

## **BOARD'S REPORT**

**To,**  
The Members,  
**B.A.G. Convergence Private Limited**

Your Directors have pleasure in presenting their 16<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, 2023.

### **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. 49,749,199/- as against Rs 26,070,864/- during the previous financial year 2021-22.

### **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 2022-23. 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 7 (seven) Meetings of the Board of Directors were duly convened on 02.06.2022, 26.07.2022, 30.08.2022, 03.10.2022, 21.12.2022, 07.02.2023 and 29.03.2023. 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, 2023, 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, 2023 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, 2023 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 has expired 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. The Members of the Company has appointed M/s Joy Mukherjee & Associates, Chartered Accountants, as Statutory Auditors at its 15<sup>th</sup> Annual General Meeting held on September 26, 2022.

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, 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. 85,79,084.00/- and Rs.10,01,63,288.00/- 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, 2023 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.

## **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 31, 2023

**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, 2023, 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, 2023, 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.

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

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the in the Board's Report including Annexure(s) to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone 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 Standalone 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 standalone 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 Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### **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.

#### **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 Act, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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, 2023 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) 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;
  1. The Company does not have any pending litigations which would impact its financial position;
  2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



4. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
5. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
6. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of account and related matters, is applicable for the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 is currently not applicable.

**Other Matter**

The financial statement of the Company for the year ended 31st March 2023 were audited by Joy Mukherjee & Associates Chartered Accountants who expressed unmodified opinion vide their report dated 31<sup>st</sup> August 2023. Our Opinion is not modified in respect of said matter.

**For Joy Mukherjee & Associates**  
Chartered Accountants  
ICAI Firm Registration Number. 006792C

Place: Noida  
Dated: August 31, 2023

**CA J. Mukherjee**  
Partner  
Membership Number.074602  
UDIN: 240746D2BKCIXR8800

## Annexure 'A' to the Independent Auditors' Report

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of B.A.G Convergence Private Limited of even date)**

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.  
  
(B) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.
  - (b) The Company has a regular programme of physical verification of Property, Plant and Equipment and right-of use assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) The Company does not have any immovable properties taken on lease that are disclosed as Property, Plant and Equipment in financial statements.
  - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records for each class of inventory.  
  
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.
- iii. The Company has not made any investment, provided guarantee or security or granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties during the year covered in the register maintained under section 189 of Act. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. According to the information and explanations given to us and on the basis of our examination of records of the company, in respect of investments made and loans and guarantees given by the Company, in our opinion the provisions of section 185 and 186 of the Act have been complied with.
- v. According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013 therefore reporting under this clause is not applicable.
- vi. The According to the rules prescribed by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 is not applicable to the company therefore reporting under this clause is not required.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and

services tax, provident fund, employees' state insurance, income tax, duty of customs, cess, and other material statutory dues, as applicable, with the appropriate authorities.

(b) As of the year-end, according to the records of the Company and information and explanations given to us, there are no disputed statutory dues outstanding on the company.

- viii. In our opinion and according to the information and explanations given to us, there is no any transaction not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not taken any term loan during the year.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company
- (e) On According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x) (b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received whistle-blower complaints during the year.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the

standalone financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.

- xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi) (a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. The auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- xix. On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.

**For Joy Mukherjee & Associates**  
Chartered Accountants  
ICAI Firm Registration Number. 006792C

Place: Noida  
Dated: August 31, 2023

**Sd/-**  
**(CA J. Mukherjee)**  
Partner  
Membership Number.074602  
UDIN: 240746D2BKCIXR8800

**B.A.G CONVERGENCE PRIVATE LIMITED****BALANCE SHEET**

As at March 31, 2023

(₹ in Lakhs)

Particulars	Note No.	Year ended March 31,2023	Year ended March 31,2022
<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	29.26	(468.23)
		30.27	(467.22)
<b>2. Non- current liabilities</b>			
(a) Long-term borrowings	3	472.56	472.56
(b) Deferred Tax liabilities (Net)		-	0.48
		472.56	473.04
<b>3. Current Liabilities</b>			
(a) Short term borrowings	4	58.67	6.20
(b) Trade payables		130.41	75.41
(c) Other current liabilities	5	219.84	1,188.01
(d) Short term provisions	6	143.70	-
		552.62	1,269.62
<b>Total</b>		<b>1,055.45</b>	<b>1,275.45</b>
<b>II Assets</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	7	14.07	14.55
(b) Non-current investments	8	223.61	223.61
(c) Deferred tax assets (net)		0.16	-
(c) Long-term loans and advances	9	1.69	1.69
		239.53	239.85
<b>2. Current assets</b>			
(a) Inventories	10	176.54	176.54
(b) Trade receivables	11	365.58	481.53
(c) Cash and Cash equivalents	12	139.24	128.54
(d) Short-term loans and advances	13	134.56	248.99
		815.92	1,035.60
<b>Total</b>		<b>1,055.45</b>	<b>1,275.45</b>

The above Balance Sheet should be read in conjunction with the accompanying notes

As per our report of even date

For Joy Mukherjee &amp; Associates

Chartered Accountants

Firm Registration Number: 006792C

For and on behalf of the Board of Directors

CA J. Mukherjee

Partner

Membership Number: 074602

Place: Noida

Date: August 31, 2023

Sd/-

Uday Shankar Singh

(Director)

DIN:- 03592665

Sd/-

Mr. Shashi Shekhar Mishra

(Director)

DIN:-7034474

**B.A.G CONVERGENCE PRIVATE LIMITED****STATEMENT OF PROFIT AND LOSS**

For the year ended March 31,2023

(₹ in Lakhs)

Particulars	Note No.	Year ended March 31,2023	Year ended March 31,2022
I Revenue from operations	14	2,477.80	2,231.57
II Other Income	16	17.90	14.95
<b>III Total Revenue (I + II)</b>		<b>2,495.70</b>	<b>2,246.52</b>
IV Expenses			
Changes in inventories of finished goods, work in progress and Stock-in- trade		-	0.56
Employee benefits expense	17	126.55	94.01
Finance Costs	15	0.74	1.07
Depreciation and amortization expense		6.85	3.29
Other expense	18	1,721.01	1,886.87
<b>Total Expense</b>		<b>1,855.14</b>	<b>1,985.80</b>
V Profit before exceptional and extraordinary items and tax (III-IV)		640.55	260.72
VI Exceptional Items		-	-
VII Profit before extraordinary items and tax (V-VI)		640.55	260.72
VIII Extraordinary items		-	-
IX Profit before tax (VII-VIII)		640.55	260.72
X <b>Tax expense:</b>			
Current tax		143.70	-
Deferred tax		(0.64)	-
		143.06	-
XI Profit/(Loss) for the period from continuing operations (IX - X)		<b>497.49</b>	<b>260.72</b>
<b>XII Earnings per equity share:</b>			
(1) Basic		4,925.66	2,581.36
(2) Diluted		4,925.66	2,581.36

The above Statement of Profit and Loss should be read in conjunction with the accompanying notes

As per our report of even date

For Joy Mukherjee &amp; Associates

Chartered Accountants

Firm Registration Number: 006792C

For and on behalf of the Board of Directors

CA J. Mukherjee

Partner

Membership Number: 074602

Place: Noida

Date: August 31, 2023

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

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

**B.A.G CONVERGENCE PRIVATE LIMITED**  
**CASH FLOW STATEMENT**

For the Year ended March 31, 2023

₹ in Lakhs)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
<b>A. Cash flow from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	640.55	260.72
<u>Adjustments for:</u>		
Depreciation and amortisation	6.85	3.29
Finance costs	0.74	1.07
Interest income	(13.28)	(13.24)
	(5.69)	(8.88)
Operating profit / (loss) before working capital changes		
<u>Changes in working capital:</u>		
Adjustments for (increase) / decrease in operating assets:		
Inventories	-	0.56
Trade receivables	115.95	(288.48)
Short-term loans and advances	114.43	677.48
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	55.00	(526.41)
Other current liabilities	(969.16)	1,146.84
	(683.78)	1,009.99
Cash generated from operations	(48.92)	1,261.83
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>(48.92)</b>	<b>1,261.83</b>
<b>B. Cash flow from investing activities</b>		
Proceeds from sale of fixed assets	(5.38)	(7.46)
Proceeds from sale of long-term investments		
- Others	-	4.50
Interest received		
- Others	13.28	13.24
	7.90	10.28
	7.90	10.28
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>7.90</b>	<b>10.28</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from long-term borrowings	-	(1,471.91)
Proceeds from other short-term borrowings	52.46	1.20
Finance cost	(0.74)	(1.07)
	51.72	(1,471.78)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>51.72</b>	<b>(1,471.78)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>10.70</b>	<b>(199.67)</b>
Cash and cash equivalents at the beginning of the year	128.54	328.21
<b>Cash and cash equivalents at the end of the year</b>	<b>139.24</b>	<b>128.54</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>		
Cash and cash equivalents as per Balance Sheet	139.24	128.54
<b>Cash and cash equivalents at the end of the year *</b>	<b>139.24</b>	<b>128.54</b>

Note: The above Cash Flows Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Cash Flows Statement'.

The above Cash flows statement should be read in conjunction with the accompanying notes

As per our report of even dated

For Joy Mukherjee & Associates  
Chartered Accountants  
Firm Registration Number: 006792C

For and on behalf of the Board of Directors

Sd/-  
**CA J. Mukherjee**  
Partner  
Membership Number: 074602  
Place: Noida  
Date: August 31, 2023

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

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

Notes to Financial Statements

Particulars	As at March 31, 2023	As at March 31, 2022
<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 ( Previous Year 5,00,000 Equity Shares @ Rs. 10/- each)	50.00	50.00

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Issued, Subscribed and Fully Paid Share Capital</b>		
10,100 Equity Shares of Rs. 10/- each ( Previous Year 10,100 Equity Shares @ Rs 10/- each)	1.01	1.01
	<b>1.01</b>	<b>1.01</b>

**Details of share holding in excess 5% of share capital:**

Name of Shareholders	March 31, 2023 No. of Shares
Anuradha Prasad Shukla	9,980

**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the March 31, 2023**

Particulars		As at March 31, 2023	As at March 31, 2022
<b>Equity shares Fully paid up</b>			
Number of Shares outstanding at the Beginning of the Year :	Qty	10,100	10,100
	Value	101,000	101,000
Add : Further Issue during the year	Qty	-	-
	Value	-	-
Number of Shares outstanding at the end of the Year :	Qty	10,100	10,100
	Value	101,000	101,000

**Note-2**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Reserves and Surplus</b>		
<b>Surplus</b>		
Opening Balance	(468.23)	(728.94)
Add: Profit / (Loss) for the year	497.49	260.72
<b>Total</b>	<b>29.26</b>	<b>(468.23)</b>

**Note-3**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Long-term borrowings</b>		
<b>Unsecured Loans</b>		
Optionally fully convertible Debentures	472.56	472.56
<b>Total</b>	<b>472.56</b>	<b>472.56</b>

**Disclosure in relation to Optionally Fully Convertible Debenture**

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.



**Note-4**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Short-Term Borrowings</b>		
<u>Unsecured</u>		
Other loans and advances	58.67	6.20
<b>Total</b>	<b>58.67</b>	<b>6.20</b>

**Note-5**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Other Current Liabilities</b>		
<u>Other payables</u>		
Taxes Payable	1.03	0.78
Other Liability	157.01	1,153.46
Employee Cost	61.80	33.77
<b>Total</b>	<b>219.84</b>	<b>1,188.01</b>

**Note-6**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Short-Term Provisions</b>		
<u>Others</u>		
-Provision for Income Tax	143.70	-
<b>Total</b>	<b>143.70</b>	<b>-</b>

Note 7 - Fixed Assets Schedule for the Year ended on March 31, 2023

Tangible Fixed Assets

(₹ in Lakhs)

Particulars	Gross Block				Depreciation				Net Block	
	Cost as on 01.4.2022	Addition during the year	Sale/adj during the year	Cost as on 31.03.2023	Accumulated Depreciation as at 01.04.2022	Depreciation for the year	Adjustment for the year	Accumulated Depreciation as at 31.03.2023	W.D.V as at 31.03.2023	W.D.V as at 31.3.2022
Office Equipment	16.15		-	16.15	10.07	1.21	-	11.28	3.87	6.08
Furniture		6.67		6.67		1.73		1.73	4.94	-
Computer & peripherals	8.45		0.56	7.89	3.34	3.11	0.27	6.18	1.71	5.11
Plant & Machinery	7.00			7.00	4.22	0.57		4.79	2.21	2.78
Computer Software	3.05		-	3.05	2.47	0.23	-	2.69	0.35	0.58
<b>Total</b>	<b>34.64</b>	<b>6.67</b>	<b>0.56</b>	<b>39.75</b>	<b>20.10</b>	<b>6.85</b>	<b>0.27</b>	<b>26.68</b>	<b>14.07</b>	<b>14.55</b>

**Note-8**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Non-Current Investments</b>		
<b><u>Non Trade Investment at Cost</u></b>		
<b><u>Unquoted</u></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 20,000 Equity Shares) of Approach Films and Television Limited Having Face Value of Rs 10/- per share fully paid-up	1.00	1.00
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>Total</b>	<b>223.61</b>	<b>223.61</b>

**Note-9**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Long Term Loans and Advances</b>		
Unsecured considered good Security Deposits	1.69	1.69
<b>Total</b>	<b>1.69</b>	<b>1.69</b>

**Note-10**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b><u>Inventories</u></b>		
Stock-in-trade	176.54	176.54
<b>Total</b>	<b>176.54</b>	<b>176.54</b>

**Note-11**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</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	-	-
Less: Provision for doubtful trade receivables	-	-
<b>Sub Total</b>	<b>-</b>	<b>-</b>
Other Trade receivables	365.58	481.53
Less: Provision for doubtful trade receivables	-	-
<b>Sub Total</b>	<b>365.58</b>	<b>481.53</b>
<b>Total</b>	<b>365.58</b>	<b>481.53</b>

**Note-12**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Cash and Cash Equivalents</b>		
Balance with banks	127.74	117.45
Deposit with Bank	11.26	10.78
Cash on hand	0.24	0.31
<b>Total</b>	<b>139.24</b>	<b>128.54</b>

**Note-13**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Short Term Loans and Advances</b>		
Balances with government authorities		
Advance Taxes	106.13	52.37
Loans and advances to employees	11.58	12.63
Prepaid Expense	12.89	-
Others		
Advances to others	3.96	183.99
<b>Total</b>	<b>134.56</b>	<b>248.99</b>

**Note-14**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Revenue from Operations</b>		
<u>Revenue from- Sale of Services</u>		
Income from Digital Services	2,477.80	2,231.57
<b>Total</b>	<b>2,477.80</b>	<b>2,231.57</b>

**Note-15**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Finance Costs</b>		
<u>A. Interest expense on</u>		
Other	-	0.05
<u>Other borrowing cost</u>		
Bank Charges	0.74	1.03
<b>Total</b>	<b>0.74</b>	<b>1.07</b>

**Note-16**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Other Income</b>		
<u>Interest Income</u>		
Other	13.28	13.24
<u>Other Non-Operating Income(net of expenses directly attributable to such income)</u>		
Miscellaneous income	4.40	1.71
Profit on Sale of Fixed asstes	0.22	-
<b>Total</b>	<b>17.90</b>	<b>14.95</b>

**Note-17**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Employee Benefits Expense</b>		
Salaries and Wages	126.09	89.99
Staff Welfare Expenses	0.46	4.02
<b>Total</b>	<b>126.55</b>	<b>94.01</b>

**Note-18**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Other Expenses</b>		
Power and Fuel	6.13	6.60
Repairs to Machinery	3.86	1.19
Rates and Taxes, Excluding Taxes on Income	7.20	1.52
Loss on Foreign Currency Transaction	12.84	22.76
Payment to auditors		
- As Auditor	0.60	0.60
Programming & Content Expenses	993.08	1,396.38
Professional Charges	431.94	256.14
Website Development Charges	198.01	154.81
Miscellaneous Expenses	67.35	46.87
<b>Total</b>	<b>1,721.01</b>	<b>1,886.87</b>

## **Note- 19**

### **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 - 20**

### **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.

The financial statements are presented in Indian National Rupee (INR), the functional currency of the Company. Items included in the standalone financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions are recognised in the standalone statement of profit and loss. Foreign currency denominated monetary assets and liabilities are translated into functional currency at exchange rates in effect at the balance sheet date, the gain or loss arising from such translations are recognised in the standalone statement of profit and loss.

All amounts included in the financial statements are reported in lakhs of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

#### **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 recognised 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.

21. 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.

**22. Auditors Remuneration**

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Audit Fees	0.60	0.60

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

Particulars	(₹ in Lakhs)	
	As at March 31 , 2023	As at March 31 , 2022
Opening Balance of Deferred Tax Liability (Net)	0.48	0.48
Related to Fixed Assets	(0.64)	0.00
<b>Deferred Tax Liability/(Assets)</b>	<b>(0.16)</b>	<b>0.48</b>



24. Schedule III of the Companies Act, 2013 has become effective from April, 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 report of even date**

**For Joy Mukherjee & Associates**  
Chartered Accountants  
Firm Registration No. 006792C

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

**Sd/-**  
**CA J. Mukherjee**  
Partner  
Membership No.: 074602

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

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

Place: Noida  
Date: August 31, 2023