

INDEPENDENT AUDITOR'S REPORT

To
The Members of Sandesh Digital Private Limited

Report on the Ind AS financial statements

We have audited the accompanying Ind AS financial statements of **SANDESH DIGITAL PRIVATE LIMITED** ('the Company'), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant Rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is *sufficient and appropriate* to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards, of the state of affairs of the Company as at March 31, 2017 and its profit (including other comprehensive income), cash flows and changes in equity for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.

G-4, Capstone, Opp. Chirag Motors, Sheth Mangaldas Road, Ellisbridge, Ahmedabad - 380 006. Gujarat, India.
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Chartered Accountants

2. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss, the cash flow statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder;
 - (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; 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:
 - (i) The Company does not have any pending litigations which would impact its financial position;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (iv) The Company has provided requisite disclosures in the Ind AS financial statements as regards holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated November 08, 2016 of the Ministry of Finance, during the period from November 08, 2016 to December 30, 2016 of the Company as applicable. Based on audit procedures performed and relying on the management representation, we report that the disclosures are in accordance with the relevant books of account maintained by the Company and as produced to us by the Management. Refer Note 30 to the Ind AS financial statements.

Place: Ahmedabad

Date: May 27, 2017



For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. 106041W/W100136

A handwritten signature in black ink, appearing to read "K. B. Solanki".

(K. B. Solanki)
Partner
Membership No.110299

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in Independent Auditor's Report to the members of the Company on the Ind AS financial statements for the period ended March 31, 2017, we report that:

- 1. In respect of fixed assets:**
According to the information and explanations given to us and on the basis of our examination of the records, the company does not have any fixed assets, thus paragraph 3 (i) [(a) to (c)] of the said Order is not applicable to the Company.
- 2. In respect of Inventories:**
The Company is a service company, rendering advertisement services using digital platforms. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- 3. In respect of loans granted to parties covered in the register maintained u/s 189 of the Act:**
The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liabilities Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3 (iii) [(a) to (c)] of the said Order are not applicable to the Company.
- 4. In respect of compliance of section 185 and 186 of the Act:**
In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act, with respect to the investments made. The Company has not given any loan, guarantee and security.
- 5. In respect of deposits:**
The Company has not accepted any deposits.
- 6. In respect of maintenance of cost records:**
The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- 7. In respect of statutory dues:**
 - 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 generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues, as applicable, with appropriate authorities. As explained to us, the Company did not have any dues on account of duty of excise. And according to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable as applicable were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.
 - b.** According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales tax, income tax, service tax, duty of customs, value added tax and cess which have not been deposited on account of any dispute.

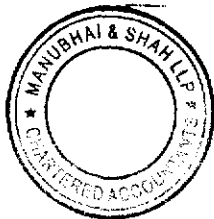


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Chartered Accountants

8. **In respect of dues to financial institutions / banks / debentures:**
Based on our audit procedures and according to the information and explanation given to us, the Company has neither taken any loan from financial institution / banks nor issued debentures. Thus, paragraph 3(viii) of the Order is not applicable to the Company.
9. **In respect of money raised by way of public offer and application of term loan:**
The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and no term loans raised during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. **In respect of fraud:**
According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. **In respect of managerial remuneration in accordance with Section 197 of the Act:**
This being a private company, limit as specified in section 197 of the Act is not applicable. Thus, paragraph 3 (xi) of the Order is not applicable.
12. **In respect of Nidhi company:**
In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. **In respect of transactions with related parties in compliance of section 177 and 188 of the Act and its disclosures:**
According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
14. **In respect of preferential allotment or private placement of shares or debentures:**
According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. **In respect of non-cash transactions with directors or persons:**
According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. **In respect of company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934:**
The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Ahmedabad

Date: May 27, 2017



For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. 106041W/W100136

(K. B. Solanki)

Partner

Membership No.110299

Independent Auditor's Report of Sandesh Digital Private Limited
for the year ended on March 31, 2017.

ANNEXURE – B TO THE INDEPENDENT AUDITOR’S REPORT

The Annexure referred to in Independent Auditor’s Report to the members of the Company on the Ind AS financial statements for the period ended March 31, 2017, we report that:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SANDESH DIGITAL PRIVATE LIMITED** (“the Company”) as of March 31, 2017 in conjunction with our audit of the Ind AS financial statements of the Company for the period ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as



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necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the *internal control over financial reporting criteria established by the Company considering the essential components of internal control* stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.



Place: Ahmedabad

Date: May 27, 2017

For, Manubhai & Shah LLP
Chartered Accountants

ICAI Firm Registration No. 106041W/W100136

A handwritten signature in black ink, appearing to read "K. B. Solanki".

(K. B. Solanki)

Partner

Membership No.110299

Sandesh Digital Private Limited
CIN : U22100GJ2015PTC083461
Balance sheet as at March 31, 2017

(Rs. In Lacs)

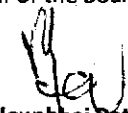
| Particulars | Note No. | As at | |
|---------------------------------------|----------|----------------|----------------|
| | | March 31, 2017 | March 31, 2016 |
| A ASSETS | | | |
| I Non Current Assets | | | |
| a Deferred Tax Assets (net) | 6 | 0.20 | 0.00 |
| | | 0.20 | 0.00 |
| II Current Assets | | | |
| (a) Financial Assets | | | |
| (i) Investments | 7 | 45.85 | 0.00 |
| (ii) Trade Receivables | 8 | 33.50 | 39.30 |
| (iii) Cash and Cash Equivalents | 9 | 12.82 | 12.88 |
| (b) Other current assets | 10 | 0.44 | 5.93 |
| | | 92.61 | 58.11 |
| Total Assets | | 92.81 | 58.11 |
| B EQUITY AND LIABILITIES | | | |
| I EQUITY | | | |
| (a) Equity Share Capital | 11 | 1.00 | 1.00 |
| (b) Other Equity | | 78.73 | 20.44 |
| | | 79.73 | 21.44 |
| II LIABILITIES | | | |
| (a) Non-current Liabilities | | | |
| Provisions | 13 | 0.71 | 0.28 |
| | | 0.71 | 0.28 |
| (b) Current Liabilities | | | |
| (1) Financial Liabilities | | | |
| (i) Short Term Borrowings | 14 | 0.00 | 16.00 |
| (ii) Trade Payables | 15 | 8.14 | 15.76 |
| (2) Other Current Liabilities | 16 | 0.63 | 1.30 |
| (3) Current Tax Liabilities | 17 | 3.60 | 3.33 |
| | | 12.37 | 36.39 |
| Total Equity & Liabilities | | 92.81 | 58.11 |

The accompanying notes form an integral part of the financial statements

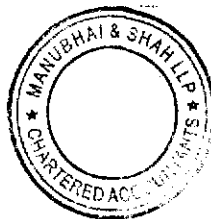
As per our report of even date attached.


For and on behalf of the Board,

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136


Falgunbhai Patel
(DIN: 00050174)
Director


K. B. SOLANKI
Partner
Membership No. 110299




Parthiv Patel
(DIN: 00050211)
Director

Place : Ahmedabad
Date: May 27, 2017

Place : Ahmedabad
Date: May 27, 2017

Sandesh Digital Private Limited
CIN : U22100GJ2015PTC083461
Statement of Profit and Loss for the year ended March 31, 2017

(Rs. In Lacs)

| Particulars | Note No. | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
|---|----------|---------------------------------------|--------------------------------------|
| I Revenue From Operations | 18 | 210.79 | 132.45 |
| II Other Income | 19 | 1.12 | - |
| III Total Revenue | | 211.91 | 132.45 |
| Expenses :: | | | |
| a Employee Benefits Expense | 20 | 63.24 | 32.61 |
| b Other Expenses | 21 | 65.31 | 67.00 |
| IV Total Expenses | | 128.55 | 99.61 |
| V Profit Before Tax (III-IV) | | 83.36 | 32.84 |
| VI Tax Expenses :: | | | |
| a Current Tax (Net) | | 25.47 | 12.40 |
| b Deferred Tax | | (0.20) | - |
| VII Profit for the Year (V - VI) | | 58.09 | 20.44 |
| VIII Other Comprehensive Income | | | |
| A (i) Items that will not be reclassified to profit or loss | | | |
| Remeasurement of defined benefit obligations | | 0.20 | - |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| B (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will be reclassified | | - | - |
| IX Total Comprehensive Income (VII + VIII) | | 58.29 | 20.44 |
| X Earnings per Equity Share: Basic and Diluted | 22 | 580.90 | 204.44 |

The accompanying notes form an integral part of the financial statements

As per our report of even date attached.

For and on behalf of the Board,

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136

K. B. Solanki

K. B. SOLANKI
Partner
Membership No. 110299



Falgunbhai Patel
Falgunbhai Patel
(DIN: 00050174)
Director

Pantiv Patel
Pantiv Patel
(DIN: 00050211)
Director

Place : Ahmedabad
Date: May 27, 2017

Place : Ahmedabad
Date: May 27, 2017

Sandesh Digital Private Limited
CIN : U22100GJ2015PTC083461

Cash Flow Statement for the year ended March 31, 2017

(Rs. In Lacs)

| Particulars | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
|---|--|---|
| A. Cash Flow From Operating Activities | | |
| Net Profit Before Tax | 83.36 | 32.84 |
| Adjustments for Fair value gain of Mutual fund | (0.85) | - |
| Operating Profit Before Working Capital Changes | 82.51 | 32.84 |
| Adjustments for | | |
| Trade & Other receivables | 5.79 | (39.30) |
| Other liability | (7.65) | 17.32 |
| Loans & Advances | 5.48 | (5.93) |
| Cash Generated From Operations | 86.13 | 4.93 |
| Direct Taxes Paid | (25.19) | (9.05) |
| Net Cash Flow From Operating Activities | 60.94 | (4.12) |
| B. Cash Flow From Investing Activities | | |
| Investment in Mutual fund | (45.00) | - |
| Net Cash Flow From Investing Activities | (45.00) | - |
| C. Cash Flow From Financing Activities | | |
| Issue of Share Capital | - | 1.00 |
| Short term borrowings (Net) | (16.00) | 16.00 |
| Net Cash Flow In Financing Activities | (16.00) | 17.00 |
| Net Increase / (Decrease) In Cash And Cash Equivalents | (0.06) | 12.88 |
| Opening Cash And Cash Equivalents | 12.88 | - |
| Closing Cash And Cash Equivalents | 12.82 | 12.88 |

The accompanying notes form an integral part of the financial statements

As per our report of even date attached.

For and on behalf of the Board,

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136

Falgunphai Patel
(DIN: 00050174)
Director

K. B. SOLANKI
Partner
Membership No. 110299



Parthiv Patel
(DIN: 00050211)
Director

Place : Ahmedabad
Date: May 27, 2017

Place : Ahmedabad
Date: May 27, 2017

Sandesh Digital Private Limited
CIN : U22100GJ2015PTC083461
Statement of Changes in Equity for the year ended on March 31, 2017


| | | (Rs. In Lacs) | |
|-------------|--|--|---|
| Particulars | | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
| A | Equity Share Capital | | |
| | Balance at the beginning of the period | 1.00 | 1.00 |
| | Changes during the period | - | - |
| | Balance at the end of the period | 1.00 | 1.00 |
| B | Other Equity | | |
| | Balance at the beginning of the period | 20.44 | - |
| | Profit for the period | 58.09 | 20.44 |
| | Other Comprehensive Income | | |
| | Remeasurement of defined benefit obligations | 0.20 | - |
| | Balance at the end of the period | 78.73 | 20.44 |

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached.

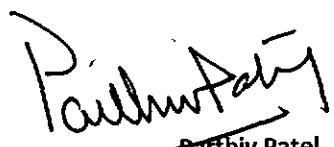
For and on behalf of the Board,

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136


Falgunbhai Patel
(DIN: 00050174)
Director


K. B. SOLANKI
Partner
Membership No. 110299




Parthiv Patel
(DIN: 00050211)
Director

Place : Ahmedabad
Date: May 27, 2017

Place : Ahmedabad
Date: May 27, 2017

| Note No. | Particulars |
|----------|-------------|
|----------|-------------|

1 Company overview

Sandesh Digital Private Limited is a private limited company domiciled in India and is incorporated under the provisions of the Companies Act, 2013. The registered office of the Company is located in Gujarat, India.

The Company is engaged in providing news on multiple digital platforms, mobile advertisements, and to aggregate and provide news / videos on multiple digital platforms.

The financial statements are approved for issue by the Company's Board of Directors on May 27, 2017.

2 Basis of Preparation

2.1 Statement of compliance

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements are the company's first Ind AS financial statements.

The financial statements up to year ended March 31, 2016 were prepared in accordance with the Accounting standards notified under Companies (Accounting Standards) Rules, 2006 (previous GAAP) and other relevant provisions of the Act. Previous period figures in the financial statements have been restated to Ind AS.

2.2 Basis of measurement

The Financial Statements have been prepared on the historical cost basis except certain financial assets and liabilities which are measured at fair values.

2.3 Functional and presentation currency

Indian rupee is the functional and presentation currency.

2.4 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations

3 Significant accounting policies

3.1 Revenue Recognition

3.1.1 Revenue from Operations

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

The Company recognizes revenue from advertisement, when users view impressions or click on display advertisements on web-pages of Sandesh Properties and sites.

3.1.2 Other Income

a Gain or loss on sale of Mutual Fund

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

b All other incomes are recognised and accounted for on accrual basis.

3.2 Financial Instruments

3.2.1 Initial Recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.



Regular way purchase and sale of financial assets are accounted for at trade date.

3.2.2 Subsequent Measurement

(a) Non-derivative financial instruments

(i) Financial assets carried at amortized cost

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

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

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

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. For such equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

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

A financial asset which is not classified in any of the above categories are subsequently measured at fair value through profit or loss. Fair value changes are recognised as other income in the Statement of Profit or Loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

(b) Equity Instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognised as a deduction from equity instrument net of any tax effects.

3.2.3 Derecognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

3.2.4 Offsetting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognised amount and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.3 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

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

3.4 Income Tax

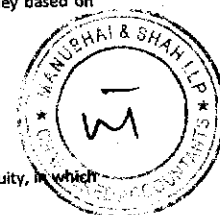
Income tax expense comprises current tax and deferred tax.

3.4.1 Current Tax

Current tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.



3.4.2 Deferred Tax

Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.5 Impairment of Financial Assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The impairment loss allowance (or reversal) recognised during the period is recognised as income / expense in the statement of profit and loss.

3.6 Borrowing costs

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are expensed in the year they occur.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.7 Employee Benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognised in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

3.8 Provisions

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.9 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.



3.10 Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. The company does not recognize a contingent asset but discloses its existence in the financial statements.

3.11 Foreign Currency

3.11.1 Initial Recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

3.11.2 Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date.

3.11.3 Exchange Difference on Monetary Items

Exchange differences are recognized as income or as expenses in the year in which they arise.

3.12 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

3.13 Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.14 Segment Reporting

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the Managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The company / group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company / group as a whole.

3.15 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

4 Transition to Ind AS

4.1 These standalone financial statements of Sandesh Digital Private Limited for the year ended March 31, 2017 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101 First-Time Adoption of Indian Accounting Standards with June 08, 2015 as the transition date and Indian GAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 3 have been applied in preparing the standalone financial statements for the year ended March 31, 2017 and the comparative information.

4.2 Reconciliation between Indian GAAP and Ind AS

4.2.1 There are no differences between the equity as per Indian GAAP and Ind AS on June 08, 2015 and March 31, 2016.

4.2.2 There are no differences between the net income and cash flows as per Indian GAAP and Ind AS for the period ended March 31, 2016.

5 Recent accounting pronouncements issued but not yet effective

Amendment to Ind AS 7

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows'. These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows'. The amendments are applicable to the company from April 01, 2017.

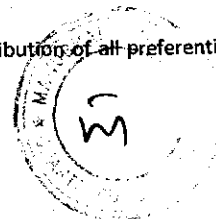
The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.



Indesh Digital Private Limited
Notes to the financial Statements for the period ended March 31, 2017

(Rs. In Lacs)

| Note No. | Particulars | (Rs. In Lacs) | | | |
|-----------|--|-------------------------|-------------------------|-----------------------|-------------|
| | | As at March 31, 2017 | As at March 31, 2016 | | |
| 6 | Deferred Tax Asset | | | | |
| | Disallowance under the Income Tax Act, 1961 | 0.20 | - | | |
| | | <u>0.20</u> | <u>-</u> | | |
| 7 | Current Investments | | | | |
| | Financial assets measured at fair value through profit or loss Mutual Funds (unquoted) | 45.85 | - | | |
| | | <u>45.85</u> | <u>-</u> | | |
| | Aggregate amount of impairment in value of investments | - | - | | |
| 8 | Trade Receivables | | | | |
| | Unsecured, considered good | 33.50 | 39.30 | | |
| | | <u>33.50</u> | <u>39.30</u> | | |
| 9 | Cash and Cash Equivalents | | | | |
| a | Balances with Banks In current accounts | 12.52 | 12.83 | | |
| b | Cash on Hand | 0.30 | 0.05 | | |
| | | <u>12.82</u> | <u>12.88</u> | | |
| 10 | Other current assets | | | | |
| a | Prepayments | 0.13 | 3.09 | | |
| b | Balance with tax authorities | 0.31 | 2.84 | | |
| | | <u>0.44</u> | <u>5.93</u> | | |
| 11 | Share Capital | | | | |
| a | Authorized : 10,00,000 Equity Shares of Rs. 10/- each (Previous Year : 10,00,000) | 100.00 | 100.00 | | |
| b | Issued & Subscribed : 10,000 Equity shares of Rs 10/- each (Previous Year : 10,000) | 1.00 | 1.00 | | |
| c | Paid up : 10,000 Equity shares of Rs 10/- each (Previous Year : 10,000) | 1.00 | 1.00 | | |
| d | Reconciliation of the shares outstanding at the beginning and at the end of the reporting year | | | | |
| | | March 31, 2017 | | March 31, 2016 | |
| | Particulars | Number | Rs. in lacs | Number | Rs. in lacs |
| | At the beginning of the period | 10 000 | 1.00 | 10 000 | 1.00 |
| | Addition | - | - | - | - |
| | At the end of the period | 10 000 | 1.00 | 10 000 | 1.00 |
| e | Rights, preferences and restrictions : | | | | |
| i | The company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. | | | | |
| ii | Dividends, if any, is declared and paid in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. | | | | |
| iii | In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amount in proportion to their shareholding. | | | | |



(Rs. In Lacs)

| Note No. | Particulars | As at | As at |
|----------|-------------|----------------|----------------|
| | | March 31, 2017 | March 31, 2016 |

f Details of share holders holding more than 5% of the subscribed capital

| Particulars | As at | | As at | |
|---------------------------------------|----------------|------|----------------|------|
| | March 31, 2017 | | March 31, 2016 | |
| | No. of shares | % | No. of shares | % |
| The Sandesh Limited - Holding Company | 10 000 | 100% | 10 000 | 100% |

12 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Company.

The Company's objective for capital management is to maximize shareholder value and safeguard business continuity.

The Company determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity and operating cash flows generated.

Summary of Quantitative Data is given hereunder:

(Rs. in Lacs)

| Particulars | 31.03.2017 | 31.03.2016 |
|--------------|--------------|--------------|
| Equity | 1.00 | 1.00 |
| Other Equity | 78.75 | 20.44 |
| Total | 79.75 | 21.44 |

The company does not have any externally imposed capital requirement.

13 Long Term Provisions

| | | |
|------------------------|-------------|-------------|
| Provision for Gratuity | 0.71 | 0.28 |
| | 0.71 | 0.28 |

14 Short Term Borrowings

| | | |
|---------------------------------------|----------|--------------|
| Loan from Holding Company (unsecured) | - | 16.00 |
| | - | 16.00 |

15 Trade Payables

| | | |
|--|-------------|--------------|
| Total outstanding dues of micro enterprise and small enterprise | - | - |
| Total outstanding dues of creditors other than micro enterprise and small enterprise | 8.14 | 15.76 |
| | 8.14 | 15.76 |

i Trade payables include Rs. NIL due to creditors registered with the company as per the provisions of Micro, Small and Medium Enterprises Development Act, 2006 (MSME).

ii No interest is paid / payable during the year to Micro, Small and Medium Enterprises.

iii The above information has been determined to the extent such parties could be identified on the basis of information available with the Company regarding the status of suppliers under the MSME.

16 Other Current Liabilities

| | | |
|----------------|-------------|-------------|
| Statutory Dues | 0.63 | 1.30 |
| | 0.63 | 1.30 |

17 Current tax liabilities (Net)

| | | |
|----------------------|-------------|-------------|
| Income Tax Provision | 3.60 | 3.33 |
| | 3.60 | 3.33 |



Sandesh Digital Private Limited
Notes to the financial Statements for the year ended 31st March 2017

(Rs. In Lacs)

| Note No. | Particulars | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
|-----------|---|--|---|
| 18 | Revenue From Operations | | |
| | Income From Digital/Web | 210.79 | 132.45 |
| | | 210.79 | 132.45 |
| 19 | Other Income | | |
| a | Financial assets measured at fair value through Profit or Loss | | |
| | Profit on Sale of Investments | 0.85 | - |
| b | Liability No Longer Required | 0.27 | - |
| | | 1.12 | - |
| 20 | Employee Benefits Expense | | |
| a | Salaries and wages (Refer Note 25) | 62.58 | 32.24 |
| b | Contribution to Provident and Other Funds | 0.56 | 0.16 |
| c | Staff Welfare Expense | 0.10 | 0.21 |
| | | 63.24 | 32.61 |
| 21 | Other Expenses | | |
| a | Feature, Newsgathering and purashkar expenses | 11.04 | 3.78 |
| b | Audit Fees* | 0.18 | 0.18 |
| c | License fee, mounting fee & other expenses | 21.09 | 13.25 |
| d | Professional & legal expenses | 24.11 | 24.06 |
| e | Miscellaneous Expenses | 8.89 | 25.73 |
| | | 65.31 | 67.00 |
| * | Auditor's Remuneration | | |
| a | For Statutory Audit | 0.13 | 0.13 |
| b | For Taxation | 0.05 | 0.05 |
| | | 0.18 | 0.18 |
| 22 | Earnings Per Share | | |
| a | Net Profit after Tax | 58.09 | 20.44 |
| b | Total Weighted Average Number of Shares for Basic and Diluted Earning | 10 000 | 10 000 |
| c | Basic and Diluted Earning per Share (in Rupees) | 580.90 | 204.44 |



23 Employee Benefits

23.1 Defined Contribution Plans

Details of amount recognized as expenses during the year for the defined contribution plans.

(Rs. In Lacs)

| Particulars | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
|---|--|---|
| Employer's Contribution to Employee State Insurance | 0.19 | 0.00 |
| Employer's Contribution to Pension Fund | 0.26 | 0.11 |
| Employer's Contribution to Provident Fund | 0.11 | 0.05 |
| | 0.56 | 0.16 |

23.2 Defined Benefit Plan - Gratuity

a Information about the characteristics of defined benefit plans

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

| Features of the defined benefit plan | Remarks |
|--------------------------------------|--|
| Benefit offered | 15 / 26 × Salary × Duration of Service |
| Salary definition | Basic Salary including Dearness Allowance (if any) |
| Benefit ceiling | Benefit ceiling of Rs. 10,00,000 was applied |
| Vesting conditions | 5 years of continuous service (Not applicable in case of death / disability) |
| Benefit eligibility | Upon Death or Resignation / Withdrawal or Retirement |
| Retirement age | 58 years |

b The company is responsible for the governance of the plan.

c Risk to the Plan

Following are the risk to which the plan exposes the entity :

i Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

ii Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cashflows.

iii Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

iv Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

d Reconciliation of defined benefit obligations

(Rs. In Lacs)

| Particulars | As at March 31, 2017 | As at March 31, 2016 |
|--|-------------------------|-------------------------|
| Defined benefit obligations as at beginning of the year | 0.26 | - |
| Current service cost | 0.64 | 0.26 |
| Interest cost | 0.02 | - |
| Actuarial Loss/(Gain) due to change in financial assumptions | 0.04 | - |
| Actuarial Loss/(Gain) due to change in demographic assumptions | - | - |
| Actuarial Loss/(Gain) due to experience | (0.24) | - |
| Defined benefit obligations as at end of the year (Refer note no 15) | 0.72 | 0.26 |

e Amount Charged to Profit or Loss

(Rs. In Lacs)

| Particulars | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
|---|--|---|
| Current service cost | 0.64 | 0.26 |
| Net interest cost | 0.02 | - |
| Net amount recognized (Refer note no.) | 0.66 | 0.26 |



f Amount Charged to Other Comprehensive Income

| Particulars | (Rs. in Lacs) | |
|---|---------------------------------------|--------------------------------------|
| | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
| Components of actuarial gain/losses on obligations: | | |
| Due to Change in financial assumptions | 0.04 | - |
| Due to change in demographic assumption | - | - |
| Due to experience adjustments | (0.24) | - |
| Return on plan assets excluding amounts included in interest income | | - |
| Amounts recognized in Other Comprehensive Income | (0.20) | - |

g Actuarial Assumptions

| Particulars | 31.03.2017 | 31.03.2016 |
|--------------------|--|--|
| Discount Rate | 7.10% | 7.60% |
| Salary Growth Rate | 4.00% | 4.00% |
| Withdrawal Rate | 20% at younger ages reducing to 0% at older ages | 20% at younger ages reducing to 0% at older ages |

h Sensitivity Analysis for Actuarial Assumption

| As at 31.03.2017 | Change in Assumptions | | Impact on Defined Benefit Obligation | | | |
|--------------------------|-----------------------|----------|--------------------------------------|--------|-------------------------|--------|
| | Increase | Decrease | Increase in Assumptions | | Decrease in Assumptions | |
| | % | % | (Rs. In Lacs) | % | (Rs. In Lacs) | % |
| Discount Rate | 0.50% | 0.50% | 0.68 | -5.00% | 0.75 | 5.40% |
| Salary Growth Rate | 0.50% | 0.50% | 0.75 | 5.50% | 0.68 | -5.20% |
| Withdrawal Rate (W.R.) | 10.00% | 10.00% | 0.69 | -3.70% | 0.74 | 3.60% |

| As at 31.03.2016 | Change in Assumptions | | Impact on Defined Benefit Obligation | | | |
|--------------------------|-----------------------|----------|--------------------------------------|--------|-------------------------|--------|
| | Increase | Decrease | Increase in Assumptions | | Decrease in Assumptions | |
| | % | % | (Rs. In Lacs) | % | (Rs. In Lacs) | % |
| Discount Rate | 0.50% | 0.50% | 0.24 | -5.10% | 0.27 | 5.50% |
| Salary Growth Rate | 0.50% | 0.50% | 0.27 | 5.70% | 0.24 | -5.30% |
| Withdrawal Rate (W.R.) | 10.00% | 10.00% | 0.24 | -5.50% | 0.27 | 5.50% |

i Details of Asset- Liability Matching Strategy

The Gratuity benefit liability of the company is Un-funded. Since the liability is unfunded, there is no Asset-Liability Matching strategy device for the plan.

j Maturity Profile of the Defined Benefit Obligation

| As at March 31, 2017 | (Rs. In Lacs) | % |
|----------------------|---------------|--------|
| 2018 | 0.00 | 0.20% |
| 2019 | 0.00 | 0.20% |
| 2020 | 0.00 | 0.20% |
| 2021 | 0.00 | 0.20% |
| 2022 | 0.12 | 7.10% |
| 2023 - 2027 | 0.55 | 32.60% |

| As at March 31, 2016 | (Rs. In Lacs) | % |
|----------------------|---------------|--------|
| 2017 | 0.00 | 0.20% |
| 2018 | 0.00 | 0.10% |
| 2019 | 0.00 | 0.10% |
| 2020 | 0.00 | 0.10% |
| 2021 | 0.00 | 0.10% |
| 2022 - 2026 | 0.26 | 39.10% |



24 Income Taxes

24.1 Tax expense in the statement of profit and loss comprises of:

(Rs. In Lacs)

| Particulars | (Rs. In Lacs) | |
|--|--|---|
| | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
| Current income tax | 26.82 | 12.40 |
| Adjustments in respect of current tax of earlier years | (1.35) | - |
| Total current income tax | 25.47 | 12.40 |
| Deferred tax | (0.20) | - |
| Total Deferred tax | (0.20) | - |
| Tax expense | 25.27 | 12.40 |

24.2 A reconciliation of the tax expenses to the amount computed by applying the statutory income tax rate to the profit before tax expense is summarized below:

(Rs. In Lacs)

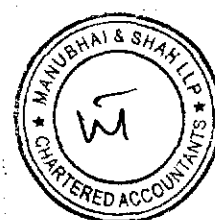
a

| Particulars | (Rs. In Lacs) | |
|--|--|---|
| | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
| Accounting profit before tax | 83.57 | 32.84 |
| Normal tax rate | 31.96% | 34.608% |
| Tax liability on accounting profit | 26.71 | 11.37 |
| Tax Effect of non deductible expenses | 0.18 | 1.01 |
| Tax Effect of deductible expenses | (0.28) | (0.00) |
| Adjustments in respect of current tax of earlier years | (1.35) | - |
| Rounding off adjustments | 0.01 | 0.03 |
| Tax expenses as per normal tax rate | 25.27 | 12.41 |

24.3 Details of each type of recognized temporary differences

(Rs. In Lacs)

| Particulars | Recognized DTA in balance sheet | | Deferred tax credit recognized in P&L | |
|---------------------------------|---------------------------------|------------|---------------------------------------|----------|
| | 31.03.2017 | 31.03.2016 | 2016-17 | 2015-16 |
| Deferred tax asset | | | | |
| Preliminary Expense | 0.01 | - | 0.01 | - |
| Gratuity | 0.19 | - | 0.19 | - |
| Total Deferred tax asset | 0.20 | - | 0.20 | - |



25 Financial Instruments

25.1 Disclosure of Financial Instruments by Category

As at March 31, 2017

(Rs. In Lacs)

| Particulars | FVTPL | FVTOCI | Amortized cost | Total carrying amount | Fair Value |
|------------------------------------|--------------|----------|----------------|-----------------------|--------------|
| Financial asset | | | | | |
| Investment | 45.85 | - | - | 45.85 | 45.85 |
| Trade Receivables | - | - | 33.50 | 33.50 | 33.50 |
| Cash and Cash Equivalents | - | - | 12.82 | 12.82 | 12.82 |
| Total Financial Asset | 45.85 | - | 46.32 | 92.17 | 92.17 |
| Financial liability | | | | | |
| Loan from related party | - | - | - | - | - |
| Trade Payables | - | - | 8.14 | 8.14 | 8.14 |
| Total Financial Liabilities | - | - | 8.14 | 8.14 | 8.14 |

As at March 31, 2016

(Rs. In Lacs)

| Particulars | FVTPL | FVTOCI | Amortized cost | Total carrying amount | Fair Value |
|------------------------------------|----------|----------|----------------|-----------------------|--------------|
| Financial asset | | | | | |
| Investment | - | - | - | - | - |
| Trade Receivables | - | - | 39.30 | 39.30 | 39.30 |
| Cash and Cash Equivalents | - | - | 12.88 | 12.88 | 12.88 |
| Total Financial Asset | - | - | 52.18 | 52.18 | 52.18 |
| Financial liability | | | | | |
| Loan from related party | - | - | 16.00 | 16.00 | 16.00 |
| Trade Payables | - | - | 15.76 | 15.76 | 15.76 |
| Total Financial Liabilities | - | - | 31.76 | 31.76 | 31.76 |

25.2 Fair value of Financial asset and liabilities at amortized cost

The Fair value of current financial assets, current trade payables and loan from related party, measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature.



26 Fair Value Measurement (FVM) of Financial asset and Financial liabilities

26.1 Fair value hierarchy

As at March 31, 2017

(Rs. In Lacs)

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|--|---------|---------|---------|-------|
| Financial asset measured at FVTPL - Recurring FVM Investment | - | 45.85 | - | 45.85 |
| Total of Financial Assets | - | 45.85 | - | 45.85 |

As at March 31, 2016

(Rs. In Lacs)

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|--|---------|---------|---------|-------|
| Financial asset measured at FVTPL - Recurring FVM Investment | - | - | - | - |
| Total of Financial Assets | - | - | - | - |

26.2 There are no transfer between level 1 and level 2 during the year

26.3 Valuation technique and inputs used to determine fair value in level 2

The fair values of investments in mutual fund units are based on the Net Asset Value (NAV) as stated by the issuers of these mutual fund units in the published statements as at balance sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which the issuers will redeem such mutual fund units.

The Fair value of current financial assets, current trade payables and loan from related party, measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.



27 Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

A Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises currency risk and other price risk. The company does not have any borrowing, hence it is not exposed to interest risk.

i Foreign Currency Risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The company is exposed to foreign currency risk due to trade receivables in foreign currency i.e. Euro & USD. The company measures risk through sensitivity analysis.

The Company's exposure to Foreign Currency Risk is as follows:

| Trade receivables | March 31, 2017 | March 31, 2016 |
|------------------------|----------------|----------------|
| USD | 35,356.54 | 41,160.30 |
| Equivalent INR in Lacs | 22.93 | 27.30 |
| Euro | 443.90 | 72.52 |
| Equivalent INR in Lacs | 0.31 | 0.05 |

Sensitivity Analysis

| Particulars | (Rs. in Lacs) | |
|------------------------|--------------------------|----------------|
| | Impact on Profit or Loss | |
| | March 31, 2017 | March 31, 2016 |
| Increase in USD by 5% | 1.15 | 1.37 |
| Decrease in USD by 5% | -1.15 | -1.37 |
| Increase in Euro by 5% | 0.02 | 0.00 |
| Decrease in Euro by 5% | -0.02 | 0.00 |

ii Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk). The company is exposed to price risk due to investments in mutual funds and classified as fair value through profit or loss. The company measures risk through sensitivity analysis. The company's risk management policy is to mitigate the risk by investments in diversified mutual funds.

The company's exposure to price risk due to investments in mutual fund is as follows:

| Particulars | (Rs. in Lacs) | |
|-----------------------------|----------------|----------------|
| | March 31, 2017 | March 31, 2016 |
| Investments in Mutual Funds | 45.85 | - |

Sensitivity Analysis

| Particulars | (Rs. in Lacs) | |
|--|-----------------------------------|----------------|
| | Impact on Balance of Mutual Funds | |
| | March 31, 2017 | March 31, 2016 |
| DHFL Pramerica Banking & PSU Debt Fund | | |
| Increase in NAV by 5% | 1.78 | - |
| Decrease in NAV by 5% | (1.78) | - |
| DHFL Pramerica Ultra Short Term Fund | | |
| Increase in NAV by 5% | 0.51 | - |
| Decrease in NAV by 5% | (0.51) | - |



B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets. The company is exposed to liquidity risk due to trade and other payables. The company measures risk by forecasting cash flows. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

The following are the contractual maturities of financial liabilities

| As at March 31, 2017 | Rs. in Lacs | upto 1 year |
|----------------------|-------------|-------------|
| Trade Payables | 8.14 | 8.14 |

| As at March 31, 2016 | Rs. in Lacs | upto 1 year |
|---------------------------|-------------|-------------|
| Trade Payables | 15.76 | 15.76 |
| Loan from Related Parties | 16.00 | 16.00 |

C Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness. Credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. All trade receivables are also reviewed and assessed for default on a regular basis. Our historical experience of collecting receivables, supported by level of default, is that credit risk is low.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 33.50 Lakhs as on March 31, 2017 and Rs. 39.30 Lakhs as on March 31, 2016.

Credit risk on cash and cash equivalents is limited as we keep balance in current account with the bank. Investments are in debt mutual funds.



28 Related Party Transactions :

28.1 List of Related Parties

(a) Name of Key Management Personnel :

| | | |
|---|---------------------|----------|
| 1 | Mr Falgunbhai Patel | Director |
| 2 | Mr Parthiv Patel | Director |

(b) Holding Company
The Sandesh Limited

28.2 Particulars of transactions with related parties. The transactions are disclosed in aggregate value for the year:

(Rs. In Lacs)

| Sr No | Nature of Transaction | From April 01, 2016 to March 31, 2017 | | | From June 08, 2015 to March 31, 2016 | | |
|-------|-----------------------|---------------------------------------|-----------------|-------|--------------------------------------|-----------------|-------|
| | | KMP | Holding Company | Total | KMP | Holding Company | Total |
| 1 | Loan Taken | 0.00 | 0.00 | 0.00 | 2.50 | 61.21 | 63.71 |
| 2 | Loan Repayment | 0.00 | 16.00 | 16.00 | 2.50 | 45.21 | 47.71 |
| 3 | License Fees | 0.01 | 21.08 | 21.09 | 0.01 | 15.14 | 15.15 |
| 4 | Balance outstanding | | | | | | |
| | Loan Receivable | 0.00 | 0.00 | 0.00 | 0.00 | 16.00 | 16.00 |

28.3 Disclosure of material transactions with Related Party:

(Rs. In Lacs)

| Sr No | Particulars | From | From |
|-------|--|-------------------------------------|------------------------------------|
| | | April 01, 2016 to March 31, 2017 | June 08, 2015 to March 31, 2016 |
| 1 | Loan Taken from The Sandesh Ltd | 0.00 | 61.21 |
| 2 | Loan Repayment to The Sandesh Ltd | 16.00 | 45.21 |
| 3 | Balance outstanding:- The Sandesh Ltd | 0.00 | 16.00 |

28.4 Terms and conditions:

Loan outstanding as on March 31, 2016 was repayable on demand.

28.5 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

28.6 Disclosure Requirement as per Listing Obligations and Disclosure Requirements Regulations, 2015

| | |
|--|-------|
| Loan taken from The Sandesh Limited | |
| Outstanding Balance at the year end | - |
| Maximum amount outstanding during the year | 16.00 |

29 Details of Loan given, Investment made and Guarantee given covered under section 186 (4) of the Companies Act, 2013

The investments made are given under the respective heads.

The company has not given any loans or corporate guarantees in respect of loans during the year.



30 Disclosure on specified bank notes (SBNs)

During the year, the Company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 08, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

| (Amount in Rs.) | | | |
|--|-------|--------------------------|----------|
| Particulars | SBNs* | Other denomination notes | Total |
| Closing cash in hand as on November 8, 2016 | - | 5 141 | 5 141 |
| (+) Permitted receipts | - | 1 50 000 | 1 50 000 |
| (-) Permitted payments | - | 1 07 166 | 1 07 166 |
| (-) Amount deposited in Banks | - | - | - |
| Closing cash in hand as on December 30, 2016 | - | 47 975 | 47 975 |

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the November 08, 2016.

31 Segment Reporting

1.1 Company has single reportable segment i.e. business of advertisement using digital platforms.

1.2 Information about geographical areas

| Particulars | (Rs. in Lacs) | |
|--|---------------------------------------|--------------------------------------|
| | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
| Revenue from India | 60.70 | 39.05 |
| Revenue from foreign countries | 150.09 | 93.40 |
| Total revenue | 210.79 | 132.45 |
| Material revenue attributed by single foreign country | | |
| USA | 149.65 | 93.40 |

1.3 Information about major customers

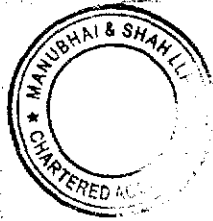
There are two major customers who individually accounted for revenue more than 10% of total revenue of the company in following periods:

| Particulars | (Rs. in Lacs) | |
|---|---------------------------------------|--------------------------------------|
| | From April 01, 2016 to March 31, 2017 | From June 08, 2015 to March 31, 2016 |
| Revenue from such customers | | |
| Customer attributing highest revenue | 59.92 | 29.93 |
| Customer attributing second highest revenue | 50.07 | 17.78 |

32 The Company was incorporated on June 08, 2015 and accordingly, previous period financial statements were for the period from June 08, 2015 to March 31, 2016. Hence, the current year Statements of Profit & Loss, Cash Flow, Changes in Equity and related notes are not comparable with those of previous period.

per our report of even date attached.

r, Manubhai & Shah LLP
 Chartered Accountants
 Firm Registration No. : 106041W/W100136



K. B. SOLANKI
 Chartered Accountant
 Membership No. 110299

Office : Ahmedabad
 Date : May 27, 2017

For and on behalf of the Board,

Falgunbhai Patel
 (DIN: 00050174)
 Director

Pratibha Patel
 (DIN: 00050211)
 Director

Place : Ahmedabad
 Date : May 27, 2017