

S. S. ZAGADE & ASSOCIATES CHARTERED ACCOUNTANTS Sagar S. Zagade B.Com., A.C.A.

### Independent Auditor's Report

To the Members of Digital One Private Limited,

### Report on the Financial Statements

We have audited the accompanying financial statements of **Digital One Private Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone 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 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 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 there under.

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



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perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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 financial statements.

### Opinion

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 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, 2015, and its loss and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Government of India – Ministry of Corporate Affairs, in terms of sub-section (11) of section 143 of the Act, the provisions of the said Order are not applicable to the Company.
- 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.



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- (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 standalone 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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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 has no pending litigations on its financial position in its financial statement.
  - The Company does not have any long-term contracts having material foreseeable losses. The company does not have any derivative contracts;
  - The Company is not liable to make any payments towards Investor Education Protection Fund.

For S. S. Zagade & Associates,

Chartered Accountants

ICAI Firm Registration No. 140117W

S. S. Zagade

Stagode

Proprietor

(Membership No.163612)

Place: Mumbai Date: 29/04/2015

(Formerly known as Mid-Day Broadcasting South (India) Private Limited)

### Balance Sheet as at 31st March, 2015

Particulars	Refer Note No.	As at 31st Mar, 2015 `in lakhs	As at 31st Mar, 2014 `in lakhs
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	4	1.00	1.00
Reserves and surplus	5	(1.20)	(0.92)
		- 0.20	0.08
Non-current liabilities			
Long-term borrowings	6	1.73	1.44
		1.73	1.44
Current liabilities			
Short-term provisions	7	0.31	0.30
		0.31	0.30
		1.83	1.83
ASSETS			
Current assets			
Short-term loans and advances	8	1.22	1.22
Cash and Bank Balances	9	0.61	0.61
		1.83	1.83
		1.83	1.83

Summary of significant accounting policies

No. 163612

As per our report of even date attached For S.S. Zagade & Associates

Chartered Accountants

S.S. Zagade (Proprietor)

Membership No.: 163612

For and on behalf of the Board of Directors of
Digital One Private Limited

Ismail Dabhoya Additional Director

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Vineet Singh Hukmani Additional Director

Place: Mumbai Date: 29th April 2015

# Digital One Private Limited (Formerly known as Mid-Day Broadcasting South (India) Private Limited)

### Statement of Profit and Loss for the Year ended 31st March, 2015

Particulars	Refer Note No.	Year Ended 31st Mar, 2015	Year Ended 31st March, 2014
		`in lakhs	`in lakhs
Income			
Other income	10	-	
Total Revenue		-	-
Expenses			
General & Administration Expenses	11	0.28	0.32
Finance charges (Net)		0.00	-
Total expenses		0.28	0.32
Profit before tax		(0.28)	(0.32)
Tax expense:			
Deferred tax			-
Profit (Loss) for the period		(0.28)	(0.32)
Earnings per equity share:	12		
Basic & Diluted		(2.86)	(3.22)
Summary of significant accounting policies	3		

As per our report of even date attached

MEMBERSHIP No. 163612 MUMBAI

For S.S. Zagade & Associates

Chartered Accountants

S.S. Zagade (Proprietor)

Membership No.: 16361

Place: Mumbai

Date: 29th April 2015

Ismail Dabhoya Additional Director

Vineet Singh Hukmani Additional Director

For and on behalf of the Board of Directors of

Digital One Private Limited

(Formerly known as Mid-Day Broadcasting South (India) Private Limited)

	Cash Flow Sta	atement		
			Year ended 31st Mar' 2015 `in lakhs	Year ended 31st Mar' 2014 `in lakhs
A.	Net Cashflow from operating Activities	-		
	Net Profit / (Loss) before tax		(0.29)	(0.32)
	Operational Profit before Working Capital	-	(0.29)	(0.32)
	Adjustments for changes in Working Capital			
	Current Liabilities	3	0.01	0.14
	Sub-Total	=	0.01	0.14
	Cash generated from operations		(0.29)	(0.18)
	Net Cash Flow from Operating Activities	(A) _	(0.29)	(0.18)
В.	Cash Flow from Investing Activities			
	Net Cash Flow from Investing Activities	(B) _	-	
C.	Cash Flow from financing Activities Borrowings		0.29	0.18
	Net Cash Flow from Financing Activities	(C) _	0.29	0.18
	Net Increase/decrease in Cash & Cash Equivalents	(A+B+C) -	0.00	0.00
	Cash & Cash Equivalents at the beginning of the year		0.61	0.61
	Cash & Cash Equivalents at the end of the year	_	0.61	0.61

For S.S. Zagade & Associates

No. 163612 MUMBAI

Chartered Accountants

S.S. Zagade (Proprietor)

Membership No.: 163612

Place: Mumbai

Date: 29th April 2015

For and on behalf of the Board of Directors of Digital One Private Limited

Ismail Dabhoya

Additional Director

Vineet Singh Hukmani Additional Director

### (formerly known as Mid-Day Broadcasting South (India) Private Limited

Notes to financial statements for the year ended on 31st March, 2015

### 1. Corporate Information

Digital One Private Limited (the company) is a private company domiciled in India and Incorporated under the provisions of Companies Act, 1956.

### 2. Basis of preparation

The financial statements have been prepared to comply in all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made and revaluation is carried out. The Company has consistently applied the accountings policies and are consistent with those used in the previous year.

### 3. Summary of significant accounting policies

### a) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management of the company to make estimates and assumptions that affect the reported amounts of income and expenses of the period and the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of the financial statements. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

### b) Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses in existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognizing of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the fixed asset and are recognized in the statement of profit and loss when the asset is derecognized.

#### c) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment, if any.

Internally generated intangible assets, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which expenditure is incurred.

### d) Depreciation

Depreciation is computed using the Written Down Value Method ("WDV") as per the useful life of the asset as prescribed in part C of Schedule II of the Companies Act, 2013 leaving a residuary value of 5% of original cost of the asset.



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Notes to financial statements for the year ended on 31st March, 2015

### e) Impairment

The company assesses at each reporting date whether there is any indication that an asset may be impaired. If any indication exists, or when annual impairment testing for asset is required, the company estimates the assets recoverable amount. Assets recoverable amount is the higher of asset's or Cash generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are independent of those from other assets or groups of assets. Where carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transaction can be identified, an appropriate valuation model is used.

#### f) Leases

Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the lased item, are classified as operating lease. Operating lease payments are recognized as an expense in the statement of profit and loss on accrual basis.

### g) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises of purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at costs. However provision for diminution in value is made to recognize a decline other than temporary decline in the value on investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### h) Revenue recognition

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.

### i) Income Taxes

Tax expense comprises current and deferred tax. Current tax is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act 1961. Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting incomes that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Asset arising on account of unabsorbed tax losses and unabsorbed depreciation are accounted for on prudence basis when



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### (formerly known as Mid-Day Broadcasting South (India) Private Limited

Notes to financial statements for the year ended on 31st March, 2015

there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

### j) Earnings Per Share

Basic earning per share are calculated by dividing the net profit or loss for the period attributable to the equity shareholders (after deducting preference dividends and attributable expenses) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity share outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

### k) Provisions

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

#### 1) 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. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

#### m) Cash and Bank Balances

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

### n) Measurement of EBITDA

As permitted by the *Guidance Note on the Revised Schedule VI to the Companies Act, 1956*, the company has elected to present earning before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit or loss. The company measures EBITDA on the basis of profit / (loss) from continuing operations. In its measurement, the company does not include depreciation and amortization expense, finance costs and tax expense.



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Notes to financial statements for the year ended on 31st March, 2015

### 4. Share Capital

### a. Authorized and issued and paid-up capital

	As at 31st	Mar, 2015	As at 31st	Mar, 2014
	Number of Shares	Amount (₹ in lakhs)	Number of Shares	Amount (₹ in lakhs)
Authorized Capital Equity Shares of Rs. 10/- each	60,000	6.00	60,000	6.00
	60,000	6.00	60,000	6.00
Issued, Subscribed & Paid up Capital				
Equity Shares of Rs. 10/-each	10,000	1.00	10,000	1.00
	10,000	1.00	10,000	1.00

### b. Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31st	Mar, 2015	As at 31st	Mar, 2014
	Number of Shares	Amount (₹ in lakhs)	Number of Shares	Amount (₹ in lakhs)
Shares outstanding at the beginning of the year	10,000	1.00	10,000	1.00
Add: Shares issued during the year	848	-	-	~
Less: Shares bought back during the year	-		-	-
Shares outstanding at the end of year	10,000	1.00	10,000	1.00

### c. Terms / rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

### d. Shares held by holding company and / or their subsidiaries

	As at 31st Mar, 2015		As at 31st	Mar, 2014
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity Shares				
Next Mediaworks Limited	10,000	100%	10,000	100%



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Notes to financial statements for the year ended on 31st March, 2015

### e. Details of Shareholders holding more than 5% shares in the company

	As at 31st Mar, 2015		As at 31st N	1ar, 2014
	Number of Shares	% of Holding	Number of Shares	% of Holding
<b>Equity Shares</b>				0
Next Mediaworks Limited	10,000	100%	10,000	100%
Total	10,000	100%	10,000	100%

# 5. Reserves & Surplus

	As at 31st Mar, 2015 Amount (₹ in lakhs)	As at 31st Mar, 2014 Amount (₹ in lakhs)
Surplus		
Opening Balance	(0.92)	(0.59)
Add: Net Loss for the year	(0.28)	(0.32)
Total Reserves & Surplus	(1.20)	(0.92)

# 6. Long Term Borrowings

Long Term borrowings				
	Non - Cur	rent Portion	Current 1	Maturities
	As at 31st	As at 31st	As at 31st	As at 31st
	Mar, 2015 Amount	Mar, 2014 Amount	Mar, 2015 Amount	Mar, 2014 Amount
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
Unsecured Borrowings Inter Corporate Loans				
- From Related parties	1.73	1.44	-	2
	1.73	1.44	-	
	1.75	1.77		

### 7. Provisions

	Long	Term	Short	Term
	As at 31st Mar, 2015	As at 31st Mar, 2014	As at 31st Mar, 2015	As at 31st Mar, 2014
	Amount (₹ in lakhs)	Amount (₹ in lakhs)	Amount (₹ in lakhs)	Amount (₹ in lakhs)
Provisions				
Audit Fees Payable	2	-	0.15	0.15
Other Provisions	-	-	0.16	0.15
			0.31	0.30



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Notes to financial statements for the year ended on 31st March, 2015

### 8. Short term Loans & Advances

	Long Term		Short	Term
	As at 31st Mar, 2015	As at 31st Mar, 2014	As at 31st Mar, 2015	As at 31st Mar, 2014
	Amount (₹ in lakhs)	Amount (₹ in lakhs)	Amount (₹ in lakhs)	Amount (₹ in lakhs)
Unsecured considered good Tax Deducted at Source / Income Tax Paid	-	-	1.22	1.22
	2		1.22	1.22

### 9. Cash & Bank Balances

	Non-o	current	Cui	rrent
	As at 31st Mar, 2015	As at 31st Mar, 2014	As at 31st Mar, 2015	As at 31st Mar, 2014
	Amount (₹ in lakhs)	Amount (₹ in lakhs)	Amount (₹ in lakhs)	Amount (₹ in lakhs)
Balances with banks				
In Current Account	-	-	0.61	0.61
Cash in Hand	840		0.00	0.00
		-	0.61	0.61

### 10. Other Income

	Year Ended 31st Mar, 2015	Year Ended 31st Mar, 2014
Other Income	Amount (₹ in lakhs)	Amount (₹ in lakhs)
Creditors / Liabilities written Back	-	
	-	<u></u>

# 11. General & Administration Expenses

31st Mar, 2015	31st Mar, 2014
Amount (₹ in lakhs)	Amount (₹ in lakhs)
0.20	0.24
0.08	0.08
0.28	0.32
	Amount (₹ in lakhs)  0.20  0.08

Year Ended



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Year Ended

# (formerly known as Mid-Day Broadcasting South (India) Private Limited

Notes to financial statements for the year ended on 31st March, 2015

### 12. Earning per Share (EPS)

	March 31, 2015	March 31, 2014
Net loss for the year attributable to equity shareholders(₹ in lakhs)	(0.28)	(0.32)
Calculation of weighted average number of equity shares		
Number of shares at the beginning of the year	10,000	10,000
Weighted average number of Shares issued during the year	7	-
Weighted average number of equity shares at the end of the year	10,000	10,000
Basic and diluted earnings / (loss) (in ₹) per share	(2.86)	(3.22)

### 13. Contingent Liabilities

There are no contingent liabilities.

### 14. Taxes

The deferred tax assets as per Accounting standard – 22 on accounting of taxes toward carried forward losses have not been recognized, as there is no certainty on realization of the same.

### 15. Employee Benefits

No Provision has been made for retirement benefits since there are no employees on the roll of the company.

### 16. Segment Reporting

The Company has no operations during the year; hence disclosure requirement for segment reporting as per AS – 17 is not applicable to company.

- 17. In the opinion of the Board, current assets, loans and advances have a value, in the ordinary course of business, on realization at least equal to the amount at which they are stated.
- 18. Expenditure in Foreign Currency Nil (Previous Year Nil)
- **19.** Earning in Foreign Currency Nil (Previous Year Nil)
- **20.** Company had not entered into any transaction with Micro, Small and Medium Enterprise during the year under review or in preceding previous year, as such no disclosure is required.



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# Digital One Private Limited (formerly known as Mid-Day Broadcasting South (India) Private Limited Notes to financial statements for the year ended on 31st March, 2015

### 21. Related party disclosures

Names of related parties and related party relationship

a. Holding Company

Next Mediaworks Limited

b. Fellow Subsidiaries

Next Radio Limited

c. Associate Company

Next Publishing Services Private Limited

Mid-Day Exports Pvt Ltd Inquilab offset printers Ltd

Ferari Investments and Trading Co Pvt Ltd Meridian Holding & Leasing Co Pvt Ltd

Name of Related Party	Relation	Nature of Transaction	Amount (₹ in lakhs)
Inquilab Offset Printers Ltd	Associate	Unsecured loan Outstanding at year end	1.10 (1.10)
Next Radio Limited	Fellow Subsidiary	Unsecured loan Outstanding at year end	0.63 (0.34)

For and on behalf of the Board of Directors of Digital One Private Limited

Ismail Dabhoya

Additional Director

Vineet Singh Hukmani Additional Director

Place: Mumbai

Date: 29th April 2015

