements For The Year Ended 31st March, 2023

(e) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.

Revenue from contracts with customers includes sale of goods and services. Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, net off returns and allowances, trade discounts and volume rebates and excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and the receivable is recognized when it becomes unconditional.

In case of discounts, rebates, credits, price incentives or similar terms, consideration are determined based on its most likely amount, which is assessed at each reporting period.

Interest income

Interest Income from a Financial Assets is recognised using effective interest rate method.

Dividend income

Dividend Income is recognised when the Company's right to receive the amount has been established.

(f) Financial instruments

(I) Financial Assets

Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are recognised using trade date accounting.

Subsequent measurement:

i) Financial assets measured at amortised cost (AC)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

iv) Investment in subsidiaries, associates and joint ventures:

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

RB Media Holdings Private Limited

Notes To Financial Statements For The Year Ended 31st March, 2023

v) Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model to the following:

- a) Financial assets at amortised cost
- b) Financial assets measured at fair value through Other Comprehensive income

The Company follows 'simplified approach' for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses historical loss experience to determine the impairment loss allowance on the portfolio of trade receivables. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

(II) Financial liabilities

Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans and borrowings and payables, net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(g) Earnings per share

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

C Critical accounting judgements and key sources of estimation uncertainty:

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

i) Recoverability of trade receivables:

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

ii) Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

RB Media Holdings Private Limited

Notes To Financial Statements For The Year Ended 31st March, 2023

iii) Impairment of financial and non-financial assets:

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

In case of non-financial assets company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use.

iv) Recognition of Deferred tax assets and liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

v) Fair value measurement

For estimates relating to fair value of financial instruments refer note 19 of financial statements

D. STANDARDS ISSUED BUT NOT EFFECTIVE

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to company from April 1, 2023.

- i) Ind AS 101 – First-time Adoption of Indian Accounting Standards
- ii) Ind AS 102 – Share-based Payment
- iii) Ind AS 103 – Business Combinations
- iv) Ind AS 107 – Financial Instruments Disclosures
- v) Ind AS 109 – Financial Instruments
- vi) Ind AS 115 – Revenue from Contracts with Customers
- vii) Ind AS 1 – Presentation of Financial Statements
- viii) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- ix) Ind AS 12 – Income Taxes
- x) Ind AS 34 - Interim Financial Reporting

Application of above standards are not expected to have any significant impact on the company's financial statements.

RB Media Holdings Private Limited
Notes To Financial Statements For The Year Ended 31st March, 2023

Rupees in thousand

1 Non-current Investments	As at 31st March, 2023		As at 31st March, 2022	
	Units	Amount	Units	Amount
Investments classification at cost				
In Equity shares - Quoted, fully paid up				
Network18 Media & Investments Limited of ₹ 5 each	12,75,28,586	36,18,906	12,75,28,586	36,18,906
TV18 Broadcast Limited of ₹ 2 each	1,04,20,173	2,08,406	1,04,20,173	2,08,406
Total		38,27,312		38,27,312
Aggregate amount of quoted investments		38,27,312		38,27,312
Market Value of quoted investments		72,18,006		1,16,30,673
Aggregate provision for impairment in value of Investments		-		-
1.1 Category-wise Non-current Investments				
Financial assets measured at cost		38,27,312		38,27,312
Total		38,27,312		38,27,312

Rupees in thousand

2 Other non-current assets (Unsecured and considered good)	As at 31st March, 2023		As at 31st March, 2022	
Advance payment of taxes (net of provision)		1		3,986
Other advances		3		3
Total		4		3,989

Rupees in thousand

3 Current Investments	As at 31st March, 2023		As at 31st March, 2022	
	Units	Amount	Units	Amount
Investments classification at Fair value through Profit and Loss (FVTPL)				
In Mutual Fund-Unquoted				
ICICI Prudential Liquid - Direct plan growth	7,240.611	2,412	7,240.611	2,283
Aditya Birla Sun Life Nifty SDL plus PSU Bond Sep 2026 60:40 Index Fund - Direct Growth	6,64,443.246	6,969	-	-
Total		9,381		2,283
Aggregate amount of unquoted investments		9,381		2,283
Market Value of unquoted investments		9,381		2,283
3.1 Category-wise current investments				
Financial assets measured at Fair value through Profit and Loss (FVTPL)		9,381		2,283

RB Media Holdings Private Limited
Notes To Financial Statements For The Year Ended 31st March, 2023

Rupees in thousand

4 Cash and Cash equivalents	As at 31st March, 2023	As at 31st March, 2022
Balance with Banks -in current accounts	400	41
Total	400	41

Rupees in thousand

5 Other Current Assets (Unsecured and considered good)	As at 31st March, 2023	As at 31st March, 2022
Prepaid expenses	-	89
	-	89

Rupees in thousand

6 Taxation	Year ended As at 31st March, 2023	Year ended As at 31st March, 2022
Income tax recognised in Statement of Profit and Loss		
Current year tax		
Current tax (Previous year Rs 400/-)	630	0
Taxes for earlier years	14	-
	644	0
Deferred tax	-	-
Total income tax expenses recognised in the current year	644	0

The income tax expenses for the year can be reconciled to the accounting profit as follows:

Profit / (Loss) before tax	2,725	(236)
Applicable Tax Rate	25.17%	25.17%
Computed Tax Expense	686	(59)
Tax Effect of :		
Income not taxable	(93)	-
Expenses disallowed	37	59
Adjustment recognised in the current year in relation to tax for prior year	14	0
Current Tax Provision (A) (Rs. 400/-)	644	0
Incremental Deferred Tax Liability on account of PPE	-	-
Incremental Deferred Tax Asset on account of Financial Assets & Other items	-	-
Deferred Tax Provision (B)	-	-
Tax Expenses recognised in Statement of Profit and Loss (A+B)	644	0

RB Media Holdings Private Limited
Notes To Financial Statements For The Year Ended 31st March, 2023

Rupees in thousand

7 Equity Share capital	As at 31st March, 2023		As at 31st March, 2022	
	Units	Amount	Units	Amount
Authorized Share Capital				
Equity Shares of ₹ 10 each	20,00,000	20,000	20,00,000	20,000
		20,000		20,000
Issued, subscribed and paid up capital				
Equity Shares of ₹ 10 each fully paid up	1,40,000	1,400	10,000	100
Total		1,400		100

Rights, Preferences and Restrictions attached to shares

The Company has only one class of equity shares having face value of ₹ 10 each share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and right issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities, in proportion of their shareholding.

a) **Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year:**

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Equity (nos.)		Equity (nos.)	
Equity Shares at the beginning of the year		10,000		10,000
Add : Shares issued during the year		1,30,000		-
Equity Shares at the end of the year		1,40,000		10,000

b) **Shareholding of Promoter**

As at 31st March, 2023			
Promoter name	No of shares	% of total shares	% change during the year
Sanchar Content Private Limited * (On behalf of Independent Media Trust)	1,40,000	100.00	NIL
As at 31st March, 2022			
Promoter name	No of shares	% of total shares	% change during the year
Sanchar Content Private Limited * (On behalf of Independent Media Trust)	10,000	100.00	NIL

c) **Details of shareholders holding more than 5% shares of the Company:**

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	% held	No. of Shares	% held	No. of Shares
Sanchar Content Private Limited * (On behalf of Independent Media Trust)	100.00%	1,40,000	100.00%	10,000
Total	100.00%	1,40,000	100.00%	10,000

* Includes shares held by nominees of Sanchar Content Private Limited

As per the records of the Company, including the register of shareholder / member and other declaration, if any, received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares

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

RB Media Holdings Private Limited**Notes To Financial Statements For The Year Ended 31st March, 2023**

8 Other Equity	As at 31st March, 2023		Rupees in thousand As at 31st March, 2022	
	Amount	Amount	Amount	Amount
Instrument classified as Equity				
a) Zero Coupon Optionally Fully Convertible ⁽¹⁾ Debentures		37,85,895		37,85,895
b) Zero Coupon Compulsory Convertible ⁽²⁾ Debentures		84,725		84,725
Retained Earnings				
Opening balance	(37,045)		(36,809)	
Add: Total Comprehensive Income for the year	2,081		(236)	
Closing balance		(34,964)		(37,045)
Total		38,35,656		38,33,575

- 1 Zero coupon optionally fully convertible debentures (ZOFCD) Units 3,78,58,954 (Previous year Units 3,78,58,954)
Conversion at any time after 2 years from the date of allotment i.e. 30.10.2012 at the option of the Company (Issuer). Each ZOFCD is convertible into 10 Equity shares of the Company. These ZOFCDs are held by Sanchar Content Private Limited (On behalf of Independent Media Trust).

Reconciliation of debentures outstanding at the beginning and at the end of the year

	As at 31st March, 2023	As at 31st March, 2022
	No of ZOFCD	No of ZOFCD
ZOFCD at the beginning of the year	3,78,58,954	3,78,58,954
Add : ZOFCD issued during the year	-	-
ZOFCD at the end of the year	3,78,58,954	3,78,58,954

- 2 Zero coupon compulsory convertible debentures (ZCCCD) Units 8,47,250 (Previous year Units 8,47,250)
Conversion at the option of the Company (Issuer) not later than April 30, 2024. Each ZCCCD is convertible into 10 Equity shares of the Company. These ZCCCDs allotted on 23.03.2016 are held by Sanchar Content Private Limited (On behalf of Independent Media Trust).

Reconciliation of debentures outstanding at the beginning and at the end of the year

	As at 31st March, 2023	As at 31st March, 2022
	No of ZCCCD	No of ZCCCD
ZCCCD at the beginning of the year	8,47,250	8,47,250
Add : ZCCCD issued during the year	-	-
ZCCCD at the end of the year	8,47,250	8,47,250

9 Other Current Liabilities	As at 31st March, 2023		Rupees in thousand As at 31st March, 2022	
	Amount	Amount	Amount	Amount
Other payables *		41		39
Total		41		39

* provisions for revenue expenditure and statutory dues

RB Media Holdings Private Limited
Notes To Financial Statements For The Year Ended 31st March, 2023

Rupees in thousand

10 Revenue from operations	2022-23	2021-22
Sale of traded goods	363	365
Total	363	365

Rupees in thousand

11 Other Income	2022-23	2021-22
Realised gain on sale of investments	-	6
Unrealised gain on investments	368	76
Interest on IT refund	2,503	-
Total	2,871	82

Rupees in thousand

12 Purchase of Stock-in-Trade	2022-23	2021-22
Cost of goods sold	362	363
Total	362	363

Rupees in thousand

13 Other expenses	2022-23	2021-22
Demat / Annual Custody Charges	89	277
Legal and professional expenses	-	2
Payment to Auditor (Refer details below)	41	39
Other Establishment Expenses	17	2
Total	147	320
Payment to Auditor as:		
Statutory Audit Fees	41	39
Total	41	39

RB Media Holdings Private Limited
Notes To Financial Statements For The Year Ended 31st March, 2023

14 Earnings per share (EPS)	2022-23	2021-22
Net Profit / (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rupees in thousand)	2,081	(236)
Weighted Average number of Equity Shares used as denominator for calculating basic EPS	1,12,219	10,000
Effect of dilution:		
Weighted average number of equity shares upon conversion		
Zero Coupon Optionally Fully Convertible Ddebtures	37,85,89,538	37,85,89,538
Zero Coupon Compulsory Convertible Debentures	84,72,500	84,72,500
Weighted Average number of Equity Shares used as denominator for calculating diluted EPS	38,71,74,257	38,70,72,038
Basic Earnings per Share (Rupees)	18.55	(23.64)
Diluted Earnings per Share (Rupees)	0.01	(23.64)
Face value per Equity Share (Rupees)	10	10

15 The figures for the corresponding previous year have been regrouped / reclassified wherever necessary, to make them comparable.

RB Media Holdings Private Limited
Notes To Financial Statements For The Year Ended 31st March, 2023

16 Related Parties Disclosures

(i) As per Ind AS 24, the disclosures of transactions with the related parties are given below:

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Name of Related Party	Relationship
Independent Media Trust	Enterprise exercising control
Reliance Industries Limited Reliance Industrial Investments and Holdings Limited	Beneficiary / Protector of Independent Media Trust
Reliance Retail Limited	Fellow Subsidiary Company

(ii) Transactions during the year with related parties:

Particulars	<i>Rupees in thousand</i>		
	Enterprise exercising control	Fellow Subsidiary company	Total
Equity Share Capital issued/ application money			
Independent Media Trust	1,300	-	1,300
	-	-	-
<u>Purchase of Stock-in-Trade</u>			
Reliance Retail Limited	-	-	-
	-	363	363
Balances as on 31st March, 2023	-	-	-
	-	-	-

Note : Figures in italic represents figures for previous years

RB Media Holdings Private Limited**Notes To Financial Statements For The Year Ended 31st March, 2023****17 Segment Information**

The Company has identified two reportable segments viz. Finance & Investments and Trading. Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment.

Segment assets and segment liabilities represent assets and liabilities in respective segments.

i) Primary Segment Information :

Rupees in thousand

Sr No	Particulars	Finance & Investments		Trading		Total	
		2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
1	Segment Revenue						
	Turnover	2,871	82	363	365	3,234	447
2	Segment results before Interest and Taxes	2,783	(195)	(57)	(41)	2,725	(236)
	Less: Interest expense	-	-	-	-	-	-
	Add : Interest Income	-	-	-	-	-	-
	Profit before tax	2,783	(195)	(57)	(41)	2,725	(236)
	Current Tax (Previous year Rs. 400/-)	-	-	630	0	630	0
	Taxes for earlier years	-	-	14	-	14	0
	Net profit after tax	2,783	(195)	(701)	(41)	2,081	(236)
3	Other Information						
	Segment Assets	38,36,696	38,29,686	401	4,028	38,37,097	38,33,714
	Segment Liabilities	-	-	41	39	41	39
	Capital Expenditure	-	-	-	-	-	-
	Depreciation	-	-	-	-	-	-

ii) Since all the operations of the Company are conducted within India, as such there is no separate reportable geographical segment.

18 Capital Management

The Company manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders. The company manages its capital structure and make adjustment in light of changes in business condition. The overall strategy remains unchanged as compare to last year.

RB Media Holdings Private Limited**Notes To Financial Statements For The Year Ended 31st March, 2023****19 Financial Instruments****Valuation**

All financial instruments are initially recognized and subsequently re-measured at fair value as described below :

Fair Valuation Measurement hierarchy*Rupees in thousand*

Particulars	As at 31st March, 2023			As at 31st March, 2022		
	Carrying Amount	Level of input used in		Carrying Amount	Level of input used in	
		Level 1	Level 2		Level 1	Level 2
Financial Assets						
At Amortised Cost						
Investments *	-	-	-	-	-	-
Cash and Bank balance	400	-	-	41	-	-
At FVTPL						
Investments	9,381	-	9,381	2,283	-	2,283
At FVTOCI	-	-	-	-	-	-
Financial Liabilities						
At Amortised Cost						
Trade Payables	-	-	-	-	-	-
At FVTPL	-	-	-	-	-	-
At FVTOCI	-	-	-	-	-	-

* Excludes financial assets measured at Cost (Refer note 1.1)

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below

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

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due causing financial loss to the company.

It arises from cash and cash equivalents, financial instruments and from credit exposures relating to outstanding receivables.

The Company has a prudent and conservative process for managing its credit risk arising in the course of its business activities..

Liquidity risk

Liquidity risk is the risk that suitable sources of funding for the company's business activities may not be available. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. Company manages liquidity risk by maintaining adequate reserves and matching maturity profiles of financial assets and financial liabilities.

RB Media Holdings Private Limited
Notes To Financial Statements For The Year Ended 31st March, 2023

20 Ratio Analysis

Sr	Particulars	FY 2022-23	FY 2021-22
1	Current Ratio *	236.84	61.95
2	Debt Equity Ratio	NIL	NIL
3	Debt Service Coverage Ratio	NIL	NIL
4	Return on Equity Ratio **	-5.90%	0.64%
5	Inventory Turnover Ratio	NIL	NIL
6	Trade Receivables Turnover Ratio	NIL	NIL
7	Trade Payables Turnover Ratio ***	NIL	257.52
8	Net Capital Turnover Ratio ****	0.04	0.15
9	Net Profit Ratio *****	573.51%	-64.73%
10	Return on Capital Employed **	-0.02%	-0.01%
11	Return on Investments *****	47.44%	3.31%

* Increase in current assets compared to previous year

** Increase in capital during the year

*** NIL trade payable in current year compared to previous year

**** Increase in working capital (current assets - current liabilities) compared to previous year

***** Profit during the year compared to loss in previous year

***** Increase in other Income during the year as compared to income in previous year

20.1 Formulae for computation of ratios are as follows

Sr	Particulars	Formula
1	Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
2	Debt Equity Ratio	$\frac{\text{Total Debt}}{\text{Total Equity}}$
3	Debt Service Coverage Ratio	$\frac{\text{Earnings before Interest, Tax and Exceptional Items}}{\text{Interest Expense + Principal Repayments made during the period for long term loans}}$
4	Return on Equity Ratio	$\frac{\text{Profit After Tax}}{\text{Average Net Worth}}$
5	Inventory Turnover Ratio	$\frac{\text{Cost of Goods Sold (Cost of material consumed + Purchase + Changes in inventory + Manufacturing expenses)}}{\text{Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade}}$
6	Trade Receivables Turnover Ratio	$\frac{\text{Value of Sales \& Services}}{\text{Average Trade Receivables}}$
7	Trade Payables Turnover Ratio	$\frac{\text{Cost of Materials Consumed (after adjustment of RM Inventory) + Purchases of Stock-in-Trade + Other Expenses}}{\text{Average Trade Payables}}$
8	Net Capital Turnover Ratio	$\frac{\text{Value of Sales \& Services}}{\text{Working Capital (Current Assets - Current Liabilities)}}$
9	Net Profit Ratio	$\frac{\text{Profit After Tax}}{\text{Value of Sales \& Services}}$
10	Return on Capital Employed	$\frac{\text{Net Profit After Tax + Deferred Tax Expense/(Income) + Finance Cost (-) Other Income}}{\text{Average Capital Employed \#}}$
11	Return on Investments	$\frac{\text{Other Income (Excluding Dividend)}}{\text{Average Cash, Cash Equivalents \& Other Marketable Securities}}$

Capital employed includes Equity, Borrowings, Deferred Tax Liabilities, Creditor for Capital Expenditure and reduced by Investments Cash and Cash Equivalents, Capital Work-in-Progress and Intangible Assets under Development.

RB Media Holdings Private Limited**Notes To Financial Statements For The Year Ended 31st March, 2023****21 Other Statutory Information**

- (i) As per section 248 of the Companies Act, 2013, there are no balances outstanding with struck off companies.
- (ii) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iv) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

22 Approval of Financial Statements

The Financial Statements were approved for issue by the Board of Directors on April 15, 2023.

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No. 107720W/W100355

Vijay Napawaliya

Partner

Membership No. 109859

For and on behalf of the Board of Directors**L V Merchant**

Director

DIN : 00007722

Venkataraman

Ramachandran

Director

DIN : 02032853

Date : April 15, 2023