

RRB Mediasoft Private Limited
Financial Statements
2020 – 21

INDEPENDENT AUDITOR'S REPORT

To the Members of RRB Mediasoft Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of RRB Mediasoft Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its loss 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 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Director's report in the annual report for the year ended March 31, 2021, 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 accounting Standards 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 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.

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, 2016 ("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 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 Indian Accounting Standards specified under section 133 of the Act, read with Rules 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, during the year no managerial remuneration has been paid or provided by the Company.
 - 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, 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 litigation which would impact its financial position in its financial statements.
- ii. The Company does not have any foreseeable losses on long-term contracts including derivative contracts, if any, in respect of which any provision is required to be made under the applicable law and Accounting Standards.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Pathak H. D. & Associates LLP
Chartered Accountants
(Registration No. 107783W/W100593)

Gopal Chaturvedi
Partner
Membership No.: 090903
UDIN – 21090903AAAACG4674

Place: Mumbai
Date: April 18, 2021

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the members of RRB Mediasoft Private Limited on the financial statements for the year ended 31st March, 2021)

- i. The Company does not have any fixed assets and accordingly, the provisions of Clause (i) of paragraph 3 of the Order are not applicable to the Company.
- ii. The Company does not have any inventories and accordingly, the provisions of Clause (ii) of paragraph 3 of the Order are not applicable to the Company.
- iii. There are no loans, secured or unsecured, granted by the Company to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Act. Accordingly, the provisions of Clause (iii) of paragraph 3 of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, the Company has not made any loan, investment, and guarantees to any person specified under Section 185 and Section 186 of the Act. Therefore, the provisions of Clause (iv) of paragraph 3 of the Order are not applicable to the Company.
- v. According to the information and explanations given to us, the Company has not accepted any deposit. 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 Provident Fund, Employees’ State Insurance, Income Tax, Goods and Services Tax, Duty of Customs, Duty of Excise, Cess 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, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2021 for a period of more than six months from the date of becoming payable.
 - b. There were no dues of Income Tax, Sales Tax, Goods and Services Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, as applicable, which have not been deposited on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to debenture holders. The Company has no dues to financial institution, bank and government.

- ix. To the best of our knowledge and belief and according to the information and explanations given to us, during the year the Company has not raised any money by way of initial public offer, further public offer (including debt instruments) or term loan.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations provided by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, during the year no managerial remuneration has been paid or provided by the Company. Therefore, the provisions of Clause (xi) of paragraph 3 of the Order are not applicable to the Company.
- xii. In our opinion, 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. According to the information and explanations provided by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.
- xiv. According to the information and explanations provided to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of Clause (xiv) of paragraph 3 of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Therefore, the provisions of Clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- xvi. 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.

For **Pathak H. D. & Associates LLP**
Chartered Accountants
(Registration No. 107783W/W100593)

Gopal Chaturvedi
Partner
Membership No.: 090903
UDIN – 21090903AAAACG4674

Place: Mumbai
Date: April 18, 2021

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the members of RRB Mediasoft Private Limited on the financial statements for the year ended 31st March, 2021)

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 RRB Mediasoft Private Limited (“the Company”) as of 31st March, 2021 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. 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 over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note 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, an adequate internal financial controls system 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 31st March, 2021 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 statements issued by the Institute of Chartered Accountants of India.

For Pathak H. D. & Associates LLP
Chartered Accountants
(Registration No. 107783W/W100593)

Gopal Chaturvedi
Partner
Membership No.: 090903
UDIN – 21090903AAAACG4674

Place: Mumbai
Date: April 18, 2021

RRB Mediasoft Private Limited
Balance Sheet as at 31st March, 2021

	Notes	<i>Amount in Rupees</i>	
		As at 31st March, 2021	As at 31st March, 2020
ASSETS			
Non-current assets			
Financial Assets			
Investments	1	293 86 96 575	293 86 96 575
Total Non-current Assets		293 86 96 575	293 86 96 575
Current assets			
Financial Assets			
Cash and cash equivalents	2	42 347	50 500
Total Current Assets		42 347	50 500
Total Assets		293 87 38 922	293 87 47 075
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	3	1 00 000	1 00 000
Other Equity	4	293 85 03 522	293 85 44 035
Total Equity		293 86 03 522	293 86 44 035
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings	5	1 00 000	-
Total Non-current Liabilities		1 00 000	-
Current liabilities			
Financial Liabilities			
Trade Payables Due to:	6		
Micro and Small Enterprises		-	-
Other than Micro and Small Enterprises		-	70 000
Other Current Liabilities	7	35 400	33 040
Total Liabilities		35 400	1 03 040
Total Liabilities		1 35 400	1 03 040
Total Equity and Liabilities		293 87 38 922	293 87 47 075

Significant Accounting Policies
See accompanying Notes to the Financial Statements 1 to 19

As per our Report of even date

For Pathak H.D. & Associates LLP
Chartered Accountants
Firm Registration No. 107783W/W100593

For and on behalf of the Board of Directors

Gopal Chaturvedi
Partner
Membership No. 090903

L V Merchant
Director

**Venkataraman
Ramachandran**
Director

Place: Mumbai
Date : April 18, 2021

RRB Mediasoft Private Limited**Statement of Profit and Loss for the year ended 31st March, 2021**

		<i>Amount in Rupees</i>	
	Notes	2020-21	2019-20
Income			
Revenue from operations	8	3 54 000	4 06 215
Total Income		3 54 000	4 06 215
Expenses			
Purchase of traded goods	9	3 53 650	3 98 250
Finance Costs	10	170	-
Other expenses	11	40 191	44 547
Total expenses		3 94 011	4 42 797
Loss before tax		(40 011)	(36 582)
Tax expense:			
Taxes for earlier years		502	-
Loss for the year		(40 513)	(36 582)
Other Comprehensive Income			
		-	-
Total Comprehensive Income for the year		(40 513)	(36 582)
Earnings per equity share of face value of ₹ 10 each			
(a) Basic	12	(4.05)	(3.66)
(b) Diluted	12	(4.05)	(3.66)

Significant Accounting Policies

See accompanying Notes to the Financial Statements 1 to 19

As per our Report of even date

For Pathak H.D. & Associates LLP
Chartered Accountants
Firm Registration No. 107783W/W100593

For and on behalf of the Board of Directors

Gopal Chaturvedi
Partner
Membership No. 090903

L V Merchant
Director

**Venkataraman
Ramachandran**
Director

Place: Mumbai
Date : April 18, 2021

RRB Mediasoft Private Limited
Statement of Changes in Equity for the year ended 31st March, 2021

Amount in Rupees

A. Equity Share Capital

Balance as at 1st April, 2019	Changes during the year 2019-20	Balance as at 31st March, 2020	Changes during the year 2020-21	Balance as at 31st March, 2021
1 00 000	-	1 00 000	-	1 00 000

B. Other Equity

Particulars	Instrument classified as Equity (Refer note. 4)	Reserves and Surplus	Total
		Retained Earnings	

As on 31st March, 2020

Balance at the beginning of the reporting period i.e. 1st April, 2019	293 90 63 100	(4 82 483)	293 85 80 617
Total Comprehensive Income for the year	-	(36 582)	(36 582)
Balance at the end of the reporting period i.e. 31st March, 2020	293 90 63 100	(5 19 065)	293 85 44 035

As on 31st March, 2021

Balance at the beginning of the reporting period i.e. 1st April, 2020	293 90 63 100	(5 19 065)	293 85 44 035
Total Comprehensive Income for the year	-	(40 513)	(40 513)
Balance at the end of the reporting period i.e. 31st March, 2021	293 90 63 100	(5 59 578)	293 85 03 522

As per our Report of even date

For Pathak H.D. & Associates LLP
Chartered Accountants
Firm Registration No. 107783W/W100593

For and on behalf of the Board of Directors

Gopal Chaturvedi
Partner
Membership No. 090903

L V Merchant
Director

**Venkataraman
Ramachandran**
Director

Place: Mumbai
Date : April 18, 2021

RRB Mediasoft Private Limited
Cash Flow Statement for the period ended 31st March, 2021

	<i>Amount in Rupees</i>	
	2020-21	2019-20
A: CASH FLOW FROM OPERATING ACTIVITIES		
Net Loss before tax as per Statement of Profit and Loss	(40 011)	(36 582)
Adjusted for:		
Finance cost	170	-
Operating loss before working capital changes	(39 841)	(36 582)
Adjusted for:		
Trade and Other Payables	(67 640)	(1 32 500)
Trade and Other Receivables	-	2 10 000
Cash Generated / used in operations	(1 07 481)	40 918
Taxes paid (Net)	(502)	-
Net cash flow from / (used in) operating activities	(1 07 983)	40 918
B: CASH FLOW FROM INVESTING ACTIVITIES	-	-
Net cash flow used in investing activities	-	-
C: CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowing - Non-Current		
From other related party	1 00 000	
Finance cost	(170)	
Net cash flow from financing activities	99 830	-
Net (Decrease) in Cash and Cash equivalents	(8 153)	40 918
Opening Balance of Cash and Cash equivalents	50 500	9 582
Closing Balance of Cash and Cash equivalents	42 347	50 500

As per our Report of even date

For Pathak H.D. & Associates LLP
Chartered Accountants
Firm Registration No. 107783W/W100593

For and on behalf of the Board of Directors

Gopal Chaturvedi
Partner
Membership No. 090903

L V Merchant
Director

**Venkataraman
Ramachandran**
Director

Place: Mumbai
Date : April 18, 2021

RRB Mediasoft Private Limited**Notes To Financial Statements For The Year Ended 31st March, 2021****A CORPORATE INFORMATION**

RRB Mediasoft Private Limited (“the Company”) is a private limited company incorporated in India on 22nd December, 2011, having its registered office at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai - 400021 Maharashtra, India. The Company is engaged in the business of trading and has also made investments.

B SIGNIFICANT ACCOUNTING POLICIES**B.1 BASIS OF PREPARATION AND PRESENTATION**

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

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

Company's financial statements are presented in Indian Rupees (Rs.) which is its functional currency.

B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**(a) Property, plant and equipment:**

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and arrangements arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow the entity and the cost can be measured reliably.

Depreciation on property, plant and equipment is provided using written down value method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

(b) Provisions

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

(c) Contingencies

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

RRB Mediasoft Private Limited**Notes To Financial Statements For The Year Ended 31st March, 2021****(d) Taxation**

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

i) Current tax

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

ii) Deferred tax

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

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

(e) Revenue recognition

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

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

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

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

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

Interest income

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

Dividend income

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

(f) Financial 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.

RRB Mediasoft Private Limited
Notes To Financial Statements For The Year Ended 31st March, 2021

Subsequent measurement:

i) Financial assets measured at amortised cost (AC)

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

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

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

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

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

iv) Investment in subsidiaries, associates and joint ventures:

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

Impairment of financial assets

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

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

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

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

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

(II) Financial liabilities

Initial recognition and measurement:

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

Subsequent measurement:

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

RRB Mediasoft Private Limited
Notes To Financial Statements For The Year Ended 31st March, 2021

(g) Earnings per share

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

C Critical accounting judgements and key sources of estimation uncertainty:

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

i) Recoverability of trade receivables:

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

ii) Provisions:

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

iii) Fair value measurement

For estimates relating to fair value of financial instruments refer note 18 of financial statements.

RRB Mediasoft Private Limited

Notes To Financial Statements For The Year Ended 31st March, 2021

1 Non-current Investments	As at 31st March, 2021		Amount in Rupees As at 31st March, 2020	
	Units	Amount	Units	Amount
Investments classification at cost				
In Equity shares - Quoted, fully paid up				
Network18 Media & Investments Limited of ₹ 5 each	10,85,15,123	293 86 43 815	10,85,15,123	293 86 43 815
TV18 Broadcast Limited of ₹ 2 each	2,363	52 760	2,363	52 760
Total		293 86 96 575		293 86 96 575
Aggregate amount of quoted investments		293 86 96 575		293 86 96 575
Market Value of quoted investments		395 00 18 413		199 12 89 370
Aggregate provision for impairment in value of Investments		-		-
1.1 Category-wise Non-current Investments				
Financial assets measured at cost		293 86 96 575		293 86 96 575
Total		293 86 96 575		293 86 96 575

2 Cash and Cash equivalents	As at 31st March, 2021		Amount in Rupees As at 31st March, 2020	
	Balance with Banks -in current accounts		42 347	
Total		42 347		50 500

RRB Mediasoft Private Limited

Notes To Financial Statements For The Year Ended 31st March, 2021

3 Equity Share capital	As at 31st March, 2021		Amount in Rupees As at 31st March, 2020	
	Units	Amount	Units	Amount
Authorized Share Capital				
Equity Shares of ₹ 10 each	10,000	1 00 000	10,000	1 00 000
		<u>1 00 000</u>		<u>1 00 000</u>
Issued, subscribed and paid up capital				
Equity Shares of ₹ 10 each fully paid up	10,000	1 00 000	10,000	1 00 000
Total		<u>1 00 000</u>		<u>1 00 000</u>

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

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

Particulars	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	10,000	10,000
Add : Shares issued during the year	-	-
Equity Shares at the end of the year	<u>10,000</u>	<u>10,000</u>

3.2 Details of shareholders holding more than 5% shares of the Company:

Particulars	% held	No. of Shares	% held	No. of Shares
Sanchar Content Private Limited * (On behalf of Independent Media Trust)	100.00%	10,000	100.00%	10,000
Total	<u>100.00%</u>	<u>10,000</u>	<u>100.00%</u>	<u>10,000</u>

* Includes shares held by nominees of Sanchar Content Private Limited

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

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

RRB Mediasoft Private Limited

Notes To Financial Statements For The Year Ended 31st March, 2021

4 Other Equity	<i>Amount in Rupees</i>	
	As at 31st March, 2021	As at 31st March, 2020
Instrument classified as Equity		
Zero Coupon Optionally Fully Convertible ⁽¹⁾ Debentures	287 51 15 100	287 51 15 100
Zero Coupon Compulsory Convertible ⁽²⁾ Debentures	6 39 48 000	6 39 48 000
Retained Earnings		
As per last Balance Sheet	(5 19 065)	(4 82 483)
Add: Total Comprehensive Income for the year	(40 513)	(36 582)
Closing balance	(5 59 578)	(5 19 065)
Total	293 85 03 522	293 85 44 035

Note:

- 1 Zero coupon optionally fully convertible debentures (ZOFCD) Units 2,87,51,151 (Previous year Units 2,87,51,151)
Conversion at any time after 2 years from the date of allotment 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).
- 2 Zero coupon compulsory convertible debentures (ZCCCD) Units 6,39,480 (Previous year Units 6,39,480)
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 are held by Sanchar Content Private Limited (On behalf of Independent Media Trust).

5 Borrowings - Non-Current Unsecured - at Amortised Cost	<i>Amount in Rupees</i>	
	As at 31st March, 2021	As at 31st March, 2020
Loan from the Fellow Subsidiary Company Refer note 14	1 00 000	-
	1 00 000	-

Note : Loan referred above is re-payable in three years.

RRB Mediasoft Private Limited**Notes To Financial Statements For The Year Ended 31st March, 2021**

6 Trade Payables	As at 31st March, 2021	Amount in Rupees
		As at 31st March, 2020
Micro and Small Enterprises	-	-
Other than Micro and Small Enterprises	-	70 000
Total	-	70 000

There are no overdue amounts to Micro, Small and Medium Enterprises as at March 31, 2021.

7 Other Current Liabilities	As at 31st March, 2021	Amount in Rupees
		As at 31st March, 2020
Other payables *	35 400	33 040
Total	35 400	33 040

* provisions for revenue expenditure and statutory dues

RRB Mediasoft Private Limited**Notes To Financial Statements For The Year Ended 31st March, 2021**

		<i>Amount in Rupees</i>	
8 Revenue from operations	2020-21	2019-20	
Sale of traded goods	3 54 000	4 06 215	
Total	3 54 000	4 06 215	

		<i>Amount in Rupees</i>	
9 Purchase of traded goods	2020-21	2019-20	
Cost of goods sold	3 53 650	3 98 250	
Total	3 53 650	3 98 250	

		<i>Amount in Rupees</i>	
10 Finance Costs	2020-21	2019-20	
Interest expenses at amortised cost	170	-	
Total	170	-	

		<i>Amount in Rupees</i>	
11 Other expenses	2020-21	2019-20	
Demat Charges	885	885	
Bank Chages	-	10	
Legal and professional expenses	2 000	4 000	
Payment to Auditor (Refer details below)	35 400	33 040	
Other Establishment Expenses	1 906	6 612	
Total	40 191	44 547	
Payment to Auditor as:			
Statutory Audit Fees	35 400	33 040	
Total	35 400	33 040	

RRB Mediasoft Private Limited**Notes To Financial Statements For The Year Ended 31st March, 2021**

	<i>Amount in Rupees</i>	
	2020-21	2019-20
12 Earnings per share (EPS)		
Total operations for the year		
Net Loss after tax as per Statement of Profit and Loss attributable to Equity Shareholders	(40 513)	(36 582)
Weighted Average number of Equity Shares used as denominator for calculating basic EPS	10,000	10,000
Effect of dilution:		
Weighted average number of equity shares upon conversion		
Zero Coupon Optionally Fully Convertible Ddebentures	287,511,510	287,511,510
Zero Coupon Compulsory Convertible Debentures	6,394,800	6,394,800
Weighted Average number of Equity Shares used as denominator for calculating diluted EPS	293,916,310	293,916,310
Basic Earnings per Share	(4.05)	(3.66)
Diluted Earnings per Share *	(4.05)	(3.66)
Face value per Equity Share	10	10

* Diluted earnings per share is same as basic earnings per share, since the potential equity shares are anti dilutive.

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

RRB Mediasoft Private Limited**Notes To Financial Statements For The Year Ended 31st March, 2021****14 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
Colorful Media Private Limited	Fellow Subsidiary Company

(ii) Transactions during the year with related parties:

Particulars	Amount in Rupees
	Fellow Subsidiary Company
<u>Loan taken</u>	
Colorful Media Private Limited	1 00 000 (-)
<u>Finance Cost</u>	
Colorful Media Private Limited	170 (-)
Balances as on 31st March, 2021	
<u>Borrowings</u>	
Colorful Media Private Limited	1 00 000 (-)

(Figures in brackets represents figures for previous years)

RRB Mediasoft Private Limited

Notes To Financial Statements For The Year Ended 31st March, 2021

15 Segment Information

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

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

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

i) Primary Segment Information :

Amount in Rupees

Sr No	Particulars	Finance & Investments		Trading		Total	
		2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
1	Segment Revenue						
	Turnover	-	-	3 54 000	4 06 215	3 54 000	4 06 215
2	Segment results	(40 361)	(44 547)	350	7 965	(40 011)	(36 582)
	before Interest and Taxes						
	Less: Interest expense	-	-	-	-	-	-
	Add : Interest Income	-	-	-	-	-	-
	Profit before tax	(40 361)	(44 547)	350	7 965	(40 011)	(36 582)
	Current Tax	-	-	-	-	-	-
	Taxes for earlier years	502	-	-	-	502	-
	Net profit after tax	(40 863)	(44 547)	350	7 965	(40 513)	(36 582)
3	Other Information						
	Segment Assets	293 87 38 922	293 87 47 075	-	-	293 87 38 922	293 87 47 075
	Segment Liabilities	1 35 400	33 040	-	70 000	1 35 400	1 03 040
	Capital Expenditure	-	-	-	-	-	-
	Depreciation	-	-	-	-	-	-

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

16 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.

17 The gearing ratio at end of the reporting period was as follows

	As at 31st March, 2021	As at 31st March, 2020
	₹	₹
Debt	1 00 000	-
Cash and bank balance (including liquid investments)	42 347	50 500
Net debt (A)	57 653	(50 500)
Total Equity (as per Balance Sheet) (B)	293 86 03 522	293 86 44 035
Net Gearing (A/B)	0.000	-

RRB Mediasoft Private Limited

Notes To Financial Statements For The Year Ended 31st March, 2021

18 Financial Instruments

Valuation

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

Fair Valuation Measurement hierarchy

Amount in Rupees

Particulars	As at 31st March, 2021			As at 31st March, 2020		
	Carrying Amount	Level of input used in		Carrying Amount	Level of input used in	
		Level 1	Level 2		Level 1	Level 2
Financial Assets						
At Amortised Cost	-	-	-	-	-	-
Investments *	-	-	-	-	-	-
Cash and Bank balance	42 347	-	-	50 500	-	-
At FVTPL	-	-	-	-	-	-
At FVTOCI	-	-	-	-	-	-
Financial Liabilities						
At Amortised Cost						
Borrowings	1 00 000	-	-	-	-	-
Trade Payables	-	-	-	70 000	-	-
At FVTPL	-	-	-	-	-	-
At FVTOCI	-	-	-	-	-	-

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

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

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

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

Credit risk

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

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

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

Liquidity risk

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

Interest rate risk

Company's borrowing is only through its fellow subsidiary company viz Colorful Media Private Limited, it has no borrowing from Bank/FI etc. Interest payable against such borrowing is as per agreed terms.

19 Approval of Financial Statements

The Financial statements were approved for issue by the Board of Directors on April 18, 2021.

As per our Report of even date

For Pathak H.D. & Associates LLP

Chartered Accountants

Firm Registration No. 107783W/W100593

For and on behalf of the Board of Directors

Gopal Chaturvedi

Partner

Membership No. 090903

L V Merchant

Director

Venkataraman

Ramachandran

Director

Place: Mumbai

Date : April 18, 2021