

RB Media Holdings Private Limited
Financial Statements
2023-24

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, 2024, 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 material 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, 2024, 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 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, 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 Act, 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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024

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

Vijay Napawaliya
Partner
Membership No.: 109859
UDIN: 24109859BKFCHT4974

Place: New Delhi
Date: 14th April 2024

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, 2024)

- (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 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, 2024 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 Act are not applicable to the Company as it does not fulfil the criteria specified in the Section 177 of the Act. According to the information and explanation given to us, the Company has not entered any transactions which under section 188 of the Act. 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 not incurred losses during the financial year and in the immediately preceding financial year.
- (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: 24109859BKFCHT4974

Place: New Delhi
Date: 14th April 2024

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, 2024)

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, 2024 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 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls 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 Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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, 2024, 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: 24109859BKFCHT4974

Place: New Delhi
Date: 14th April 2024

RB Media Holdings Private Limited
Balance Sheet
As at 31st March 2024

(₹ in thousand)

	Notes	As at 31st March 2024	As at 31st March 2023
ASSETS			
NON-CURRENT ASSETS			
Financial Assets			
Investments	4	3,827,312	3,827,312
Other Non-Current Assets	5	-	4
Total Non-Current Assets		3,827,312	3,827,316
CURRENT ASSETS			
Financial Assets			
Investments	6	-	9,381
Trade Receivables	7	73	-
Cash and Cash Equivalents	8	10,567	400
Other Financial Assets	9	8	-
Total Current Assets		10,648	9,781
Total Assets		3,837,960	3,837,097
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	10	1,400	1,400
Other Equity	11	3,836,490	3,835,656
Total Equity		3,837,890	3,837,056
LIABILITIES			
CURRENT LIABILITIES			
Financial Liabilities			
Trade Payables due to:	12		
Micro Enterprises and Small Enterprises		-	-
Other than Micro Enterprises and Small Enterprises		53	38
Other Current Liabilities	13	17	3
Total Current Liabilities		70	41
Total Liabilities		70	41
Total Equity and Liabilities		3,837,960	3,837,097
Material Accounting Policies	2		
See accompanying Notes to the Financial Statements	1 to 30		

RB Media Holdings Private Limited
Balance Sheet
As at 31st March 2024

As per our Report of even date

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

For and on behalf of the Board of Directors
RB Media Holdings Private Limited

.....
Vijay Napawaliya
Partner
Membership No.: 109859

.....
L V Merchant
Director
DIN : 00007722

.....
Venkataraman Ramachandran
Director
DIN : 02032853

Date: 14th April, 2024.

RB Media Holdings Private Limited
Statement of Profit and Loss
For the year ended 31st March 2024

(₹ in thousand)

	Notes	2023-24	2022-23
INCOME			
Revenue From Operations	14	725	363
Other Income	15	672	2,871
Total Income		1,397	3,234
EXPENSES			
Purchase of Stock-In-Trade	16	-	362
Other Expenses	17	276	147
Total Expenses		276	509
Profit/ (Loss) Before Tax		1,121	2,725
TAX EXPENSE			
Current Tax	18	287	644
Deferred Tax		-	-
Total Tax Expenses		287	644
Profit/ (Loss) for the year		834	2,081
Other Comprehensive Income		-	-
Total Comprehensive Income for the year		834	2,081
EARNINGS PER EQUITY SHARE OF FACE VALUE OF ₹ 10, EACH			
Basic (in ₹)	19	5.96	18.55
Diluted (in ₹)	19	0.00	0.01
Material Accounting Policies	2		
See accompanying Notes to the Financial Statements	1 to 30		

RB Media Holdings Private Limited
Statement of Profit and Loss
For the year ended 31st March 2024

As per our Report of even date

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

For and on behalf of the Board of Directors
RB Media Holdings Private Limited

.....
Vijay Napawaliya
Partner
Membership No.: 109859

.....
L V Merchant
Director
DIN : 00007722

.....
Venkataraman Ramachandran
Director
DIN : 02032853

Date: 14th April, 2024.

RB Media Holdings Private Limited
Statement of Changes in Equity
For the year ended 31st March 2024

A. EQUITY SHARE CAPITAL

(₹ in thousand)

	Balance at the beginning of 1st April, 2022	Change during the year 2022-23	Balance as at 31st March, 2023	Change during the year 2023-24	Balance as at 31st March 2024
	100	1,300	1,400	-	1,400

B. OTHER EQUITY

(₹ in thousand)

	Instrument Classified as Equity in Nature (Refer No.11a)	Reserves and Surplus	Total
		Retained Earnings	
Balance at the beginning of 1st April, 2022	3,870,620	(37,045)	3,833,575
Total Comprehensive Income for the year	-	2,081	2,081
Balance as at 31st March, 2023	3,870,620	(34,964)	3,835,656
Balance at the beginning of 1st April, 2023	3,870,620	(34,964)	3,835,656
Total Comprehensive Income for the year	-	834	834
Balance as at 31st March 2024	3,870,620	(34,130)	3,836,490

RB Media Holdings Private Limited
Statement of Changes in Equity
For the year ended 31st March 2024

As per our Report of even date

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

For and on behalf of the Board of Directors
RB Media Holdings Private Limited

.....
Vijay Napawaliya
Partner
Membership No.: 109859

.....
L V Merchant
Director
DIN : 00007722

.....
Venkataraman Ramachandran
Director
DIN : 02032853

Date: 14th April, 2024.

RB Media Holdings Private Limited
Cash Flow Statement
For the year ended 31st March 2024

	(₹ in thousand)	
	2023-24	2022-23
A: CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (Loss) Before Tax as per Statement of Profit and Loss	1,121	2,725
Adjusted for:		
Net (Gain)/ Loss arising on Financial Assets Designated at Fair Value Through Profit or Loss	(664)	(368)
Interest Income	(8)	-
Operating Profit/ (Loss) before Working Capital Changes	449	2,357
Adjusted for:		
Trade and Other Receivables	(70)	89
Trade and Other Payables	30	2
Cash Generated from/ (Used in) Operations	409	2,448
Taxes (Paid)/ Refund (Net)	(287)	3,341
Net Cash Generated from/ (Used in) Operating Activities	122	5,789
B: CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Current Investments	-	(6,730)
Proceeds from Redemption/ Sale of Current Investments	10,045	-
Net Cash Generated from/ (Used in) Investing Activities	10,045	(6,730)
C: CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Equity Share Capital	-	1,300
Net Cash Generated from/ (Used in) Financing Activities	-	1,300
Net Increase / (Decrease) in Cash and Cash Equivalents	10,167	359
Opening balance of Cash and Cash Equivalents	400	41
Closing balance of Cash and Cash Equivalents (Refer Note 8)	10,567	400

RB Media Holdings Private Limited
Cash Flow Statement
For the year ended 31st March 2024

As per our Report of even date

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

For and on behalf of the Board of Directors
RB Media Holdings Private Limited

.....
Vijay Napawaliya
Partner
Membership No.: 109859

.....
L V Merchant
Director
DIN : 00007722

.....
Venkataraman Ramachandran
Director
DIN : 02032853

Date: 14th April, 2024.

RB Media Holdings Private Limited

Notes To Financial Statements For the year ended 31st March 2024

1 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 / services and has also made investments.

2 MATERIAL ACCOUNTING POLICIES

2.1 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.

2.2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) Finance Cost

Borrowing cost are charged to the Profit and Loss Statement in the period in which they are incurred.

(b) 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.

(c) 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.

(d) 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.

(e) 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.

RB Media Holdings Private Limited

Notes To Financial Statements For the year ended 31st March 2024

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.

(f) 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.

(g) 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.

RB Media Holdings Private Limited

Notes To Financial Statements For the year ended 31st March 2024

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.

v) Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment 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 the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. 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

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.

h) 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.

RB Media Holdings Private Limited

Notes To Financial Statements For the year ended 31st March 2024

3 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.

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 24 of financial statements.

RB Media Holdings Private Limited
Notes to the Financial Statements for the year ended 31st March 2024

(₹ in thousand)

	As at 31st March 2024		As at 31st March 2023	
	Units	Amount	Units	Amount
4 INVESTMENTS - NON-CURRENT				
INVESTMENTS MEASURED AT COST				
In Equity Shares - Quoted, Fully Paid up				
Network18 Media & Investments Limited of ₹ 5 each	127,528,586	3,618,906	127,528,586	3,618,906
TV18 Broadcast Limited of ₹ 2 each	1,04,20,173	208,406	1,04,20,173	208,406
		3,827,312		3,827,312
Total Non-Current Investments		3,827,312		3,827,312
4.1 CATEGORY-WISE NON-CURRENT INVESTMENT				
Financial Assets measured at Cost		3,827,312		3,827,312
Total Non-Current Investments		3,827,312		3,827,312
Aggregate amount of Quoted Investments		3,827,312		3,827,312
Aggregate Market Value of Quoted Investments		11,476,460		7,218,006

RB Media Holdings Private Limited
Notes to the Financial Statements for the year ended 31st March 2024

(₹ in thousand)

	As at 31st March 2024	As at 31st March 2023
5 OTHER NON-CURRENT ASSETS		
Advance Income Tax (net of Provision)	-	1
Other Advances	-	3
Prepaid Expenses	-	-
Total	-	4

(₹ in thousand)

	As at 31st March 2024		As at 31st March 2023	
	Units	Amount	Units	Amount
6 INVESTMENTS - CURRENT				
INVESTMENTS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL)				
In Mutual Fund- Unquoted				
Aditya Birla Sun Life Nifty SDL plus PSU Bond Sep 2026 60:40 Index Fund - Direct Growth	-	-	664,443.25	6,969
ICICI Prudential Liquid - Direct plan growth	-	-	7,240.61	2,412
Total Investments - Current		-		9,381
Aggregate amount of Unquoted Investments		-		9,381

(₹ in thousand)

	As at 31st March 2024	As at 31st March 2023
7 TRADE RECEIVABLES		
(Unsecured)		
Considered Good *	73	-
Total	73	-

(₹ in thousand)

	As at 31st March 2024						Total
	Outstanding for following periods						
	from due date of payment *						
	Not Due	Less than 6 months	6 months -1 year	1 - 2 years	2 - 3 years	More than 3 years	
7.1 Trade Receivables ageing schedule							
Undisputed Trade receivables – considered good	73	-	-	-	-	-	73
Total	73	-	-	-	-	-	73

(₹ in thousand)

	As at 31st March 2024	As at 31st March 2023
8 CASH AND CASH EQUIVALENTS		
Balances with Banks		
Current Accounts	23	400
Deposit Accounts *	10,544	-
Total	10,567	400

* Deposits of ₹ 10,394 thousand (Previous Year NIL) with maturity period of more than 12 months. Principal amount of these deposits can be withdrawn or an equivalent amount can be availed against such deposits by the Company at any point of time without prior notice.

(₹ in thousand)

	As at 31st March 2024	As at 31st March 2023
9 OTHER FINANCIAL ASSETS - CURRENT		
Interest Accrued on Loans and Investments	8	-
Total	8	-

RB Media Holdings Private Limited
Notes to the Financial Statements for the year ended 31st March 2024

	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	(₹ in thousand)	Number of Shares	(₹ in thousand)
10 EQUITY SHARE CAPITAL				
(a) AUTHORISED SHARE CAPITAL				
Equity Shares of ₹ 10 each	2,000,000	20,000	2,000,000	20,000
(b) ISSUED, SUBSCRIBED AND FULLY PAID UP				
Equity Shares of ₹ 10 each				
(i) Issued	140,000	1,400	140,000	1,400
(ii) Subscribed and fully paid up	140,000	1,400	140,000	1,400
Total	140,000	1,400	140,000	1,400

10.1 The Company has only one class of equity share having par value of ₹ 10 per 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 rights 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 to their shareholding.

10.2 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	(₹ in thousand)	Number of Shares	(₹ in thousand)
Equity Shares at the beginning of the year	140,000	1,400	10,000	100
Add : Shares issued during the year	-	-	130,000	1,300
Equity Shares at the end of the year	140,000	1,400	140,000	1,400

10.3 Details of shares held by Promoters are as under:

Promoter name	As at 31st March 2024		
	No. of Shares	% of total share:	% Change during the year
Sanchar Content Private Limited * (On behalf of Independent Media Trust)	140,000	100%	-
Total	140,000	100%	-

Promoter name	As at 31st March 2023		
	No. of Shares	% of total share:	% Change during the year
Sanchar Content Private Limited * (On behalf of Independent Media Trust)	140,000	100%	-
Total	140,000	100%	-

* Includes shares held by nominees of Sanchar Content Private Limited.

RB Media Holdings Private Limited
Notes to the Financial Statements for the year ended 31st March 2024

10.4 Details of Shares held by each Shareholder holding more than 5% shares :

Name of Shareholders	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	% Holding	Number of Shares	% Holding
Sanchar Content Private Limited (On behalf of Independent Media Trust) *	140,000	100%	140,000	100%

* 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.

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

RB Media Holdings Private Limited
Notes to the Financial Statements for the year ended 31st March 2024

(₹ in thousand)

	As at 31st March 2024	As at 31st March 2023
11 OTHER EQUITY		
a. INSTRUMENT CLASSIFIED AS EQUITY IN NATURE		
<u>As per last Balance Sheet</u>		
ZOFCD - Debentures (Unsecured)	3,785,895	3,785,895
Zero Coupon Optionally Fully Convertible Debentures (1)		
ZCCCD - Debentures (Unsecured)	84,725	84,725
Zero Coupon Compulsory Convertible Debentures (2)		
	3,870,620	3,870,620
b. RESERVES AND SURPLUS		
RETAINED EARNINGS		
As per last Balance Sheet	(34,964)	(37,045)
Add: Total Comprehensive Income / (Loss) for the year	834	2,081
	(34,130)	(34,964)
Total	3,836,490	3,835,656

- 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. Early conversion at any time after allotment of the ZOFCDs by giving one month notice. 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 2024 No of ZOFCD	As at 31st March 2023 No of ZOFCD
ZOFCD at the beginning of the year	37,858,954	37,858,954
Add : ZOFCD issued during the year	-	-
ZOFCD at the end of the year	37,858,954	37,858,954

- 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 2024 No of ZCCCD	As at 31st March 2023 No of ZCCCD
ZCCCD at the beginning of the year	847,250	847,250
Add : ZCCCD issued during the year	-	-
ZCCCD at the end of the year	847,250	847,250

Figures in brackets "()" represents debit balance.

RB Media Holdings Private Limited
Notes to the Financial Statements for the year ended 31st March 2023

(₹ in thousand)

	As at 31st March 2024	As at 31st March 2023
12 TRADE PAYABLES DUE TO		
Micro Enterprises and Small Enterprises	-	-
Other than Micro Enterprises and Small Enterprises	53	38
Total	53	38

There are no overdues to Micro Enterprises, Small Enterprises and Medium Enterprises during the year and as at 31st March, 2024 and 31st March, 2023.

(₹ in thousand)

	As at 31st March 2024					Total
	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1 - 2 year	2 - 3 year	More than 3 year	
12.1 Trade Payables aging schedule						
MSME	-	-	-	-	-	-
Others	53	-	-	-	-	53
Total	53	-	-	-	-	53

(₹ in thousand)

	As at 31st March 2023					Total
	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1 - 2 year	2 - 3 year	More than 3 year	
12.1 Trade Payables						
MSME	-	-	-	-	-	-
Others	38	-	-	-	-	38
Total	38	-	-	-	-	38

(₹ in thousand)

	As at 31st March 2024	As at 31st March 2023
13 OTHER CURRENT LIABILITIES		
Statutory Dues	17	3
Total	17	3

RB Media Holdings Private Limited
Notes to the Financial Statements for the year ended 31st March 2024

(₹ in thousand)

	2023-24	2022-23
14 REVENUE FROM OPERATIONS		
Disaggregated Revenue		
Sale of Products	-	363
Sales of Services	725	-
Total	725	363

(₹ in thousand)

	2023-24	2022-23
15 OTHER INCOME		
Interest Income on:		
Bank Deposits measured at Amortised Cost	8	-
Income Tax Refund	-	2,503
Net Gain/ (Loss) arising on Financial Assets designated at Fair Value Through Profit or Loss	-	-
Realised Gain/ (Loss)	664	-
Unrealised Gain/ (Loss)	-	368
Total	672	2,871

(₹ in thousand)

	2023-24	2022-23
16 Purchases of Stock-In-Trade		
Cost of goods sold	-	362
Total	-	362

(₹ in thousand)

	2023-24	2022-23
17 OTHER EXPENSES		
Professional Fees	135	-
Payment to Auditors (Refer Note 17.1)	47	41
Demat/ Annual Custody Charges	92	89
Other Establishment Expenses	2	17
Total	276	147

(₹ in thousand)

	2023-24	2022-23
17.1 PAYMENT TO AUDITORS :		
Fees as Auditors	47	41
Total	47	41

- a The Provisions of section 135 of the Companies Act,2013 relating to Corporate Social Responsibility are not applicable to the Company.

RB Media Holdings Private Limited**Notes to the Financial Statements for the year ended 31st March 2024**

(₹ in thousand)

	2023-24	2022-23
18 TAXATION		
Income Tax Recognised in Statement of Profit and Loss		
Current Tax	290	630
Short/ (Excess) Tax of earlier years	(3)	14
Total Current Tax	287	644
Deferred Tax	-	-
Total Income Tax Expenses recognised	287	644

(₹ in thousand)

	2023-24	2022-23
The Income Tax Expenses for the year can be reconciled to the accounting profit as follows:		
Profit/ (Loss) Before Tax	1,121	2,725
Applicable Tax Rate	25.168%	25.168%
Computed Tax Expense	282	686
Tax Effect of:		
Carried Forward Unused Tax Losses/ Tax Credit	-	(42)
Others	5	-
Tax Expenses Recognised in Statement of Profit and Loss	287	644

	2023-24	2022-23
19 EARNINGS PER SHARE (EPS)		
i Net Profit/ (Loss) After Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in '000)	834	2,081
ii Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	140,000	112,219
Effect of dilution:		
Weighted average number of equity shares upon conversion		
Zero Coupon Optionally Fully Convertible Debentures	378,589,540	378,589,540
Zero Coupon Compulsory Convertible Debentures	8,472,500	8,472,500
Weighted Average number of Equity Shares used as denominator for calculating diluted EPS	387,202,040	387,174,259
iii Basic Earnings Per Share (₹)	5.96	18.55
iv Diluted Earnings Per Share (₹)	0.00	0.01
v Face Value Per Equity Share (₹)	10.00	10.00

20 CONTINGENT LIABILITIES AND COMMITMENTS

The Company does not have any Contingent Liabilities and Commitments as on 31st March, 2024 (Previous year Nil)

RB Media Holdings Private Limited

Notes to the Financial Statements for the year ended 31st March 2024

21 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

(ii) Transactions during the year with related parties:

Particulars	<i>(₹ in thousand)</i>	
	Enterprise exercising control	Total
Equity Share Capital issued/ application money		
Independent Media Trust	-	-
	<i>1,300</i>	<i>1,300</i>

Note : Figures in italics represents figures for previous years

RB Media Holdings Private Limited**Notes to the Financial Statements for the year ended 31st March 2024****22 Segment Information**

The Company has identified two reportable segments viz. Finance & Investments and Trading / Services. 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 :

(₹ in thousand)

Sr No	Particulars	Finance & Investments		Trading / Services		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1	Segment Revenue						
	Income / Turnover	672	2,871	725	363	1,397	3,234
2	Segment results before Interest and Taxes	572	2,782	541	(57)	1,113	2,725
	Less: Interest expense	-	-	-	-	-	-
	Add : Interest Income	8	-	-	-	8	-
	Profit before tax	580	2,782	541	(57)	1,121	2,725
	Current Tax	290	-	-	630	290	630
	Taxes for earlier years	-	-	(3)	14	(3)	14
	Net profit after tax	290	2,782	544	(701)	834	2,081
3	Other Information						
	Segment Assets	3,827,320	3,836,693	10,640	404	3,837,960	3,837,097
	Segment Liabilities	-	-	70	41	70	41
	Capital Expenditure	-	-	-	-	-	-
	Depreciation	-	-	-	-	-	-

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

RB Media Holdings Private Limited

Notes to the Financial Statements for the year ended 31st March 2024

23 CAPITAL AND FINANCIAL RISK MANAGEMENT

23.1 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.

23.2 FINANCIAL RISK MANAGEMENT

The Company's activities expose it mainly to credit risk and liquidity risk. The treasury team identifies and evaluates financial risk in close coordination with the Company's business teams.

i 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

ii 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 the Financial Statements for the year ended 31st March 2024

24 FAIR VALUE MEASUREMENT HIERARCHY

(₹ in thousand)

	As at 31st March 2024				As at 31st March 2023			
	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
Financial Assets								
At Amortised Cost *								
Investments **	-	-	-	-	-	-	-	-
Trade Receivables	73	-	-	-	-	-	-	-
Cash and Bank Balances	10,567	-	-	-	400	-	-	-
Loans	-	-	-	-	-	-	-	-
Other Financial Assets	8	-	-	-	-	-	-	-
At FVTPL								
Loans	-	-	-	-	-	-	-	-
Investments	-	-	-	-	9,381	-	9,381	-
At FVTOCI								
Investments	-	-	-	-	-	-	-	-
Financial Liabilities								
At Amortised Cost *								
Borrowings	-	-	-	-	-	-	-	-
Trade Payables	53	-	-	-	38	-	-	-
Lease Liabilities	-	-	-	-	-	-	-	-
Other Financial Liabilities	-	-	-	-	-	-	-	-

* The fair values of the financial assets and liabilities approximates their carrying amounts.

** Excludes group company investments measured at cost (Refer Note 4)

24.1 The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

Level 1: Inputs are Quoted prices (unadjusted) in active markets or Net Asset Value (NAV) for identical assets or liabilities.

Level 2: Inputs are other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

24.2 Valuation Methodology

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

- The fair value of investment in quoted Equity Shares and Mutual Funds is measured at quoted price or Net Asset Value
- The fair value of the remaining financial instruments is determined based on adjusted quoted price of underlying assets, information about market participants, assumptions and other data that are available including using discounted cash flow

RB Media Holdings Private Limited**Notes to the Financial Statements for the year ended 31st March 2024****25 RATIOS**

	2023-24	2022-23
i Current Ratio ^{&}	152.11	238.56
ii Debt-Equity Ratio	-	-
iii Debt Service Coverage Ratio	(0.03)	-
iv Return on Equity Ratio (%) [@]	(2.52%)	(5.90%)
v Inventory Turnover Ratio	-	-
vi Trade Receivables Turnover Ratio (i.e. Debtors Turnover Ratio)	19.86	-
vii Trade Payables Turnover Ratio ^{\$}	6.07	13.22
viii Net Capital Turnover Ratio	0.07	0.06
ix Net Profit Ratio (%)	59.70%	64.36%
x Return on Capital Employed (%) [#]	0.00%	(0.02%)
xi Return on Investment (%)	6.61%	6.08%

& Current Ratio decreased due to increase in current liabilities

@ Return on Equity Ratio increased due to increase in average net worth

\$ Trade Payables Turnover Ratio decreased due to decrease in Purchase of stock in trade.

Return on Capital Employed increased due to increase in profit.

25.1 Formula for computation of ratios are as follows -

i Current Ratio	=	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
ii Debt/ Equity Ratio	=	$\frac{\text{Total Debt (Non-Current Borrowings + Current Borrowings)}}{\text{Total Equity}}$
iii Debt Service Coverage Ratio	=	$\frac{\text{Earnings before Interest and Tax}}{\text{Interest Expense + Principal Repayments made during the period for long term loans}}$
iv Return on Equity Ratio	=	$\frac{\text{Profit / (Loss) after Tax}}{\text{Average Net Worth (Equity Share Capital + Reserves and Surplus)}}$
v Inventory Turnover Ratio	=	$\frac{\text{Cost of Materials Consumed (Purchases of Stock-In-Trade)}}{\text{Average Inventories of Goods}}$
vi Trade Receivables Turnover Ratio	=	$\frac{\text{Revenue from Operations}}{\text{Average Trade Receivables}}$
vii Trade Payables Turnover Ratio	=	$\frac{\text{Purchases of Stock-In-Trade + Other expenses}}{\text{Average Trade Payables}}$
viii Net Capital Turnover Ratio	=	$\frac{\text{Revenue from Operations}}{\text{Average Working capital (Current Assets - Current Liabilities)}}$
ix Net Profit Ratio (%)	=	$\frac{\text{Profit/ (Loss) after Tax}}{\text{Total Income}}$
x Return on Capital Employed	=	$\frac{\text{Profit / (Loss) after tax + Deferred tax exp / (Income) + Finance cost - Other Income}}{\text{Average Capital Employed}^{ss}}$
xi Return on Investment	=	$\frac{\text{Interest Income on Bank Deposits + Net Gain / Loss arising on Financial Assets designated at Fair Value through Profit or Loss}}{\text{Average Cash, Cash Equivalents + Financial Assets designated at Fair value through Profit or Loss}}$

Note

^{ss} Capital employed includes Equity Share Capital, Instruments entirely Equity in nature and Borrowings.

RB Media Holdings Private Limited**Notes to the Financial Statements for the year ended 31st March 2024**

26 Details of Loan given, Investment made and Guarantee given covered u/s 186 (4) of the Companies Act, 2013

- (a) No Loan given by the Company to body corporate as at 31st March, 2024 and 31st March, 2023.
- (b) Investment made by the Company as at 31st March, 2024 and 31st March, 2023. (Refer Note 4)
- (c) No Guarantee has been given by the Company as at 31st March, 2024 and 31st March, 2023.

27 There are no balances outstanding as on 31st March, 2024 and 31st March, 2023 on account of any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

28 OTHER STATUTORY INFORMATION

- (a) The Company has 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:
 - (i) 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
 - (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The Company has 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:
 - (i) 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
 - (ii) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) The Company does not have 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.

29 Previous year's figures have been regrouped wherever necessary to make them comparable to current year's figures.

30 The financial statements were approved for issue by the Board of Directors on 14th April, 2024.

RB Media Holdings Private Limited
Notes to the Financial Statements for the year ended 31st March 2024

As per our Report of even date

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

For and on behalf of the Board of Directors
RB Media Holdings Private Limited

.....
Vijay Napawaliya
Partner
Membership No.: 109859

.....
L V Merchant
Director
DIN : 00007722

.....
Venkataraman Ramachandran
Director
DIN : 02032853

Date: 14th April, 2024.