

**Reliance Content Distribution Limited**  
**Financial Statements**  
**2022-2023**

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members of RELIANCE CONTENT DISTRIBUTION LIMITED**

#### **Report on the Audit of the Financial Statements**

##### **Opinion**

We have audited the accompanying Financial Statements of **RELIANCE CONTENT DISTRIBUTION LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and 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 Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss including Other Comprehensive Income, its Cash Flows and the Statement of Changes in Equity for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SA") 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 made 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.

##### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board 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 during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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 the Management for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these Financial Statements that give a true and fair view of the Financial Position, Financial Performance including other comprehensive income, cash flows and the statement of changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements 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 fair 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 skepticism 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 Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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. 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 appears from our examination of those books;
  - c) The Balance Sheet, 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;
- e) On the basis of written representations received from the directors 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 over financial reporting of the Company with reference to these Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting with reference to these Financial Statements;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact on its financial position;
  - 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 its knowledge and belief, other than as disclosed in the notes to the accounts 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 persons or entities, including foreign entities ("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 its knowledge and belief, other than as disclosed in the notes to the accounts no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("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 are 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) (g) (iv) (a) & (b) contain any material misstatement.

- v. The Company has not declared or paid any dividend during the year.
- vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For **Pathak H. D. & Associates LLP**

Chartered Accountants

Firm Registration no. 107783W/W100593

**Ashutosh Jethlia**

**Partner**

Membership No.: 136007

Place : Mumbai

Date : 12<sup>th</sup> April, 2023

UDIN : 23136007BGQITZ3065

**“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT ON THE FINANCIAL STATEMENTS OF RELIANCE CONTENT DISTRIBUTION LIMITED**

**(Referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date)**

- i) As the Company have no Property, Plant and Equipment and Intangible Assets during the year. Consequently, the requirement of clause (i) (a) to clause (i) (e) of paragraph 3 of the Order is not applicable to the Company.
- ii) (a) As the Company has no Inventories during the year, clause (ii) (a) of paragraph 3 of the Order is not applicable to the Company.  
  
(b) The Company has not availed any working capital limits from banks or financial institutions during the year on the basis of security of current assets. Consequently, the requirement of clause (ii) (b) of paragraph 3 of the Order is not applicable to the Company.
- iii) With respect to investments made in or any guarantee or security provided or any loans or advances in the nature of loans, secured or unsecured, granted during the year by the Company to companies, firms, Limited Liability Partnerships or any other parties:-
  - (a) Loan of Rs. 700 Crores has been granted to one Company during the year and balance outstanding at balance sheet date with respect to such loan is Nil.
  - (b) In our opinion and according to information and explanations given us and on the basis of our audit procedures, the Company has not made any investment and not provided any guarantees or given security and has not granted any advances in the nature of loans during the year. The terms and conditions of loan made by the Company during the year are not prejudicial to the Company’s interest.
  - (c) According to the books of accounts and records examined by us in respect of the loans, where the schedule of repayment of principal and payment of interest has been stipulated, the repayments or receipts are regular.
  - (d) In respect of the said loans and interest thereon, there are no overdue amounts.
  - (e) The Company has not renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties. Consequently, the requirement of clause (iii) (e) of paragraph 3 of the Order is not applicable to the Company.
  - (f) In our opinion and according to information and explanation given and records examined by us, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment.

- iv) The Company has not directly or indirectly advanced loan to the person or given guarantees or securities in connection with the loan taken by persons covered under Section 185 of the Act. The Company has complied with the provisions of the Section 186 of the Act, in respect of investments made.
- v) According to the information and explanations given to us, the Company has not accepted any deposits and there are no amounts which are deemed to be deposit, within the meaning of provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi) To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of the activities undertaken by the Company.
- vii) In respect of Statutory dues :
  - a) According to the records of the Company, undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable to it have been regularly deposited with appropriate authorities. According to the information and explanations given to us, 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 dues of goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable to it, which have not been deposited as on March 31, 2023 on account of any dispute.
- viii) According to the information and explanations given to us, there are no transactions which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961(43 of 1961). Consequently, the requirement of clause (viii) of paragraph 3 of the Order is not applicable to the Company.
- ix) (a) According to the information and explanations given to us, the Company has not defaulted in the repayment of dues to debenture holders of the Company.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanations given to us, the Company has not raised money by way of term loan.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Financial Statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) In our opinion, and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.



(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary.

x) (a) The Company has not raised money by way of Initial Public offer or Further Public offer (including debt instruments).

(b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

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) In our opinion and according to the information and explanations given to us and as represented to us by the Management, there are no reports under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(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 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) (a) In our opinion and according to the information and explanations given to us, Section 177 of the Act is not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, Company is in compliance with the Section 188 of the Companies Act, 2013 and requisite details have been disclosed in the financial statements.

xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the company issued till date, for the period under audit.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the directors or persons connected with him and covered under Section 192 of the Act. Hence, clause (xv) of the paragraph 3 of the Order is not applicable to the Company.

xvi) (a) To the best of our knowledge and as explained, 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 provided 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) 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 reporting under clause (xvi)(d) of the Order is not applicable.

xvii) The Company has incurred cash loss of Rs. 2.25 Lakhs during the financial year covered by the audit and Rs. 2.54 Lakhs in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.

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 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) In our opinion and according to the information and explanations given to us, there are no unspent amounts in compliance with provisions of Section 135 of the Act; hence this clause is not applicable to the Company.

**For Pathak H. D. & Associates LLP**

Chartered Accountants

Firm Registration no. 107783W/W100593

**Ashutosh Jethlia**

**Partner**

Membership No.: 136007

Place : Mumbai

Date : 12<sup>th</sup> April, 2023

UDIN : 23136007BGQITZ3065

## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENTS OF RELIANCE CONTENT DISTRIBUTION LIMITED**

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **RELIANCE CONTENT DISTRIBUTION 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 over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

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

## Meaning of Internal Financial Controls Over Financial Reporting With Reference To These Financial Statements

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

## Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference To These Financial Statements

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

## Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Financial Statements and such internal financial controls over financial reporting with reference to these Financial Statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Pathak H. D. & Associates LLP**

Chartered Accountants

Firm Registration no. 107783W/W100593

**Ashutosh Jethlia**

**Partner**

Membership No.: 136007

Place : Mumbai

Date : 12<sup>th</sup> April, 2023

UDIN : 23136007BGQITZ3065

**Reliance Content Distribution Limited**  
**Balance Sheet as at 31st March, 2023**

		As at 31st March, 2023	(₹ in Lakhs) As at 31st March, 2022
	Notes		
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Financial Assets			
Investments	1	5,82,092.27	5,90,700.27
<b>Total Non-Current Assets</b>		<b>5,82,092.27</b>	<b>5,90,700.27</b>
<b>CURRENT ASSETS</b>			
Financial Assets			
Cash and Cash Equivalents	2	104.96	100.83
Other Financial Assets	3	0.47	0.34
Other Current Assets	4	11.99	0.60
<b>Total Current Assets</b>		<b>117.42</b>	<b>101.77</b>
<b>Total Assets</b>		<b>5,82,209.69</b>	<b>5,90,802.04</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	5	5.00	5.00
Other Equity	6	5,82,204.09	5,90,796.33
<b>Total Equity</b>		<b>5,82,209.09</b>	<b>5,90,801.33</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Financial Liabilities			
Trade Payables Due to:	7		
Micro and Small Enterprise		-	-
Other than Micro and Small Enterprise		0.54	0.45
Other Current Liabilities	8	0.06	0.26
<b>Total Current Liabilities</b>		<b>0.60</b>	<b>0.71</b>
<b>Total Liabilities</b>		<b>0.60</b>	<b>0.71</b>
<b>Total Equity and Liabilities</b>		<b>5,82,209.69</b>	<b>5,90,802.04</b>

Significant Accounting Policies

See accompanying Notes to the Financial Statements 1 to 24

As per our Report of even date

For and on behalf of the Board

**For Pathak H D & Associates LLP**

Chartered Accountants

Firm Registration No.: 107783W/W100593

**Atul Shantikumar Dayal**

Director

DIN: 00005021

**Savithri Parekh**

Director

DIN: 00274934

**Ashutosh Jethlia**

Partner

Membership No. :136007

**Rahul Joshi**

Director

DIN: 07389787

**Nikhil Chakrapani**

Chief Financial Officer

**Vijay Kumar Sharma**

Company Secretary

Date : April 12,2023

## Reliance Content Distribution Limited

## Statement of Profit and Loss for the year ended 31st March, 2023

	Notes	2022-23	(₹ in Lakhs) 2021-22
<b>INCOME</b>			
Value of Sales		40.95	-
Less: GST Recovered			
<b>Revenue from Operations</b>		<b>40.95</b>	<b>-</b>
Other Income	9	33.93	4.91
<b>Total Income</b>		<b>74.88</b>	<b>4.91</b>
<b>EXPENSES</b>			
Purchase of Stock-in-Trade		40.91	-
Finance Cost	10	28.77	-
Other Expenses	11	7.44	7.54
<b>Total Expenses</b>		<b>77.12</b>	<b>7.54</b>
Profit / (Loss) Before Tax		<b>(2.24)</b>	<b>(2.63)</b>
<b>TAX EXPENSES</b>			
Current Tax		-	-
Taxes Earlier Year		-	(0.09)
<b>Profit / (Loss) for the year</b>		<b>(2.24)</b>	<b>(2.54)</b>
<b>Other Comprehensive Income</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the year</b>		<b>(2.24)</b>	<b>(2.54)</b>
<b>Earnings per equity share of face value of ₹ 10 each</b>			
Basic (in ₹)	12	(4.48)	(5.09)
Diluted (in ₹)	12	(4.48)	(5.09)

Significant Accounting Policies  
See accompanying Notes to the Financial Statements 1 to 24

As per our Report of even date

For and on behalf of the Board

**For Pathak H D & Associates LLP**

Chartered Accountants  
Firm Registration No.: 107783W/W100593

**Atul Shantikumar Dayal**

Director  
DIN: 00005021

**Savithri Parekh**

Director  
DIN: 00274934

**Ashutosh Jethlia**

Partner  
Membership No. :136007

**Rahul Joshi**

Director  
DIN: 07389787

**Nikhil Chakrapani**

Chief Financial Office

**Vijay Kumar Sharma**

Company Secretary

Date : April 12,2023

Reliance Content Distribution Limited  
Statement of changes in Equity for the year ended 31st March, 2023

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Balance as at 1st April, 2021	Change during the year 2021-22	Balance as at 31st March, 2022	Change during the year 2022-23	Balance as at 31st March, 2023
5.00	-	5.00	-	5.00

B. OTHER EQUITY

(₹ in Lakhs)

	Instruments classified as Equity	Reserves and Surplus	Total
		Retained Earnings	
<b>As at 31st March, 2022</b>			
Balance at beginning of reporting period	6,38,161.27	(312.40)	6,37,848.87
Zero Coupon Unsecured Optionally fully Convertible Debe	(47,050.00)	-	(47,050.00)
Total comprehensive income for the year	-	(2.54)	(2.54)
Balance at the end of the reporting period	<b>5,91,111.27</b>	<b>(314.94)</b>	<b>5,90,796.33</b>
<b>As at 31st March, 2023</b>			
Balance at beginning of reporting period	5,91,111.27	(314.94)	5,90,796.33
Zero Coupon Unsecured Optionally fully Convertible Debe	(8,590.00)	-	(8,590.00)
Total comprehensive income for the year	-	(2.24)	(2.24)
Balance at the end of the reporting period	<b>5,82,521.27</b>	<b>(317.18)</b>	<b>5,82,204.09</b>

As per our Report of even date

For and on behalf of the Board

**For Pathak H D & Associates LLP**

Chartered Accountants

Firm Registration No.: 107783W/W100593

**Atul Shantikumar Dayal**

Director

DIN: 00005021

**Savithri Parekh**

Director

DIN: 00274934

**Ashutosh Jethlia**

Partner

Membership No. :136007

**Rahul Joshi**

Director

DIN: 07389787

**Nikhil Chakrapani**

Chief Financial Office

**Vijay Kumar Sharma**

Company Secretary

Date : April 12,2023

Reliance Content Distribution Limited  
Cash Flow Statement for the year ended 31st March, 2023

	(₹ in Lakhs)	
Particulars	2022-23	2021-22
<b>A. Cash Flow from Operating Activities</b>		
Net Profit/ (Loss) Before Tax as per Statement of Profit and Loss	(2.24)	(2.63)
<b>Adjusted for :</b>		
Interest Income	(33.91)	(4.91)
Interest Paid	28.77	
<b>Operating (Loss) before Working Capital Changes</b>	<b>(7.38)</b>	<b>(7.54)</b>
<b>Adjusted for :</b>		
Trade and Other Receivables	3.72	0.95
Trade and Other Payables	(0.10)	0.30
<b>Cash Generated used in Operations</b>	<b>(3.76)</b>	<b>(6.29)</b>
Taxes paid(Net)	(11.39)	(0.60)
<b>Net Cash flow used in Operating Activities</b>	<b>(15.15)</b>	<b>(6.89)</b>
<b>B. Cash Flow from Investing Activities</b>		
Interest Income	30.05	4.07
Proceed from sale of Investment in Subsidiary	8,601.00	
Refund from Corpus of Trust( Net)	7.00	47,050.00
<b>Net Cash flow from Investing Activities</b>	<b>8,638.05</b>	<b>47,054.07</b>
<b>C. Cash Flow from Financing Activities</b>		
Interest Paid	(28.77)	
Proceeds / (redemption) of		
Zero Coupon Unsecured Optionally Fully Convertible Debentures	-	46,000.00
Zero Coupon Unsecured Optionally Fully Convertible Debentures	(8,590.00)	(93,050.00)
<b>Net Cash flow used in Financing Activities</b>	<b>(8,618.77)</b>	<b>(47,050.00)</b>
<b>Net (Decrease) / Increase in Cash and Cash Equivalents</b>	<b>4.13</b>	<b>(2.82)</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>100.83</b>	<b>103.65</b>
<b>Closing Balance of Cash and Cash Equivalents(Refer Note 2)</b>	<b>104.96</b>	<b>100.83</b>

As per our Report of even date

For and on behalf of the Board

**For Pathak H D & Associates LLP**

Chartered Accountants

Firm Registration No.: 107783W/W100593

**Ashutosh Jethlia**

Partner

Membership No. :136007

**Atul Shantikumar Dayal**

Director

DIN: 00005021

**Savithri Parekh**

Director

DIN: 00274934

**Rahul Joshi**

Director

DIN: 07389787

**Nikhil Chakrapani**

Chief Financial Officer

**Vijay Kumar Sharma**

Company Secretary

Date : April 12,2023



**Reliance Content Distribution Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2023**

**A. CORPORATE INFORMATION**

Reliance Content Distribution Limited [‘the Company’] is an unlisted entity incorporated in India. The registered office of the Company is located at 9th Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021. The Company is mainly engaged in the business of trading in goods and investment in ventures relating to the business of broadcasting, telecasting, next generation digital content distribution.

**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 assets and liabilities 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 Accounting Standards 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.

The Company’s financial statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest lakhs (₹`00,000), except when otherwise indicated

**B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**(a) Current and Non-Current Classification**

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is –

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**(b) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) 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.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**(c) Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In this case, the tax is also recognised in other comprehensive income and equity.

**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 at the Balance sheet date.

**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.

**Reliance Content Distribution Limited****Notes to the Financial Statements for the year ended 31st March, 2023****(d) Foreign currencies transactions and translation**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

**(e) Revenue recognition**

Revenue from contracts with customers is recognized when control of the services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those services. The Company is generally the principal as it typically controls the services before transferring them to the customer.

Revenue from rendering of services is recognized over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct services to a customer as specified in the contract, 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 a receivable is recognised when it becomes unconditional. Generally, the credit period varies between 0-60 days from the shipment or delivery of services. Consideration are determined based on its most likely amount.

The Company does not adjust short-term advances received from the customer for the effects of significant financing component if it is expected at the contract inception that the promised service will be transferred to the customer within a period of one year.

**Interest income**

Interest income from a financial asset is recognised using effective interest rate method.

**Dividends**

Revenue is recognised when the Company's right to receive the payment has been established.

**(f) Financial instruments****i) Financial Assets****A. Initial recognition and measurement**

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

**B. Subsequent measurement****a) Financial assets measured at amortised cost (AC)**

A financial asset is 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.

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

A financial asset is measured at FVTOCI 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.

**c) Financial assets measured at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

**C. Investment in Holding, Subsidiaries, Associates and Joint Ventures**

The Company has accounted for its investments in holding, fellow subsidiaries, associates and joint venture at cost at cost less impairment loss (if any).

**D. Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

**Reliance Content Distribution Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2023**

**E. Impairment of financial assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment assessment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. Further the company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

**ii) Financial liabilities**

**A. Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in Statement of Profit or Loss as finance cost.

**B. Subsequent measurement**

Financial liabilities are 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.

**iii) Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

**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 next financial years.

**(a) 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.

**(b) Impairment of financial assets:**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement 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.

**(c) Fair value measurement**

For estimates relating to fair value of financial instruments refer note 20 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.

Reliance Content Distribution Limited  
Notes to the Financial Statements for the year ended 31st March, 2023

		(₹ in Lakhs)	
1. INVESTMENTS - NON-CURRENT		As at	As at
		31st March, 2023	31st March, 2022
Investments measured at Cost	Units	Amount	Units
In Equity Shares of			Amount
<b>Unquoted, fully paid up</b>			
Reliance Jio Media Limited of ₹10 each	-	-	8,60,10,000
			8,601.00
<b>Other Investments</b>			
<b>In Corpus of Trust</b>			
Digital Media Distribution Trust (Refer Note 15)		5,82,092.27	5,82,099.27
<b>Total of Investments measured at Cost</b>		<b>5,82,092.27</b>	<b>5,90,700.27</b>
<b>Total Investments - Non-Current at Cost</b>		<b>5,82,092.27</b>	<b>5,90,700.27</b>

		(₹ in Lakhs)	
2. CASH AND CASH EQUIVALENTS		As at	As at
		31st March, 2023	31st March, 2022
Balance with bank		4.96	0.83
Fixed deposits with bank*		100.00	100.00
<b>Cash and Cash Equivalents as per Balance Sheet</b>		<b>104.96</b>	<b>100.83</b>
<b>Cash and Cash Equivalents as per Cash Flow Statement</b>		<b>104.96</b>	<b>100.83</b>

\*Fixed Deposits having maturity of more than 3 months are classified under Cash & Cash Equivalents. These deposits can be withdrawn by the Company at any point of time without prior notice or penalty on the principal.

		(₹ in Lakhs)	
3. OTHER FINANCIAL ASSETS		As at	As at
		31st March, 2023	31st March, 2022
Interest Accrued on Fixed Deposit		0.47	0.34
<b>Total</b>		<b>0.47</b>	<b>0.34</b>

		(₹ in Lakhs)	
4. OTHER CURRENT ASSETS (Unsecured and Considered Good)		As at	As at
		31st March, 2023	31st March, 2022
Advance Income Tax (Net of Provision)		11.99	0.60
<b>Total</b>		<b>11.99</b>	<b>0.60</b>
<b>Advance Income Tax (Net of Provision)</b>			
At start of the year		0.60	(0.09)
Charge for the year		-	0.09
Others		-	-
Tax paid/(refund received) during the year(Net)		11.39	0.60
<b>At end of year</b>	<b>Total</b>	<b>11.99</b>	<b>0.60</b>

**Reliance Content Distribution Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2023**

5. SHARE CAPITAL	(₹ in Lakhs)			
	As at 31st March, 2023		As at 31st March, 2022	
	Units	Amount	Units	Amount
<b>AUTHORISED CAPITAL</b>				
Equity Shares of ₹ 10 each	2,000,000,000	2,00,000.00	2,000,000,000	2,00,000.00
Preference Shares of ₹ 10 each	8,000,000,000	8,00,000.00	8,000,000,000	8,00,000.00
		<u>10,00,000.00</u>		<u>10,00,000.00</u>
<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b>				
Equity Shares of ₹ 10 each fully paid up	50,000	5.00	50,000	5.00
<b>Total</b>		<u>5.00</u>		<u>5.00</u>

**5.1 THE DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES:**

Name of the Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	% held	No. of Shares	% held
<b>Holding Company : Equity Shares</b>				
Reliance Industries Limited*	50,000	100.00	50,000	100.00

\*Includes one share each held by six nominees of Reliance Industries Limited (RIL), the Holding Company, jointly with it, the beneficial interest of which is with RIL.

**5.2 THE DETAILS OF SHAREHOLDING OF PROMOTER:**

**As at 31st March, 2023**

	No. of shares at the beginning of the year	change during the year	No. of shares at the end of the year	% of total shares	% change during the year
<b>Promoter name</b>					
Reliance Industries Limited	50,000	-	50,000	100	-

**As at 31st March, 2022**

	No. of shares at the beginning of the year	change during the year	No. of shares at the end of the year	% of total shares	% change during the year
<b>Promoter name</b>					
Reliance Industries Limited	50,000	-	50,000	100	-

**5.3 THE RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING IS SET OUT BELOW:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	50,000	50,000
Add : Equity Shares issued during the year	-	-
<b>Equity Shares at the end of the year</b>	<b>50,000</b>	<b>50,000</b>

**5.4 RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO SHARES:**

The company has only one class of equity shares having par value of ₹10 each and the holder of the equity share is entitled to one vote per share. The dividend proposed, if any, by board of directors is subject to approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company after distribution of all preferential amount, in proportion to the number of equity shares held.

Reliance Content Distribution Limited  
Notes to the Financial Statements for the year ended 31st March, 2023

6. OTHER EQUITY	As at		(₹ in Lakhs)	
	31st March, 2023		31st March, 2022	
<b>Instruments classified as Equity</b>				
<b>6% Non-Cumulative Optionally Convertible Preference Shares</b>				
As per last Balance Sheet	5,34,006.00		5,34,006.00	
Add: Issued during the year	-		-	
	<u>5,34,006.00</u>		<u>5,34,006.00</u>	
				5,34,006.00
<b>Zero Coupon Unsecured Optionally fully Convertible Debentures</b>				
As per last Balance Sheet	57,105.27		1,04,155.27	
Add: Issued / (Redeemed) during the year (Net)	<u>(8,590.00)</u>		<u>(47,050.00)</u>	
		48,515.27		57,105.27
<b>Reserves and Surplus</b>				
<b>Retained Earnings</b>				
As per last Balance Sheet	(314.94)		(312.40)	
Profit / (Loss) for the year	<u>(2.24)</u>		<u>(2.54)</u>	
		(317.18)		(314.94)
<b>Total</b>		<u><b>5,82,204.09</b></u>		<u><b>5,90,796.33</b></u>

**6.1** 534 00 60 000 Nos of 6% Non-Cumulative Optionally Convertible Preference Shares (OCPs) of ₹ 10/- each issued at face value to Reliance Industries Limited (Holding Company) allotted on 14.02.2019 and 08.03.2019, these Preference Shares are either redeemable at ₹10/- or converted in to one equity share of ₹10/- each at any time at the option of the Company ,but not later than twenty years from the date of allotment of OCPs.

**6.2** The Zero Coupon Unsecured Optionally Fully Convertible Debentures (OFCDs) of ₹ 10/- each issued to Reliance Industries Limited (Holding Company) shall be either redeemed at ₹ 10/- or converted into 1(one) Equity Share of ₹ 10/- each at any time at the option of the Company, but not later than 5 years from the date of allotment of the OFCDs. Ranking of Equity Shares arising out of conversion of the OFCDs will rank pari passu in all respect with the then outstanding Equity Shares of the Company on the date of such conversion ,except for dividend, which if declared, shall be paid on pro-rata basis from the date of allotment of such Equity Shares.

**6.3** In view of the loss for the year, the Company has not created the Debenture Redemption Reserve in terms of section 71(4) of the Companies Act, 2013 and Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014. The Company shall create the Debenture Redemption Reserve out of profits, if any, in the future years.

**6.4 THE DETAILS OF HOLDING MORE THAN 5% SHARES/DEBENTURES:**

Name of the Shareholder/Debentures Holder	As at 31st March, 2023		As at 31st March, 2022	
	Nos	% held	Nos	% held
<b>Holding Company : Preference Shares</b>				
Reliance Industries Limited	5,34,00,60,000	100.00	5,34,00,60,000	100.00
<b>Holding Company : Debentures</b>				
Reliance Industries Limited	48,51,52,700	100.00	57,10,52,700	100.00

**6.5 THE RECONCILIATION OF THE NUMBER OF OUTSTANDING IS SET OUT BELOW:**

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Preference (Nos.)	Debenture (Nos.)	Preference (Nos.)	Debenture (Nos.)
Shares/Debentures at the beginning of the year	5,34,00,60,000	57,10,52,700	5,34,00,60,000	1,04,15,52,700
Add : Shares/Debentures issued during the year	-	-	-	46,00,00,000
Less : Shares/Debentures redeemed during the year	-	8,59,00,000	-	93,05,00,000
<b>Shares/Debentures at the end of the year</b>	<b>5,34,00,60,000</b>	<b>48,51,52,700</b>	<b>5,34,00,60,000</b>	<b>57,10,52,700</b>

**6.6 RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO SHARES:**

OCPs shall carry a preferential right over the equity shares of the company as regards to payment of dividend and repayment of capital. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. The Preference Shareholders shall carry voting right as prescribed under the provisions of the Companies Act, 2013. The OCPs shall be non-participating in the surplus funds/surplus assets and profits, on winding up which may remain after the entire capital has been repaid.

Reliance Content Distribution Limited  
Notes to the Financial Statements for the year ended 31st March, 2023

7. TRADE PAYABLES DUE TO	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Micro and Small Enterprise	-	-
Other than Micro and Small Enterprise	0.54	0.45
<b>Total</b>	<b>0.54</b>	<b>0.45</b>

7.1 Trade Payable Ageing as at 31st March, 2023

Particulars	(₹ in Lakhs)				Total
	Outstanding for following periods from due date of payment				
	< 1 year	1-2 years	2-3 years	> 3 year	
(i) MSME	-	-	-	-	-
(ii) Others	0.54	-	-	-	0.54
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>0.54</b>	-	-	-	<b>0.54</b>

7.2 Trade Payable Ageing as at 31st March, 2022

Particulars	(₹ in Lakhs)				Total
	Outstanding for following periods from due date of payment				
	< 1 year	1-2 years	2-3 years	> 3 year	
(i) MSME	-	-	-	-	-
(ii) Others	0.45	-	-	-	0.45
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>0.45</b>	-	-	-	<b>0.45</b>

7.3 There are no overdue amounts to Micro, Small and Medium Enterprises as at March 31, 2023 for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

8. OTHER CURRENT LIABILITIES	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Statutory Payables	0.06	0.26
<b>Total</b>	<b>0.06</b>	<b>0.26</b>

**Reliance Content Distribution Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2023**

	2022-23	(₹ in Lakhs) 2021-22
<b>9. OTHER INCOME</b>		
<b>Interest</b>		
On Fixed Deposit with Bank	5.14	4.91
From Related Party	28.77	-
On Income Tax Refund received	0.02	-
<b>Total</b>	<b>33.93</b>	<b>4.91</b>
<b>10. FINANCE COSTS</b>		(₹ in Lakhs) 2021-22
<b>Interest Expenses</b>		
To Related Party	28.77	-
<b>Total</b>	<b>28.77</b>	<b>-</b>
<b>11. OTHER EXPENSES</b>		(₹ in Lakhs) 2021-22
Professional Fees	3.66	2.83
Rates & Taxes	1.34	2.38
General Expenses	1.65	1.75
Payment to Auditors	0.79	0.58
<b>Total</b>	<b>7.44</b>	<b>7.54</b>
<b>11.1 Payment to Auditors as:</b>		<b>2021-22</b>
Statutory Audit fees*	0.60	0.50
Fees for Other Services #	0.19	0.08
	<b>0.79</b>	<b>0.58</b>
* Excluding taxes		
# Fees for Other Services includes certification fees paid to auditors towards certification of XBRL,DPT-3		
<b>12. EARNINGS PER SHARE</b>		<b>2021-22</b>
Face Value per Equity Share (₹)	10	10
<b>Basic Earnings per share (₹)</b>	<b>(4.48)</b>	<b>(5.09)</b>
Net Profit/ (Loss) after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	(2.24)	(2.54)
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	50 000	50 000
<b>Diluted Earnings per share (₹)*</b>	<b>(4.48)</b>	<b>(5.09)</b>
Net Profit/ (Loss) after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	(2.24)	(2.54)
Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	591 09 27 358	594 43 04 618
<b>Reconciliation of weighted average number of shares outstanding</b>		
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	50 000	50 000
Total Weighted Average Potential Equity Shares	591 08 77 358	594 42 54 618
Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	591 09 27 358	594 43 04 618
* Diluted earnings per share is same as basic earnings per share, being anti-dilutive.		



**Reliance Content Distribution Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2023**

13. Deferred tax assets as at Balance Sheet date consists of the following items. As a matter of prudence, the Company has not recognised deferred tax assets in the books of account

	As at 31st March, 2023	(₹ in Lakhs) As at 31st March, 2022
<b>Deferred Tax Assets</b>		
Carry forward business Losses AY 21-22	0.91	0.91
Carry forward business Losses AY 22-23	0.66	-
<b>Total</b>	<b>0.91</b>	<b>0.91</b>

14. The Figures of the corresponding previous year have been regrouped / reclassified wherever necessary, to make them comparable.

15. The Company is the Sole beneficiary of Digital Media Distribution Trust.

**16. Corporate Social Responsibility (CSR)**

- a. CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the company is NIL
- b. Expenditure related to CSR is NIL

## Reliance Content Distribution Limited

## Notes to the Financial Statements for the year ended 31st March, 2023

## 17. SEGMENT INFORMATION

The Company operating segments are established on the basis of those components which are evaluated regularly by the Board (the 'Chief Operating Decision Maker' as defined in Ind AS 108 'Operating Segments'), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of activities and the differing risks and returns.

The Company has two principal operating and reporting segments; viz. Finance & Investments and Trading as follows:

- The Finance and Investment segment, which comprises of loans, investments and borrowings of the Company.
- The Trading segment, denotes wholesale trading of goods undertaken by the company.
- No operating segments have been aggregated to form the above reportable operating segments.
- Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

(₹ in Lakhs)

As at 31st March, 2023					
Sr. No.	Particulars	Finance & Investments	Trading	Unallocable	Total
1	<b>Segment Revenue</b>				
	External Turnover	33.91	40.95	0.02	74.88
	<b>Total Revenue</b>	<b>33.91</b>	<b>40.95</b>	<b>0.02</b>	<b>74.88</b>
2	<b>Income / (expenses)</b>				
	Depreciation and amortisation	-	-	-	-
3	<b>Segment Profit/(Loss)</b>	<b>5.14</b>	<b>0.04</b>	<b>(7.42)</b>	<b>(2.24)</b>
	Less : Current tax	-	-	-	-
	<b>Profit/(Loss) after tax</b>	<b>5.14</b>	<b>0.04</b>	<b>(7.42)</b>	<b>(2.24)</b>
4	<b>Total Assets</b>	<b>5,82,192.74</b>	-	<b>16.95</b>	<b>5,82,209.69</b>
5	<b>Total Liabilities</b>	-	-	<b>0.60</b>	<b>0.60</b>

(₹ in Lakhs)

As at 31st March, 2022					
Sr. No.	Particulars	Finance & Investments	Trading	Unallocable	Total
1	<b>Segment Revenue</b>				
	External Turnover	4.91	-	-	4.91
	<b>Total Revenue</b>	<b>4.91</b>	-	-	<b>4.91</b>
2	<b>Income / (expenses)</b>				
	Depreciation and amortisation	-	-	-	-
3	<b>Segment Profit/(Loss)</b>	<b>4.91</b>	-	<b>(7.54)</b>	<b>(2.63)</b>
	Less : Current tax	-	-	<b>(0.09)</b>	<b>(0.09)</b>
	<b>Profit after tax</b>	<b>4.91</b>	-	<b>(7.45)</b>	<b>(2.54)</b>
4	<b>Total Assets</b>	<b>5,90,800.61</b>	-	<b>1.43</b>	<b>5,90,802.04</b>
5	<b>Total Liabilities</b>	-	-	<b>0.71</b>	<b>0.71</b>

## Reconciliations to amounts reflected in the financial statements

(₹ in Lakhs)

Reconciliation of profit	2022-23	2021-22
Segment profit / (loss)	(2.24)	(2.63)
Profit / (Loss) Before Tax	(2.24)	(2.63)
	<b>As at</b>	<b>As at</b>
<b>Reconciliation of assets / liabilities</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
Segment operating assets	5,82,209.69	5,90,802.04
Total assets	5,82,209.69	5,90,802.04
Segment operating liabilities	0.60	0.71
Total liabilities	0.60	0.71

## Notes :

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

**Reliance Content Distribution Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2023**

**18. RELATED PARTIES DISCLOSURES**

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

**i) List of Related Parties where control exists and also Related Parties with whom transactions have taken place and relationships:**

Sr. No.	Name of the Related Party	Relationship
1	Reliance Industries Limited	Holding Company
2	Reliance Jio Media Limited	Subsidiary till March 30,2023
3	Reliance Project & Property Management Services Limited	Fellow Subsidiary
4	Reliance Corporate IT Park Limited	
5	Reliance Strategic Business Ventures Limited	
6	Digital Media Distribution Trust	Parties where control exist
7	Nikhil Chakrapani	Key Managerial Personnel
8	Vijay Kumar Sharma	

**ii) Transactions during the year with Related Parties:**

(₹ in Lakhs)

Sr.No.	Nature of Transactions (excluding Reimbursements)	Holding Company	Subsidiary	Fellow Subsidiary	Parties where control	Key Managerial Personnel	Total
1	Zero Coupon Optionally fully Convertible Debentures(Redeem)/	<b>(8,590.00)</b> <i>(47,050.00)</i>					<b>(8,590.00)</b> <i>(47,050.00)</i>
2	Non Current Investment invest(redeem/Sale) net			<b>(8,601.00)</b> -	<b>(7.00)</b> <i>(47,050.00)</i>		<b>(8,608.00)</b> <i>(47,050.00)</i>
3	Borrowings Taken	<b>70,000.00</b> -		-	-		<b>70,000.00</b> -
4	Borrowings Repaid	<b>(70,000.00)</b> -		-	-		<b>(70,000.00)</b> -
5	Loan & Advances Given	-		<b>(70,000.00)</b> -	-		<b>(70,000.00)</b> -
6	Loan & Advances Refunded	-		<b>70,000.00</b> -	-		<b>70,000.00</b> -
7	Interest Income	-	-	<b>28.77</b> -	-	-	<b>28.77</b> -
8	Interest Paid	<b>28.77</b> -	-	-	-	-	<b>28.77</b> -
9	Professional Fees	-		<b>2.25</b> <i>2.00</i>		<b>2.25</b> <i>2.00</i>	<b>4.50</b> <i>4.00</i>

Note : Figures in Italics represents previous year's amount.

**Balance as at**

(₹ in Lakhs)

Sr. No	Particulars	Relationship	As at 31st March, 2023	As at 31st March, 2022
1	<b>Preference Share Capital</b> Reliance Industries Limited	<b>Holding Company</b>	5,34,006.00	5,34,006.00
2	<b>Zero Coupon Optionally fully Convertible Debentures</b> Reliance Industries Limited	<b>Holding Company</b>	48,515.27	57,105.27
3	<b>Non Current Investment</b> Reliance Jio Media Limited Digital Media Distribution Trust	<b>Subsidiary</b> <b>Parties where control</b>	- 5,82,092.27	8,601.00 5,82,099.27

## Reliance Content Distribution Limited

## Notes to the Financial Statements for the year ended 31st March, 2023

## iii) Disclosure in Respect of Material Related Party Transactions during the year :

(₹ in Lakhs)

Sr. No	Particulars	Relationship	2022-23	2021-22
1	<b>Zero Coupon Optionally fully Convertible Debentures(Redeem)/ issued net</b> Reliance Industries Limited	Holding Company	(8,590.00)	(47,050.00)
2	<b>Non Current Investment invest(redeem) net</b> Digital Media Distribution Trust Reliance Corporate IT Park Limited	Parties where control exist Fellow Subsidiary	(7.00) (8,601.00)	(47,050.00) -
3	<b>Borrowing Taken</b> Reliance Industries Limited	Holding Company	70,000.00	-
4	<b>Borrowing Given</b> Reliance Industries Limited	Holding Company	(70,000.00)	-
5	<b>Loan &amp; Advances Given</b> Reliance Strategic Business Ventures Limited	Fellow Subsidiary	70,000.00	-
6	<b>Loan &amp; Advances Refunded</b> Reliance Strategic Business Ventures Limited	Fellow Subsidiary	(70,000.00)	-
7	<b>Interest Income</b> Reliance Strategic Business Ventures Limited	Fellow Subsidiary	28.77	-
8	<b>Interest Paid</b> Reliance Industries Limited	Holding Company	28.77	-
9	<b>Professional Fees*</b> Reliance Project & Property Management Services Limited Vijay Kumar Sharma	Key Managerial Personnel Fellow Subsidiary Key Managerial Personnel	2.25 2.25	2.00 2.00

\* Includes remuneration paid to Key Managerial Personnel on secondment basis Rs 2.25 lakhs (previous year Rs. 2 lakhs)

**Reliance Content Distribution Limited****Notes to the Financial Statements for the year ended 31st March, 2023****19. 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 compared to last year.

**20. FINANCIAL INSTRUMENTS****Valuation**

All financial instruments are measured at amortised cost as described below:

**Fair value measurement hierarchy:**

(₹ in Lakhs)

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 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Investments*	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	104.96	-	-	-	100.83	-	-	-
Other Financial Assets	0.47	-	-	-	0.34	-	-	-
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Trade Payable	0.54	-	-	-	0.45	-	-	-

\* Excludes Group Company financial assets measured at cost (Refer note 1)

The financial instruments are categorised into three 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

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

Level 3: Inputs based on unobservable market data.

**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 its investment activities, derivative instruments and other financial assets.

**Liquidity Risk**

Liquidity risk is the risk that arises from the Company's inability to meet its cash flow commitments. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities.

Management monitors rolling forecasts of the company's cash flow position and ensures that the Company is able to meet its financial obligations at all times including contingencies.

## Reliance Content Distribution Limited

## Notes to the Financial Statements for the year ended 31st March, 2023

## 21. Ratio Analysis:

Sr. No.	Particulars	2022-23	2021-22
1	Current Ratio*	195.70	143.81
2	Debt Equity Ratio	Not Applicable	Not Applicable
3	Debt Service Coverage Ratio	Not Applicable	Not Applicable
4	Return on Equity	(0.00)	(0.00)
5	Inventory Turnover Ratio	Not Applicable	Not Applicable
6	Trade Receivables Turnover Ratio	Not Applicable	Not Applicable
7	Trade Payables Turnover Ratio**	13.78	16.75
8	Net Capital Turnover Ratio	Not Applicable	Not Applicable
9	Net Profit Ratio***	(0.03)	(0.52)
10	Return on Capital Employed****	(0.62)	(32.05)
11	Return on Investments	0.05	0.05

\* Current Ratio % increased primarily due to increased in Current Assets and decreased in Current Liabilities.

\*\* Trade Payables Turnover Ratio decreased due to decreased in Other Expenses and increased in Trade Payables.

\*\*\* Net Profit Ratio % ratio increased primarily due to decreased in loss and increased in Turnover.

\*\*\*\* Return on Capital Employed ratio increased due to decrease in loss and increased in Capital employed.

## 21.1 Formula for computation of ratios are as follows:

Sr. No.	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	$\frac{\text{Earnings before Interest, Tax and Exceptional Items}}{\text{Interest Expense + Principal Repayments made during the year for long term loans}}$
4	Return on Equity Ratio	$\frac{\text{Profit After Tax (Attributable to Owners)}}{\text{Average Net Worth}}$
5	Inventory Turnover Ratio	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade}}$
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	$\frac{\text{Net Profit After Tax + Deferred Tax Expense/(Income) + Finance Cost (-) Other Income (-) Share of Profit / (Loss) of Associates and Joint Ventures}}{\text{Average Capital Employed}}$
11	Return on Investments	$\frac{\text{Other Income (Excluding Dividend)}}{\text{Average Cash, Cash Equivalents \& Other Marketable Securities}}$

**Reliance Content Distribution Limited****Notes to the Financial Statements for the year ended 31st March, 2023****22. Details of Loans given, Investments made and Guarantee given covered u/s 186 (4) of the Companies Act, 2013**

No investments are made, no loans and guarantees are given by the Company as at 31st March, 2023 (Previous year NIL)

**23. 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 ) 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.

**24. APPROVAL OF FINANCIAL STATEMENTS**

The Financial Statements were approved for issue by the Board of Directors on April 12, 2023.

As per our Report of even date

For and on behalf of the Board

**For Pathak H D & Associates LLP**

Chartered Accountants

Firm Registration No.: 107783W/W100593

**Atul Shantikumar Dayal**

Director

DIN: 00005021

**Savithri Parekh**

Director

DIN: 00274934

**Ashutosh Jethlia**

Partner

Membership No. :136007

**Rahul Joshi**

Director

DIN: 07389787

**Nikhil Chakrapani**

Chief Financial Office

**Vijay Kumar Sharma**

Company Secretary

Date : April 12,2023