

## **BOARD'S REPORT**

**To,**

The Members,

**B.A.G. Convergence Private Limited**

Your Directors have pleasure in presenting their 15<sup>th</sup> Annual Report on the business and operations of the Company together with Audited Financial Statements for the financial year ended March 31, 2022.

### **FINANCIAL RESULTS**

During the year under review, your Company registered impressive growth in revenues and profits. The Company made a net profit after tax of Rs. 26,070,863/- as against Rs 2,262,607/- during the previous financial year 2020-21.

### **OPERATIONS AND STATE OF COMPANY'S AFFAIRS**

Your company is in the business of delivering media content related to news and entertainment created in house as well as delivering content of TV Channels across various genres such as current affairs, sports, tech, autos and spirituality. The content streamed on news24online.com, Face Book Pages and its YouTube channels has gained immense popularity amongst viewers, which has resulted into healthier revenues and profitability.

Your Company also carries on the business of convergence of traditional media to digital media and renders technical assistance to TV Channels and services related to website maintenance.

### **DIVIDEND**

Your Directors are of the view that resources of the Company need to be conserved for its future growth plans and hence do not recommend any dividend for the financial year 2021-22. The Company has not made any transfer to General Reserve.

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid.

### **DEPOSITS**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

## **CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There were no material changes and no commitments made affecting the financial position of the Company during the year.

## **DIRECTORS**

There are 2 (two) Directors on the Board of Directors of the company viz. Mr. Shashi Shekhar Mishra (DIN: 07034474) and Mr. Uday Shankar Singh (DIN: 03592665).

### **Independent Directors**

The provisions of Independent Directors are not applicable on our company.

### **Appointments/ Resignations of the Directors and Key Managerial Personnel**

During the financial year under review, there was no change in Board of Directors and Key Managerial Personnel of the Company.

### **Directors Retiring by Rotation**

The provisions of Directors retire by rotation are not applicable on our company.

## **Meetings**

During the financial year 8 (eight) Meetings of the Board of Directors were duly convened on 08.06.2021, 28.06.2021, 24.08.2021, 01.11.2021, 21.12.2021, 14.02.2022, 24.03.2022 and 31.03.2022. The intervening gap between the Meetings was within the time limit prescribed under the Companies Act, 2013 read with the rules made thereunder.

### **Nomination and Remuneration Policy**

The provisions relating payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178 of the Companies Act, 2013 is not applicable to your Company.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134 of the Companies Act, 2013 the Directors' confirmed that: -

- a) in the preparation of the annual financial statements for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for that period;

- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts for the financial year ended March 31, 2022 of the Company on a 'going concern' basis.
- e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are in place and are adequate and operating effectively.

### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is not required to be annexed herewith under Rule of 12 of the Companies (Management and Administration) Rules, 2014 by Companies (Management and Administration) Rules, 2021 vide Notification No. F. No. 01/34/2013CL-V(Pt-II) dated 5<sup>th</sup> March, 2021.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

During the year under review, the Company does not have any Subsidiary, joint venture and associate company.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Particulars of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 have been disclosed in the Financial Statements.

### **AUDITORS AND AUDITORS' REPORT**

#### **Statutory Auditors**

As per the Companies Act, 2013 M/s. Kumar Khare & Co., Chartered Accountants (ICAI Firm Registration No 006740C), were appointed as Statutory Auditors of the Company for a term of 4 years at the 11<sup>th</sup> Annual General Meeting till the conclusion of 15<sup>th</sup> Annual General Meeting of the Company. The period of office of Statutory Auditors will expire on 15<sup>th</sup> Annual General Meeting of the Company.

The Board has, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc at its meeting held on August 30, 2022 has recommended the appointment of M/s Joy Mukherjee & Associates, Chartered Accountant (ICAI Registration No. 006792C) as Statutory Auditor of the

Company for a period of five years from the conclusion of 15<sup>th</sup> Annual General Meeting till the conclusion of 20<sup>th</sup> Annual General Meeting of the Company.

As per the requirement of the Act, as amended, M/s Joy Mukherjee & Associates, Chartered Accountant have given their consent to act as the Statutory Auditor of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act, the Chartered Accountants Act, 1949 and the rules made thereunder.

### **Qualification in Auditors' Reports**

All observations made in the Independent Auditors' Reports are self-explanatory and suitably addressed in the Notes forming part of the Financial Statements and do not call for any further comments. The auditors' report does not contain any qualifications, reservations or adverse remarks.

There is no instance of fraud during the year under review which requires the statutory Auditors to report to the Board of Directors under section 143(12) of the Act and Rules framed thereunder.

### **Material Events Occurred between the end of Financial Year to which the Financial Statements Relate and the Date of the Report**

No material events have occurred between the end of Financial Year 2021-22 and the date of this Report which have effect over the financial position of the Company.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Your Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134 (3) (m) of the Companies Act, 2013 read along with Companies (Accounts) Rules, 2014, regarding conservation of energy and technology absorption are not applicable.

During the year, your Company has incurred expenditure in foreign currency of Rs. 56,55,580/- and Rs.10,82,61,708/- earned income in foreign currency.

### **DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

These provisions are not applicable on your company.

### **SIGNIFICANT AND MATERIAL ORDERS**

There were no significant or material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

### **DISCLOSURE IN TERMS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) Act, 2013**

In terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has an internal complaints committee in place, which entertains the complaints made by any aggrieved person.

During the financial year under review, there have been no cases reported in this regard.

## **PERSONNEL**

There is no employee whose particulars are required to be disclosed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended.

## **SECRETARIAL AUDIT**

During the period under review the Company is not covered under the criteria of applicability of Secretarial Audit pursuant to the provision of section 204 of the Companies Act, 2013.

## **RELATED PARTY TRANSACTIONS**

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 is not required to annexed with Board Report.

## **SHARE CAPITAL**

During the financial year under review, the paid up equity share capital of the Company as on March 31, 2022 was Rs. 101,000/- divided into 10,100 equity shares of Rs. 10/- each. During the financial year under review, the Company has not issued:

- any equity shares with differential rights as to dividend, voting or otherwise;
- any shares to its employees under the Employees Stock Option Scheme;
- any Sweat Equity Shares.

During the year under review, the Company has made payments of Rs. 1,50,88,000/- against 1,50,880 Optionally Fully Convertible Debentures (OFCDs) of News24 Broadcast India Limited and Rs. 13,21,03,000/- against 13,21,030 Optionally Fully Convertible Debentures (OFCDs) of E24 Glamour Limited.

## **CORPORATE SOCIAL RESPONSIBILITY POLICY**

The Company believes in voluntary commitment Corporate Social Responsibility initiatives, though said provisions are not applicable. However, once the said provisions are applicable, the

Company shall report the same in the coming years and shall submit the relevant report on such applicability.

## **ACKNOWLEDGEMENTS**

Your Directors thanks the various Central and State Government Departments, organizations and agencies for the continued help and co-operation extended by them.

Your Directors also gratefully acknowledge all stakeholders of the Company viz. producers, vendors, dealers, auditors, consultants, legal advisor banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**For and on behalf of the Board of Directors  
B.A.G. Convergence Private Limited**

Place: Noida  
Date: August 30, 2022

Sd/-  
**Shashi Shekhar Mishra**  
**Chairman**  
DIN: 07034474

## INDEPENDENT AUDITOR'S REPORT

To the Members of **B.A.G Convergence Private Limited**

### Report on the audit of the financial statements

#### Opinion

We have audited the accompanying financial statements of **B.A.G Convergence Private Limited** ("the Company"), which comprise the balance sheet as at March 31, 2022, and the Statement of Profit and Loss for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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** ('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, 2022, its Profit for the year ended on that date.

#### Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. 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.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

#### Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility 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 standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, 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.

## **Management's responsibility for the financial statements**

The Company's board of directors are 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 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 statement 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.

The 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 Companies Act, 2013, 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. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other legal and regulatory requirements**

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 Companies Act, 2013 and on the basis of such checks of the books and records of the Company, the said Order is not applicable to the Company.

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, and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the **Companies (Accounts) Rules, 2014**;
- (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) Since the Company's turnover as per last audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - a. The Company does not have any pending litigations which would impact its financial position;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Kumar Khare & Co.**  
Chartered Accountants  
Firm Registration No. 006740C  
UDIN: 22546026AYMALC9957

Sd/-

**Sunil Kumar**  
Partner  
Membership No. 546026

Place: Noida  
Dated: August 30, 2022

**B.A.G Convergence Private Limited**  
**Balance Sheet as at March 31, 2022**

₹ in Lakhs

Particulars		Note No.	March 31,2022		March 31,2021	
<b>I. Equity and Liabilities</b>						
<b>1. Shareholder's funds</b>						
	(a) Share Capital	1	1.01		1.01	
	(b) Reserves and Surplus	2	(468.23)		(728.94)	
				(467.22)		(727.93)
<b>2. Non- current liabilities</b>						
	(a) Long-term borrowings	3	472.56		1,944.47	
	(b) Deferred Tax liabilities (Net)		0.48		0.48	
				473.04		1,944.95
<b>3. Current Liabilities</b>						
	(a) Short term borrowings	4	6.20		5.00	
	(b) Trade payables		75.41		601.82	
	(c) Other current liabilities	5	1,188.01		41.17	
				1,269.62		647.99
	<b>Total</b>			<b>1,275.45</b>		<b>1,865.01</b>
<b>II Assets</b>						
<b>1. Non-current assets</b>						
	(a) Fixed assets					
	(i) Tangible assets	6	14.55		10.38	
	(b) Non-current investments	7	223.61		228.10	
	(c) Long-term loans and advances	8	1.69		1.69	
				239.85		240.17
<b>2. Current assets</b>						
	(a) Inventories	9	176.54		177.11	
	(b) Trade receivables	10	481.53		193.05	
	(c) Cash and Cash equivalents	11	128.54		328.21	
	(d) Short-term loans and advances	12	248.99		926.47	
				1,035.60		1,624.84
	<b>Total</b>			<b>1,275.45</b>		<b>1,865.01</b>

As Per our Separate Report of Even Date

**For Kumar Khare & Co.**

Chartered Accountants

**For and on behalf of the Board of Directors**

**Sd/-**

**Sunil Kumar**

(Partner)

Membership Number: 546026

Firm Registration Number: 006740C

UDIN:22546026AYMALC9957

**Sd/-**

**Uday Shankar Singh**

(Director)

DIN:- 03592665

**Sd/-**

**Shashi Shekhar Mishra**

(Director)

DIN:-7034474

Place : Noida

Date :August 30, 2022

**B.A.G. Convergence Private Limited**  
**Statement of Profit and Loss for the period ended March 31, 2022**

						₹ in Lakhs
Particulars		Note No.	March 31,2022		March 31,2021	
I	Revenue from operations	13	2,231.57		1,080.64	
II	Other Income	15	14.95		26.06	
III	<b>Total Revenue (I + II)</b>			2,246.52		1,106.70
IV	Expenses					
	Changes in inventories of finished goods, work in progress and Stock-in- trade		0.56		-	
	Employee benefits expense	16	94.01		34.80	
	Finance Costs	14	1.07		0.67	
	Depreciation and amortization expense		3.29		3.07	
	Other expense	17	1,886.87		1,045.38	
	<b>Total Expense</b>			1,985.80		1,083.92
V	Profit before exceptional and extraordinary items and tax (III-IV)			260.72		22.78
VI	Exceptional Items			-		-
VII	Profit before extraordinary items and tax (V-VI)			260.72		22.78
VIII	Extraordinary items			-		-
IX	Profit before tax (VII-VIII)			260.72		22.78
X	<b>Tax expense:</b>					
	Deferred tax		(0.00)		0.16	
				(0.00)		0.16
XI	Profit/(Loss) for the period from continuing operations (IX - X)			<b>260.72</b>		<b>22.62</b>
XII	<b>Earnings per equity share:</b>					
	(1) Basic			2,581.36		224.02
	(2) Diluted			2,581.36		224.02

As Per our Separate Report of Even Date

**For Kumar Khare & Co.**  
Chartered Accountants

**For and on behalf of the Board of Directors**

**Sd/-**  
**Sunil Kumar**  
(Partner)  
Membership Number: 546026  
Firm Registration Number: 006740C  
UDIN:22546026AYMALC9957

**Sd/-**  
**Uday Shankar Singh**  
(Director)  
DIN:- 03592665

**Sd/-**  
**Shashi Shekhar Mishra**  
(Director)  
DIN:-7034474

Place : Noida  
Date :August 30, 2022

**B.A.G. Convergence Private Limited**  
**Cash Flow Statement for the year ended March 31, 2022**

Particulars	For the year ended March 31, 2022		₹ in Lakhs For the year ended March 31, 2021	
	<b>A. Cash flow from operating activities</b>			
Net Profit / (Loss) before extraordinary items and tax		260.72		22.78
Adjustments for:				
Depreciation and amortisation	3.29		3.07	
Finance costs	1.07		0.67	
Interest income	(13.24)		(5.98)	
Liabilities / provisions no longer required written back	-		0.06	
		(8.88)		(2.18)
Operating profit / (loss) before working capital changes				
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	0.56		-	
Trade receivables	(288.48)		(125.50)	
Short-term loans and advances	677.48		(85.15)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	(526.41)		511.30	
Other current liabilities	1,146.84		4.90	
		1,009.99		305.55
Cash generated from operations		1,261.83		326.16
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>1,261.83</b>		<b>326.16</b>
<b>B. Cash flow from investing activities</b>				
Proceeds from sale of fixed assets	(7.46)		-	
Interest received				
- Others	13.24		5.98	
		10.28		5.98
		10.28		5.98
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>10.28</b>		<b>5.98</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from long-term borrowings	(1,471.91)		-	
Proceeds from other short-term borrowings	1.20		(72.42)	
Finance cost	(1.07)		(0.67)	
		(1,471.78)		(73.09)
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(1,471.78)</b>		<b>(73.09)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		(199.67)		259.04
Cash and cash equivalents at the beginning of the year		328.21		69.17
<b>Cash and cash equivalents at the end of the year</b>		<b>128.54</b>		<b>328.21</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet</b>				
Cash and cash equivalents as per Balance Sheet		128.54		328.21
<b>Cash and cash equivalents at the end of the year *</b>		<b>128.54</b>		<b>328.21</b>
* Comprises:				
(a) Cash on hand		0.31		0.07
(b) Balances with banks				
(i) In current accounts		117.45		182.37
(ii) In fixed deposit accounts		10.78		145.77
		<b>128.54</b>		<b>328.21</b>
As per our separate report of even date <b>For Kumar Khare &amp; Co.</b> Chartered Accountants			For and on behalf of the Board of Directors	
<b>Sd/-</b> <b>Sunil Kumar</b> (Partner) Membership Number: 546026 Firm Registration Number: 006740C UDIN:22546026AYMALC9957		<b>Sd/-</b> <b>Uday Shankar Singh</b> (Director) DIN:- 03592665		<b>Sd/-</b> <b>Shashi Shekhar Mishra</b> (Director) DIN:-7034474
Place : Noida Date : August 30, 2022				

**B.A.G Convergence Private Limited**  
**Notes to Financial Statements**

		₹ in Lakhs	
Particulars	March 31,2022	March 31,2021	
<b>Note-1</b>			
<b>Share Capital</b>			
<b>Equity Share Capital</b>			
<b>Authorised Share Capital</b>			
5,00,000 Equity Shares of Rs. 10/- each	50.00	50.00	
( Previous Year 5,00,000 Equity Shares @ Rs. 10/- each)			
Particulars	March 31,2022	March 31,2021	
<b>Issued, Subscribed and Fully Paid Share Capital</b>			
10,100 Equity Shares of Rs. 10/- each	1.01	1.01	
( Previous Year 10,100 Equity Shares @ Rs 10/- each)			
	<b>1.01</b>	<b>1.01</b>	
<b>Details of share holding in excess 5% of share capital:</b>			
Name of Shareholders	'March 31, 2022		
	No. of Shares		
Uday Shankar Singh	5,000		
Shikha Dantalwal	5,000		
<b>Reconciliation of the number of shares &amp; amount outstanding at the beginning and at the end of the March 31,2022</b>			
Particulars	March 31,2022	March 31,2021	
<b>Equity shares Fully paid up</b>			
<b>Number of Shares outstanding at the Beginning of the Year :</b>	Qty 10,100	10,100	
	Value 1.01	1.01	
Add : Further Issue during the year	Qty -	-	
	Value -	-	
<b>Number of Shares outstanding at the end of the Year :</b>	Qty 10,100	10,100	
	Value 1.01	1.01	
<b>Note-2</b>			
Particulars	March 31,2022	₹ in Lakhs March 31,2021	
<b>Reserves and Surplus</b>			
<b>Surplus</b>			
Opening Balance	(728.94)	(751.56)	
Add: Profit / (Loss) for the year	260.72	22.62	
<b>Total</b>	<b>(468.23)</b>	<b>(728.94)</b>	
<b>Note-3</b>			
Particulars	March 31,2022	₹ in Lakhs March 31,2021	
<b>Long-term borrowings</b>			
<b>Unsecured Loans</b>			
Optionally fully convertible Debentures	472.56	1,944.47	
<b>Total</b>	<b>472.56</b>	<b>1,944.47</b>	
<b>Disclosure in relation to Optionally Fully Convertible Debenture</b>			
The Company had issued 2,395,419 optionally fully convertible debenture (OFCDs) of face value Rs 100/-each . The OFCDs fully convertible into equity shares at any time after the expiry of 4 years at a conversion price arrived at a fair valuation mutually agreeable to the both parties.			
<b>Note-4</b>			
Particulars	March 31,2022	₹ in Lakhs March 31,2021	
<b>Short-Term Borrowings</b>			
<b>Unsecured</b>			
Other loans and advances	6.20	5.00	
<b>Total</b>	<b>6.20</b>	<b>5.00</b>	
<b>Note-5</b>			
Particulars	March 31,2022	₹ in Lakhs March 31,2021	
<b>Other Current Liabilities</b>			
<b>Other payables</b>			
Taxes Payable	0.78	0.62	
Other Liability	1,153.46	23.90	
Employee Cost	33.77	16.64	
<b>Total</b>	<b>1,188.01</b>	<b>41.16</b>	

**Note 6 - Fixed Assets Schedule for the Year ended on March 31, 2022**

**Tangible Fixed Assets**

₹ in Lakhs

Particulars	Gross Block				Depreciation				Net Block	
	Cost as on 01.4.2021	Addition during the year	Sale/adj during the year	Cost as on 31.03.2022	Accumulated Depreciation as at 01.04.2021	Depreciation for the year	Adjustment for the year	Accumulated Depreciation as at 31.03.2022	W.D.V as at 31.03.2022	W.D.V as at 31.3.2021
Office Equipment	15.37	0.78	-	16.15	8.68	1.39	-	10.07	6.08	6.70
Computer & peripherals	2.47	5.98	-	8.45	2.28	1.06	-	3.34	5.11	0.18
Plant & Machinery	7.00	-	-	7.00	3.50	0.72	-	4.22	2.78	3.50
Computer Software	2.34	0.71	-	3.05	2.34	0.13	-	2.47	0.58	(0.00)
<b>Total</b>	<b>27.18</b>	<b>6.76</b>	<b>-</b>	<b>34.64</b>	<b>16.80</b>	<b>3.29</b>	<b>-</b>	<b>20.10</b>	<b>14.55</b>	<b>10.38</b>

<b>Note-7</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Non-Current Investments</b>			
<b>Non Trade Investment at Cost</b>			
<b>Unquoted</b>			
8,080 Equity Shares (Previous Year 8,080 Equity Shares) of ARVR Communication Private Limited Having Face Value of Rs 100/- per share fully paid-up	210.08	210.08	
10,000 Equity Shares (Previous Year 10,000 Equity Shares) of Approach Films and Television Limited Having Face Value of Rs 10/- per share fully paid-up	1.00	1.00	
Nil Equity Shares (Previous Year 45,000 Equity Shares) of Cine Asia Entertainment Private Limited Having Face Value of Rs 10/- per share fully paid-up	-	4.50	
10,900 Equity Shares (Previous Year 10,900 Equity Shares) of BAG Live Entertainment Limited Having Face Value of Rs 10/- per share fully paid-up	1.09	1.09	
500,000 Equity Shares (Previous Year 500,000 Equity Shares) of BAG Business Venture Limited Having Face Value of Rs 1/- per share fully paid-up	5.00	5.00	
214518 Optionally fully convertible debenture of Skyline tele Media services Limited	6.44	6.44	
	<b>223.61</b>	<b>228.11</b>	
<b>Note-8</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Long Term Loans and Advances</b>			
Unsecured considered good Security Deposits	1.69	1.69	
	<b>1.69</b>	<b>1.69</b>	
<b>Note-9</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Inventories</b>			
Stock-in-trade	176.54	177.11	
	<b>176.54</b>	<b>177.11</b>	
<b>Note-10</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Trade Receivables</b>			
Unsecured, considered good			
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	13.38	
Less: Provision for doubtful trade receivables	-	-	
<b>Sub Total</b>	-	13.38	
Other Trade receivables	481.53	179.67	
Less: Provision for doubtful trade receivables	-	-	
<b>Sub Total</b>	481.53	179.67	
<b>Total</b>	<b>481.53</b>	<b>193.05</b>	
<b>Note-11</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Cash and Cash Equivalents</b>			
Balance with banks	117.45	182.37	
Deposit with Bank	10.78	145.77	
Cash on hand	0.31	0.07	
	<b>128.54</b>	<b>328.21</b>	

<b>Note-12</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Short Term Loans and Advances</b>			
A. Balances with government authorities			
Advance Taxes	52.37	116.27	
B. Loans and advances to employees	12.63	9.36	
C. Others			
Advances to others	183.99	800.84	
	<b>248.99</b>	<b>926.47</b>	
<b>Note-13</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Revenue from Operations</b>			
Revenue from- Sale of Services			
Income from Digital Services	2,231.57	1,080.64	
	<b>2,231.57</b>	<b>1,080.64</b>	
<b>Note-14</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Finance Costs</b>			
A. <u>Interest expense on</u>			
Other	0.05	0.21	
B. <u>Other borrowing cost</u>			
Bank Charges	1.03	0.46	
	<b>1.07</b>	<b>0.67</b>	
<b>Note-15</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Other Income</b>			
<u>Interest Income</u>			
Other	13.24	5.98	
Dividend	-	0.56	
<u>Other Non-Operating Income(net of expenses directly attributable to such income)</u>			
Miscellaneous income	1.71	0.98	
Profit on Sale of Investments	-	18.48	
Sundry balance Written back	-	0.06	
	<b>14.95</b>	<b>26.06</b>	
<b>Note-16</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Employee Benefits Expense</b>			
Salaries and Wages	94.01	34.80	
	<b>94.01</b>	<b>34.80</b>	
<b>Note-17</b>		₹ in Lakhs	
<b>Particulars</b>	<b>March 31,2022</b>	<b>March 31,2021</b>	
<b>Other Expenses</b>			
Power and Fuel	6.60	5.63	
Repairs to Machinery	1.19	2.14	
Rates and Taxes, Excluding Taxes on Income	1.52	2.80	
Loss on Foreign Currency Transaction	22.76	6.24	
Payment to auditors			
- As Auditor	0.60	0.60	
Professional Charges	256.14	149.12	
Fees & Subscription	154.81	85.77	
Conveyance Expenses	1.10	0.89	
Rent	3.60	3.30	
Programming, Content Expenses & Advertisement	1,396.38	775.82	
Miscellaneous Expenses	42.17	13.07	
	<b>1,886.87</b>	<b>1,045.38</b>	



## Note- 18

### Corporate Information

B.A.G Convergence Private Ltd was incorporated on April 11, 2007 in New-Delhi with the objective to carry on business of convergence and render technical assistance to T.V. Channels, Broadcasting Channels, Informative Electronics Channels/Films and Website Maintenance.

## Note - 19

### Significant Accounting Policies

#### a) **Basis of accounting and preparation of financial statements**

These financial statements have been prepared under the historical cost convention on a going concern basis, on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India. Indian GAAP comprises mandatory accounting standards as specified under the section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 and other accounting pronouncements of the Institute of Chartered Accountants of India.

#### b) **Use of Estimates**

The preparation of the financial statements is in accordance with Generally Accepted Accounting Principles. It requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the year. Actual results could differ from these estimates and a revision to such accounting estimates is recognized in the accounting period in which such a revision takes place.

#### c) **Depreciation**

Depreciation on fixed asset is provided on Written down Value method at the rates and in the manner prescribed in schedule II of the Companies Act, 2013.

#### d) **Revenue Recognition**

Revenues from Telecom value added services net of customer credit, is recognized on provision of services in terms of revenue sharing agreements with the aggregator.

Advertisement revenue from sale of advertising time is recognized on the accrual basis when advertisements are telecast in accordance with contractual obligations.

#### e) **Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### f) **Tangible Fixed Assets**

##### Tangible Fixed Assets

The Fixed assets are stated at cost less accumulated depreciation and impairment. Cost includes capital cost, freight, installation cost, duties and taxes and other incidental expenses incurred during the construction/installation and attributable to bringing the asset to its intended use. Fixed assets are further adjusted by the amount of CENVAT credit available, wherever applicable.

Depreciation on fixed assets is provided as per WDV basis, based on the rates as per useful life prescribed in Schedule II to the Companies Act, 2013.

Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for use.

Depreciation for the year is recognised in the Statement of Profit and Loss.

Losses arising from retirement or gains or losses arising from disposal of fixed assets which are carried at cost are recognized in the Statement of Profit and Loss.

**g) Service tax input credit**

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilizing the credits.

**h) Taxes on Income**

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Income-tax expense is recognised in Statement of Profit or Loss except that tax expense related to items recognised directly in reserves is also recognized in those reserves.

Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate.

**i) Provisions, Contingent Liabilities and Contingent Assets**

**Provisions**

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

**Contingencies**

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred, and the amount can be estimated reliably.

**Contingent Liabilities and Commitments**

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

**j) Earnings Per Share (EPS)**

The Company reports Basic Earning per equity share in accordance with the Accounting Standard-20 issued by the Institute of Chartered Accountants of India. Basic Earnings per equity share has been computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year.

The number of shares used in computing the diluted earning per share comprises of the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

**k) Investments**

Non Current investments are stated at cost or fair value whichever is lower. Long term investments are stated at cost. Provision for diminution in value of long term investment is made, if the diminution is other than temporary.

20. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 and hence disclosures Section 22 of The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 regarding:
- (a) Amount due and outstanding to suppliers as at end of accounting year;
  - (b) Interest paid during the year;
  - (c) Interest payable at the end of the accounting year; and
  - (d) Interest accrued and unpaid at the end of the accounting year have not been given.

**21. Auditors Remuneration**

Particulars	(₹ in Lakhs)	
	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Audit Fees	0.60	0.60

**22. The Deferred Tax Liability(Net) comprises of the following:**

Particulars	(₹ in Lakhs)	
	As at March 31 , 2022	As at March 31 , 2021
Opening Balance of Deferred Tax Liability (Net)	0.482	0.322
Related to Fixed Assets	0.001	0.160
<b>Deferred Tax Liability/(Assets)</b>	<b>0.483</b>	<b>0.482</b>

23. Schedule III of the Companies Act, 2013 has become effective from April1, 2014 for the preparation of financial statements. Previous year's figures have been regrouped/reclassified to be comparable with current year's classification/disclosures.

As per our separate report of even date

**For Kumar Khare & Co.**  
Chartered Accountants

**For and on the behalf the Board of Director**

Sd/-  
**Sunil Kumar**  
(Partner)  
Membership No.: 546026  
Registration No. 006740C  
UDIN: 22546026AYMALC9957

Sd/-  
**Uday Shankar Singh**  
(Director)  
DIN:- 03592665

Sd/-  
**Shashi Shekhar Mishra**  
(Director)  
DIN:- 07034474 Firm

Place: Noida  
Date: August 30, 2022