

Viacom 18 US Inc.
Financial Statements
For the period from 1 April 2023 to 31 December 2023

Report of Independent Auditor's Report

To the Stockholders of
Viacom 18 US Inc.
Jersey City, New Jersey

Opinion on the Special Purpose Financials Statements

We have audited the accompanying Special Purpose Financial Statement of **Viacom18 US Inc.** (referred to as "the Company") for the period April to December 2023 and the related statements of operations, change in stockholder's equity and statement of cash flows for the period then ended, and related notes to special purpose financial statement (**collectively referred to as the "financials statements"**). These financial statements which have been prepared for internal management purposes in connection with the preparation of the consolidated financial results of Viacom 18 Media Private Limited as per the preparation and significant accounting policies as described therein.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company for the period April to December 2023 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Basis of Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are required to be independent with respect to the Company in accordance with the relevant ethical requirements relating to our audit.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error. Our audit included performing procedures to assess the risks of the material misstatement of the financial statements, whether due to fraud or error, and performing procedures that respond to those risks. Such procedures included examining, in a test basis, evidence regarding the amounts and disclosures in financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit provides a reasonable basis for our opinion.

Restrictions on Use and Distribution

This report is intended solely for the information and use of the Company, Viacom 18 Media Private Limited and Deloitte Haskins & Sells in connection with the audit of the consolidated financial information of Viacom 18 Media Private Limited and should not be used for any other purpose or by any other party without obtaining our prior consent in writing.

For Priti. V. Mehta & Company
Chartered Accountants
Firm Registration: 129568W

Priti V. Mehta
Proprietor
Membership No.130514
UDIN: 24130514BKDLBY1197

Place: Mumbai
Date: 17 April, 2024

Viacom 18 US Inc.
Balance Sheet as at December 31, 2023

Assets	As at Dec 31, 2023
Current assets	
Cash and Cash Equivalents	\$ 99,510
	<hr/>
Total current assets	<u>99,510</u>
Total Assets	<u><u>\$ 99,510</u></u>
 Liabilities and Stockholder's Deficit	
Current liabilities	
Accounts payable and accrued expenses	\$ 3,217
Due to affiliates	<u>1,430,761</u>
Total liabilities	1,433,978
Stockholder's deficit	
Common stock, \$0.01 par value, 200 shares authorized and 100 shares issued and outstanding	1
Additional paid in capital	5,000
Accumulated deficit	<u>(1,339,469)</u>
Total stockholder's deficit	<u>(1,334,468)</u>
Total Liabilities and stockholders' deficit	<u><u>\$ 99,510</u></u>

See Audit Report of Independent Accountants.
The Notes to Financial Statements are an integral part of these statements.

Kshipra Jatana
Director

Viacom 18 US Inc.**Statement of Operations for the for the period from 1 April 2023 to 31 December 2023**

	Period from 1 April 2023 to 31 December 2023	Period from 01 April 2022 to 31 March 2023
Revenue	-	-
Cost of revenue	-	-
Gross margin	-	-
Operating expenses:		
Accounting and Secretarial fees	10,650	13,650
Audit and review fees	2,736	3,724
Bank service fees	16	149
Other Fees	1,021	3,612
Total operating expenses	<u>14,423</u>	<u>21,135</u>
Operating loss	(14,423)	(21,135)
Other income	-	-
Net income / (loss)	<u>(\$14,423)</u>	<u>(\$21,135)</u>

See Audit Report of Independent Accountants'.

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Kshipra Jatana
Director

Viacom 18 US Inc.**Change In Stockholders Equity for the period from 1 April 2023 to 31 December 2023**

	Total Common Stock	Additional Paid in Capital	Accumulated Deficit	Stockholder's Deficit
Balance as at March 31, 2023	\$1	\$5,000	\$(1,325,046)	\$(1,320,045)
Net Income / (loss)	-	-	(14,423)	(14,423)
Balance as at December 31, 2023	\$1	\$5,000	\$(1,339,469)	\$(1,334,468)

See Audit Report of Independent Accountants

The Notes to Financial Statements are an integral part of these statements.

Kshipra Jatana
Director

Viacom 18 US Inc.**Statement of Cash Flows for the period from 1 April 2023 to 31 December 2023**

	Period from 1 April 2023 to 31 December 2023
Cash flows from operating activities	
Net income / (loss)	(14,423)
Adjustments to reconcile net loss to net cash used by operating activities:	
Liability write back	-
Changes in operating assets and liabilities,	
Decreases in other receivables	-
Increase / (Decrease) in accounts payable and accrued expenses	<u>(5,610)</u>
Net cash used by operating activities	(20,033)
Cash flows from investing activities	-
Cash flows from financing activities	<u>-</u>
Net decrease in cash and cash equivalents	(20,033)
Cash and cash equivalents	
Beginning of period	<u>119,543</u>
End of period	<u><u>\$99,510</u></u>

See Audit Report of Independent Accountants.

The Notes to Financial Statements are an integral part of these statements.

Kshipra Jatana
Director

Viacom 18 US Inc.**Notes to the Financial Statements for the period 1 April 2023 to 31 December 2023****NOTE 1. NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***Nature of Business*

Viacom 18 US Inc. (the “Company”) was incorporated under the laws of the state of Delaware on October 29, 2007, and commenced operations on the same day. The Company is a wholly owned subsidiary of Viacom 18 Media Private Limited (“Viacom India”), an entity established under the laws of India. The Company is engaged in the business of marketing and promotion in the broadcasting market in the U.S.A and its activities include marketing and sale in the US of airtime on Viacom India’s TV channel, “Aap Ka Colors”. The Company had no revenues since beginning of the fiscal year and is presently evaluating its market opportunities. These financials have been prepared solely for consolidation with parent company.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and non-interest bearing bank accounts. Cash deposits, exceeded federally insured limits as of December 31, 2023

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. “the exit price”) in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various valuation approaches, including quoted market prices and discounted cash flows. The established hierarchy for inputs used, in measuring fair value, maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from independent sources. Unobservable inputs are inputs that reflect a company’s judgment concerning the assumptions that market participants would use in pricing the asset or liability developed based on the best information available under the circumstances. The fair value hierarchy is broken down into three levels based on the reliability of inputs as follows:

- Level 1 – Valuations based on quoted prices in active markets for identical instruments that the Company is able to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.
- Level 2 – Valuations based on quoted prices in active markets for instruments that are similar, or quoted prices in markets that are not active for identical or similar instruments, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement, which utilize the Company’s estimates and assumptions.

Viacom 18 US Inc.**Notes to the Financial Statements for the period 1 April 2023 to 31 December 2023**

If the volume and level of activity for an asset or liability have significantly decreased, the Company will still evaluate the fair value estimate as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions.

The following table sets forth the fair value of our financial assets that were measured on a recurring basis as of December 31, 2023:

	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 99,510	-	-

Revenue Recognition

Revenue is recognized in accordance with the FASB Accounting Standards Codification ("FASB ASC") Topic 605, Revenue Recognition. Substantially all of the Company's revenue is derived from the sale of advertising space on satellite television. Revenue is realized when the service is performed in accordance with terms of each client arrangement, upon completion of the earnings process and when collection is reasonably assured. Prior to recognizing revenue, persuasive evidence of an arrangement must exist, the sales price must be fixed or determinable and performance and acceptance must be in accordance with the client arrangement.

Property and Equipment

Property and equipment are carried at cost. Depreciation of property and equipment is provided using the straight-line method for financial reporting purposes at rates based on the following estimated useful lives.

	Years
Furniture and fixtures	5
Office and computer equipment	3 – 5

Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

Income Taxes

Income tax expense consists of current tax expense and the net change in the deferred tax asset or liability during the year. The current income tax benefit from operations consists of federal and state income taxes payable by the Company. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Valuation allowances are recorded to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized.

Viacom 18 US Inc.**Notes to the Financial Statements for the period 1 April 2023 to 31 December 2023**

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the operating statement in the period of enactment of the change.

The Company is required to file tax returns in the U.S. federal jurisdiction and various states. The Company follows the accounting pronouncement dealing with uncertain tax positions. The pronouncement clarifies the accounting for uncertainty in income taxes recognized in the Company's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The pronouncement also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company had no uncertain tax positions at December 31, 2023. Penalties accrued on unrecognized tax benefits, if any, are classified with operating expenses. The Company recognized no interest or penalties during the period ended December 31, 2023.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE 2. RELATED PARTY TRANSACTIONS

The Company previously distributed movies to exhibitors throughout the USA and Canada under a master agency agreement entered into with an entity related through common ownership, The Indian Film Company Limited. Pursuant to the general provisions of this agreement, the Company earned commission income as a percentage of exhibition rental and promotion fees collected on behalf of the principal. The rate of commission income was negotiated on a movie by movie basis and was specified in the term sheets signed by the parties. At the end of fiscal year 2010, the Company discontinued its movie distribution agency business. During the fiscal year ended March 31, 2015, The Indian Film Company merged with Roptonal Limited, the holding company of The Indian Film Company and a subsidiary of Viacom18 Media Private Limited

The net payable owed to Roptonal Limited is \$ 348,190 as of December 31, 2023 and is included in due to affiliates on the Company's balance sheet. The Company has an informal agreement with this affiliate to repay this amount as the funds become available.

The net amount due to affiliates as of December 31, 2023 is summarized below:

Due to Roptonal Ltd.	\$	348,190
Due to Viacom18 Media Private Limited	\$	<u>1,082,571</u>
Total	\$	<u><u>1,430,761</u></u>

Viacom 18 US Inc.**Notes to the Financial Statements for the period 1 April 2023 to 31 December 2023**

At December 31, 2023, the Company owed \$1,082,572 to Viacom18 Media Private Limited. The Company has an informal agreement with Viacom 18 Media Private Limited to repay this amount as the funds become available. Additionally, Viacom18 Media Private Limited has agreed in writing to provide continued financial support to the Company for the Company's fiscal period ending December 31, 2023.

NOTE 3. INCOME TAXES

The Company's deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of the Company's deferred tax assets depends upon generating sufficient future taxable income during the period in which the Company's temporary differences become deductible for tax purposes. At December 31, 2023, the Company's deferred tax asset from the net operating loss (NOL) and related valuation allowance was approximately \$281,288 computed at the blended Federal and State tax rate of 21%.

The Company has available at December 31, 2023 approximately \$1,339,468 of net operating loss carry forwards that may be applied against future taxable income. For federal income tax purposes, these losses will be expire beginning in 2028.

The Company is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years prior to 2012.

NOTE 4. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through which is the date these financial statements were available to be issued and has determined that no subsequent events have occurred requiring recognition or disclosure in these financial statements.