Deloitte
Haskins & Sells

Chartered Accountants
ASV N Ramana Tower
52, Venkatnarayana Road
T. Nagar
Chennai - 600 017
Tamil Nadu, India

Tel: +91 44 6688 5000
Fax: +91 44 6688 5050

INDEPENDENT AUDITOR'S REPORT

To The Members of R K Swamy Private Limited (formerly R.K. Swamy BBDO Private Limited)
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of R K Swamy Private Limited (formerly, R.K. Swamy BBDO Private Limited) ("the Company"), which comprise the Balance Sheet as at 31 March 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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

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

- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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Emphasis of Matter

We draw attention to Note 43(A) of the financial statements, which describes the effects of restatement to financial statements for the prior periods. Our opinion is not modified in respect of this matter.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

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d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

- In our opinion and to the best of our information and according to the explanations given to us, the Company being a private company, section 197 of the Act related to the managerial remuneration is not applicable.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. The management has represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

v. The management has represented, that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any

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manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vi. Based on the audit procedures performed which are considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) and (v) contains any material misstatement.

vii. Attention is drawn to Note 42 to the Financial Statements regarding declaration of proposed final dividend for the previous year. In respect of the said dividend paid during the year by the Company, except for not transferring amount of dividend to separate bank account within timeline specified in sub-section (4) of section 123 of the Act, the payment of dividend is in accordance with section 123 of the Companies Act 2013.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins and Sells**
Chartered Accountants
(Firm's Registration No.008072S)

R. Prasanna Venkatesh

R. Prasanna Venkatesh
(Partner)
(Membership No. 214045)
(UDIN: 22214045ANDSZU6927)

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Place: Chennai
Date: 05 July 2022
PV/RK/2022-23/1

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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i)(a) In respect of its Property, plant and equipment:

(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment (investment properties and relevant details of right of use assets).

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i)(b) These Property, plant and equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(i)(c) Based on our examination of the registered sale/transfer deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties relating to Right of use assets where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in Investment property and non-current assets held for sale are held in the name of the Company as at the balance sheet date. Immovable properties of investment properties whose title deeds have been pledged as security for fund-based facilities from banks, are held in the name of the Company based on the confirmations directly received by us from lenders.

(i)(d) The Company has not revalued any of its Property, plant and equipment (including Right of Use assets) and intangible assets during the year.

(i)(e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The Company does not have any inventory and, hence, reporting under the clause (ii) (a) of the Order is not applicable.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising information on book debt, ageing analysis of the debtors/other receivables and other stipulated financial information filed by the Company, as revised vide its letter dated 20 March 2022 acknowledged by the Bank and revised statements filed on 24 June 2022 in the bank's online portal, with such banks are in agreement with the unaudited books of account of the Company of the respective quarters and audited financial statements for the financial year end.

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(iii) (a) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year except as summarized below:

- Loan to Holding Company – fresh loans given during the year of Rs. 5,011.27 lakhs and amount outstanding as at 31 March 2022 of Rs. 5,076.20 lakhs
- Loan to other Related Parties – fresh loans given during the year of Rs. 842.51 lakhs and amount outstanding as at 31 March 2022 of Rs. 106.03 lakhs.
- Loan to other parties – fresh loans given during the year is Rs. Nil and amount outstanding as at 31 March 2022 of Rs. 100.00 lakhs.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions of loans granted by the Company to its related parties are not prejudicial to the Company's interest considering that the loans have been granted at an interest rate of 6.85% per annum which is in accordance with the prevailing yield of government security closest to the tenor of the loan in line with the requirements of Section 186(7) of the Companies Act, 2013 though it is lower than the cost of funds to the Company, which is in the range of 6.8% to 8.50%.

(c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation except in respect of loans given to a third party aggregating to Rs. 100 lakhs (including interest for the original term of 10 days and excluding penal interest) where the repayment of principal and interest was not as per stipulations.

(d) In respect of loans granted and advances in the nature of loans provided by the Company aggregating to Rs. 100 lakhs to a third party, which have been overdue for more than 90 days at the balance sheet date, as explained to us, the Management has taken steps for recovery of the principal amounts and interest by writing a letter to the party demanding repayment and also disputing the party's claim that the Company owes amounts to a group company in respect of which a response is awaited from the party. The Company has obtained a confirmation of balance from the party dated 29 June 2022, acknowledging the amount due to the Company.

(e) During the year, there were no loans or advances in the nature of loans from a related party which fell due and in respect of which fresh loans were granted to such related party. An amount of Rs. 900 lakhs was realized from a related party towards refund of a capital advance and during the year, fresh loans aggregating to Rs. 800 lakhs were granted to such related party to settle the amount of capital advance. This fresh loan constituted 14% of the aggregate loans or advances in the nature of loans granted during the year.

(f) During the year, the Company has not granted Loans or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment details.

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(iv) The amount of loans (excluding interest) granted by the Company to its Related parties and remaining outstanding exceeded the limits approved by the Shareholders of the Company for the period from 1 April 2021 to 26 August 2021 and from 27 August 2021 to 28 February 2022 by Rs. 667.82 lakhs and Rs. 1599.68 lakhs, respectively. The aggregate limits for all loans and advances covered under Section 185 of the Companies Act, 2013 have been increased by the Board of Directors and Shareholders at their meeting held on 1 March 2022. Considering such enhancement on 1 March 2022, in our opinion and according to the information and explanations given to us and based on the audit procedures performed, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities during the year, as applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(vi) The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company was regular in depositing undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, cess and other material statutory dues applicable to the Company except for certain delays in the remittance of Employees' State Insurance, Provident Fund, Goods and Services Tax and Tax deducted at source.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, cess and other material statutory dues in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

(b) There were no statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2022 on account of disputes.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings, or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and, hence, reporting under clause (ix)(c) of the Order is not applicable.

DELOITTE HASKINS & SELLS CHENNAI CHARTERED ACCOUNTANTS

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) The Company did not have any subsidiary or associate or joint venture during the year and, hence, reporting under clause (ix)(e) of the Order is not applicable.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiary, joint ventures or associate companies and, hence, reporting on clause (ix)(f) of the Order is not applicable.

(x) (a) The Company has not issued any of its securities (including debt instruments) during the year and, hence, reporting under clause (x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and, hence, reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi)(a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(xi)(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(xi)(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.

(xii) The Company is not a Nidhi Company and, hence, reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 188 of the Companies Act, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards. The Company is a private limited company and, hence, the provisions of Section 177 of the Companies Act, 2013 are not applicable to the Company.

(xiv)(a) As per Section 138 of the Companies Act, 2013, Internal audit is not applicable to the Company. Hence, reporting under clauses (xiv)(a) and (b) of the Order is not applicable.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary company, associate company or persons connected with such directors and, hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

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(b) According to the information and explanations provided to us, the Group does not have any core investment company as part of the Group and, accordingly, reporting under Clause (xvi) (d) of the Order is not applicable.

(xvii)The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing, expected receipts and confirmation from the holding company that they will support by making required payments to the Company to enable it meet its obligations, as required, the expected dates of realization of other financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and, hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

(xxi) The Company does not have any component auditors and, hence, the reporting under clause (xxi) of the Order is not applicable.

For **Deloitte Haskins and Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

R. Prasanna venkatesh

R. Prasanna Venkatesh
(Partner)
(Membership No. 214045)
(UDIN: 22214045ANDSZU6927)

DELOITTE HASKINS & SELLS
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CHENNAI
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Place : Chennai
Date : 05 July 2022
PV/RK/2022-23/1

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of R K Swamy Private Limited (formerly R.K. Swamy BBDO Private Limited) ("the Company") as of 31 March, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

Auditor's Responsibility
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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, to the best of our information and according to the explanations given to us, 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 31 March 2022 based on "the criteria for internal financial control over financial reporting 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".

For **Deloitte Haskins and Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

R. Prasanna venkatesh.

R. Prasanna Venkatesh
(Partner)
(Membership No. 214045)
(UDIN: 22214045ANDSZU6927)

Place : Chennai
Date : 05 July 2022
PV/RK/2022-23/1

DELOITTE HASKINS & SELLS ★ CHENNAI ★ CHARTERED ACCOUNTANTS
R.R

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Balance sheet as at 31 March 2022

Amount in Rs. Lakhs

	Particulars	Notes	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
A	**ASSETS**				
1	**Non-Current Assets**				
	(a) Property, Plant and Equipment	5(a)	258.44	147.03	228.53
	(b) Right-of-use assets	6	1,105.92	1,479.96	1,962.14
	(c) Investment Property	5(b)	-	69.41	84.00
	(d) Other intangible assets	7	2.66	0.62	3.85
	(e) Financial Assets				
	(i) Investments				
	(1) Other investments	8	45.57	38.02	20.96
	(ii) Other Financial Assets	10(a)	198.72	654.05	1,519.06
	(f) Deferred Tax Assets (net)	20	201.15	221.13	193.19
	(g) Non-Current Tax Assets (net)	10(b)	619.00	1,028.02	1,846.98
	(h) Other Non-Current Assets	11	-	1,013.92	1,026.79
	Total Non-Current Assets		**2,431.46**	**4,652.16**	**6,885.50**
2	**Current Assets**				
	(a) Financial Assets				
	(i) Trade receivables	12	16,476.23	15,375.62	7,160.15
	(ii) Cash and Cash equivalents	13 (a)	2,126.44	1,101.02	1,694.77
	(iii) Other Bank Balances	13 (b)	339.02	693.53	651.63
	(iv) Loans	9	5,257.24	3,235.71	2,702.87
	(v) Other Financial Assets	10(a)	758.95	1,090.51	866.12
	(b) Other Current Assets	11	1,160.22	551.87	926.02
	(c) Non Current Assets held for sale	5 (c)	22.72	-	-
	Total Current Assets		**26,140.82**	**22,048.26**	**14,001.56**
	Total Assets		**28,572.28**	**26,700.42**	**20,887.06**
B	**EQUITY AND LIABILITIES**				
1	**Equity**				
	(a) Equity share capital	14	408.00	408.00	408.00
	(b) Other equity	15	3,634.52	3,130.29	3,020.81
	Total Equity		**4,042.52**	**3,538.29**	**3,428.81**
2	**Non-Current Liabilities**				
	(a) Financial Liabilities				
	(i) Lease Liabilities	30	783.51	1,084.33	1,478.17
	(b) Provisions	17	-	396.68	360.54
	(c) Other Non-Current Liabilities	18 (a)	9.50	28.03	-
	Total Non-Current Liabilities		**793.01**	**1,509.04**	**1,838.71**
3	**Current Liabilities**				
	(a) Financial Liabilities				-
	(i) Borrowings	16	1,800.00	3,461.78	4,511.52
	(ii) Lease Liabilities	30	393.42	385.31	338.69
	(iii) Trade payables				
	- Total outstanding dues of micro enterprises and small enterprises	19	144.91	-	-
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	19	20,779.16	17,485.57	10,252.40
	(iv) Other Financial liabilities	18 (b)	231.55	48.20	263.50
	(b) Provisions	17	152.91	168.07	172.05
	(c) Other Current Liabilities	18 (a)	234.80	104.16	81.38
	Total Current Liabilities		**23,736.75**	**21,653.09**	**15,619.54**
	Total Liabilities		**24,529.76**	**23,162.13**	**17,458.25**
	Total Equity and Liabilities		**28,572.28**	**26,700.42**	**20,887.06**

See accompanying notes forming part of the financial statements **1-49**

In terms of our report attached
For Deloitte Haskins and Sells
Chartered Accountants

For and on behalf of the Board of Directors

R. Prasanna Venkatesh

R. Prasanna Venkatesh
Partner

Place Chennai
Date : 5 July 2022

Srinivasan K Swamy
Managing Director
DIN: 00505093

Place : Chennai
Date : 5 July 2022

Narasimhan K Swamy
Director
DIN: 00219883

Place : Mumbai
Date : 5 July 2022

Desikan Rajagopalan
Company Secretary

Place : Chennai
Date : 5 July 2022

Rajeev Newar
Group CFO

Place : Mumbai
Date : 5 July 2022

DELOITTE HASKINS & SELLS ★ CHENNAI ★ CHARTERED ACCOUNTANTS

R K SWAMY PRIVATE LIMITED ★ CHENNAI ★

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Statement of profit and loss for the year ended 31 March 2022

Amount in Rs. Lakhs

	Particulars	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
	Income			
1	Revenue from Operations	21	9,408.53	5,754.44
2	Other income	22	493.93	570.73
3	**Total Income (1+2)**		**9,902.46**	**6,325.17**
	Expenses			
	(a) Operational Expense	23	3,510.41	850.71
	(b) Employee benefits expense	24	2,518.85	2,391.99
	(c) Other expenses	27	1,946.81	1,556.24
4	**Total Expenses**		**7,976.07**	**4,798.94**
	Earnings before interest, depreciation, amortisation and tax (3-4)		**1,926.39**	**1,526.23**
	(d) Finance Cost	25	433.00	692.85
	(e) Depreciation and amortization	26	551.15	573.46
5	**Profit Before Tax (3-4)**		**942.24**	**259.92**
6	**Tax Expense**			
	(a) Current tax			
	- Current Year	20	225.00	120.00
	- Prior Years		-	-
	(b) Deferred tax (net)	20	27.48	-25.06
			252.48	94.94
7	**Profit After Tax (5-6)**		**689.76**	**164.98**
	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	(a) Remeasurement of the defined benefit plans	31	(29.84)	(11.46)
	(ii) Income tax related to items that will not be reclassified to profit or loss	20	7.51	2.88
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax related to items that will not be reclassified to profit or loss		-	-
8	**Total other comprehensive (loss) / income for the year (i-ii)**		**(22.33)**	**(8.58)**
9	**Total comprehensive income for the year (7+8)**		**667.43**	**156.40**
10	**Earnings per equity share of Rs.10 each**			
	Basic (in INR)		16.91	4.04
	Diluted (in INR)		16.91	4.04

See accompanying notes forming part of the financial statements 1-49

In terms of our report attached
For Deloitte Haskins and Sells
Chartered Accountants

R. Prasanna venkatesh

R. Prasanna Venkatesh
Partner

Place : Chennai
Date : 5 July 2022

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

Srinivasan K Swamy
Managing Director
DIN: 00505093

Place : Chennai
Date : 5 July 2022

Narasimhan K Swamy
Director
DIN: 00219883

Place : Mumbai
Date : 5 July 2022

Desikan Rajagopalan
Company Secretary

Place : Chennai
Date : 5 July 2022

Rajeev Newar
Group CFO

Place : Mumbai
Date : 5 July 2022

DELOITTE HASKINS & SELLS ★ CHENNAI ★ CHARTERED ACCOUNTANTS

R K SWAMY PRIVATE LIMITED ★ CHENNAI ★

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Cash Flow Statement for the Year Ended 31 March 2022

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
A. Cash Flow From Operating Activities		
Profit After Tax	689.76	164.98
Adjustments for:		
Tax expense	252.48	94.94
Interest Income on bank deposits	(31.98)	(39.28)
Interest Income on loans to related parties	(268.65)	(219.76)
Interest Income on Income Tax Refunds	(36.73)	(94.85)
Finance cost	433.00	692.85
Depreciation Expense	551.15	573.46
Gain on Sale of Property, plant and equipment (Net)	-	(0.10)
Gain on sale of Investment property (net)	(17.62)	-
Bad debts written off	163.66	-
Provision for doubtful receivable/advances (Net)	(169.50)	(6.95)
Net Unrealised Exchange (Gain) / Loss	-	5.46
Rent Concessions	(9.09)	(127.06)
Lease modifications	-	(0.37)
Income from financial assets measured through FVTPL	(7.56)	(17.05)
Dividend Income from shares	(0.09)	(0.09)
Interest Income from deposits	(46.50)	(42.25)
Interest on PF Trust Obligation	20.76	36.14
Fixed Assets written off	4.32	-
Operating Profit before Working Capital / Other Changes	**1,527.41**	**1,020.07**
Adjustments for (increase)/decrease in operating assets:		
Trade Receivables	(1,069.76)	(8,213.98)
Non Current and Current Financial Assets	(82.47)	886.13
Other Non Current and Current Assets-	405.57	387.02
Adjustments for increase/(decrease) in operating liabilities:		
Trade Payables (Refer Note 43A.2)	3,438.51	7,233.17
Other current and non current financial Liabilities	127.83	(215.30)
Other Non-Current and Current Liabilities	89.78	42.23
Non-Current and Current Provisions	(15.16)	(3.99)
Cash Generated from Operations	**4,421.71**	**1,135.35**
Income Tax Paid (Net of Refunds Received)	242.96	807.10
Net Cash Flow From Operating Activities (A)	**4,664.67**	**1,942.45**
B. Cash Flow From Investing Activities		
Purchase of Property, Plant and Equipment	(188.93)	(9.01)
Purchase of Intangible Assets	(2.60)	-
Sale Proceeds on Property, Plant and Equipment	-	0.10
Sale Proceeds on Investment property	49.00	-
Interest Received on Bank deposits	0.42	41.22
Loans recovered from related parties	3,932.62	454.96
Interest Received from related parties	1,088.45	1.37
Loan given to others (Refer Note 43A.2)	-	(100.00)
Loans given to related parties	(5,853.79)	(887.79)
Amount paid to Provident Fund authorities for PF Trust (Refer Note 43A.1)	(417.44)	-
Movement in Bank deposits	375.13	(43.84)
Dividend Income Received from shares	0.09	0.09
Net Cash Flow Used in Investing Activities (B)	**(1,017.05)**	**(542.90)**
Dividend Paid (including Dividend Distribution tax)	(163.20)	(46.92)
Other Finance Cost Paid	(312.96)	(547.99)
Payment of interest on lease liability	(119.16)	(144.86)
Repayment of Short Term Borrowings (Net) from banks/shareholders/directors	(1,555.65)	(1,155.87)
Repayment of lease liability principal	(365.10)	(203.79)
Loan received from other related parties	-	106.13
Loan repaid to other related parties	(106.13)	-
C. Cash Flow Used in Financing Activities (C)	**(2,622.20)**	**(1,993.30)**
Net Increase / (Decrease) in Cash and Cash Equivalents (A) + (B) + (C)	1,025.42	(593.75)
Cash and Cash Equivalents at the Beginning of the Year (Refer Note 13 and Note 43A.2)	1,101.02	1,694.77
Cash and Cash Equivalents at the End of the Year (Refer Note 13)	**2,126.44**	**1,101.02**

See accompanying notes forming part of the financial statements **1-49**

In terms of our report attached
For Deloitte Haskins and Sells
Chartered Accountants

R. Prasanna Venkatesh

R. Prasanna Venkatesh
Partner

Place: Chennai
Date: 5 July 2022

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

Srinivasan K Swamy
Managing Director
DIN: 00505093

Place : Chennai
Date : 5 July 2022

Narasimhan K Swamy
Director
DIN: 00219883

Place : Mumbai
Date : 5 July 2022

Desikan Rajagopalan
Company Secretary

Place : Chennai
Date : 5 July 2022

Rajeev Newar
Group CFO

Place : Mumbai
Date : 5 July 2022

DELOITTE HASKINS & SELLS
CHENNAI
CHARTERED ACCOUNTANTS

R K SWAMY PRIVATE LIMITED
CHENNAI

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Statement of changes in equity for the year ended 31 March 2022

A. Equity share capital

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Balance as at beginning of the Year	408.00	408.00	408.00
Changes in equity share capital during the year			
- Issue of Equity Share Capital during the Year	-	-	-
- Buy-back during the year	-	-	-
Closing Balance	**408.00**	**408.00**	**408.00**

B. Other equity

Amount in Rs. Lakhs

Particulars	Reserves and surplus		Items of Other Comprehensive Income (OCI		Total
	General Reserve	Retained Earnings	Not Reclassified to Profit or Loss	Reclassified to Profit or Loss	
As at 1 April 2020 (Refer Note 43)	**1,921.38**	**1,099.43**	-		**3,020.81**
Profit for the year	-	164.98			164.98
Other comprehensive loss/income, net of tax	-	(8.58)	-		(8.58)
Total comprehensive income for the year 2020-21	-	**156.40**	-		**156.40**
Dividend Paid during the Year (including Dividend Distribution Tax)	-	46.92			46.92
Balance as at 31 March 2021	**1,921.38**	**1,208.91**	-		**3,130.29**
Profit for the year	-	689.76			689.76
Other comprehensive loss/income, net of tax	-	(22.33)	-		(22.33)
Total comprehensive income for the year 2021-22	-	**667.43**	-		**667.43**
Dividend Paid during the Year (Gross of Tax) (Refer Note 42)	-	163.20			163.20
Balance as at 31 March 2022	**1,921.38**	**1,713.14**	-		**3,634.52**

Note:

In accordance with the notification issued by Ministry of Corporate Affairs dated 24th March 2021, re-measurement of defined benefit plan shall be recognised as a part of retained earnings. Accordingly, re-measurement of defined benefit plan has been disclosed as part of retained earnings.

See accompanying notes forming part of the financial statements

In terms of our report attached
For Deloitte Haskins and Sells
Chartered Accountants

R. Prasanna Venkatesh

R. Prasanna Venkatesh
Partner

Place : Chennai
Date : 5 July 2022

DELOITTE HASKINS & SELLS ★ CHENNAI ★ CHARTERED ACCOUNTANTS

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

Srinivasan K Swamy
Managing Director
DIN: 00505093

Place : Chennai
Date : 5 July 2022

Narasimhan K Swamy
Director
DIN: 00219883

Place : Mumbai
Date : 5 July 2022

Desikan Rajagopalan
Company Secretary

Place : Chennai
Date : 5 July 2022

Rajeev Newar
Group CFO

Place : Mumbai
Date : 5 July 2022

R K SWAMY PRIVATE LIMITED ★ CHENNAI ★

5(a) Property, plant and equipment (Owned/acquired)

Current Year

Amount in Rs. Lakhs

Particulars	Gross Block				Accumulated Depreciation/Amortisation				Net Block	
	As at 01 April 2021	Addition	Deletions	As at 31 March 2022	As at 01 April 2021	Depreciation for the Year	Elimination on Disposal of Assets	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Tangible Assets										
Lease Hold Improvements	105.94	19.77	-	125.71	35.07	18.37	-	53.44	72.26	70.87
Office and Other Equipment	23.14	37.18	-	60.32	8.96	8.52	-	17.48	42.85	14.18
Photographic and Sound Equipm	0.85	0.08	-	0.93	0.15	0.25	-	0.40	0.54	0.70
Electrical Fittings	15.51	1.58	-	17.09	7.71	2.15	-	9.86	7.23	7.80
Furniture and Fixtures	46.95	61.93	17.69	91.19	16.72	21.34	13.37	24.69	66.49	30.23
Vehicles	5.72	-	-	5.72	1.67	1.71	-	3.38	2.34	4.05
Computers	37.18	68.39	-	105.57	17.98	20.86	-	38.84	66.73	19.20
Sub-Total - (A)	**235.29**	**188.93**	**17.69**	**406.53**	**88.26**	**73.20**	**13.37**	**148.09**	**258.44**	**147.03**

Previous Year

Amount in Rs. Lakhs

Particulars	Gross Block				Accumulated Depreciation/Amortisation				Net Block	
	As at 01 April 2020	Addition	Deletions	As at 31 March 2021	As at 01 April 2020	Depreciation for the Year	Elimination on Disposal of Assets	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Tangible Assets										
Lease Hold Improvements	105.94	-	-	105.94	-	35.07	-	35.07	70.87	105.94
Office and Other Equipment	23.65	1.74	2.25	23.14	-	11.21	2.25	8.96	14.18	23.65
Photographic and Sound Equipm	0.13	0.71	-	0.85	-	0.15	-	0.15	0.70	0.13
Electrical Fittings	15.51	-	-	15.51	-	7.71	-	7.71	7.80	15.51
Furniture and Fixtures	46.95	-	-	46.95	-	16.72	-	16.72	30.23	46.95
Vehicles	5.72	-	-	5.72	-	1.67	-	1.67	4.05	5.72
Computers	30.63	6.56	-	37.18	-	17.98	-	17.98	19.20	30.63
Sub-Total - (A)	**228.53**	**9.01**	**2.25**	**235.29**	**-**	**90.51**	**2.25**	**88.26**	**147.03**	**228.53**

Deemed cost exemption

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its tangible assets recognised as at 01 April 2020 measured as per the previous Indian GAAP and use that carrying value as the deemed cost of the tangible assets

Deemed cost as at April 1, 2020

Amount in Rs. Lakhs

Particulars	Gross Block as on 01 April 2020	Accumulated amortisation till 01 April 2020	Net Block treated as deemed cost upon transition
Lease Hold Improvements	736.60	630.66	105.94
Office and Other Equipment	460.80	437.15	23.65
Photographic and Sound Equipm	20.95	20.82	0.13
Electrical Fittings	220.32	204.80	15.51
Furniture and Fixtures	298.95	251.99	46.95
Vehicles	29.98	24.27	5.72
Computers	1,181.90	1,151.28	30.63
Total	**2,949.50**	**2,720.97**	**228.53**

DELOITTE HASKINS & SELLS ★ CHARTERED ACCOUNTANTS ★ CHENNAI

R K SWAMY PRIVATE LIMITED ★ CHENNAI ★

1. General Information

R.K. Swamy BBDO Private Limited ('the Company') was incorporated in the year 1973 and the Company changed its name from R.K Swamy BBDO Private Limited to R K Swamy Private Limited on 21st June 2022.

The Company is primarily engaged in the business of advertising in various media, such as television, newspaper, radio, outdoor and strategic media planning and buying; undertaking market research and customer analytics, developing and managing campaigns in the space of creative services, promotions, through appropriate media and rendering such other service and carrying out such other activity as may be relating to any of the above.

2. Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention, on accrual and going concern basis except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on fair value of the consideration given in exchange of goods and services.

These financial statements have been prepared in accordance with the provision of the Companies Act, 2013 (the 'Act') to the extent notified. The Indian Accounting standards ("Ind AS") are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use. Also Refer Note C below.

For all periods up to and including the year ended 31st March, 2021, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). The financial statements for the year ended 31st March 2022 are the Company's first Ind AS financial statements and are covered by Ind AS 101, First-time adoption of Indian Accounting Standards. The transition to Ind AS has been carried out from the accounting principles generally accepted in India ("Indian GAAP") which is considered as the "Previous GAAP" for purposes of Ind AS 101. An explanation of how the transition to Ind AS has affected the Company's equity, financial performance and its cash flow is provided in Note 43 of the financial statements.

The financial statements of the Company for the year ended 31 March 2022 were approved for issue in accordance with the Resolution passed by the Board of Directors at their meeting held on 5th July 2022.

DELOITTE HASKINS & SELLS CHARTERED ACCOUNTANTS CHENNAI

R K SWAMY PRIVATE LIMITED CHENNAI

A. Determination of Functional and presentation currency

These financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded to the nearest lakh, unless otherwise indicated.

B. Current / Non-Current Classification

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Any asset or liability is classified as current if it satisfies any of the following conditions:

1. the asset/liability is expected to be realised/settled in the Company's normal operating cycle;
2. the asset is intended for sale or consumption;
3. the asset/liability is held primarily for the purpose of trading;
4. the asset/liability is expected to be realised/settled within twelve months after the reporting period;
5. the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting date;
6. in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for atleast twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

C. Transition to Ind AS reporting

As stated in Note 1B, the Company's financial statements for the year ended 31 March 2022 are the first annual financial statements prepared in compliance with Ind AS.

The adoption of Ind AS was carried out in accordance with Ind AS 101, using 1 April 2020 as the transition date. Ind AS 101 requires that all Ind AS standards that are effective for the first Ind AS Financial Statements under both Ind AS and Previous GAAP as of the Transition Date have been recognized directly in equity at the Transition Date.

In preparing these financial statements, the Company has availed itself of certain exemptions and exceptions in accordance with Ind AS 101 as explained below:

DELOITTE HASKINS & SELLS ★ CHENNAI ★ CHARTERED ACCOUNTANTS

R K SWAMY PRIVATE LIMITED ★ CHENNAI ★

I. Exemptions from retrospective application:

a. Property, plant and equipment, investment property and intangibles exemption:

The Company has elected to apply the exemption available under Ind AS 101 to continue the carrying value for all of its property, plant and equipment, investment properties and intangible assets as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP and use that as its deemed cost as at the date of transition (1st April, 2020).

b. Derecognition of financial assets and financial liabilities:

The Company has opted to apply the exemption available under Ind AS 101 to apply the derecognition criteria of Ind AS 109 prospectively for the transactions occurring on or after the date of transition to Ind AS.

c. Fair Value measurement of Financial assets or Financial Liabilities:

The Company has opted to apply the exemption available under Ind AS 101 as per Appendix D and to apply the Fair Value measurement prospectively for the transactions occurring on or after the date of transition to Ind AS.

d. Past Business Combinations:

The Company has opted not to apply Ind AS 103 retrospectively to past business combinations that occurred before the date of transition to IND AS.

e. Leases:

The Company, as a first time adopter, has applied the following approach for recognition of lease liabilities and right of use assets as a lessee:

The Company measures a lease liability at the date of transition to Ind AS at the present value of the remaining lease payments discounted using the lessee's incremental borrowing rate at the date of transition to Ind AS.

The Company has chosen, on a lease-by-lease basis to measure a right of use asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the Balance Sheet immediately before the date of transition to Ind AS

f. Revenue from contracts with customers:

The Company has applied Appendix D of Ind AS 101 to use the practical expedient when applying IND AS 115 retrospectively and accordingly:

i. For the completed contracts, the entity need not restate the contracts that begins and end within the same annual reporting period

ii. For completed contracts that have variable consideration, an entity may use the transaction price at the date the contract was completed rather than estimating variable consideration amounts in the comparative reporting periods; and

DELOITTE HASKINS & SELLS CHENNAI CHARTERED ACCOUNTANTS

R.K. SWAMY PRIVATE LIMITED CHENNAI

iii. for all reporting periods presented before the beginning of the first Ind AS reporting period, an entity need not disclose the amount of the transaction price allocated to the remaining performance obligations and an explanation of when the entity expects to recognise that amount.

II. Reconciliations:

The following reconciliations provided in Note 43 of the financial statements give details of quantification of the effects of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101

a. equity as at 1 April 2020;
b. equity as at 31 March 2021;
c. total comprehensive income for the year ended 31 March 2021; and
d. explanation of material adjustments to cash flow statements.

D. Critical accounting judgements and key source of estimation

The preparation of financial statements in conformity with Company's accounting policies, and with Ind AS requires use of estimates and assumptions that affect the recognition and measurement of reported amounts in the Balance Sheet and Statement of Profit and Loss. The Management believes that the estimates and associated assumptions made in the preparation of these financial statements are based on historical experience and other factors that are relevant. The actual amounts realised may differ from these estimates.

The following are the significant areas of estimation, uncertainty, and critical judgements in applying accounting policies:

1. <u>Determination of the estimated useful lives of property, plant and equipment and intangible assets and the assessment as to which components of the cost may be capitalised.</u>

Useful lives of property, plant and equipment and intangible assets are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different from those prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. Assumptions also need to be made, when the Company assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

2. <u>Recognition and measurement of defined benefit obligations</u>

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, vested future benefits, attrition rate and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

DELOITTE HASKINS & SELLS CHARTERED ACCOUNTANTS CHENNAI

R K SWAMY PRIVATE LIMITED CHENNAI

3. Income Taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions.

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

4. Recognition and measurement of provisions

The recognition and measurement of provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the Balance Sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

5. Critical judgements required in the application of Ind AS 115:

Key estimates for revenue recognition include determination of the nature and timing of satisfaction of performance obligations duly considering the terms of the contract and the assessment of the amount of revenue to be recognised based on whether the Company acts as a principal or an agent for the individual contracts.

6. Critical judgements required in the application of Ind AS 116:

a. Critical judgements in determining the lease term:

At inception of an arrangement, the Company determines whether the arrangement is or contains a lease. At inception or on reassessment of an arrangement that contains a lease, the Company separates payments and other considerations required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Company concludes that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Company's incremental borrowing rate. In case of short-term and low-value leases, all payments under the arrangement are treated as lease payments.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

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The lease term is reassessed if an option is actually exercised (or not exercised) or The Company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

b. Critical judgements in determining the discount rate:

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

7. Fair value of financial instruments

Derivatives are carried at fair value. Derivatives include Foreign Currency Forward Contracts. Fair value of Foreign Currency Forward Contracts is determined using the fair value reports provided by the respective merchant bankers.

E. Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

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

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If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

3. Significant accounting policies

1. Property, plant, and equipment

a. Recognition and measurement

Property, plant, and equipment is recognised when it is probable that future economic benefit associated with the asset will flow to the Company, and the cost of the asset can be measured reliably.

Items of property, plant and equipment are measured at original cost less accumulated depreciation and any accumulated impairment losses.

The cost of an item of property, plant and equipment comprises:

i. its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

ii. any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment, and depreciated over their respective useful lives.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

All property, plant and equipment received in exchange for non-monetary assets are measured at fair value unless the exchange transaction lacks commercial substance or the fair value of neither the asset received nor the asset given up is reliably measurable. Measurement of an exchange at fair value will result in the recognition of a gain or loss based on the carrying amount of the asset surrendered. If a fair value can be determined reliably for either the asset received or the asset given up, then the fair value of the asset given up should be used unless the fair value of the asset received is more clearly evident.

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b. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

c. Transition to Ind AS

On transition of Ind AS, the Company has elected to continue with the carrying value of all of its tangible assets recognised as at 1 April 2020, measured as per the previous GAAP, and use that carrying value as the deemed cost.

d. Depreciation

The Company has followed the Straight Line method for charging depreciation on all items of property, plant, and equipment, at the rates specified in Schedule II to the Act; these rates are considered as the minimum rates. If management's technical estimate of the useful life of the property, plant and equipment is different than that envisaged in Schedule II to the Act, depreciation is provided at a rate based on management's estimate of the useful life. The useful lives followed for various categories of property, plant & equipment are given below:

Asset Category	**Useful Life**
Buildings	10 years
Photographic and Sound Equipment	8 years
Furniture and fixtures	10 years
Electrical Fittings	3 years to 10 years
Computers	3 years
Office and other equipment	5 years
Air conditioners	10 years
Vehicles	5 years to 8 years

In respect of additions to/deductions from the assets, the depreciation on such assets is calculated on a pro rata basis from/upto the month of such addition/deduction. Assets costing less than Rs. 5,000 are fully depreciated in the year of purchase/acquisition. Leasehold Land and Buildings are amortised over the period of the lease.

2. Intangible assets

a. Recognition and measurement

Intangible assets, including software, which is acquired by the Company and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

b. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the Statement of Profit and Loss as incurred.

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c. Transition to Ind AS

On transition of Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2020, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

d. Amortisation

Intangible assets are amortised over their estimated useful life on straight line method. The amortisation period followed for intangible assets are:

Intangible assets	**Amortisation period**
Computer software costs relating to ERP System	3 years

3. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one Company and a financial liability or equity instrument of another Company.

a. Financial Assets

i. Initial recognition and measurements:

The Company recognises a financial asset in its balance sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset.

Where the fair value of the financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognised as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to change in factor that market participants take into account when pricing the financial asset.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

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ii. Subsequent measurement:

For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria;

- The Company's business model for managing the financial asset and
- The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Company classifies its financial assets into the following categories:

a) Financial assets measured at amortised cost
b) Financial assets measured at fair value through other comprehensive income ('FVOCI')
c) Financial assets measured at fair value through profit or loss ('FVTPL')

a) Financial assets measured at amortised cost:
A financial asset is measured at the amortised cost if both the following conditions are met:

- The Company's business model objective for managing the financial asset is to hold financial assets 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 principle amount outstanding.

This category applies to cash and cash equivalents, other bank balances, trade receivables, loans and other financial assets of the Company. Such financial assets are subsequently measured at amortised cost using the effective interest method.

Under the effective interest rate method, the future cash receipts are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortisation using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal/repayments, if any) of the financial asset over the relevant period of the financial asset to arrive at the amortised cost at each reporting date. The corresponding effect of the amortisation under effective interest method is recognised as interest income over the relevant period of the financial asset. The same is included under other income in the Statement of Profit and Loss.

The amortised cost of financial asset is also adjusted for loss of allowance, if any.

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b) Financial asset measured at FVOCI:

A financial asset is measured at FVOCI if both of the following conditions are met:

- The Company's business model objective for managing the financial asset is achieved both by collecting contractual cash flows and selling the financial asset, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

This category applies to certain investments in debt instruments. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognised in the other Comprehensive Income ('OCI'). However, the Company recognises interest income and impairment losses and its reversals in the Statement of Profit and Loss.

On derecognition of such financial assets, cumulative gain or loss previously recognised in OCI is reclassified from equity to the Statement of Profit and Loss. However, the Company may transfer such cumulative gain or loss into retained earnings within equity.

c) Financial asset measured at FVTPL:

A financial asset is measured at FVTPL unless it is measured at amortised cost or at FVOCI as explained above. This is a residual category applied to all other investments of the Company. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognised in the Statement of Profit and Loss.

iii. Derecognition:

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is derecognised (i.e. removed from the Company's balance sheet) when any of the following occurs:

a) The contractual rights to cash flows from the financial asset expires;

b) The Company transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset;

c) The Company retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset); or

d) The Company neither transfers nor retains substantially all risk and rewards of ownerships and does not retain control over the financial assets.

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In cases where Company has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Company continues to recognise such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Company also recognises an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On Derecognition of a financial asset, (except as mentioned in b) above for financial assets measured at FVOCI), the difference between the carrying amount and the consideration received is recognised in the Statement of Profit and Loss.

iv. Impairment of financial assets:

The Company applies expected credit losses ('ECL') model for measurement and recognition of loss allowance on the following:

1) Trade receivables and Contract assets
2) Financial assets measured at amortised cost (other than Trade receivables and Contract assets)
3) Financial assets measured at fair value through other comprehensive income (FVOCI)

In case of Trade receivables the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance.

In case of other assets (listed as (ii) and (iii) above), the Company determines if there has been a significant increase in credit risk of the financial assets since initial recognition, if the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured as recognised as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12- month from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcome, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

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As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

ECL allowance (or reversal) recognised during the period is recognised as expense (or income) in the Statement of Profit and Loss under the head 'Other expenses (or Other Income)'.

b. Financial Liabilities

i. Initial recognition and measurements:

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, shall be subsequently measured at fair value.

Where the fair value of a financial liability at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognised as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial liability.

ii. Subsequent measurement:

All financial liabilities of the Company are subsequently measured at amortised cost using the effective interest method.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortisation using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortised cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognised as interest expense over the relevant period of the financial liability. The same is included under finance cost in the Statement of Profit and Loss.

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iii. Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When the existing financial liability is replaced by another from the same lender or substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in the Statement of Profit and Loss.

c. Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

4. Cash and cash equivalents

The Company considers all highly liquid investments, which are readily convertible into known amounts of cash as cash and cash equivalents. Cash and cash equivalents in the Balance Sheet comprises of cash on hand, bank balances which are unrestricted for withdrawal and usage and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

5. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are recognised as an expense in the period in which they are incurred.

6. Provisions and Contingent Liabilities and Contingent Assets

A provision is recognised only when there is a present legal / constructive obligation as a result of a past event that probably requires an outflow of resources to settle the obligation and in respect of which a reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the balance sheet date. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

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Provisions and Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date. Contingent Assets and related income are recognised when there is virtual certainty that inflow of economic benefit will arise.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

7. Revenue Recognition

Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognised either when the performance obligation in the contract has been performed ('point in time' recognition) or 'over time' as control of the performance obligation is transferred to the customer. The Company enters into contracts which has combinations of services which are generally capable of being distinct and are accounted as separate performance obligations.

The transaction price, being the amount to which the Company expects to be entitled and has rights to under the contract is allocated to the identified performance obligations. The transaction price will also include an estimate of any variable consideration based on the achievement of agreed targets. Variable consideration is not recognised until the performance obligations are met. Revenue is stated exclusive of Goods and Service tax and other taxes, which are subsequently remitted to the government authorities. Following are the revenue recognition principles for major streams of business:

a. Commission Revenue in respect of advertisements placed with media by the Company on behalf of its clients (net of trade discount, as applicable) is recognised on telecast or publishing of the advertisements.

b. Revenue from creative jobs and other media related services is recognised at a point in time or over a period based on assessment of the terms of respective agreements.

The amount of revenue recognised depends on whether the Company acts as an agent or as a principal.

Certain arrangements with customers are such that the Company's responsibility is to arrange for a third party to provide a specified good or service to the customer. In these cases the Company is acting as an agent as the Company does not control the relevant good or service before it is transferred to the client. When the Company acts as an agent, the revenue recorded is the net amount retained. Costs incurred with external suppliers (such as production costs and media suppliers) are excluded from revenue and recorded as work in progress until billed.

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The Company acts as principal when the Company controls the specified good or service prior to transfer. When the Company acts as a principal, the revenue recorded is the gross amount billed. Billings related to out-of-pocket costs such as travel are also recognised at the gross amount billed with a corresponding amount recorded as an expense.

8. Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividend income is recognised when the right to receive the amount is established.

9. Employee benefits

a. Defined contribution plans

Provident Fund: Contribution towards provident fund is made to the regulatory authorities. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Employee State Insurance: Fixed contributions towards contribution to Employee State Insurance etc. are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and where services are rendered by the employees.

b. Defined Benefit Plan

Gratuity: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972 as amended. The Gratuity Plan provides a lump sum payment to vested employees at the time of separation, retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period by an independent Actuary. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in the Statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

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Defined benefit costs are categorised as follows:

i. Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

ii. Net interest expense or income; and

iii. Remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the Company can no longer withdraw the offer of the termination benefit and when the Company recognises any related restructuring costs.

c. Long Term Employee Benefits:

The Company accounts for its liability towards compensated absences based on actuarial valuation done as at the Balance Sheet date by an independent actuary using the Projected Unit Credit Method. The liability includes the long-term component accounted on a discounted basis and the short-term component which is accounted for on an undiscounted basis.

d. Short-term and other long-term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees upto the reporting date.

10. Finance costs

Finance costs are recorded using the effective interest rate method.

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11. Foreign currency transactions

Income and expenses in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Foreign currency differences are recognised in the Statement of Profit and Loss. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

12. Income Taxes

Income tax expense comprises current tax expense and the net change in deferred taxes recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

a. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if, the Company:

i. has a legally enforceable right to set off the recognised amounts; and
ii. intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

b. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. 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 realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

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Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable Company.

Deferred tax asset / liabilities in respect of temporary differences which originate and reverse during the tax holiday period are not recognised. Deferred tax assets / liabilities in respect of temporary differences that originate during the tax holiday period but reverse after the tax holiday period are recognised. Deferred tax assets on unabsorbed tax losses and tax depreciation are recognised only to the extent that there is virtual certainty supported by convincing evidence of their realisation and on other items when there is reasonable certainty of realisation. The tax effect is calculated on the accumulated timing differences at the year-end based on the tax rates and laws enacted or substantially enacted on the balance sheet date.

Current and deferred tax for the year:

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Minimum Alternative Tax ("MAT") credit forming part of deferred tax asset is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Company will pay normal income tax during the specified period.

A new section 115BAA was inserted in the Income Tax Act, 1961, by The Government of India on September 20, 2019 vide the Taxation Laws (Amendment) Ordinance 2019 which provides an option to companies for paying income tax at reduced rates in accordance with the provisions / conditions defined in the said section. The provisions of MAT are also not applicable upon exercising this option. The Company has availed this option.

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13. Lease (Where the Company is the lessee)

The Company has adopted Ind AS 116 "Leases" using the modified retrospective method, applied to lease contracts as on the transition date. In accordance with this transition method, the comparatives have not been adjusted. The following is revised significant accounting policy related to leases. The effect on adoption of Ind AS 116 was significant.

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise of fixed lease payments (less any lease incentives), variable lease payments, penalties, etc.

The lease liability is presented as a separate line in the Balance sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

• the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

• the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is measured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

• a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The Company has made such adjustments during the periods presented.

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The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset.

The right-of-use assets are presented as a separate line in Balance sheet. The Company applies Ind AS 36 Impairment of Assets to determine whether a right-of-use asset is impaired.

14. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

15. Segment Reporting

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

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The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue, where applicable, is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under unallocated revenue / expenses / assets / liabilities.
Changes are made to the segment reporting, wherever necessary, based on the change in the business model duly considering the above factors.

16. Impairment of non-financial assets

The Company assesses at each reporting dates as to whether there is any indication that any Property, Plant and Equipment or Other Intangible assets or Investment Property or other class of an asset or Cash Generating Unit ('CGU') may be impaired. If any such indication exists, the recoverable amount of the assets or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognized in the Statement of the Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

17. Events after reporting date

Where events occurring after the balance sheet date till the date when the financial statements are approved by the Board of Directors of the Company, provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the reporting balance sheet date of material size or nature are only disclosed.

18. Non-Current Assets held for Sale

Non-Current Assets classified as held for sale are measured at the lower of the carrying amount and fair value less cost of disposal. Non-current assets are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify as a completed for recognition as a completed sale within one year from the date of classification.

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19. Cash Flow Statements

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

20. Estimation uncertainty relating to the global health pandemic

The outbreak of Corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In assessing the recoverability of Company's Financial Assets and Non-Financial Assets, the Company has considered internal and external information. The Company has evaluated impact of this pandemic on its business operations and based on its review and current indicators of future economic conditions, there is no significant impact on its financial statements and the Company expects to recover the carrying amount of all its assets.

21. Goods and Service Tax Input Credit

Goods and Service Input Credit is accounted for in the books during the period in which the underlying service received is accounted and where there is no uncertainty in availing/utilizing the same.

22. Related party transactions

Related party transactions are accounted for based on terms and conditions of the agreement / arrangement with the respective related parties. These related party transactions are determined on an arms-length basis and are accounted for in the year in which such transactions occur and adjustments if any, to the amounts accounted are recognised in the year of final determination.

There are common costs incurred by the Holding Company / Other Group Companies on behalf of various entities in the group including the Company. The cost of such common costs are allocated among beneficiaries on appropriate basis and accounted to the extent debited separately by the said related parties.

23. Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Upon transition to Ind AS, the entity has elected to continue with the carrying value for all of its investment property as recognised in its Indian GAAP financial statements as deemed cost at the transition date.

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Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of derecognition.

24. Earnings before interest and depreciation and amortisation ("EBITDA")

The Company presents EBITDA in the Statement of Profit and Loss; this is not specifically required by Ind AS 1. The term EBITDA is not defined in Ind AS. Ind AS compliant Schedule III allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the Ind AS Financial Statements when such presentation is relevant to an understanding of the Company's financial position or performance or to cater to industry/sector-specific disclosure requirements or when required for compliance with the amendments to the Companies Act or under the Indian Accounting Standards.

Measurement of EBITDA:

Accordingly, the Company has elected to present earnings before interest, tax, depreciation and amortisation (EBITDA) before exceptional items as a separate line item on the face of the Statement of Profit and Loss. The Company measures EBITDA before exceptional items on the basis of profit/(loss) from continuing operations including other income. In its measurement, the Company does not include exceptional items, depreciation and amortisation expense, finance costs, and tax expense.

25. Standards issued but not effective

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015 and other relevant provisions of the 2013 Act.

Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards. At the date of approval of these financial statements, the Company has not applied the following new and revised Ind As that has been issued but are not yet effective:

On 23rd March 2022, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules 2022. The notification has resulted into amendments in the following existing Indian Accounting Standards which are applicable from 01st April 2022.

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i. Ind AS 101 - First time adoption of Indian Accounting Standards

ii. Ind AS 103 - Business Combinations

iii. Ind AS 109 - Financial Instruments

iv. Ind AS 16 - Property, Plant and Equipment

v. Ind AS 37, Provisions, Contingent Liabilities and Contingent assets

The Company is evaluating the impact of the above on its financial statements.

4. Application of new and revised Ind AS

Impact of the initial application of new and amended Ind ASs that are effective

a. Amendments to Ind AS 116 - Covid-19 Related Rent Concessions

The amendments provide practical relief to lessees in accounting for rent concessions occurring as a direct consequence of COVID-19, by introducing a practical expedient to Ind AS 116. The practical expedient permits a lessee to elect not to assess whether a COVID-19-related rent concession is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the COVID-19-related rent concession the same way it would account for the change applying Ind AS 116 if the change were not a lease modification.

The practical expedient applies only to rent concessions occurring as a direct consequence of COVID-19 and only if all of the following conditions are met:

i. The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

ii. Any reduction in lease payments affects only payments originally due on or before 30 June 2022 (a rent concession meets this condition if it results in reduced lease payments on or before 30 June 2022 and increased lease payments that extend beyond 30 June 2022); and

iii. There is no substantive change to other terms and conditions of the lease.

The Company has availed the practical relief in accounting for rent concessions occurring as a direct consequence of COVID-19, and hence the corresponding impact on the financial statements of the Company has been given effect to.

b. MCA notification dated 24 March 2021:

On 24 March 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 01 April 2021. The Company has incorporated the applicable changes in the financial statements.

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5(b) Investment property

Amount in Rs. Lakhs

Particulars	Gross Block				Accumulated Depreciation/Amortisation				Net Block	
	As at 01 April 2021	Addition	Deletions/ Reclassifications *	As at 31 March 2022	As at 01 April 2021	Depreciation for the Year	Elimination on Disposal of Assets/Reclassification *	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Investment Property	84.00	-	84.00	-	14.59	15.31	29.90	-	-	69.41

Amount in Rs. Lakhs

Particulars	Gross Block				Accumulated Depreciation/Amortisation				Net Block	
	As at 01 April 2020	Addition	Deletions/ Reclassifications	As at 31 March 2021	As at 01 April 2020	Depreciation for the Year	Elimination on Disposal of Assets/Reclassification	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Investment Property	84.00	-	-	84.00	-	14.59	-	14.59	69.41	84.00

* Investment property of carrying value Rs. 22.72 Lakhs has been reclassified to Non-current assets held for sale in FY 2022. (Refer Note 5(c))

Note:
1. All of the company's buidlings are held as investment property.

2. The fair value of the company's investment property (net carrying value as per books is Rs. Nil) at 31 March 2022 is Rs. 87.56 Lakhs This has been arrived at on the basis of a valuation carried out at that date by an independent valuer not connected with the company. The fair value was determined based on the market comparable approach that reflects recent transaction prices for similar properties.

3. The Company has pledged all of its investment properties to secure the credit facilities obtained from bank.

Deemed cost exemption
On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment property recognised as at 01 April 2020 measured as per the previous Indian GAAP and use that carrying value as the deemed cost of the investment property.

Amount in Rs. Lakhs

Particulars	Gross Block as on 01 April 2020	Accumulated amortisation till 01 April 2020	Net Block treated as deemed cost upon transition
Building	145.87	61.87	84.00

5(c) Non-Current Assets held for sale

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Building	22.72	-	-

Note:
1. The management is committed to the plan of selling the non current assets held for sale within the next year and is in the process of identifiying a prospective buyer as at 31 March 2022. The management expects the selling price to be higher than the carrying amount, hence the non-current assets held for sale are measured at the carrying amount.

2. The fair value of the company's non-current asset held for sale (net carrying value as per books is Rs. 22.72 Lakhs) at 31 March 2022 is Rs. 46.50 Lakhs. This has been arrived at on the basis of a valuation carried out at that date by an independent valuer not connected with the company. The fair value was determined based on the market comparable approach that reflects recent transaction prices for similar properties.

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Notes forming part of the financial statements for the year ended 31 March 2022

6 **Right of Use Assets (ROUA)** — **Amount in Rs. Lakhs**

FY 20-21			
Gross ROUA	**Office**	**Furniture**	**Total**
Balance as at 01 April 2020	1,949.85	12.29	1,962.14
Additions	-	-	-
Disposals	(21.33)	-	(21.33)
Modifications	-	-	-
Balance as at 31 March 2021	**1,928.52**	**12.29**	**1,940.81**
Accumulated Amortization	**Office**	**Furniture**	**Total**
Balance as at 01 April 2020	-	-	-
Depreciation during the year	462.35	2.78	465.13
Elimination on Disposals	(4.27)	-	(4.27)
Balance as at 31 March 2021	**458.08**	**2.78**	**460.86**
Net ROUA	**Office**	**Furniture**	**Total**
Balance as at 01 April 2020	**1,949.85**	**12.29**	**1,962.14**
Balance as at 31 March 2021	**1,470.44**	**9.51**	**1,479.96**
FY 21-22			
Gross ROUA	**Office**	**Furniture**	**Total**
Balance as at 01 April 2021	1,928.52	12.29	1,940.80
Additions	100.56	-	100.56
Disposals	(4.84)	-	(4.84)
Modifications	(12.51)	-	(12.51)
Balance as at 31 March 2022	**2,011.73**	**12.29**	**2,024.02**
Accumulated Amortization	**Office**	**Furniture**	**Total**
Balance as at 01 April 2021	458.08	2.78	460.86
Depreciation during the year	459.30	2.78	462.08
Elimination on disposals	(4.84)	-	(4.84)
Balance as at 31 March 2022	**912.54**	**5.56**	**918.10**
Net ROUA	**Office**	**Furniture**	**Total**
Balance as at31 March 2022	**1,099.19**	**6.73**	**1,105.92**

* The lease contracts in respect of these assets are held in the name of the Company

7 Intangible assets (Owned / Acquired)

7.1 Current Year-2021-22

Amount in Rs. Lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at 01 April 2021	Additions	Disposals	As at 31 March 2022	As at 01 April 2021	Depreciation Expense for the Year	Eliminated on Disposal of Assets	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Computer Software	3.85	2.60	-	6.45	3.23	0.56	-	3.79	2.66	0.62
Total	**3.85**	**2.60**	**-**	**6.45**	**3.23**	**0.56**	**-**	**3.79**	**2.66**	**0.62**

7.2 Previous Year- 2020-21

Amount in Rs. Lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at 01 April 2020	Additions	Disposals	As at 31 March 2021	As at 01 April 2020	Depreciation Expense for the Year	Eliminated on Disposal of Assets	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Computer Software	3.85	-	-	3.85	-	3.23	-	3.23	0.62	3.85
Total	**3.85**	**-**	**-**	**3.85**	**-**	**3.23**	**-**	**3.23**	**0.62**	**3.85**

Note:

Deemed cost exemption

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible asset recognised as at 01 April 2020 measured as per the previous Indian GAAP and use that carrying value as the deemed cost of the intangible assets

Deemed cost as at 01 April 2020

Amount in Rs. Lakhs

Particulars	Gross Block as on 01 April 2020	Accumulated amortisation till 01 April 2020	Net Block treated as deemed cost upon transition
Computer Software	329.59	325.74	3.85
Total	**329.59**	**325.74**	**3.85**

Note:

Amortization expense of intangible asset have been included under 'Depreciation & amortization' expense in statement of profit and loss account.

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8 **Investments**
Other Investments (Unsecured, Considered good)

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Non-Current			
Investment in Equity Instruments			
Fully Paid Equity Shares - Quoted (At Fair Value Through Profit and Loss)			
Sundaram Brake Linings Limited 976 (31 March 2021 - 976, 01 April 2020 - 976) Shares of Rs.10 each.	3.33	3.43	1.53
Apollo Tyres Limited 1,000 (31 March 2021 - 1,000 , 01 April 2020 - 1,000) Shares of Rs.1 each.	1.91	2.24	0.78
Ashok Leyland Limited 18,000 (31 March 2021 - 18,000 , 01 April 2020 - 18,000) Shares of Rs.1 each.	21.11	20.44	7.40
	26.35	**26.11**	**9.71**
Fully Paid Equity Shares - Unquoted (at Fair Value through Profit and Loss)			
Hansa Research Group Private Limited 6,000 [31 March 2021 - 6,000; 31 March 2020 - 6,000] Shares of Rs.10 each.	18.72	11.41	10.75
Shamrao Vithal Co-Operative Bank Limited 2,000 (31 March 2021 - 2000; 31 March 2020 - 2,000) Shares of Rs.25 each.	0.50	0.50	0.50
	19.22	**11.91**	**11.25**
Total Investments	**45.57**	**38.02**	**20.96**
Aggregate amount of quoted investments and market value thereof	26.35	26.11	9.71
Aggregate amount of unquoted investments	19.22	11.91	11.25
Total	**45.57**	**38.02**	**20.96**

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9 **Loans**

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Current			
Loans and advances			
- Related parties			
-Loan Receivables considered good - Unsecured	5,182.24	3,135.71	2,702.87
- Others			
-Loan Receivables (Refer Note 43A.2)	100.00	100.00	-
(Less) Provision for expected credit loss	(25.00)	-	-
Total	75.00	-	-
Total	**5,257.24**	**3,235.71**	**2,702.87**

9.1 **Provision for Expected Credit Loss (Loans Receivable)**

Amount in Rs. Lakhs

Particulars	2021-2022	2020-2021
Balance at beginning of the year	-	-
Movement in credit loss allowance on trade receivables calculated at lifetime expected credit losses/additional provision	25.00	-
Balance at end of the year	**25.00**	-

9.2 **Note:**

(a) Related party loans as at 31 March 2022 are payable within a period of 1 year. Interest for the year 2021-22 of 6.85% (being the Government Bond rates) in respect of the above loans is receivable on an annual basis.

(b) Details of loans given, investments made and guarantees given covered under section 186(4) of the Companies Act, 2013:

Investments made are included under Note 8 to the financial statements. There has been no guarantees covered u/s 186 of the Companies Act, 2013 which has been provided by the Company. Details of loan given are as below.

2021-22

Amount in Rs. Lakhs

Particulars of investment made, guarantee given and loan given	Name of the entity	Amount given during the year	Amount outstanding as at the year end	Purpose for which loan, guarantee is proposed to be utilised by the recipient
Inter corporate Loan	Hansa Vision India Private Limited	5,011.27	5,076.20	Business Purpose
Inter corporate Loan	Hansa Estates Private Limited	842.51	106.03	Business Purpose
Inter corporate Loan	El Tech Appliances Private Limited	-	100.00	Business Purpose

2020-21

Amount in Rs. Lakhs

Particulars of investment made, guarantee given and loan given	Name of the entity	Amount given during the year	Amount outstanding as at the year end	Purpose for which loan, guarantee is proposed to be utilised by the recipient
Inter corporate Loan	Hansa Vision India Private Limited	887.79	1,768.91	Business Purpose
Inter corporate Loan	Hansa Estates Private Limited	-	1,366.80	Business Purpose
Inter corporate Loan	El Tech Appliances Private Limited	100.00	100.00	Business Purpose

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10(a) Other Financial Assets (Unsecured, Considered good)

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Non-Current			
Security deposits	13.92	14.02	57.89
Rental Deposits			
- Related parties	-	366.87	337.35
- Others	121.00	153.10	151.29
Other Deposits	55.82	120.06	72.53
Bank deposits with more than 12 months maturity	7.98	-	-
Capital advance refund receivable - Related party (Refer Note below)	-	-	900.00
Total	**198.72**	**654.05**	**1,519.06**
Current			
Interest accrued			
- Loan Receivables			
- Related Parties	296.42	1,088.45	866.12
- Others	0.11	-	-
Rental Deposits			
- Related parties	398.97	-	-
- Others	63.45	2.06	-
Total	**758.95**	**1,090.51**	**866.12**

Note:

The Company had entered into an "Agreement of sale-cum-construction" with Hansa Vision India Private Limited, holding company, in an earlier year for the purchase of 18,000 sq.ft built up area in the proposed building at Chennai, with 10,500 sq. ft. of undivided share of land for total consideration of Rs. 2,250 lakhs. As at 31 March 2018, the Company had given advances amounting to Rs. 900 lakhs. The construction had commenced post obtaining approval from Chennai Metropolitan Development Authority (CMDA). On account of the demerger of Hansa Vision India Private Limited, the property and its rights for construction have now been vested with Hansa Estates Private Limited from Hansa Vision India Private Limited with effect from 01 April 2017.

Pursuant to the decision by the Board of Directors to cancel the purchase during financial year 2019-20, the Company had sought refund of the said amount from Hansa Estates Private Limited, for which cheques were received from Hansa Estates Private Limited as at 31 March 2021 and the amounts were realised during the current financial year.

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Notes forming part of the financial statements for the year ended 31 March 2022

10(b) Non-Current Tax Assets

Amount in Rs. Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
Advance Income Tax and Tax Deducted at Source	619.00	1,018.93	1,837.89
[(Net of Provision for Tax of Rs. 356.67 Lakhs); (As at 31 March 2021 - Rs.131.67 Lakhs)]			
MAT Credit Entitlement	-	9.09	9.09
Total	619.00	1,028.02	1,846.98

11 Other Assets (Unsecured, Considered Good unless otherwise stated)

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Non Current			
Trade Advance			
- Related Parties [Refer Note 37(1)]	-	1,013.92	1,013.92
Net Defined Benefit Asset - Gratuity Plan	-	-	12.87
Total	**-**	**1,013.92**	**1,026.79**
Current			
Prepaid Expense	31.75	19.65	37.24
Advances to Suppliers	175.87	-	-
Advances to Employees	6.66	23.75	9.19
Unbilled Revenue	872.00	401.16	708.98
Statutory Dues - Input credit	-	-	14.75
Others	73.94	107.31	155.86
Total	**1,160.22**	**551.87**	**926.02**

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12 Trade Receivables

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Trade Receivables considered good - Unsecured	16,476.23	15,375.62	7,160.15
Trade Receivables which have significant increase in Credit Risk	169.75	364.26	371.21
	16,645.98	**15,739.88**	**7,531.36**
Less : Allowance for expected credit loss	169.75	364.26	371.21
Total	**16,476.23**	**15,375.62**	**7,160.15**
Of the above, trade receivables from:			
- Related Parties (Refer Note 37.3)	118.45	792.04	754.07
- Others	16,527.53	14,947.84	6,777.29

Note:
Refer Note 37.3 for debts due by directors or other officers of the company (or any of them either severally or jointly with any other person) and debts due by firms or private companies respectively in which any director is a partner or a director or a member.

12.1 The Company is making provisions on trade receivables based on Expected Credit Loss (ECL) Model. The reconciliation of ECL is as follows:

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021
Balance at beginning of the year	364.26	371.21
Movement in credit loss allowance on trade receivables calculated at lifetime expected credit losses	(30.85)	(6.95)
Impairment loss recognised towards debts written off	(163.66)	-
Balance at end of the year	**169.75**	**364.26**

Note:
The Company has used a practical expedient by computing the expected credit loss allowance for trade recivable based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward - looking information. The expected credit loss allowance is based on the ageing of the receivables (other than related parties) from the date of the invoice and the rates are given in the provision matrix as per which trade receivables aged (from date of invoice) beyond 3 years are provided entirely, age of 2 to 3 years is provided 50%, age of 1 to 2 years at 25% and no provision is made upto 1 year. Additional provision, where required, has been made based on specific debtors and other conditions impacting recoverability. The Company has also has taken into account ,the estimates of possible effect from the pandemic relating to COVID -19. The Company believes that the carrying amount of allowance for expected credit loss with respect to trade receivables is adequate.

12.2 Ageing of receivables (Gross):

As at 31 March 2022 Amount in Rs. Lakhs

Particulars	Outstanding for following periods from date of invoice					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	16,249.21	60.33	71.67	79.53	15.49	16,476.23
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	23.52	1.77	144.46	169.75
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total	**16,249.21**	**60.33**	**95.19**	**81.30**	**159.95**	**16,645.99**

As at 31 March 2021 Amount in Rs. Lakhs

Particulars	Outstanding for following periods from date of invoice					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	14,402.95	122.23	133.99	193.04	523.41	15,375.62
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	23.30	28.26	312.70	364.26
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total	**14,402.95**	**122.23**	**157.28**	**221.30**	**836.11**	**15,739.88**

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As at 01 April 2020 | **Amount in Rs. Lakhs**

Particulars	Outstanding for following periods from date of invoice					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	6,058.31	188.08	145.89	242.68	525.19	7,160.15
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	34.78	119.44	216.99	371.21
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total	**6,058.31**	**188.08**	**180.67**	**362.12**	**742.18**	**7,531.36**

Note:

(a) Trade receivables includes receivables outstanding from customers constituting individually 5% or more of the total trade receivables as at 31 March 2022 - Rs. 10,796.60 Lakhs and as at 31 March 2021 - Rs. 9,573.55 Lakhs

(b) The average credit period on sales of services ranges from 30 to 60 days. No interest is charged on trade receivables up to the due date.

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13 (a) Cash and Cash equivalents (Refer Note 43A.2)

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Cash on Hand	-	-	2.65
Cheques in Hand (Refer Note 43)	-	900.00	1,469.12
Balances with Banks			
- In current accounts (Refer Note 43)	2,126.44	201.02	223.00
	2,126.44	1,101.02	1,694.77

13 (b) Other Bank Balances

Amount in Rs. Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021	As at April 1, 2020
Balance with banks			
- In Deposit Accounts with maturity above three months but less than one year	339.02	693.53	651.63
	339.02	693.53	651.63

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R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Notes forming part of the financial statements for the year ended 31 March 2022

14 Share Capital

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Authorised			
10,000,000 Equity Shares of Rs.10 each	1,000	1,000	1,000
Issued, Subscribed and Paid-up			
40,80,000 Equity Shares of Rs.10 each fully paid up	408	408	408
Total	**408**	**408**	**408**

14.1 Reconciliation of Shares Outstanding at the Beginning and at the End of the Year

Particulars	31 March 2022		31 March 2021		01 April 2020	
	No. of Shares (in Lakhs)	Amount in Rs. Lakhs	No. of Shares (in Lakhs)	Amount in Rs. Lakhs	No. of Shares (in Lakhs)	Amount in Rs. Lakhs
At the Beginning of the Year	40.80	408.00	40.80	408.00	40.80	408.00
Issued During the Year	-	-	-	-	-	-
Bought back during the year	-	-	-	-	-	-
Outstanding at the End of the Year	**40.80**	**408.00**	**40.80**	**408.00**	**40.80**	**408.00**

14.2 Details of Shareholders holding more than 5% Shares in the Company

Particulars	31 March 2022		31 March 2021		01 April 2020	
	No. of Shares (in Lakhs)	% Holding	No. of Shares (in Lakhs)	% Holding	No. of Shares (in Lakhs)	% Holding
BBDO ASIA Pacific Ltd	14.28	35.00%	14.28	35.00%	14.28	35.00%
Hansa Vision India Private Limited, Holding Company	26.47	64.88%	26.47	64.88%	26.47	64.88%

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14.3 Details of shares held by promoters

As at 31 March 2022

S. No	Promoter name	No. of Shares at the beginning of the year (in Lakhs)	Change during the year	No. of Shares at the end of the year (in Lakhs)	% of total shares	% Change during the year
1	Srinivasan K Swamy	0.025	-	0.025	0.06%	0%
2	Narasimhan K Swamy	0.025	-	0.025	0.06%	0%
3	Hansa Vision India Private Limited	26.47	-	26.47	64.88%	0%
Total		**26.52**		**26.52**		

As at 31 March 2021

S. No	Promoter name	No. of Shares at the beginning of the year (in Lakhs)	Change during the year	No. of Shares at the end of the year (in Lakhs)	% of total shares	% Change during the year
1	Srinivasan K Swamy	0.025	-	0.025	0.06%	0%
2	Narasimhan K Swamy	0.025	-	0.025	0.06%	0%
3	Hansa Vision India Private Limited	26.47	-	26.47	64.88%	0%
Total		**26.52**		**26.52**		

As at 01 April 2020

S. No	Promoter name	No. of Shares as at 1 April 2020 (in Lakhs)	% of total shares
1	Srinivasan K Swamy	0.025	0.06%
2	Narasimhan K Swamy	0.025	0.06%
3	Hansa Vision India Private Limited	26.47	64.88%
Total		**26.52**	

14.4 Disclosure of Rights

The Company has only one class of equity shares having a par value of Rs.10. Each holder is entitled to one vote per equity share. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the Annual General Meeting. Repayment of capital on liquidation will be in proportion to the number of equity shares held.

14.5 Share Transfer

The shares held by BBDO Asia Pacific Pte Limited (14,28,000 shares of Rs.10 each) were transferred to Hansa Vision India Private Limited after the balance sheet date on 21 April 2022. Similarly, shares held by Mr. Srinivasan K Swamy and Mr. Narasimhan K Swamy aggregating to 5000 shares of Rs. 10 each were transferred to Hansa Vision India Private Limited on 21 April 2022. Accordingly, effective 21 April 2022, the holding company is Hansa Vision India Private Limited, with 100% shareholding (including 1 share held by Mr. Srinivasan K Swamy as a nominee shareholder) in the Company.

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15 Other equity

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
General Reserve	1,921.38	1,921.38	1,921.38
Retained Earnings	1,713.14	1,208.91	1,099.43
Total	**3,634.52**	**3,130.29**	**3,020.81**

Nature and purpose of reserves

General Reserve

General reserve represents appropriation of retained earnings and are available for distribution to shareholders. The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss except to the extent permitted as per Companies Act,2013 and rules made thereunder.

Retained earnings

Retained earnings represent surplus/accumulated earnings of the Company and are available for distribution to shareholders. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial statements of the Company and considering the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety.

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16 Borrowings

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Current			
Borrowings (Refer Note 43A.2)			
Secured, repayable on demand			
Working capital facilities			
i) From Banks	1,800.00	2,100.00	2,550.00
Secured, repayable on demand			
Cash Credit			
i) From Banks	-	1,255.65	1,662.87
Unsecured, repayable on demand			
Loans from related parties (unsecured)			
i) From Directors	-	-	193.65
ii) From Other Related Parties (Refer Note 37.3)	-	106.13	-
iii) From Shareholders	-	-	105.00
Total	**1,800.00**	**3,461.78**	**4,511.52**

16.1 Details of working capital and cash credit facilities:

a. Cash credit/working capital facility from Bank are secured by:
i) First charge on the current assets and hypothecation of movable fixed assets and fixed deposits
ii) An equitable mortgage of the property owned by a Director of the Company and also by a corporate guarantee of Hansa Vision India Private Limited (holding company).
iii) The investment property held by the company has also been pledged as collateral against such facility

b. Interest on cash credit is 8.25% and interest on working capital facility ranges from 6.8% to 8.50%.

16.2 Terms of repayment

Particulars	Sanction amount (in Rs. Lakhs)	Loan outstanding: 31 March 2022 (in Rs. Lakhs)	Loan outstanding: 31 March 2021 (in Rs. Lakhs)	Loan outstanding: 01 April 2020 (in Rs. Lakhs)	Carrying rate of interest: 31 March 2022	Carrying rate of interest: 31 March 2021	Carrying rate of interest: 01 April 2020	Repayment / Modification
Term Loan	200	-	-	100	-	-	10.45%	Monthly
Working Capital Demand Loan	800	800	800	800	8.00%	9.25%	9.25%	Half-Yearly
Working Capital Demand Loan	300	-	300	300	9.25%	9.25%	9.25%	Half-Yearly
Working Capital Demand Loan	1,000	1,000	1,000	-	8.00%	8.00%	-	Half-Yearly
Working Capital Demand Loan	200	-	-	200	-	9.75%	9.75%	Half-Yearly
Working Capital Demand Loan	500	-	-	500	-	10.30%	10.30%	Quarterly
Working Capital Demand Loan	400	-	-	400	-	9.75%	9.75%	Half-Yearly
Working Capital Demand Loan	250	-	-	250	-	9.20%	9.20%	Quarterly
Total		**1,800**	**2,100**	**2,550**				

16.3 Borrowings from HDFC Bank Limited on the basis of Security of Assets

The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets. The quarterly returns or statements comprising information on book debt, ageing analysis of the debtors/other receivables and other stipulated financial information filed by the Company, as revised vide its letter dated 20 March 2022, acknowledged by the Bank and revised statement filed on 24 June 2022 in the bank's online portal, with such banks are in agreement with the unaudited books of account of the Company of the respective quarters and audited financial statements for the financial year end.

16.4 The terms and conditions laid down by the banks with respect of the above borrowings contain certain stipulations/ covenants which the company could not comply with. However, the Company has not defaulted in the repayment of its dues to banks and the bank has also confirmed to the Company that the Company has complied with their lending terms as at 31 March 2022 and the account is in good order.

16.5 Loans as at 1 April 2020:
- the borrowing from director was interest free and was repaid in full during FY 2020-21
- the loan from shareholder (other than director) had an interest of 13% to 21% per annum and was settled during FY 2020-21.

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17 Provisions

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Non Current			
Provision for Expected PF Trust obligation (Refer Note below and Note 43A.1)	-	396.68	360.54
Total	-	**396.68**	**360.54**
Current			
Provision for employee benefits			
Compensated absences (Refer Note 31)	152.91	168.07	172.05
Total	**152.91**	**168.07**	**172.05**

Note:
The Company had created a provision for expected PF Trust loss in respect of commitment arising on shortfall in realisation of investments made by the Company's PF Trust (Refer Note 43A.1)
The reconciliation of this provision is as follows:

Amount in Rs. Lakhs

Particulars	2021-2022	2020-2021
Balance at beginning of the year	396.68	360.54
Interest/other charges during the year	20.76	36.14
Payments during the year	(417.44)	-
Balance at end of the year	-	**396.68**

During the year, the Company had made payments towards the PF Trust obligation and had subsequently acquired the IL&FS Securities in April 2022. The total amount paid in respect of the principal is Rs. 331 lakhs towards acquisition of Secured Debentures. Considering the uncertainty pursuant to the nature of the proceedings ongoing before the NCLAT as described in Note 43A.1, no asset has been recognised on account of the amount paid towards the securities on grounds of prudence. These debentures have been transferred in the name of the Company subsequent to 31 March 2022.

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18 (a) Other Liabilities

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Non Current			
Gratuity (Refer Note 31)	9.50	28.03	-
Total	**9.50**	**28.03**	**-**
Current			
Advance from Customers	0.90	59.61	81.38
Statutory dues	233.90	44.55	-
Others	-	-	-
Total	**234.80**	**104.16**	**81.38**

18 (b) Other Financial Liabilities

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Current			
Interest accrued - Related parties (Refer Note 37.3)	0.88	-	-
Accured salary and employees benefits	176.03	48.20	150.50
Amounts payable - Related parties (Refer Note 37.3)	54.64	-	113.00
Total	**231.55**	**48.20**	**263.50**

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19 Trade Payables

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
<u>Current</u>			
Trade Payables			
- dues of micro, small and medium enterprises (Refer Note 28)	144.91	-	-
- dues to Others (Refer Note 43A.2)	20,779.16	17,485.57	10,252.40
Total	**20,924.07**	**17,485.57**	**10,252.40**

19.1 Trade payables ageing schedule

As at 31 March 2022 — Amount in Rs. Lakhs

Particulars	Outstanding for following periods from invoice date				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed dues - MSME	144.91	-	-	-	144.91
(ii) Undisputed dues - Others	20,560.60	53.99	164.56	-	20,779.16
(iii) Undisputed dues - Employees	-	-	-	-	-
(iv) Disputed dues - MSME	-	-	-	-	-
(v) Disputed dues - Others	-	-	-	-	-
(vi) Disputed dues - Employees	-	-	-	-	-
Total	**20,705.51**	**53.99**	**164.56**	**-**	**20,924.07**

As at 31 March 2021 — Amount in Rs. Lakhs

Particulars	Outstanding for following periods from invoice date				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed dues - MSME	-	-	-	-	-
(ii) Undisputed dues - Others	16,638.99	700.29	146.29	-	17,485.57
(iii) Undisputed dues - Employees	-	-	-	-	-
(iv) Disputed dues - MSME	-	-	-	-	-
(v) Disputed dues - Others	-	-	-	-	-
(vi) Disputed dues - Employees	-	-	-	-	-
Total	**16,638.99**	**700.29**	**146.29**	**-**	**17,485.57**

As ar 01 April 2020 — Amount in Rs. Lakhs

Particulars	Outstanding for following periods from invoice date				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed dues - MSME	-	-	-	-	-
(ii) Undisputed dues - Others	10,145.30	36.51	70.59	-	10,252.40
(iii) Undisputed dues - Employees	-	-	-	-	-
(iv) Disputed dues - MSME	-	-	-	-	-
(v) Disputed dues - Others	-	-	-	-	-
(vi) Disputed dues - Employees	-	-	-	-	-
Total	**10,145.30**	**36.51**	**70.59**	**-**	**10,252.40**

The Company maintains ageing records based on the invoice date and not the due date of invoice. Hence, the ageing has been disclosed based on invoice date.

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20 Current Tax and Deferred Tax

(i) Income Tax Expense

Amount in Rs. Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current Income Tax Charge	225.00	120.00
Deferred Tax - Profit and Loss Account	27.48	(25.06)
Total Tax Expense recognised in statement of profit and loss	**252.48**	**94.94**
Deferred Tax - Other Comprehensive Income	**(7.51)**	**(2.88)**

(ii) Following is the analysis of the deferred tax asset/(liabilities) presented in the Balance sheet.

Amount in Rs. Lakhs

Particulars	For the Year ended 31 March 2022			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
Tax effect of items constituting deferred tax assets /(liability)				
Property, Plant and Equipment	41.95	(0.80)	-	41.15
Bonus	0.35	(0.07)		0.28
LTA Provision	5.46	(5.46)		-
Net defined benefit (asset)/liability	7.05	(12.17)	7.51	2.39
Provision for Compensated Absences	42.30	(3.82)		38.48
Gain on instruments measured at fair value through profit and loss	9.28	1.90	-	11.17
Discounting of deposits	25.67	(10.05)		15.62
Leases	(2.60)	20.47	-	17.87
Provision for Expected Credit Loss	91.68	(42.65)	-	49.02
Provision for Ex-Gratia payable	-	25.17		25.17
Net Tax Asset / (Liabilities)	**221.13**	**(27.48)**	**7.51**	**201.15**

Amount in Rs. Lakhs

Particulars	For the Year ended 31 March 2021			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
Tax effect of items constituting deferred tax assets /(liability)				
Property, Plant and Equipment	46.36	(4.41)	-	41.95
Bonus	1.52	(1.17)		0.35
LTA Provision	6.84	(1.38)		5.46
Net defined benefit (asset)/liability	(3.24)	7.41	2.88	7.05
Provision for Compensated Absences	43.30	(1.00)		42.30
Gain on instruments measured at fair value through profit and loss	4.98	4.30	-	9.28
Discounting of deposits	36.56	(10.90)		25.67
Leases	(36.56)	33.96	-	(2.60)
Provision for Expected Credit Loss	93.43	(1.75)	-	91.68
Net Tax Asset / (Liabilities)	**193.19**	**25.06**	**2.88**	**221.13**

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21 Revenue from Operations (Refer Notes Below)

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of services - media advertisement and creative services	9,408.53	5,754.44

21a Reconciliation of revenue recognised to amounts billed

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Gross amount billed/billable for media, advertisement and other contracts where Company is an agent	46,226.71	39,238.23
Amount billed/billable for Film Production and other contracts where Company is a principal	7,028.24	3,411.37
Total amount billed/billable on customers for services rendered by the Company	53,254.95	42,649.60
Less: Pass through costs to vendors related to media, advertisement and other contracts where Company is an agent	(43,846.42)	(36,895.16)
Total revenue recognised for services rendered	**9,408.53**	**5,754.44**

21b Revenue from services is net of discount offered to customers of Rs. 66.41 Lakhs (Previous year Rs. 49.23 Lakhs).

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21c **Disaggregation of revenue by time of revenue recognition**

Amount in Rs. Lakhs

Major Category of Services	For the year ended 31 March 2022	For the year ended 31 March 2021
Services transferred at a point in time	3,421.20	3,814.95
Services transferred over a period of time	5,987.33	1,939.49
TOTAL	**9,408.53**	**5,754.44**

21d Revenue from contracts with customers includes revenue from customers individually constituting more than 10% of the total revenue from contracts with customers of Rs. 4,390.51 Lakhs for the year ended 31 March 2022 and Rs. 1,155.28 Lakhs for the year ended 31 March 2021.

21e The Company receives payments from customers based upon contractual billing schedules; accounts receivable is recorded when the right to consideration becomes unconditional. The Company records unbilled revenue when revenue is recognised prior to billing or deferred revenue is recognised when revenue is recognised subsequent to invoicing. Details of contract assets represented by Trade receivables and Unbilled revenues are disclosed in Notes 12 and 11, respectively. The Company expects to receive a sum of Rs. 193 lakhs over the next year on account of transaction price allocated to remaining performance obligations, which is yet to be recognised at the end of the current reporting period.

22 **Other Income**

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest income earned on financial assets that are not designated at fair value through profit / loss		
-Bank deposits	31.98	39.28
- Loans to related parties	268.65	219.76
-Rental Deposits	46.50	42.25
-Income Tax Refunds	36.73	94.85
Dividend Income from investment in equity instruments	0.09	0.09
Profit on sale of Investment property (Net)	17.62	-
Gain on sale of Property, plant and equipment (net)	-	0.10
Rent concessions	9.09	127.06
Facility Sharing Income	69.86	22.97
Gain on lease modification/termination	-	0.37
Net gain arising on financial assets measured at FVTPL	7.56	17.05
Allowance for expected credit loss (net)	5.85	6.95
Total	**493.93**	**570.73**

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23 Operational expenses

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Production costs	3,265.42	630.70
Others	244.99	220.01
Total	**3,510.41**	**850.71**

24 Employee Benefits Expense

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries and Bonus	2,335.65	2,199.50
Contribution to Provident and Other Funds (Refer Note 31)	106.99	117.72
Staff Welfare Expenses	76.21	74.77
Total	**2,518.85**	**2,391.99**

25 Finance Cost

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest Expense:		
Interest expense on loan from related party	15.48	-
Interest expense on cash credit	56.12	154.76
Interest expense on working capital facility	215.72	291.43
Interest Expense on Lease Liabilities	119.16	144.86
Interest expense on statutory dues	24.28	19.58
Other Borrowing costs	2.24	82.22
Total	**433.00**	**692.85**

26 Depreciation

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation on Property, plant and equipments (Refer Note 5)	73.20	90.51
Depreciation on Intangible assets (Refer Note 7)	0.56	3.23
Depreciation on Right of Use assets (Refer Note 6)	462.08	465.13
Depreciation on Investment Property (Refer Note 5)	15.31	14.59
Total	**551.15**	**573.46**

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R K SWAMY PRIVATE LIMITED CHENNAI

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Notes forming part of the financial statements for the year ended 31 March 2022

27 Other Expenses

Amount in Rs. Lakhs

Particulars	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
Rent	111.22	59.38
Electricity expenses	59.44	46.48
Communication expenses	63.20	57.92
Office maintenance	67.37	82.54
Printing & stationery	50.87	17.44
Advertisement Charges	0.54	0.64
Repairs and Maintenance- Others	75.04	108.08
Subscription to Associations and Periodicals	20.31	23.18
Rates and taxes	52.14	15.88
Insurance	23.30	21.64
Travelling and Conveyance	202.11	139.83
Legal Expenses	2.90	0.31
Auditors' Remuneration (Net of GST Input Credit)		
- Statutory Audit	18.00	12.75
- Other services	-	1.50
Bad Debts written off	163.66	-
Less: Provision for expected credit loss utilised	(163.66)	-
Software expenses	27.90	29.42
Donations	6.35	5.00
Bank Charges	64.61	57.64
Loss on Foreign Exchange Fluctuation (Net)	-	5.46
Consultancy Fees	1,021.10	807.69
Interest on PF Trust obligation (Refer Note 43A.1)	20.76	36.14
Fixed assets written off	4.32	-
Miscellaneous Expenses	55.33	27.32
Total	**1,946.81**	**1,556.24**

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28 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Based on and to the extent of information received by the Company from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the relevant particulars are furnished below

Amount in Rs. Lakhs

Particulars	2021-22	2020-21
Principal amount remaining unpaid to any supplier as at the end of the accounting year.	144.91	Nil
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	1.06	Nil
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed	Nil	Nil
The amount of interest due and payable for the year.	1.06	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year.	Nil	Nil
The amount of further interest due and payable even in the succeeding year, until such date when the interest	Nil	Nil

Note:
Parties under Micro, Small and Medium Enterprises are as identified by management and relied upon by auditors

29 Earnings per share

Basic and Diluted earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Basic Earnings per share	16.91	4.04
Diluted Earnings per share	16.91	4.04
Profit for the year used in the calculation of basic and diluted earnings per share (in Rs. Lakhs)	689.76	164.98
Weighted average number of equity shares (in Lakhs)	40.80	40.80

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30 Lease Liability

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 1 April 2020
Non-Current	783.51	1,084.33	1,478.17
Current	393.42	385.31	338.69
	1,176.93	**1,469.64**	**1,816.86**

Movement in Lease Liabilities

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening Balance	1,469.64	1,816.86
Modifications	(12.51)	-
Additions	93.98	-
Deletions	-	(16.37)
Finance Costs	119.16	144.86
Payment of Lease laibilities	484.25	348.65
Rent concessions in respect of leases	9.09	127.06
Closing Balance	1,176.93	1,469.64

Contractual Maturity of lease liabilities (undiscounted):

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 1 April 2020
Less than one year	479.97	498.76	484.32
One to five years	817.76	1,161.19	1,605.29
More than five years	82.78	84.64	148.12
Total	**1,380.51**	**1,744.59**	**2,237.73**

Amounts recognised in Profit or Loss

Particulars	Disclosed in
Depreciation	Note 26
Finance Cost on Lease Liabilitities	Note 25
Rent concessions	Note 22
Gain on termination of leases	Note 22
Rent expense - Short term/low value leases	Note 27

Amount recognised in Cash Flows

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total Cash outflow	484.25	348.65

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31 Employee Benefits

31.1 Defined Contribution Plan

The Company makes Provident Fund and Employee's State Insurance Scheme contributions for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable by the Company are at rates specified in the rules of the Schemes/Policy are as below

Amount in Rs. Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Employer's Contribution to Provident Fund	73.35	78.32
Employer's contribution to Employee's State Insurance Scheme	0.35	0.62
Total	**73.70**	**78.94**

31.2 Defined Benefit Plans

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India. The following table sets out the status of the Gratuity scheme and the amount recognised in the financial statements as per the Actuarial Valuation done by an Independent Actuary.

These plans typically expose the Company to actuarial risks such as actuarial risk, investment risk, liquidity risk and legislative risk

Actuarial Risk	The risks that benefits costs more than expected. All assumptions used to project the liability cash-flows area source of risk if actual experience turns out to be worse than expected experience - there could be a risk of being unable to meet the liabilities as and when they fall due. E.g. If assumed salary growth rates turns out to be lesser than reality - this could cause a risk that the provisionsare inadequate in comparison to the actual benefits required to be paid.
Investment Risk	There is a minimum investment return guaranteed to the Sponsor (called the minimum floor rate) which is a non-zero positive percentage. Hence there is no market risk - risk due to reductions in the market value of the underlying investments backing the insurance policy of the Sponsor. Also there is a Guaranteed Surrender Value to the extent of 90% of contributions made net of withdrawals and charges.
Liquidity Risk	The investments are made in an insurance policy which is also very liquid - withdrawals can happen at any time. There is no Market Value adjusment imposed for withdrawals done by the Sponsor at an untoward time except whenTthe amount withdrawn exceeds 25% of the opening balance at the beginning of the financial year. This can be easily managed by making multiple withdrawals to ensure that the amoutn withdrawn per transaction does not breach the limit above. Also note that there are no surrender charges after three years. During the first three years also the surrender charges are minimal.
Legislative Risk	There could be changes to Regulation/legislation governing this Plan that could affect the Company adversely (e.g. introduction of a minimum benefit). The changes in regulation could potentially increase the plan liabilities.

In respect of the above plans, the most recent actuarial valuation of the present value of the defined benefit obligation were carried out as at 31 March 2022 by an independent member firm of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method

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(a) Amount recognised in the profit and loss account and total comprehensive income in respect of the defined benefit plan are as follows :

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Service Cost		
- Current Service Cost	34.52	40.58
- Past Service Cost	-	-
- Net interest expense	(0.88)	(1.17)
Components of defined benefit costs recognised in profit or loss (A)	**33.64**	**39.41**
Remeasurement on the net defined benefit liability :		
- Remeasurement of Plan Assets	1.22	2.62
- Actuarial (gains) / loss arising form changes in financial assumptions	11.33	(4.72)
- Actuarial loss arising from experience adjustments	1.29	13.56
- Actuarial loss arising from Demographic assumptions	16.00	-
Components of defined benefit costs recognised in other comprehensive income (B)	**29.84**	**11.46**
Total (A) + (B)	**63.48**	**50.87**

(i) The current service cost and net interest expense for the year are included in the "Employee Benefit Expenses" line item in the statement of profit and loss under contribution to provident and other funds
(ii) The remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows :

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Net Asset/(Liability) recognised in the Balance Sheet:			
Gratuity:			
Present value of defined benefit obligation	550.10	497.01	580.26
Fair value of plan assets	540.60	468.98	593.13
Surplus/(Deficit)	**(9.50)**	**(28.03)**	**12.87**
Non Current portion of the above	(9.50)	(28.03)	12.87
Current portion of the above	-	-	-
Total	**(9.50)**	**(28.03)**	**12.87**

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(c) Movement in the present value of the defined benefit obligation are as follows :

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Present value of defined benefit obligation at the beginning of the year	497.01	580.26
Expenses Recognised in the Statement of Profit and Loss:		
Service Cost		
- Current Service Cost	34.52	40.58
- Past Service Cost	-	-
- Interest Cost	32.10	32.74
Recognised in Other Comprehensive Income		
- Actuarial (Gain) / Loss arising from:		
i. Financial Assumptions	11.33	(4.72)
ii. Experience Adjustments	1.29	13.56
iii. Demographic Assumptions	16.00	-
Benefit payments	(42.15)	(165.41)
Present value of defined benefit obligation at the end of the year	**550.10**	**497.01**

(d) Movement in fair value of plan assets are as follows :

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Fair value of plan assets at the beginning of the year	468.98	593.13
Expenses Recognised in the Statement of Profit and Loss:		
- Expected return on plan assets	32.98	33.91
Recognised in Other Comprehensive Income		
Remeasurement gains / (losses) - Return on plan assets (excluding amount included in net interest expense)	(1.22)	(2.61)
Contributions by employer	82.01	9.96
Benefit payments	(42.15)	(165.41)
Fair Value of Plan assets at the end of the year	**540.60**	**468.98**

(e) Movement in Net defined benefit obligation

Amount in Rs. Lakhs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Net defined benefit liability / (asset) at the beginning of the year	28.03	(12.87)
Amount recognised in Profit and Loss	33.64	39.41
Amount recognised as Other Comprehensive Income	29.84	11.46
Actual contribution by the sponsor	(82.01)	(9.96)
Net defined benefit liability/(asset) at the end of the year	**9.50**	**28.03**

(f) The principal assumptions used for the purpose of actuarial valuation were as follows :

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Discount rate	6.12%	6.75%	6.58%
Expected rate of salary increase	5.00%	5.00%	5.00%
Expected return on plan assets	6.75%	6.75%	6.58%
Attrition Rate	14.00%	4.00%	4.00%
Retirement Age	60	60	60
Mortality *	IALM 2012-14	IALM 2012-14	IALM 2012-14

* Based on India's standard mortality table with modification to reflect the expected changes in mortality/others

(g) Defined Benefit Obligation Sensitivity

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
DBO - Base Assumptions	550.10	497.01	580.26
Discount Rate: +1%	532.34	470.13	549.80
Discount Rate: -1%	569.20	527.03	614.48
Salary Escalation Rate: +1%	567.39	525.09	612.85
Salary Escalation Rate: -1%	533.44	471.14	550.29
Attrition Rate: 25% Increase	551.93	499.59	582.81
Attrition Rate: 25% Decrease	547.62	494.12	577.38

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(h) Maturity Profile - Future Expected Payments

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Year 1	130.65	40.37	113.82
Year 2	113.01	81.49	36.43
Year 3	87.32	68.83	90.54
Year 4	65.80	58.87	57.61
Year 5	85.52	49.17	54.48
Years 6-10	142.87	237.44	263.11

Particulars	As at 31 March 2022	As at 31 March 2021	As at 1 April 2020
Best Estimate of contribution over the next year (Amount in Rs. Lakhs)	39.85	60.37	25.21
Estimated term of liability in years (decrement-adjusted)	4.74	10.41	11.12

(i) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows :

Particulars	As at 31 March 2022	As at 31 March 2021
Fund with LIC	100%	100%

31.3 Compensated Absences

The key assumptions used in the computation of provision for compensated absences as per the actuarial valuation done by an Independent Actuary are as given below:

Particulars	As at 31 March 2022	As at 31 March 2021
Assumptions		
Discount Rate	6.12%	6.75%
Future Salary Increase	5.00%	5.00%
Attrition Rate	14.00%	4.00%
Mortality *	IALM 2012-14	IALM 2012-14

* Based on India's standard mortality table with modification to reflect the expected changes in mortality/others

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32 Segment Reporting

(a) The Company has a single operating segment i.e. "advertising, creative, selling of space for advertisement in print media and public relations" and the information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of performance focuses on this operating segment. Accordingly, the amounts appearing in the financial statements relate to this operating segment.

(b) The details in respect of key geographical areas in which the company has operations are given below:

Revenue from operations by geographical market

Amount in Rs. Lakhs

Particulars	2021-22	2020-21
India	9,408.53	5,727.93
United States of America	-	26.51
Total	9,408.53	5,754.44

All the Non Current Assets of the Company are in India. Non current assets for this puprose excludes financial assets and deferred tax assets.

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33 Financial Instruments

33.1 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt - leases, interest bearing loans and borrowings as reduced by cash and cash equivalents and excluding discontinued operations.

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
Borrowings	1,800.00	3,461.78	4,511.52
Leases	1,176.93	1,469.63	1,816.86
Less: Cash and cash equivalents	(2,126.44)	(1,101.02)	(1,694.77)
Net debt	850.49	3,830.39	4,633.61
Capital (Equity)	4,042.52	3,538.29	3,428.81
Net Debt + Capital	4,893.01	7,368.68	8,062.42
Gearing ratio	0.17	0.52	0.57

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34 Financial Instruments - Fair Values and risk management

34.1 Accounting classification and fair values

Categories of financial instruments

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 1 April 2020
Financial assets			
Measured at Fair Value			
Other Investments			
Investment in Quoted Equity Instruments	26.35	26.10	9.71
Investment in Unquoted Equity Instruments	19.22	11.91	11.25
Measured at Amortised Cost			
Other Financial Assets	957.67	1,744.56	2,385.18
Trade Receivables	16,476.23	15,375.62	7,160.15
Cash and Cash Equivalents	2,126.44	1,101.02	1,694.77
Other Bank Balances	339.02	693.53	651.63
Loans	5,257.24	3,235.71	2,702.87
Financial liabilities			
Measured at amortised cost			
Lease liabilities	1,176.93	1,469.63	1,816.86
Borrowings	1,800.00	3,461.78	4,511.52
Trade Payables	20,924.07	17,485.57	10,252.40
Other Financial Liabilities	231.55	48.20	263.50

Some of the Company's financial assets and liabilities are measured at fair value at the end of the period. The following table gives information above how the fair values of these financial assets and liabilities are determined:

Amount in Rs. Lakhs

As at March 31, 2022	Fair Value as at				
Particulars	**As at 31 March 2022**	**As at 31 March 2021**	**As at 1 April 2020**	**Fair Value Hierachy**	**Valuation techniniques and key inputs**
Financial assets					
Other investments					
Quoted equity shares	26.35	26.10	9.71	Tier I	Quoted share price in active market
Unquoted Equity Shares					
Hansa Research Group Private Limited	18.72	11.41	10.75	Tier III	Net Asset Value
Shamrao Vithal Co-Operative Bank Limited	0.50	0.50	0.50	Tier III	Cost, being investment in shares of cooperative society

Financial assets and financial liabilities that are not measured at fair value:

The Management considers that the carrying amount of all the financial asset and financial liabilities that are not measured at fair value in the financial statements approximate fair values and, accordingly, no disclosure of the fair value hierachy is required to be made in respect of these assets/liabilities. Also Refer Note 17.

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35 Financial risk management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Team, which is responsible for developing and monitoring the Company's risk management policies. The team reports regularly to the Board of Directors on its activities.
The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

35.1 Market risk

The Company is exposed to market risks such as price, interest rate fluctuation and foreign currency rate fluctuation risks, capital structure and leverage risks.

35.2 Foreign Currency Risk Management:

The Company predominantly undertakes transactions in Indian rupees. The Company undertakes few transactions denominated in foreign currencies and consequently, exposures to exchange rate fluctuation arises. The Company does not enter into trade financial instruments including derivative financial instruments for hedging its foreign currency risk. The appropriateness of the risk policy is reviewed periodically with reference to the approved foreign currency risk management policy followed by the Company.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of each reporting period are as follows :

A. Balances outstanding

Particulars	Currency	Amount as at 31 March 2022		Amount as at 31 March 2021		Amount as at 31 March 2020	
		Amount in Foreign Currency (Lakhs)	Rs. (Lakhs)	Amount in Foreign Currency (Lakhs)	Rs (Lakhs).	Amount in Foreign Currency (Lakhs)	Rs. (Lakhs)
Trade receivables	USD	-	-	0.78	56.77	1.27	95.77

Out of the above foreign currency exposures , none of the monetary assets and liabilities are hedged by a derivative instrument or otherwise.

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B. Foreign Currency Sensitivity Analysis

The company is mainly exposed to currencies of USD

The following table details the company's sensitivity to a 10% increase and decrease in the INR against the relevant foreign currencies. 10% is in the rate in order to determine the sensitivity analysis considering the past trends and expectation of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in the foreign currency rates. A positive number below indicates an increase in profit or equity where the INR strengthens 10% against the relevant currency. For a 10% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or equity and balance below would be negative.

Particulars	**Amount in Rs. Lakhs**		
Impact of Foreign Currency	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
Impact on Statement of Profit and Loss for the year			
Increase by 10%	-	5.68	9.58
Decrease by 10%	-	(5.68)	(9.58)
Impact on total equity as at the end of the reporting period			
Increase by 10%	-	5.68	9.58
Decrease by 10%	-	(5.68)	(9.58)

C. Remittance in foreign currency on account of dividends to non-resident shareholders

Particulars	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
Number of non-resident shareholders	1	1
Number of equity shares (shares of Rs. 10 each)(in Lakhs)	14.28	14.28
Dividend (excluding withholding tax)(in Lakhs)	51.41	14.78

Also Refer Note 42

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35.3 **Liquidity Risk Management :**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and by matching maturing profiles of financial assets and financial liabilities in accordance with the approved risk management policy of the Company. The Company invests its surplus funds in bank fixed deposits which carry minimal mark to market rates.

Interest Risk Management

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company does not have any long term debt as at reporting date.

The Company manages its interest rate risk by having a mixed portfolio of fixed and variable rate loans and borrowings

Liquidity and Interest Risk Tables :

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

Amount in Rs. Lakhs

Non Derivative Financial Liabilities	Carrying amount	Total	Less than 1 year	1 to 5 years	5 years and above
As at 31 March 2022					
Borrowings	1,800.00	1,800.00	1,800.00	-	-
Trade Payable	20,924.07	20,924.07	20,924.07	-	-
Other Financial Liabilities	231.55	231.55	231.55	-	-
Total	**22,955.62**	**22,955.62**	**22,955.62**	**-**	**-**
As at 31 March 2021					
Borrowings	3,461.78	3,461.78	3,461.78	-	-
Trade Payable	17,485.57	17,485.57	17,485.57	-	-
Other Financial Liabilities	48.20	48.20	48.20	-	-
Total	**20,995.55**	**20,995.55**	**20,995.55**	**-**	**-**
As at 31 March 2020					
Borrowings	4,511.52	4,511.52	4,511.52	-	-
Trade Payable	10,252.40	10,252.40	10,252.40	-	-
Other Financial Liabilities	263.50	263.50	263.50	-	-
Total	**15,027.42**	**15,027.42**	**15,027.42**	**-**	**-**

The Company has sufficient current assets comprising of Trade receivables, Cash and cash equivalents, Other bank balances, Loans and other current financial assets to manage the liquidity risk, if any, in relation to current financial liabilities. Based on the contractual due dates of the loan from related parties and the confirmation from the Holding Company that they will be settling amounts to enable the Company to meet its liabilities and the fact that the Company also has credit facilities with Banks, the Company believes that it has enough sources to meet its financial obligations as they fall due, in case of any deficit.

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The following table details the Company's expected realisation of non-derivative financial assets. This table has been drawn up considering the undiscounted cash flows of financial assets based on the earliest date on which the Company can expect to receive the same.

Amount in Rs. Lakhs

Non Derivative Financial Assets	Carrying amount	Total	Less than 1 year	1 to 5 years	5 years and above
As at 31 March 2022					
Investments	45.57	45.57	-	-	45.57
Trade receivables	16,476.23	16,476.23	16,476.23	-	-
Cash and Cash equivalents	2,126.44	2,126.44	2,126.44	-	-
Other Bank Balances	339.02	339.02	339.02	-	-
Loans	5,257.24	5,257.24	5,257.24	-	-
Other Financial Assets	957.67	957.67	957.67	-	-
Total	**25,202.17**	**25,202.17**	**25,156.60**	**-**	**45.57**
As at 31 March 2021					
Investments	38.02	38.02	-	-	38.02
Trade receivables	15,375.62	15,375.62	15,375.62	-	-
Cash and Cash equivalents	1,101.02	1,101.02	1,101.02	-	-
Other Bank Balances	693.53	693.53	693.53	-	-
Loans	3,235.71	3,235.71	3,235.71	-	-
Other Financial Assets	1,744.56	1,744.56	1,744.56	-	-
Total	**22,188.46**	**22,188.46**	**22,150.44**	**-**	**38.02**
As at 31 March 2020					
Investments	20.96	20.96	-	-	20.96
Trade receivables	7,160.15	7,160.15	7,160.15	-	-
Cash and Cash equivalents	1,694.77	1,694.77	1,694.77	-	-
Other Bank Balances	651.63	651.63	651.63	-	-
Loans	2,702.87	2,702.87	2,702.87	-	-
Other Financial Assets	2,385.18	2,385.18	2,385.18	-	-
Total	**14,615.56**	**14,615.56**	**14,594.60**	**-**	**20.96**

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35.4 Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities. The carrying amount of financial assets represents the maximum credit exposure.

Trade receivables

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. To manage this, the businesses periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. The Company establishes an allowance for doubtful receivables that represents its estimate of expected losses in respect of trade and other receivables (Refer note 12). The credit risk from Government agencies, which form a significant portion of the Company's revenue and receivables, is minimal considering the sovereign nature of the receivables.

Cash and cash equivalents

The Company maintains its cash and cash equivalents with creditworthy banks and reviews it on ongoing basis. The creditworthiness of such banks is evaluated by the management on an ongoing basis and is considered to be good.

Other financial assets

Other financial assets are neither past due nor impaired. The loan to the holding company is expected to be realised based on contractual terms and the holding company has adequate resources to honor its commitments. Further the holding company has committed to settle its dues on time or provide the required support to ensure the Company's obligations are met as they fall due, as required. Also Refer Note 17 in respect of the amounts paid towards acquisition of securities of IL&FS.

35.5 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The Management considers that the carrying amount of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

35.6 Offsetting of financial assets and financial liabilities

The Company does not offset financial assets and financial liabilities

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36 Ratio Analysis and its elements

Ratio	2021-22	2020-21	% variance	Reason for variance
Current ratio (times)	1.10	1.02	8.15%	Less than 25%
Debt- Equity Ratio (times)	0.74	1.39	(47.16%)	**Refer Note 1**
Debt Service Coverage ratio (times)	0.65	0.64	1.49%	Less than 25%
Return on Equity ratio (%)	18.20%	4.74%	284.25%	**Refer Note 2**
Inventory Turnover ratio (times)	*	*	Not Applicable	Not Applicable
Trade Receivable Turnover Ratio (times)	3.34	3.79	(11.65%)	Less than 25%
Trade Payable Turnover Ratio (times)	2.45	2.71	(9.34%)	Less than 25%
Net Capital Turnover Ratio (times)	22.15	107.93	(79.47%)	**Refer Note 3**
Net Profit ratio (%)	7.33%	2.87%	155.71%	**Refer Note 4**
Return on Capital Employed (%)	19.59%	11.25%	74.16%	**Refer Note 5**
Return on Investment (%)	*	*	Not Applicable	Not Applicable

*** - None to Report**

<u>Formulae used for calculation:</u>

a. Current Ratio (times) = Current Assets / Current Liabilities

b. Debt-Equity Ratio = Debt [Non-Current and Current Borrowings and Lease liabilities] / Equity [Equity Share Capital + Other Equity]

c. Debt service coverage ratio = Earnings for Debt service/ Debt service
Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.
Debt service = Interest & Lease Payments + Principal Repayments
"Net Profit after tax" means reported amount of "Profit / (loss) for the period" and it does not include items of other comprehensive income.

d. Return on Equity Ratio = Net Profits after taxes /Average Shareholder's equity

e. Trade Receivable Turnover (Annualised) (times) = Gross Billings / Average Trade Receivables (Simple Average: Opening + Closing)

f. Trade Payable Turnover (Annualised) (times) = Net Credit Purchases / Average Trade Payables (Simple Average: Opening + Closing)

g. Net Capital Turnover = Gross Billings / Working Capital (Current Assets - Current Liabilities)

h. Net Profit Ratio = Net Profit After Tax /Revenue from Operations

i. Return on Capital employed = EBIT/ Capital Employed (Debt + Equity)

Reason For Variance (where variance > 25%)

1 During the year, the Company has repaid part of working capital demand loan resulting in the decrease in the debt equity ratio.

2 The increase in net profit during the year has contributed to the increase in equity, resulting in a higher return on equity ratio.

3 This decrease is attributable to the company's increase in working capital during the current period resulting from the repayment of borrowings during the current year.

4 The increase in net profit during the year has resulted in a higher net profit ratio.

5 The increase in return on capital employed is attributable to the increase in earnings before interest and tax in the current period.

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37 Related Party Transactions

37.1 Names of Related Parties and Nature of Relationship

Particulars	2021-22	2020-21	2019-20
Holding Company	Hansa Vision India Private Limited	Hansa Vision India Private Limited	Hansa Vision India Private Limited
Fellow Subsidiaries *	Hansa Research Group Private Limited Hansa Customer Equity Private Limited Dsquare Solutions Private Limited Hansa Direct Private Limited Autosense Private Limited	Hansa Research Group Private Limited Hansa Customer Equity Private Limited Dsquare Solutions Private Limited Hansa Direct Private Limited Autosense Private Limited	Hansa Research Group Private Limited Hansa Customer Equity Private Limited Dsquare Solutions Private Limited Hansa Direct Private Limited Autosense Private Limited
Companies in which KMP are interested *	Hansa Estates Private Limited Hansa Holdings Private Limited Hansa Marketing Services USA, Inc	Hansa Estates Private Limited Hansa Holdings Private Limited Hansa Marketing Services USA, Inc	Hansa Estates Private Limited Hansa Holdings Private Limited Hansa Marketing Services USA, Inc
Investing Party and its group *	BBDO Asia Pacific Pte Limited BBDO India Private Limited BBDO Singapore Pte Limited	BBDO Asia Pacific Pte Limited BBDO India Private Limited	BBDO Asia Pacific Pte Limited BBDO India Private Limited
Key Management Personnel (KMP)*	Mr. Srinivasan K Swamy- Managing Director Mr. Narasimhan K Swamy- Whole time Director Mrs. Sangeetha Narasimhan - Whole time Director Mr Rajeev Newar - Group CFO Mr Desikan Rajagopalan - Company Secretary	Mr. Srinivasan K Swamy- Managing Director Mr. Narasimhan K Swamy- Whole time Director Mrs. Sangeetha Narasimhan - Whole time Director Mr Desikan Rajagopalan - Company Secretary	Mr. Srinivasan K Swamy- Managing Director Mr. Narasimhan K Swamy- Whole time Director Mrs. Sangeetha Narasimhan - Whole time Director Mr Desikan Rajagopalan - Company Secretary
Relatives of Key Management Personnel *	Mrs. Sruti Swamy Mrs. Sudha Srinivasan	Mrs. Sruti Swamy Mrs. Sudha Srinivasan	Mrs. Sruti Swamy Mrs. Sudha Srinivasan
Firms/AOPs/Trusts in which KMP are interested	CME Foundation of India	CME Foundation of India	CME Foundation of India

* parties with whom there were transactions during the year

Related party relationships are as identified by the Management and relied upon by the auditors

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Notes forming part of the financial statements for the year ended 31 March 2022

37.2 Transactions with the Related Parties

Amount in Rs. Lakhs

Transaction	Related Party	2021-22	2020-21
Income			
Rendering of services	Hansa Vision India Private Limited	17.48	2.88
Rendering of services	Hansa Research Group Private Limited	1.00	-
Rendering of services	Hansa Estates Private Limited	-	1.69
Rendering of services	Hansa Customer Equity Private Limited	-	2.48
Interest Income	Hansa Vision India Private Limited	157.37	42.07
Interest Income	Hansa Estates Private Limited	111.13	177.68
Facility sharing Income	Hansa Research Group Private Limited	47.05	11.72
Facility sharing income	Hansa Customer Equity Private Limited	10.67	-
Facility sharing income	Hansa Estates Private Limited	12.14	11.25
Expenses			
Interest expense	Hansa Research Group Private Limited	7.24	-
Interest expense	Hansa Customer Equity Private Limited	0.88	-
Interest expense	DSquare Solutions Private Limited	7.36	-
Office Expenses	Hansa Vision India Private Limited	0.33	-
Office Expenses	Hansa Holdings Private Limited	0.35	-
Reimbursement of expenses	Hansa Vision India Private Limited	0.33	-
Reimbursement of expenses	Hansa Holdings Private Limited	0.35	-
Receipt of services	Hansa Vision India Private Limited	159.23	18.81
Receipt of services	Hansa Research Group Private Limited	22.63	27.02
Receipt of services	Hansa Customer Equity Private Limited	-	25.48
Purchase of Property, plant and equipment	Hansa Customer Equity Private Limited	1.96	-
Receipt of services	Hansa Holdings Private Limited	31.18	0.25
Receipt of services	BBDO India Private Limited	0.70	69.75
Receipt of services	BBDO Singapore Pte Limited	0.69	-
Rent	Hansa Customer Equity Private Limited	12.54	-
Rent	Hansa Vision India Private Limited	93.00	93.00
Rent	Ms. Sudha Srinivasan	6.00	-
Remuneration	Mr. Srinivasan K Swamy	57.92	63.67
Remuneration	Mr. Narasimhan K Swamy	57.37	61.67
Remuneration	Ms. Sangeetha Narasimhan	37.56	63.56
Remuneration	Mr Rajeev Newar	62.46	-
Remuneration	Mr. Desikan Rajagopalan	13.97	10.55
Remuneration	Mrs. Sruti Swamy	20.48	18.36
Travel Advance given	Mr. Narasimhan K Swamy	3.00	-
Travel Advance repaid	Mr. Narasimhan K Swamy	3.00	-

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Others			
Dividend Paid	Hansa Vision India Private Limited	105.88	30.44
Dividend Paid	BBDO Asia Pacific Pte Limited	57.12	16.42
Dividend Paid	Mr. Srinivasan K Swamy	0.10	0.03
Dividend Paid	Mr. Narasimhan K Swamy	0.10	0.03
Loan Advanced	Hansa Vision India Private Limited	5,011.27	887.79
Loan Advanced	Hansa Estates Private Limited	842.51	-
Loan Recovered	Hansa Customer Equity Private Limited	-	239.36
Loan Recovered	Hansa Holdings Private Limited	-	215.60
Loan Recovered	Hansa Estates Private Limited	2,103.28	-
Loan Recovered	Hansa Vision India Private Limited	1,829.34	-
Trade Advance Refunded [Refer Note 37(1)]	Hansa Holdings Private Limited	1,013.92	-
Trade Receivables Collected [Refer Note 37(1)]	Hansa Holdings Private Limited	56.77	-
Business Advance Given	CME Foundation of India	25.00	-
Business Advance Recovered	CME Foundation of India	25.00	-
Loan received	Ms. Sangeetha Narasimhan	100.00	-
Loan received	Dsquare Solutions Private limited	200.00	-
Loan received	Hansa Research Group Private Limited	500.00	106.13
Loan received	Hansa Customer Equity Private Limited	500.00	-
Repayment of loan	Hansa Customer Equity Private Limited	500.00	-
Repayment of loan	Hansa Research Group Private Limited	606.13	-
Repayment of loan	Dsquare Solutions Private Limited	200.00	-
Repayment of loan	Ms. Sangeetha Narasimhan	100.00	-
Repayment of related party payables	CME Foundation of India	-	113.00
Receipt of interest receivable	Hansa Research Group Private Limited	-	1.37
Capital Advance refunded	Hansa Estates Private Limited	-	900.00
Short term borrowing from director repaid	Mr. Narasimhan K Swamy	-	193.65

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Notes forming part of the financial statements for the year ended 31 March 2022

37.3 Outstanding balances at the end of the reporting period

Amount in Rs. Lakhs

Transaction	Related Party	2021-22	2020-21	2019-20
Other Financial Assets - Rental Deposit	Hansa Vision India Private Limited	398.97	366.87	337.35
Financial Assets - Loans	Hansa Vision India Private Limited	5,076.20	1,768.91	881.12
Financial Assets - Loans	Hansa Estates Private Limited	106.03	1,366.80	1,366.80
Other Assets - Trade Advance [Refer Note 37(1)]	Hansa Marketing Services USA, Inc	-	1,013.92	1,013.92
Financial Assets - Loans	Hansa Customer Equity Private Limited	-	-	239.36
Financial Assets - Loans	Hansa Holdings Private Limited	-	-	215.60
Other Financial Liabilities - Related party payables	CME Foundation of India	-	-	113.00
Financial Liabilities - Borrowings	Hansa Research Group Private Limited	-	106.13	-
Other Financial Assets - Capital Advance Refund receivable	Hansa Estates Private Limited	-	-	900.00
Trade Receivables	Hansa Vision India Private Limited	113.35	689.87	689.11
Trade Receivables	Hansa Research Group Private Limited	-	36.40	1.21
Trade Receivables	Hansa Estates Private Limited	-	6.86	5.17
Trade Receivables	Hansa Customer Equity Private Limited	5.09	1.67	-
Trade Receivables [Refer Note 37(1)]	Hansa Marketing Services USA	-	56.77	58.56
Other financial Assets - Interest Receivable	Hansa Vision India Private Limited	296.42	472.74	414.77
Other financial Assets - Interest Receivable	Hansa Estates Private Limited	-	615.71	449.98
Other financial Assets - Interest Receivable	Hansa Research Group Private Limited	-	-	1.37
Other financial liabilities - Interest accrued	Hansa Customer Equity Private Limited	0.88	-	-
Other financial Liabilities - Related party payables	Hansa Estates Private Limited	54.64	-	-
Trade Payables	Hansa Vision India Private Limited	183.28	18.81	48.55
Trade Payables	Hansa Research Group Private Limited	4.63	39.48	360.45
Trade Payables	Hansa Estates Private Limited	-	8.83	8.83
Trade Payables	BBDO India Private Limited	-	21.96	-
Trade Payables	Hansa Customer Equity Private Limited	-	25.48	-
Short term borrowings from directors	Mr. Narasimhan K Swamy	-	-	193.65

Notes:

1. Outstanding amounts settled during the year by Hansa Holdings Private Limited, holding company of Hansa Marketing Services USA, Inc, pursuant to memorandum of understanding entered into by the Company, Hansa Marketing Services USA, Inc and Hansa Holdings Private Limited as per which the holding company assumed all obligations, past and future, related to the said amounts.

2. Hansa Vision India Private Limited, the holding company has given corporate guarantee for the loan repayable on demand from banks.

3. Land held by one of the directors has been pledged as collateral towards the working capital facilities obtained from the bank

4. Compensation of key management personnel of the Company are as below:

Amount in Rs. Lakhs

Particulars	2021-22	2020-21
Short Term Employee Benefits		
Mr. Srinivasan K Swamy	57.92	63.67
Mr. Narasimhan K Swamy	57.37	61.67
Ms. Sangeetha Narasimhan	37.56	63.56
Mr Rajeev Newar	62.46	-
Mr. Desikan Rajagopalan	13.97	10.55

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38 Contingent Liabilities, Claims, Commitments (to the extent not provided for) and Other Disputes

Amount in Rs. Lakhs

Particulars	As at 31 March 2022	As at 31 March 2021	As at 1 April 2020
Claims against the Company not acknowledged as Debts:			
Taxation matters			
Income Tax	185.99	159.32	-
Guarantees:			
Guarantees issued by Bankers against Company's Counter Guarantee	551.92	561.21	352.59

39 Wilful Defaulter:
The Company has not been declared as a wilful defaulter by the banks and has been regular in satisfying its dues outstanding to banks.

40 Details of Crypto Currency or Virtual Currency:
During the current and previous year the Company has not traded or invested in Crypto / Virtual Currency.

41 Undisclosed Income:
There are no transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

42 Declaration of Dividend

With respect to the declaration and payment of proposed final dividend for the previous year ended 31 March 2021, the Company has complied with section 123 of the Companies Act 2013 except for not transferring amount of dividend to separate bank account within timeline specified in sub-section (4) of section 123 of the Act. The entire amount of dividend has been paid to the shareholders during the current financial year.

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43 Transition to IND AS

The Company had prepared the opening Balance sheet as per Ind AS of 01 April 2020 (the transition date) by recognising the assets and liabilities whose recognition is required as per Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS required under Ind AS and applying Ind AS in the measurement of recognised assets and liabilities. However, this principle is subject to certain exceptions and optional exemptions availed by the Company as detailed in Notes 1-4

43.1 Effect of Ind AS adoption and restatement on the balance sheet as at 01 April 2020 and 31 March 2021, statement of profit and loss and statement of cash flows for the year ended 31 March 2021

43.1.1 Impact on Balance Sheet as at 01 April 2020

Amount in Rs. Lakhs

Particulars	Note	As at 01 April 2020		
		Previous GAAP*	Effect of Transition to Ind AS/ Restatement	Ind AS/Restated Balance
ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment	a	312.53	(84.00)	228.53
(b) Right-of-use assets	b	-	1,962.14	1,962.14
(c) Investment Property	a	-	84.00	84.00
(d) Other intangible assets		3.85	-	3.85
(e) Financial Assets				
(i) Investments				
(1) Other investments	c	1.16	19.80	20.96
(iii) Other Financial Assets	b	1,664.33	(145.27)	1,519.06
(f) Deferred Tax Assets (net)	h	97.94	95.25	193.19
(g) Non-Current Tax Assets (net)		1,846.98	-	1,846.98
(h) Other Non-Current Assets	f	987.31	39.48	1,026.79
Current Assets				
(a) Financial Assets				
(i) Investments				
(ii) Trade receivables	e	7,531.36	(371.21)	7,160.15
(iii) Cash and Cash equivalents	A.2	225.08	1,469.69	1,694.77
(iv) Other Bank Balances		651.63	-	651.63
(v) Loans		2,702.87	-	2,702.87
(vi) Other Financial Assets		866.12	-	866.12
(b) Other Current Assets		926.02	-	926.02
Total Assets		**17,817.18**	**3,069.88**	**20,887.06**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital		408.00	-	408.00
(b) Other equity	Refer below	3,598.03	(577.22)	3,020.81
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Lease Liabilities	b	-	1,478.17	1,478.17
(b) Provisions	A.1	-	360.54	360.54
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	A.2	4,874.60	(363.08)	4,511.52
(ia) Lease Liabilities	b	-	338.69	338.69
(ii) Trade payables				
- Total outstanding dues of micro enterprises and small enterprises		-	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	A.2	8,419.62	1,832.78	10,252.40
(b) Provisions		172.05	-	172.05
(d) Other Financial Liabilities		263.50	-	263.50
(e) Other Current Liabilities		81.38	-	81.38
Total Equity and Liabilities		**17,817.18**	**3,069.88**	**20,887.06**

* Previous GAAP figures have been regrouped to conform to Ind AS

43.1.2 Impact on Balance Sheet as at 31 March 2021

Amount in Rs. Lakhs

Particulars	Note	As at 31 March 2021		
		Previous GAAP*	Effect of Transition to Ind AS / Restatement	Ind AS/Restated Balance
ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment	a	216.44	(69.41)	147.03
(b) Right-of-use assets	b	-	1,479.96	1,479.96
(c) Investment Property	a	-	69.41	69.41
(d) Other intangible assets		0.62	-	0.62
(e) Financial Assets				
(i) Investments				
(1) Other investments	c	1.16	36.86	38.02
(iii) Other Financial Assets	b, d	755.99	(101.94)	654.05
(f) Deferred Tax Assets (net)	h	109.15	111.98	221.13
(g) Non-Current Tax Assets (net)		1,028.02	-	1,028.02
(h) Other Non-Current Assets		1,013.92	-	1,013.92
Current Assets				
(a) Financial Assets				
(ii) Trade receivables	e	15,739.90	(364.28)	15,375.62
(iii) Cash and Cash equivalents	A.2	155.05	945.97	1,101.02
(iv) Other Bank Balances		693.53	-	693.53
(v) Loans	A.2	3,135.71	100.00	3,235.71
(vi) Other Financial Assets	b,d	1,090.56	(0.05)	1,090.51
(b) Other Current Assets		551.87	-	551.87
Total Assets		**24,491.92**	**2,208.50**	**26,700.42**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital		408.00	-	408.00
(b) Other equity	Refer below	3,800.97	(670.68)	3,130.29
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Lease Liabilities	b	-	1,084.33	1,084.33
(b) Provisions	A.1	-	396.68	396.68
(d) Other Non-Current Liabilities	f	61.15	(33.12)	28.03
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	A.2	3,509.80	(48.02)	3,461.78
(ia) Lease Liabilities	b	-	385.31	385.31
(ii) Trade payables				
- Total outstanding dues of micro enterprises and small enterprises				
- Total outstanding dues of creditors other than micro enterprises and small enterprises	A.2	16,391.57	1,094.00	17,485.57
Other Financial Liabilities		48.20	-	48.20
(b) Provisions		168.07	-	168.07
(e) Other Current Liabilities		104.16	-	104.16
Total Equity and Liabilities		**24,491.92**	**2,208.50**	**26,700.42**

* Previous GAAP figures have been regrouped to conform to Ind AS

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Notes forming part of the financial statements for the year ended 31 March 2022

43.1.3 Impact on Statement of Profit and Loss

Amount in Rs. Lakhs

Particulars	Note	For the year ended 31 March 2021 Previous GAAP*	Effect of Transition to Ind AS / Restatement	Ind AS/Restated Balance
Income				
Revenue from Operations	g	5,123.73	630.71	5,754.44
Other income	b,c,d,e	360.72	210.01	570.73
Total Income (1+2)		**5,484.45**	**840.72**	**6,325.17**
Expenses				
(a) Operational Expense	g	220.01	630.70	850.71
(b) Employee benefits expense	f	2,397.09	(5.10)	2,391.99
(d) Other expenses	b,A.1	1,852.39	(296.15)	1,556.24
Total Expenses		**4,469.49**	**329.45**	**4,798.94**
Earnings before interest, depreciation, amortisation and tax (3-4)		**1,014.96**	**511.27**	**1,526.23**
(d) Finance Cost	b	548.00	144.85	692.85
(e) Depreciation and amortization	b	108.32	465.14	573.46
Profit Before Tax (3-4)		**358.64**	**(98.72)**	**259.92**
Tax Expense				
(a) Current tax				
- Current Year		120.00	-	120.00
- Prior Years				
(b) Deferred tax (net)	h	(11.21)	(13.85)	(25.06)
Profit After Tax (5-6)		**249.85**	**(84.87)**	**164.98**
Other Comprehensive Income				
A (i) Items that will not be reclassified to profit or loss				
(a) Remeasurement of the defined benefit plans	f	-	(11.46)	(11.46)
(ii) Income tax related to items that will not be reclassified to profit or loss	c,f	-	2.88	2.88
Total comprehensive income for the year (7+8)		**249.85**	**(93.45)**	**156.40**

* Previous GAAP figures have been regrouped to conform to Ind AS

43.1.4 Reconciliation of Equity

Amount in Rs. Lakhs

Particulars	Note	As at 31 March 2021	As at 01 April 2020
Total Shareholder's equity under previous GAAP		4,208.97	4,006.03
Fair valuation of investments through profit and loss	c	36.85	19.80
Remeasurement of defined benefit obligation (profit and loss)	f	44.58	39.48
Remeasurement of defined benefit obligation (other comprehensive income)	f	(11.46)	-
Allowance for expected credit loss	e	(364.26)	(371.21)
Expected loss on PF Trust Investments	A.1	(396.68)	(360.54)
Fair valuation of security deposits	d	42.25	-
Gain on lease modification	b	0.37	-
Reversal of rent and rent concession	b	475.71	-
Interest on lease liability	b	(144.86)	-
Depreciation on Right of Use Assets	b	(465.13)	-
Deferred tax on Ind AS adjustments	h	109.10	95.25
Income tax on items that will not be reclassified to profit and loss	h	2.88	-
Total Shareholder's equity under Ind AS		3,538.29	3,428.81

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43.1.5 **Reconciliation of Total Income for the year ended 31 March 2021**

Amount in Rs. Lakhs

Particulars	Note	Year ended 31 March 2021
Profit as per previous GAAP		**249.85**
Fair valuation of security deposits	c	42.25
Fair valuation of Investments through Profit and Loss	c	17.05
Gain on lease modification	b	0.37
Allowance for expected credit loss written back	e	6.95
Recognition of actuarial gain/loss in other comprehensive income	f	5.10
Interest and other charges on PF Trust Obligation	A.1	(36.14)
Reversal of rent and rent concession	b	475.71
Interest on lease liability	b	(144.86)
Depreciation on Right of Use Assets	b	(465.13)
Deferred tax on Ind AS adjustments	h	13.85
Profit as per Ind AS		**164.98**
Items of Other Comprehensive Income		
Remeasurement of defined benefit plans - Gratuity	f	(11.46)
Income tax on items that will not be reclassified to profit and loss	f,h	2.88
Total Other Comprehensive Income for the year		**(8.58)**
Total Comprehensive Income for the year		**156.40**

43.1.6 **Impact on Statement of Cash Flows**

Amount in Rs. Lakhs

Particulars	Note	For the year ended 31 March 2021			
		Previous GAAP*	Effect of Transition to Ind AS	Effect of Restatement	Restated cash flow under Ind AS
Net cash flow from operating activities	b, A.2	2,332.56	348.65	(738.76)	1,942.45
Net cash flow from investing activities	A.2	(442.90)	-	(100.00)	(542.90)
Net cash flow form financing activities	b	(1,959.71)	(348.65)	315.06	(1,993.30)
Net Increase/(Decrease) in Cash and Cash Equivalents		(70.05)	-	(523.70)	(593.75)
Cash and cash equivalents at the beginning of the year	A.2	225.08	-	1,469.69	1,694.77
Cash and cash equivalents at the end of the year	A.2	155.04	-	945.98	1,101.02

* Previous GAAP figures have been regrouped to conform to Ind AS

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Notes:

A **Restatement of prior period balances**

Restatement related to accounting for investments in IL&FS Securities by Provident Fund Trust administered by the Company:

The Company had an exempted (exempted from the operation of the provisions of the Employees Provident Funds Scheme, 1952) Provident Fund (PF) Trust (Trust) which was administered by it and as per the trust deed, the Company shall make good any deficiency in the interest rate declared by the Trust below the statutory limit as well as any loss on account of investments made by the Trust. The Company had surrendered the exemption in the month of August 2019 and effective 1 October 2019, pursuant to an in-principle acceptance by the PF Department of the surrender of exemption subject to specified conditions, the Company started making contributions to the fund administered by the Central Government of India for qualifying employees. Consequent to the surrender of exemption in August 2019, the Company initiated the process of transfer of investments held by the Trust in favour of the PF Department in September 2019 and had also committed to the PF Department that any losses on account of the investments held by the PF Trust would be borne by the Company. The PF Department had carried out a special audit of the PF Trust and the settlement process related to the surrender of exemption with the PF Department was completed in the current financial year ended 31 March 2022.

A.1 As part of the investments held by the PF Trust at the time of surrender, an amount of Rs. 331 lakhs were investments in the securities of Infrastructure Leasing & Finance Services Limited, in respect of which the proceedings before the National Company Law Apellate Tribunal (NCLAT) are ongoing since 2018-2019. The PF Department required the Company to pay the amount of principal and the interest shortfall in respect of this investment and during the current year, the Company has paid an amount of Rs. 417 lakhs to the PF Department, comprising of Rs. 331 lakhs of the principal portion and Rs. 86 lakhs being the interest/other charges for the period upto the date of settlement. The securities of IL&FS have been transferred in the name of the Company in April 2022 and the Company is awaiting the outcome of the proceedings before the NCLAT.

Considering the obligations of the Company pursuant to the Trust Deed, the commitment to the PF Department that any losses on account of the investments held by the PF Trust would be borne by the Company and the ongoing proceedings relating to IL&FS at the NCLAT, the Company has accounted for Rs. 331 lakhs as provision towards shortfall in realization of the principal value of investments (Provision for Expected PF Trust Loss) on grounds of prudence and has debited the retained earnings on 1 April 2020, the earliest balance sheet presented, in respect of the same. Interest/other charges obligations upto 1 April 2020 of Rs. 30 lakhs has been accounted in retained earnings and interest differential for the periods ended 31 March 2021 and 31 March 2022 of Rs. 36 lakhs and Rs. 20 lakhs has been accounted in the Statement of Profit and Loss for these periods, respectively.

A.2 **Restatement of financial statements consequent to adjustments on account of invalid reconciliation items in the bank reconciliation statement:**

The Company's financial statements have been restated for the effect of certain adjustments arising from reconciling items in the bank reconciliation statements for the financial years 2019-20 and 2020-21. During the current year ended 31 March 2022, the Company analyzed the reconciliation items and recorded the following adjustments in the respective balance sheets and the consequential adjustments in cash flows, cash and bank balances, trade payables, short term borrowings and loans and advances:

As at 31 March 2020:

Particulars	Amount as presented originally (in Rs. Lakhs)	Amount of adjustment (in Rs. Lakhs)	Amount as restated (in Rs. Lakhs)
Cash and Cash Equivalents	225.08	1,469.69	1,694.77
Trade Payables	8,419.63	1,832.77	10,252.40
Short term borrowings	4,874.60	(363.08)	4,511.52

As at 31 March 2021:

Particulars	Amount as presented originally (in Rs. Lakhs)	Amount of adjustment (in Rs. Lakhs)	Amount as restated (in Rs. Lakhs)
Cash and Cash Equivalents	155.05	945.97	1,101.02
Trade Payables	16,497.71	1,094.00	17,591.71
Short term borrowings from Banks	3,403.67	(48.02)	3,355.65
Loans and advances - Others	-	100.00	100.00

Cash flow impact has been disclosed in Note 43.1.6 above.

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B Impact of Ind AS Adjustments

a Investment property

Under the previous GAAP, land and building held for earning rentals or capital appreciation or both were classified under property, plant and equipment. Under Ind AS, these are to be disclosed as investment property. Investment property is to be valued at cost/deemed cost and fair value is required to be disclosed.

b Leases as a lessee

Under previous GAAP, only the lease rentals were recorded as expense in each period. However, under Ind AS, a corresponding lease liability and right of use asset are to be recognised. The right of use asset is depreciated over the period of the lease and interest is accrued and paid on the lease liability over the lease period.

c Fair valuation of investments

Under previous GAAP, long term investments were required to be valued at cost, unless there is a permanent decline. However, under Ind AS, the financial instruments that are designated either as FVTPL or FVTOCI are required to be fair valued either through profit and loss or through other comprehensive income respectively.

d Fair valuation of deposits

Under previous GAAP, deposits were recognised based on historical costs. However, the same has been accounted for as per amortised cost using effective interest rate. Accordingly, interest income on such deposits has been recognised as a part of other income and unwinding of security deposits has been amortised as a part of expenses and unamortised portion is recognised as prepaid rent.

e Allowance for Expected Credit Loss

Under previous GAAP, creation of provision for doubtful debts was based on the management's assessment of the recoverability of the debtors. However, under Ind AS, a simplified approach has been prescribed based on which an allowance for expected credit loss is required to be recognised on a forward looking basis.

f Provision for Employee Benefits

The Company has performed an actuarial valuation under Ind AS and accordingly, the value of the provisions and impact on Statement of Profit and Loss have been adjusted. Additionally, under Ind AS, impact has also been given to other comprehensive income.

g Adjustment to Revenue where the Company acts as a principal

Under previous GAAP, the revenue was recognised on a net basis (Revenue less pass through costs). However, under Ind AS, the entity's activities are categorised into services rendered as a principal and services rendered as an agent. The services rendered as a principal are required to be presented on a gross basis (gross revenue and pass-through costs are presented separately in the statement of profit and loss), whereas services rendered in the nature of an agent are required to be presented on a net basis.

h Deferred Tax

Under Ind AS, deferred taxes have to be recognised on all temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base referred to as the balance sheet approach

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44 Utilisation of Borrowed Funds

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kinds of funds) to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries), or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

b. The Company has not received any fund from any person or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with the transactions of the Company during the year and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).

Corporate Social Responsibility:

45 The provisions of Corporate Social Responsibility (Section 135 of the Companies Act,2013) are not applicable to the Company since the Company does not satisfy the eligibility criteria.

46 Covid-19

The outbreak of COVID-19 pandemic and consequent lockdown has impacted regular business operations of the company. The Company has taken into account external and internal information and carried out a detailed assessment of its business and its impact on financial statements based on business plans, cash flow projections, relevant estimates and current indicators of future economic conditions. Based on the above, no material impact is expected on the carrying amounts of the assets.

However, the estimated impact of the global health pandemic might vary from the conditions prevailing on the date of approval of these financial statements, and the Company will continue to monitor any material changes due to future economic conditions

47 Previous Year Figures

As stated in note 43, the Company has adopted Indian Accounting Standards (Ind AS) with effect from 1 April 2021 with the date of transition to Ind AS being 1 April 2020. Accordingly, previous year figures in the financial statements have been regrouped to conform to Ind AS

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48 Additional Disclosures

(i) Title deeds of Immovable Properties not held in name of the Company:

The Company does not hold any immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not in the name of the Company.

(ii) Loans or Advances:

The Company has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:
(a) repayable on demand; or
(b) without specifying any terms or period of repayment,

(iii) Intangible Assets under Development:
No assets have been classifed as intangible assets under development.

(iv) Details of Benami Property held:

No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(v) Relationship with Struck off Companies:
The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(vi) Registration of charges or satisfaction with Registrar of Companies (ROC):
The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.

(vii) Compliance with number of layers of companies:
The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

49 Approval of Financial Statements

In connection with the preparation of the financial statements for the year ended 31 March 2022, the Board of Directors have reviewed the realizable value of all the current assets of the Company and have confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognised in the financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these financial statements in its meeting held on 5 July 2022 in accordance with the provisions of Companies Act, 2013

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

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Srinivasan K Swamy	**Narasimhan K Swamy**
Managing Director	Director
DIN: 00505093	DIN: 00219883
Place : Chennai	Place : Mumbai
Date : 5 July 2022	Date : 5 July 2022
Desikan Rajagopalan	**Rajeev Newar**
Company Secretary	Group CFO
Place : Chennai	Place : Mumbai
Date : 5 July 2022	Date : 5 July 2022

R K SWAMY PRIVATE LIMITED
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R K SWAMY

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 49th Annual Report of the Company together with the Audited Statement of Accounts for the year ended March 31, 2022.

1. FINANCIAL STATEMENTS & RESULTS:

a. Financial Results

The Financial Statements for the year ended March 31, 2022 have been prepared in accordance with Indian Accounting Standards (Ind AS) as per The Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of The Companies Act, 2013 ('the Act') and other relevant provisions and amendments as applicable. The financial statements for the year ended March 31, 2022 have been restated to conform with Ind AS. The Company's performance during the year ended 31st March, 2022 as compared to the previous financial year, is summarized below:

Figures in Rs. Lakhs

Particulars	**For the financial year ended 31st March, 2022**	**For the financial year ended 31st March, 2021**
Revenue from Operation	9,408.53	5,754.44
Other Income	493.93	570.73
Total Revenue	9,902.46	6,325.17
Less: Expenses	7,976.07	4,798.94
EBIDTA	**1,926.39**	**1,526.23**
Depreciation and Interest	984.15	1266.31
Profit/ (Loss) before tax	**942.24**	**259.92**
Less: Current Tax	225	120
Less: Deferred Tax	27.48	-25.06
Profit after Tax	**689.76**	**164.98**
Earning per equity share: Basic & diluted	16.91	4.04

APPROPRIATION:

Figures in Rs. Lakhs

Interim Dividend	-	-
Final Dividend	163.2	46.92
Transfer of General Reserve	-	-

b. OPERATIONS:

Your Company had secured several prestigious projects of national reach and importance during the year under review including but not limited to "Azadi Ka Amrit Mahotsav" to celebrate India's 75th Year of Independence.

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Notwithstanding the Covid Pandemic, your company was able to improve its overall performance through strategic initiatives that impacted both revenue and cost favorably.

The revenue for FY 2022 was Rs. 9408.53 Lakhs which was higher by 63.5% over the previous year's revenue of Rs.5754.44 Lakhs. The profit after tax ("PAT") for FY 2022 and FY 2021 was Rs. 689.76 Lakhs and Rs. 164.98 Lakhs respectively which is 4.18 times over the PAT in FY 2021.

During the year there has been no material change in the nature of business carried out by the Company.

c. DIVIDEND:

Your directors are pleased to recommend a dividend of Rs. 5/- per Equity Share, payable to Shareholders whose names appear in the Register of Members as on the Book Closure Date. Dividend is subject to approval of members at the ensuing Annual General Meeting and shall be subject to deduction of tax at source as applicable.

d. UNPAID DIVIDEND & IEPF:

The Company has not transferred any amount to the Investor Education & Protection Fund (IEPF) and no amount is lying in Unpaid Dividend A/c of the Company.

e. TRANSFER TO RESERVES:

The Company does not propose to transfer any amount to General Reserve for the financial year 2021-22.

f. Details of Subsidiary/Joint Ventures/Associate Companies:

During the year under review, the Company did not have any Subsidiaries, Associates nor Joint Venture companies as defined under the Companies Act, 2013.

g. DEPOSITS:

The Company has not invited/ accepted any deposits covered under Chapter V of the Act, from the public during the financial year ended March 31, 2022.

h. LOANS FROM DIRECTORS OR DIRECTORS' RELATIVES:

During the financial year under review, an interest free loan of Rs. 1,00,00,000 was taken from Mrs. Sangeetha Narasimhan, Director by the Company. The Company has complied with the provisions of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014. The said interest free loan obtained from the Director has been repaid by the Company before March 31, 2022.

i. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2021-2022 in the

R K SWAMY PRIVATE LIMITED

prescribed format, AOC 2 has been enclosed with the report as **Annexure I**.

j. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption and foreign exchange earnings and outgo during the year is set out in **Annexure – II.**

k. ANNUAL RETURN:

The Company is in compliance with the provisions of Section 92(3) read with Section 134(3)(a) of Companies Act, 2013.

As per the Companies (Amendment) Act 2017, notified with effect from August 28, 2020, the requirement to annex the extract of Annual Return in Form MGT-9 is done away with and accordingly the same is not annexed to the Board's Report.

l. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES:

The particulars of investments, loans, guarantees and securities covered under Section 186 of the Companies Act 2013 has been furnished in Notes to Accounts which forms part of the financials of the Company.

m. MATERIAL CHANGES AFTER END OF YEAR:

The following material changes have occurred between the end of the financial year of the Company and the date of this report:-

I. BBDO Asia Pacific Limited divested their equity stake holding in the Company to Hansa Vision India Private Limited on 25th April, 2022.

II. Mr. Srinivasan K Swamy and Mr. Narasimhan K Swamy transferred their individual holdings of 2,500 Equity shares each in the Company to Hansa Vision India Private Limited. Resultantly, as on 25th April, 2022, the Company became a wholly owned subsidiary of Hansa Vision India Private Limited.

III. Pursuant to the divestment of stake by BBDO Asia Pacific Limited in the Company, the name of the Company has been changed to R K SWAMY Private Limited. The Central Government had approved the application for change of name and issued a New Certificate of Incorporation on 21st June 2022. Further, Memorandum and Articles of Association of the Company have been suitably amended to reflect the change in name amongst others. The Main Object clause of the Company was suitably amended. The Articles of Association of the company was suitably amended since it contained the covenants emanating from the erstwhile Shareholders Agreement and BBDO Asia Pacific Limited had divested its entire stake in the Company.

IV. Your Company acquired the entire shareholding in Hansa Customer Equity Private Limited and Hansa Research Group Private Limited from Hansa Vision India Private Limited as on August 12, 2022 and July 29, 2022 respectively. Hansa Customer Equity Private Limited and Hansa Research Group Private Limited are the Wholly Owned Subsidiaries of your company with effect from the respective dates.

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n. **DISCLOSURE OF INTERNAL FINANCIAL CONTROLS –**

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are deemed to be adequate, however driving improvements is a continuous process. During the year under review, no material or serious observation has been notified by the Statutory Auditors of the Company in this context.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Jean Paul Burge (DIN: 07274940) Nominee Director of BBDO Asia Pacific Ltd resigned as Director of the Company as on March 31, 2022.

Mr. Soo Siong Keoy (DIN: 00764989), Nominee Director of BBDO Asia Pacific Ltd resigned as Director of the Company on April 21, 2022.

During the year Company has not appointed any new Director &/ or Key Managerial Personnel (KMP).

The Board of Directors at their meeting held on July 5, 2022 designated Mr. Rajeev Newar as designated KMP - Group Chief Financial Officer of the Company.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

a. BOARD MEETINGS:

The Board of Directors met 4 times during the financial year ended March 31, 2022 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

The Company has complied with the applicable Secretarial Standards in respect of the Board meetings.

b. RISK MANAGEMENT POLICY:

The Board of Directors has devised proper systems to ensure compliance with the provisions of all the applicable laws and that these systems are adequate and are believed to be operating efficiently.

c. CORPORATE SOCIAL RESPONSIBILITY POLICY

The Company had adopted a Corporate Social Responsibility (CSR) Policy and constituted a CSR Committee in September 2015.

The company was not required to carry out CSR activities under law for the financial year 2021-22 as the Net Profit computation as per Section 198 of the Act was less than the threshold limit prescribed under the Act. However, the company has been investing time and effort to promote social causes voluntarily.

The Company has revised its CSR Policy in accordance with the recent amendments in the Companies (Corporate Social Responsibility Policy) Rules

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2014 and said policy has been uploaded on the website of the company.

4. **AUDITORS AND REPORTS**

The matters related to Auditors and their Reports are as under:

a. **STATUTORY AUDITORS:**

Pursuant to Section 139 of the Companies Act, 2013, at the Annual General Meeting of the Company held on 19th September, 2019, the members of the Company had appointed M/s. Deloitte Haskins & Sells, LLP, (Firm Registration No. – 008072S) as the Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the year 2024 and will continue to be Statutory Auditors of the Company till their term expires.

The Auditors have given a confirmation to the Company on their eligibility for appointment as Statutory Auditors of the Company for the financial year 2022-2023 to be in accordance with the conditions prescribed in Section 139 and Section 141 of the of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended and updated till date and the Chartered Accountants Act, 1949 and rules and regulations made thereunder.

b. **MAINTENANCE OF COST RECORDS**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

c. **REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143(12):**

There were no instances of reporting of frauds by Statutory Auditors of the Company under Section 143 (12) of the Act read with Companies (Accounts) Rules, 2014.

5. **OTHER DISCLOSURES**

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. **DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL**

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

b. **DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2022, the Board of Directors hereby confirm that:

a. in the preparation of the annual accounts, the applicable accounting standards

R K SWAMY PRIVATE LIMITED

have been followed along with proper explanation relating to material departures;

b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for that year;

c. they have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. they have prepared the annual accounts of the Company on a going concern basis;

e. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively;

c. **DISCLOSURE REGARDING INTERNAL COMPLAINTS COMMITTEE:**

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year there were no instances of any case filed under this Act.

6. **Miscellaneous**

a) The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

b) The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

c) The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

d) During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014is furnished.

e) During the year, there was no proceeding initiated by or against the company under the Insolvency and Bankruptcy Code, 2016.

f) The requirement to disclose the details of difference between amount of Valuation done at the time of onetime settlement and valuation done while

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taking loan from Banks & Financial Institutions along with the reasons thereof, is not applicable.

7. **ACKNOWLEDGEMENTS AND APPRECIATION:**

Your directors take this opportunity to thank its customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

For and on behalf of the Board
R K SWAMY Private Limited

Srinivasan Krishnaswamy	**Narasimhan Krishnaswamy**
Managing Director	**Whole time Director**
DIN: 00505093	**DIN: 00219883**
Date: 19-09-2022	**Date: 19-09-2022**
Place: Chennai	**Place: Mumbai**

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ANNEXURE -I

Form No. AOC-2
(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and* Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Name(s) of the related party and nature of relationship	
Nature of contracts/ arrangements/ transactions	
Duration of the contracts / arrangements / transactions	
Salient terms of the contracts or arrangements or transactions including the value, if any	
Name(s) of the related party and nature of relationship	.

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	**HANSA HOLDING PRIVATE LIMITED**
Nature of contracts/ arrangements/transactions	Trade Advances Refund
Duration of the contracts / arrangements/transactions	One time
Salient terms of the contracts or arrangements or transactions including the value, if any:	Rs. 1013.92 Lakhs
Date(s) of approval by the Board, if any:	The transaction is at arm's length and in the ordinary course of business hence does not required Board Approval
Amount paid as advances, if any:	--

R K SWAMY PRIVATE LIMITED

All related party transactions have been entered in the ordinary course of business at arm's length basis to realize benefits of group synergies.

For and on behalf of the Board
R K SWAMY Private Limited

Srinivasan Krishnaswamy	**Narasimhan Krishnaswamy**
Managing Director	**Whole time Director**
DIN: 00505093	**DIN: 00219883**
Date: 19-09-2022	**Date: 19-09-2022**
Place: Chennai	**Place: Mumbai**

R K SWAMY PRIVATE LIMITED

ANNEXURE- II

DISCLOSURE PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

(A) Conservation of energy:

Steps taken or impact on conservation of energy	Being a service company, the spend on energy is minimal. The company has endeavored to create an internal awareness on energy conservation. No capital investment has been made on energy conservation equipment.
Steps taken by the company for utilizing alternate sources of energy	
Capital investment on energy conservation equipment	

(B) Technology absorption:

Efforts made towards technology absorption	The company has been progressively embracing technology and digitization to create content and automate its processes.
Benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
• **Details of technology imported**	Nil
• **Year of import**	Not Applicable
• **Whether the technology has been fully absorbed**	Not Applicable
• **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof**	Not Applicable
Expenditure incurred on Research and Development	Nil

(C) Foreign exchange earnings and Outgo:

	April 01, 2021 to March 31, 2022 *[Current F.Y.]*	April 01, 2020 to March 31, 2021 *[Previous F.Y.]*
	Amount in Lakh	**Amount in Lakh**
Actual Foreign Exchange earnings	NIL	2,650,646
Actual Foreign Exchange outgo	40,98,640	5,893,770

For and on behalf of the Board
R K SWAMY Private Limited

Srinivasan Krishnaswamy
Managing Director
DIN: 00505093

Date: 19-09-2022
Place: Chennai

Narasimhan Krishnaswamy
Whole time Director
DIN: 00219883

Date: 19-09-2022
Place: Mumbai