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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 Standalone Financial Statements

Opinion

We have audited the accompanying standalone 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 2023, 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, and based on the consideration of reports of other auditors on separate financial statements of business acquired under a scheme of arrangement referred to in the Other Matters section below, the aforesaid standalone 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 2023, 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 standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone 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 standalone 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the standalone 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 Director's report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

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

- In connection with our audit of the standalone financial statements, our responsibility is to read the other information compare with the financial statements of the business acquired under a scheme of arrangement audited by the other auditors, to the extent it relates to this business and, in doing so, place reliance on the work of the other auditors and consider whether the other information is

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materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone 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 standalone 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 standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone 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.

Other Matters

We did not audit the financial statements of a business acquired under a scheme of arrangement for the period April 2022 to August 2022 included in the standalone financial statements of the Company whose financial statements reflect total revenue of Rs. 419.94 lakhs for the period April 2022 to August 2022, as considered in the standalone financial statements. The financial statements of this business have been audited by other auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this business and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid business, is based solely on the report of such other auditors.

Our opinion on the standalone financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of this matter.

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Report on Other Legal and Regulatory Requirements

1.As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of business acquired under a scheme of arrangement, referred to in the Other Matters section above we report, to the extent applicable 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 and the reports of the other auditors.

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.

d) In our opinion, the aforesaid standalone 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2023 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 with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

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 standalone financial statements - Refer Note 38 to the standalone 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the note 42 to the financial statements, 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.

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(b) The Management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the note 42 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 44 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. 1 April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31 March 2023.

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 B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

Deloitte Haskins & Sells Chennai

KETAN VORA
(Partner)
(Membership No. 100459)
(UDIN:23100459BGXJIG7421)

Mumbai
16 June 2023

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)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of R.K. Swamy Private Limited (formerly R K Swamy BBDO Private Limited) ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors Company of the Company and the business acquired under a scheme of arrangement are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls With reference to standalone financial statements 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 respective 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 with reference to standalone financial statements of the Company including business acquired under a scheme of arrangement based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls With reference to standalone financial statements (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 with reference to standalone financial statements. 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 with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 and the audit evidence obtained by the other auditors of the business acquired under a scheme of arrangement, in terms of their reports referred to

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in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone financial statements 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 with reference to standalone financial statements 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 with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements 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 and based on the consideration of the reports of the other auditors on internal financial controls with reference to standalone financial statements of the business acquired under a scheme of arrangement referred to in the Other Matters paragraph below, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the respective 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.

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Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to standalone financial statements insofar as it relates to business acquired under a scheme of arrangement, is based on the corresponding reports of the other auditors of the entity from whom the business is acquired.

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

Deloitte Haskins & Sells Chennai

KETAN VORA
(Partner)
(Membership No. 100459)
(UDIN:23100459BGXJIG7421)

Mumbai
16 June 2023

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ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of R K Swamy Private Limited of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i)(a)(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, investment property and right of use assets were physically verified during the year by the Management which, in our opinion, provides for physical verification 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 are held in the name of the Company as at the Balance Sheet date. 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. In respect of immovable properties that have been taken on lease in the financial statements as Right of use assets as at the Balance Sheet date, the lease agreements are duly executed in favour of the Company.

(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 2023 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 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 book debt statements, ageing analysis of the debtors and creditors are filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed. The Company is yet to submit the return/ statement for the quarter ended March 2023 with the banks. There are no working capital limits from any financial institutions.

(iii) (a) The Company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which the details are given below:

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Rs. In lakhs

Particulars	Loans	Guarantees
A. Aggregate amount granted/ provided during the year		
- Subsidiaries	-	1000.00
- Others	1,300.00	-
B. Balance outstanding as at Balance Sheet date in respect of above cases:		
- Subsidiaries	-	1000.00
- Others	100	-

* The amounts reported are at gross amounts, without considering provisions made. Refer note 9 of the financial statements

(b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above mentioned loans and advances in the nature of loans and guarantee provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

(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 and interest for the original term of 10 days and excluding penal interest, where the repayment of principal and interest was not as per stipulations. Refer note 9 of the financial statements.

(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 as at the balance sheet date, as explained to us, the Management has taken reasonable steps for recovery of the principal amounts and interest by filing a legal case 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.

(e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, 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.

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

(a) 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 have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of Employees' State Insurance, Provident Fund, Goods and Services Tax and Tax deducted at source. We have been informed that the provisions of the sales tax, service tax, duty on customs, duty of excise and value added tax are not applicable to the Company.

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 2023 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause(a) above which have not been deposited as on 31 March, 2023 on account of disputes are given below:

Name of the Statute	Nature of the dues	Amount (Rs. In lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Disallowances under various sections	17.61	Commission of Income Tax (Appeals)	AY 2018-19
	Disallowances under various sections	0.24	Commission of Income Tax (Appeals)	AY 2019-20
	Disallowances under various sections	18.26	Commission of Income Tax (Appeals)	AY 2020-21

Refer note 10(b) for the above amount not refunded on account of dispute

(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.

(ix)(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(ix)(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(ix)(d) On an overall examination of the financial statements of the Company, the funds raised on short-term basis aggregating Rs. 4,071.59 lakhs have been used for long-term purposes.

(ix)(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

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(ix)(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.

(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.

(x)(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 up to 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.

(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) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period from April to March 2023 issued after the balance sheet date for the period under audit.

(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 it's 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) 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.

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.

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(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 and expected dates of realization of 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 has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

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

KETAN VORA
(Partner)
(Membership No. 100459)
(UDIN:23100459BGXJIG7421)

Mumbai
16 June 2023

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Standalone Balance Sheet as at 31 March 2023

(Rs in lakhs)

	Particulars	Notes	As at 31 March 2023	As at 31 March 2022 (Restated)*
A	**ASSETS**			
1	**Non-current Assets**			
	(a) Property, Plant and Equipment	5(a)	294.38	300.18
	(b) Right-of-use Assets	6	894.37	1,105.92
	(c) Investment Property	5(b)	-	-
	(d) Intangible Assets	7	17.58	2.66
	(e) Financial Assets			
	(i) Investments	8	9,607.51	45.57
	(ii) Other Financial Assets	10(a)	519.20	198.72
	(f) Deferred Tax Assets (net)	20	211.00	228.40
	(g) Non-current Tax Assets (net)	10(b)	492.46	619.00
	Total Non-current Assets		**12,036.50**	**2,500.45**
2	**Current assets**			
	(a) Financial assets			
	(i) Trade Receivables	12	17,908.62	16,833.06
	(ii) Cash and Cash Equivalents	13(a)	323.56	2,126.44
	(iii) Bank Balances other than (ii) above	13(b)	401.74	339.02
	(iv) Loans	9	75.00	5,151.20
	(v) Other Financial Assets	10(a)	634.88	810.35
	(b) Other Current Assets	11	1,019.16	1,658.00
	Total Current Assets		**20,362.96**	**26,918.07**
	Non-current Assets held for sale	5(c)	-	22.72
	Total Assets		**32,399.46**	**29,441.24**
B	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity share capital	14	444.57	408.00
	(b) Other equity	15	5,922.49	4,029.38
	Total Equity		**6,367.06**	**4,437.38**
2	**Non-Current Liabilities**			
	(a) Financial Liabilities			
	(i) Lease Liabilities	30	498.05	783.51
	(b) Provisions	17	48.60	13.00
	Total Non-Current Liabilities		**546.65**	**796.51**
3	**Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	16	4,136.25	1,800.00
	(ii) Lease Liabilities	30	437.40	393.42
	(iii) Trade payables	19		
	- Total outstanding dues of micro enterprises and small enterprises		535.35	144.91
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		17,799.83	21,147.19
	(iv) Other Financial liabilities	18(b)	2,162.95	273.33
	(b) Other Current Liabilities	18(a)	229.18	284.91
	(c) Provisions	17	184.78	163.59
	Total Current Liabilities		**25,485.75**	**24,207.35**
	Total Liabilities		**26,032.40**	**25,003.86**
	Total Equity and Liabilities		**32,399.46**	**29,441.24**

*Refer note 45

See accompanying notes forming part of the standalone financial statements 1-47

In terms of our report attached

For Deloitte Haskins and Sells
Chartered Accountants
Firm's Registration No.: 008072S

Deloitte Haskins & Sells Chennai

Ketan Vora
Partner
Membership No : 100459
Place: Mumbai
Date: 16 June 2023

For and on behalf of the **Board of Directors**
R K Swamy Private Limited
CIN: U74300TN1973PTC006304

Srinivasan K Swamy
Managing Director
DIN: 00505093
Place: Mumbai
Date: 16 June 2023

Narasimhan K Swamy
Whole time Director
DIN: 00219883
Place: Mumbai
Date: 16 June 2023

Desikan Rajagopalan
Company Secretary
Membership No. A28348
Place: Mumbai
Date: 16 June 2023

Rajeev Newar
Group CFO
Place: Mumbai
Date: 16 June 2023

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)

Standalone Statement of Profit and Loss for the year ended 31 March 2023

(Rs in lakhs)

	Particulars	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022 (Restated)*
	Income			
1	Revenue from Operations	21	14,405.30	11,091.41
2	Other Income	22	451.77	579.41
3	**Total Income (1+2)**		**14,857.07**	**11,670.82**
	Expenses			
	(a) Operational expense	23	5,572.42	4,511.35
	(b) Employee benefits expense	24	3,235.50	2,684.86
	(c) Other expenses	27	2,089.52	1,972.55
4	**Total Expenses**		**10,897.44**	**9,168.76**
	Earnings before interest, tax, depreciation and amortisation (3-4)		**3,959.63**	**2,502.06**
	(d) Finance costs	25	541.77	443.12
	(e) Depreciation and amortization expenses	26	540.72	558.63
5	**Profit Before Tax**		**2,877.14**	**1,500.31**
6	**Tax Expense**			
	(a) Current tax	20		
	- Current year		692.00	225.00
	- Prior years		6.30	-
	(b) Deferred tax (net)	20	24.39	21.56
			722.69	246.56
7	**Profit After Tax (5-6)**		**2,154.45**	**1,253.75**
	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	Remeasurement of the defined benefit plans	31	(27.75)	(26.50)
	(ii) Income tax related to items that will not be reclassified to profit or loss	20	6.98	6.57
	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) for the year (i-ii)**		**(20.77)**	**(19.93)**
9	**Total comprehensive income for the year (7+8)**		**2,133.68**	**1,233.82**
10	**Earnings per equity share of Rs.10 each**	29		
	Basic (in Rs)		48.46	28.20
	Diluted (in Rs)		48.46	28.20

*Refer note 45

See accompanying notes forming part of the standalone financial statements 1-47

In terms of our report attached

For Deloitte Haskins and Sells
Chartered Accountants
Firm's Registration No.: 008072S

Deloitte Haskins & Sells Chennai

Ketan Vora
Partner
Membership No.: 100459

Place: Mumbai
Date: 16 June 2023

For and on behalf of the **Board of Directors**
R K Swamy Private Limited
CIN: U74300TN1973PTC006304

Srinivasan K Swamy
Managing Director
DIN: 00505093

Place: Mumbai
Date 16 June 2023

Narasimhan K Swamy
Whole time Director
DIN: 00219883

Place: Mumbai
Date 16 June 2023

Desikan Rajagopalan
Company Secretary
Membership No: A28348

Place: Mumbai
Date: 16 June 2023

Rajeev Newar
Group CFO

Place Mumbai
Date: 16 June 2023

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Standalone Statement of Changes in Equity for the year ended 31 March 2023

A. Equity share capital

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022 (Restated)*
Balance as at beginning of the year	408.00	408.00
Changes in equity share capital during the year:		
Less: Shares cancelled pursuant to the Scheme of Arrangement (refer note 45)	(408.00)	-
Add: Shares Issued pursuant to the Scheme of Arrangement (refer note 45)	444.57	-
Balance as at end of the Year	444.57	408.00

B. Other equity

(Rs in lakhs)

Particulars	Share application money pending allotment	Reserves and surplus			Total
		General Reserve	Capital Reserve	Retained Earnings	
Balance as at 31 March 2021	-	1,921.38	-	1,208.93	3,130.31
Capital reserve pursuant to the Scheme of Arrangement (refer note 45)	-	-	(208.13)	-	(208.13)
Share application money pending allotment pursuant to the Scheme of Arrangement (refer note 45)	36.57	-			36.57
Profit for the year	-	-	-	1,253.75	1,253.75
Other comprehensive (loss), net of tax	-	-	-	(19.93)	(19.93)
Total comprehensive income for the year	36.57	-	(208.13)	1,233.82	1,062.26
Dividend paid during the year	-	-	-	163.20	163.20
Balance as at 31 March 2022 (Restated)*	36.57	1,921.38	(208.13)	2,279.55	4,029.37
Share issued during the year pursuant to the Scheme of Arrangement (refer note 45)	(36.57)	-	-	-	(36.57)
Profit for the year	-	-	-	2,154.45	2,154.45
Other comprehensive (loss), net of tax	-	-	-	(20.77)	(20.77)
Total comprehensive income for the year	(36.57)	-	-	2,133.68	2,097.11
Dividend paid during the year		-	-	204.00	204.00
Balance as at 31 March 2023	-	1,921.38	(208.13)	4,209.23	5,922.48

*Refer note 45

Note:

In accordance with the notification issued by Ministry of Corporate Affairs dated 24 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 standalone financial statements 1-47

In terms of our report attached

For Deloitte Haskins and Sells
Chartered Accountants
Firm's Registration No.: 008072S

Deloitte Haskins & Sells Chennai

Ketan Vora
Partner
Membership No.: 100459

Place : Mumbai
Date : 16 June 2023

For and on behalf of the **Board of Directors**
R K Swamy Private Limited
CIN: U74300TN1973PTC006304

Srinivasan K Swamy
Managing Director
DIN: 00505093

Place : Mumbai
Date : 16 June 2023

Narasimhan K Swamy
Whole time Director
DIN: 00219883

Place : Mumbai
Date : 16 June 2023

Desikan Rajagopalan
Company Secretary
Membership No: A28348

Place : Mumbai
Date : 16 June 2023

Rajeev Newar
Group CFO

Place Mumbai
Date 16 June 2023

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Standalone Statement of Cash Flow for the year ended 31 March 2023

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022 (Restated)*
A. Cash Flow From Operating Activities		
Profit before tax	2,877.14	1,500.31
Adjustments for:		
Interest Income on bank deposits	(17.19)	(31.98)
Interest Income on loans to related parties	(155.94)	(268.65)
Write back of liability	(146.92)	(77.13)
Finance costs	541.77	443.12
Depreciation and amortisation expense	540.72	558.63
Gain on Sale of Property, plant and equipment (Net)	(0.70)	(17.62)
Gain on sale of Investment property	(12.28)	-
Bad debts written off	-	163.67
Provision for expected credit loss made / reversed (net)	56.33	(175.28)
Rent Concessions	-	(9.09)
Income from financial assets measured through FVTPL	(4.67)	(7.56)
Dividend Income from shares	(0.19)	(0.09)
Interest Income from rental deposits	(45.98)	(46.50)
Interest on PF Trust Obligation	-	20.76
Fixed Assets written off	37.55	4.32
Operating Profit before Working Capital / Other Changes	**3,669.64**	**2,056.90**
Adjustments for (increase)/decrease in operating assets:		
Trade Receivables	(1,131.89)	(1,275.61)
Non Current and Current Financial Assets	(524.62)	48.56
Other Non Current and Current Assets	638.84	336.06
Adjustments for increase/(decrease) in operating liabilities:		
Trade Payables	(2,810.00)	3,131.31
Other current and non current financial Liabilities	1,890.49	224.21
Other Non-Current and Current Liabilities	(55.74)	96.30
Non-Current and Current Provisions	29.04	(50.43)
Cash Flow (Used in) / Generated from Operations	**1,705.76**	**4,567.30**
Income-tax paid / refund received (net)	(571.76)	184.03
Net Cash Flow (Used in) / Generated From Operating Activities (A)	**1,134.00**	**4,751.33**
B. Cash Flow From Investing Activities		
Purchase of Property, Plant and Equipment	(116.16)	(189.16)
Purchase of Intangible Assets	(16.05)	(2.60)
Sale Proceeds on Property, Plant and Equipment	1.16	-
Sale Proceeds on Investment property	35.00	49.00
Interest Received on Bank deposits	17.19	31.98
Loans recovered from related parties	6,376.20	3,932.62
Interest Received from related parties	503.87	1,009.16
Loans given to related parties	(1,300.00)	(5,853.79)
Amount paid to Provident Fund authorities for PF Trust (refer note 46)	-	(417.45)
Purchase of investments (net)	(9,557.27)	-
Movement in Bank deposits	(54.75)	346.54
Dividend Income Received from shares	0.19	0.09
Net Cash Flow Used in Investing Activities (B)	**(4,110.62)**	**(1,093.60)**

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R K SWAMY PRIVATE LIMITED

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)

Standalone Statement of Cash Flow for the year ended 31 March 2023 *(Continued)*

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022 (Restated)*
C. Cash Flow From Financing Activities		
Dividend paid	(204.00)	(163.20)
Other Finance Cost paid	(452.30)	(323.08)
Payment of interest on lease liability	(90.35)	(119.16)
Obtained / (Repayment) of Short Term Borrowings (Net)	(1,800.00)	(1,555.65)
Repayment of lease liability principal	(415.86)	(365.10)
Loan received from related parties	5,608.00	1,300.00
Loan repaid to related parties	(1,471.75)	(1,406.13)
C. Cash Flow Generated from / (Used in) Financing Activities (C)	**1,173.74**	**(2,632.32)**
Net (Decrease) / Increase in Cash and Cash Equivalents (A) + (B) + (C)	(1,802.88)	1,025.41
Cash and Cash Equivalents at the Beginning of the Year (refer note 13(a))	2,126.44	1,101.02
Cash and Cash Equivalents at the End of the Year (refer note 13(a))	**323.56**	**2,126.43**

*Refer note 45

See accompanying notes forming part of the standalone financial statements **1-47**

In terms of our report attached

For Deloitte Haskins and Sells
Chartered Accountants
Firm's Registration No.: 008072S

Deloitte Haskins & Sells Chennai

Ketan Vora
Partner
Membership No.: 100459

Place : Mumbai
Date : 16 June 2023

For and on behalf of the **Board of Directors**
R K Swamy Private Limited
CIN: U74300TN1973PTC006304

Srinivasan K Swamy
Managing Director
DIN: 00505093

Place : Mumbai
Date : 16 June 2023

Narasimhan K Swamy
Whole time Director
DIN: 00219883

Place : Mumbai
Date : 16 June 2023

Desikan Rajagopalan
Company Secretary
Membership No: A28348

Place : Mumbai
Date : 16 June 2023

Rajeev Newar
Group CFO

Place : Mumbai
Date : 16 June 2023

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 21 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.

The Board of Directors of the Company at its meeting held on November 08, 2022, approved the Scheme of Arrangement of Demerger of the Marketing Communication and Allied Businesses division ("MARCOM" or "demerged undertaking") of Hansa Vision India Private Limited ("HVIPL") (Transferor Company), its parent company, with the Company ("Transferee Company") under section 233 read with section 230 to 232 of the companies Act,2013, with effect from September 01, 2022, ("The Appointment Date") subject to obtaining necessary approvals of Regional Director (RD) at Chennai.

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.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transition between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value for an asset or liability, the Company tables into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the standalone financial statements is determined on such a basis except for leasing transactions that are within the scope of Ind AS 116 and measurements that have some similarities to fair value but are not fair value.

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

Deloitte Haskins & Sells Chennai

R K SWAMY PRIVATE LIMITED

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.

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.

The financial statements of the Company for the year ended 31 March 2023 were approved for issue in accordance with the Resolution passed by the Board of Directors their meeting held on 16 June 2023.

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 held primarily for the purpose of trading;
5. the asset/liability is expected to be realised/settled within twelve months after the reporting period;
6. the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability tor atleast twelve months after the reporting date; 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. Critical accounting judgements and key source of estimation uncertainty

In applying the Company's accounting policies, which are described in Note 3 below, the directors are required to make judgments (other than those involving estimations) that have significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

Deloitte Haskins & Sells Chennai

R K SWAMY PRIVATE LIMITED

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 considered to be relevant. Actual results may differ from these estimates.

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

1. Determination of the estimated useful lives of property, plant and equipment and intangible assets .

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.

2. Recognition and measurement of defined benefit obligations

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 of the government bonds at the end of the reporting period. The period of maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

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. The provision for taxation for the current year has been determined by the Management based on the tax positon to be considered for tax filing and its assessment of the probability of acceptance of the same by the taxation authorities.

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.

Critical judgements required :

a) Application of Ind AS 115:

In making the judgement, the directors considered the detailed criteria for the recognition of revenue set out in Ind AS 115 and in particular determination of the nature and timing of satisfaction of performance obligations duly considering the terms of the contract and the

Deloitte Haskins & Sells Chennai

R K SWAMY PRIVATE LIMITED

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.

b) Application of Ind AS 116:

(i) 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).

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.

(ii) Determination of 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.

D. 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;

Deloitte Haskins & Sells Chennai

R K SWAMY PRIVATE LIMITED

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 .

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.

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. Depreciation

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R K SWAMY PRIVATE LIMITED

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

c. 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

Deloitte Haskins & Sells Chennai

R K SWAMY PRIVATE LIMITED

3. Financial Instruments

Financial assets and financial liabilities are recognised in the Company's Balance Sheet when the Company becomes a party to the contractual provisions of the instrument.

a. Financial Assets

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.

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 principal amount outstanding.

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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 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.

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 thereby substantially transferring all the risks and rewards of ownership of the financial asset; or

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

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.

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.

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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.

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.

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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 comprise 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.

Finance costs are recorded using the effective interest rate method. All other borrowing costs are recognised in the profit or loss 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 or 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. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

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.
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.

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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.

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.

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b. Defined Benefit Plans

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 to the net defined benefit liability or asset.

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. Remeasurements

The Company presents the service costs in profit or loss in the line item 'Employee benefits expense'. Net interest expense or income is recognised under finance costs. 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.

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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. 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.

11. Taxation

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

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of expense or income that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for tax is calculated 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.

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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.

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 it is probable that taxable profits will be available against which deductible temporary differences can be utilised. 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. Where current tax or deferred tax arises from the initial accounting for business combination, the tax effect is included in the accounting for the business combination.

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.

12. Lease (Where the Company is the lessee)

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all

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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 change in circumstances resulting in 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 at the effective date of the combination.

The Company has made such adjustments during the periods presented.

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.

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13. 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.

14. 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) who is the Chief Executive Officer of the Company. 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) accounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

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.

15. 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.

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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.

16. 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.

17. 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.

18. Statement of Cash Flows

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.

19. 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.

20. 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.

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21. 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.

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. Depreciable investment properties have been ascribed a useful life in the range of 30 years.

22. Earnings before interest, tax, 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.

23. Business Combinations of entities or businesses under common control

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. The assets and liabilities of the transferor entity or business are accounted at their carrying amounts on the date of acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of the transferor entity or business is recognised as capital reserve under equity. The financial information in the financial statements in respect of prior periods shall be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

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4. Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

i. Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company does not expect this amendment to have any significant impact in its financial statements.

ii. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company does not expect this amendment to have any significant impact in its financial statements.

iii. Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company is evaluating the impact, if any, in its financial statements.

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R K SWAMY PRIVATE LIMITED

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

Current Year (Rs in lakhs)

Particulars	Gross Block					Accumulated Depreciation					Net Block	
	As at 01 April 2022	Additions pursuant to the Scheme of Arrangement (Refer Note 45)	Additions	Deletions	As at 31 March 2023	As at 01 April 2022	Additions pursuant to the Scheme of Arrangement (Refer Note 45)	Depreciation for the year	Elimination on Disposal of Assets	As at 31 March 2023	As at 31 March 2023	As at 31 March 2022
Tangible Assets												
Lease Hold Improvements	125.72	-	-	7.08	118.64	53.44	-	13.57	7.00	60.01	58.63	72.28
Office and Other Equipment	83.61	-	21.31	21.22	83.70	18.81	-	13.61	-	32.42	51.28	64.80
Photographic and Sound Equipment	0.91	-	-	0.01	0.90	0.40	-	0.25	0.01	0.63	0.27	0.52
Electrical Fittings	17.09	-	2.08	8.49	10.68	9.86	-	3.42	6.86	6.41	4.27	7.23
Furniture and Fixtures	112.16	-	34.61	16.71	130.07	32.42	-	18.20	11.16	39.47	90.60	79.74
Vehicles	5.72	-	7.77	0.02	13.47	3.38	-	1.89	0.02	5.25	8.22	2.34
Computers	117.66	-	50.38	7.05	160.98	44.38	-	36.38	0.89	79.87	81.11	73.27
Total	**462.87**	-	**116.16**	**60.59**	**518.44**	**162.69**	-	**87.32**	**25.94**	**224.06**	**294.38**	**300.18**

Previous Year (Rs in lakhs)

Particulars	Gross Block					Accumulated Depreciation					Net Block	
	As at 01 April 2021	Additions pursuant to the Scheme of Arrangement (Refer Note 45)	Additions	Deletions	As at 31 March 2022	As at 01 April 2021	Additions pursuant to the Scheme of Arrangement (Refer Note 45)	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	-	125.72	35.07	-	18.37	-	53.44	72.28	70.87
Office and Other Equipment	23.14	23.06	37.40	-	83.61	8.96	0.69	9.16	-	18.81	64.80	14.18
Photographic and Sound Equipment	0.84	-	0.08	-	0.91	0.15	-	0.25	-	0.40	0.51	0.69
Electrical Fittings	15.51	-	1.58	-	17.09	7.71	-	2.15	-	9.86	7.23	7.80
Furniture and Fixtures	46.95	20.97	61.93	17.69	112.16	16.72	3.86	25.22	13.37	32.42	79.74	30.23
Vehicles	5.72	-	-	-	5.72	1.67	-	1.71	-	3.38	2.34	4.05
Computers	37.18	12.08	68.39	-	117.66	17.98	2.58	23.82	-	44.38	73.28	19.20
Total	**235.29**	**56.11**	**189.16**	**17.69**	**462.87**	**88.26**	**7.12**	**80.68**	**13.37**	**162.69**	**300.18**	**147.03**

Note: Refer note 16 for charge created on Property, plant and equipment

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R K SWAMY PRIVATE LIMITED

5(b) **Investment property**

Current Year (Rs in lakhs)

Particulars	Gross Block					Accumulated Depreciation					Net Block	
	As at 01 April 2022	Additions pursuant to the Scheme of Arrangement (Refer Note 45)	Additions	Deletions	As at 31 March 2023	As at 01 April 2022	Additions pursuant to the Scheme of Arrangement (Refer Note 45)	Depreciation for the year	Elimination on Disposal of Assets / Reclassification *	As at 31 March 2023	As at 31 March 2023	As at 31 March 2022
Building	-	-	-	-	-	-	-	-	-	-	-	-

Previous Year (Rs in lakhs)

Particulars	Gross Block					Accumulated Depreciation					Net Block	
	As at 01 April 2021	Additions pursuant to the Scheme of Arrangement (Refer Note 45)	Additions	Deletions / Reclassification*	As at 31 March 2022	As at 01 April 2021	Additions pursuant to the Scheme of Arrangement (Refer Note 45)	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
Building	84.00	-	-	84.00	-	14.59	-	15.31	29.90	-	-	69.41

* Investment property of carrying value of Rs 22.72 lakhs has been reclassified to non-current assets held for sale in previous year ended on 31 March 2022 (refer note 5(c) below).

Note:

1. All of the company's buildings are held as investment property.

2. The fair value of the company's investment property (net carrying value as per books is Rs. Nil (31 March 2022: Rs Nil)) at 31 March 2023 is Rs. 97.47 lakhs (31 March 2022: 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.

5(c) **Non-Current Assets held for sale**

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Building	-	22.72

Note:

1. During the previous year ended 31 March 2022 the management planned to sale the asset and was in the process of identifying a prospective buyer. Further, the fair value of asset was expected to be higher than the carrying amount hence shown under non-current asset held for sale and measured at the carrying amount as at 31 March 2022. During the current year, the asset has been sold and profit of sale has been disclosed under the head "other income" in Standalone Statement of Profit and Loss.

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 standalone financial statements for the year ended 31 March 2023

6 Right-of-use assets

(Rs in lakhs)

Gross Block	Office	Furniture	Total
Balance as at 01 April 2022	2,011.73	12.29	2,024.02
Additions	240.72	-	240.72
Disposals	-	-	-
Modifications	-	-	-
Balance as at 31 March 2023	**2,252.45**	**12.29**	**2,264.74**
Accumulated Amortization	**Office**	**Furniture**	**Total**
Balance as at 01 April 2022	912.54	5.56	918.10
Depreciation during the year	449.49	2.78	452.27
Elimination on disposals	-	-	-
Balance as at 31 March 2023	**1,362.03**	**8.34**	**1,370.37**
Net Block	**Office**	**Furniture**	**Total**
Balance as at 31 March 2023	**890.42**	**3.95**	**894.37**

(Rs in lakhs)

Gross Block	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 Block	**Office**	**Furniture**	**Total**
Balance as at 31 March 2022	**1,099.19**	**6.73**	**1,105.92**

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

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7 **Intangible assets (Owned)**

Current Year

(Rs in lakhs)

Particulars	Gross Block				Accumulated Amortisation				Net Block	
	As at 01 April 2022	Additions	Disposals	As at 31 March 2023	As at 01 April 2022	Amortisation for the year	Eliminated on Disposal of Assets	As at 31 March 2023	As at 31 March 2023	As at 31 March 2022
Computer Software	6.45	16.05	1.63	20.87	3.79	1.13	1.63	3.29	17.58	2.66
Total	6.45	16.05	1.63	20.87	3.79	1.13	1.63	3.29	17.58	2.66

Previous Year

(Rs in lakhs)

Particulars	Gross Block				Accumulated Amortisation				Net Block	
	As at 01 April 2021	Additions	Disposals	As at 31 March 2022	As at 01 April 2021	Amortisation 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

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R K SWAMY PRIVATE LIMITED

8 Investments

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Non-Current Investments (Unsecured, Considered good)		
Investment in Equity Instruments		
i) In subsidiaries		
Fully Paid Equity Shares - Unquoted (At Cost)		
Hansa Research Group Private Limited* 1,082,000 (31 March 22: 6,000) equity shares of Rs.10 each	2,289.08	18.72
Hansa Customer Equity Private Limited$ 5,266,760 (31 March 2022: Nil) equity shares of Rs.10 each	7,287 41	-
	9,576.49	**18.72**
ii) In other entities		
a) Fully Paid Equity Shares - Unquoted (At Cost)		
Shamrao Vithal Co-Operative Bank Limited Nil (31 March 2022: 2,000) equity shares of Rs.25 each	-	0.50
b) Fully Paid Equity Shares - Quoted (At Fair Value Through Profit and Loss - FVTP		
Sundaram Brake Linings Limited 976 (31 March 2022: 976) equity shares of Rs.10 each	2.76	3.33
Apollo Tyres Limited 1,000 (31 March 2022:1,000) equity shares of Rs.1 each	3.20	1.91
Ashok Leyland Limited 18,000 (31 March 2022: 18,000) equity shares of Rs.1 each	25.06	21.11
	31.02	**26.85**
Total Investments	9,607.51	45.57
Aggregate amount of quoted investments and market value thereof	31.02	26.35
Aggregate amount of unquoted investments	9,576.49	19.22
Total	9,607.51	45.57

*In the current year, the Company had entered into a share purchase agreement for the acquisition of Hansa Research Group Private Limited with the erstwhile Parent company, Hansa Vision India Private Limited, thereby Hansa Research Group Private Limited became wholly owned subsidiary w.e.f. 29 July 2022. Hence, the classification has been changed from FVTPL to Amortised cost during the year.

$*In the current year, the Company had entered into a share purchase agreement for the acquisition of Hansa Customer Equity Private Limited with the erstwhile Parent company, Hansa Vision India Private Limited, thereby Hansa Customer Equity Private Limited became wholly owned subsidiary w.e.f. 11 August 2022.

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9 Loans

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Loans receivable considered goods: unsecured		
- to Related parties (refer note 9.2)	-	5,076.20
- to others (refer note 9.2)	100.00	100.00
Less: Allowance for bad and doubtful loan (refer note 9.1)	(25.00)	(25.00)
	75.00	75.00
Total	**75.00**	**5,151.20**

9.1 Allowance for bad and doubtful loan

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	25.00	-
Movement in loss allowance on receivables at life time expected credit losses / additional provision	-	25.00
Balance at the end of the year	**25.00**	**25.00**

9.2 Details of loan given:

(a) Related party loans as at 31 March 2022 were payable within a period of 1 year and fully received back during the current year. Interest rate is 9% (31 March 2022: 9%) (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:

Disclosures for investments made are included under note 8 to the Standalone financial statements. For disclosures related to guarantees given, please refer note 37. Details of loan given are as below:

31 March 2023

(Rs in lakhs)

Particulars of loan given	Name of the entity	Amount given during the year	Amount outstanding as at the year end	Purpose for which loan is proposed to be utilised by the recipient
Inter corporate loan	Hansa Vision India Private Limited	1,300.00	-	Business Purpose
Inter corporate loan	El Tech Appliance Private Limited	-	100.00	Business Purpose

31 March 2022

(Rs in lakhs)

Particulars of loan given	Name of the entity	Amount given during the year	Amount outstanding as at the year end	Purpose for which loan is proposed to be utilised by the
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	-	Business Purpose
Inter corporate loan	El Tech Appliance Private Limited	-	100.00	Business Purpose

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10(a) Other Financial Assets

(Unsecured -considered good unless otherwise stated) (Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Non-Current		
Security deposits	14.61	13.92
Rental Deposits		
- Related parties	366.79	-
- Others	80.11	121.00
Other Deposits	57.70	55.82
Bank deposits with more than 12 months maturity#	-	7.98
Total	**519.20**	**198.72**
Current		
Interest accrued on		
- Loan Receivables		
- Related Parties	-	347.82
- Others	-	0.11
Rental Deposits		
- Related parties	-	398.97
- Others	119.54	63.45
Other Deposits	6.45	-
Other receivables*	64.37	-
Expenses recoverable from related parties (refer note 37.3)	266.05	-
Receivable from demerged company (refer note 45 and 37.3)	178.47	-
Total	**634.88**	**810.35**

#Bank deposits of Rs Nil (31 March 2022: Rs 7.98 lakhs) are lien against the bank guarantees issued.

*The Company has incurred expenses of Rs 64.37 lakhs during the current year (31 March 2022: Nil) in connection with proposed public offer. These expenses will be shared in the proportion as mutually agreed between the Company and the Selling Shareholders in accordance with applicable law.

10(b) Non-Current Tax Assets (net)

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Advance Income-tax (net of provision of tax of Rs 1,054.97 lakhs , 31 March 2022 -Rs. 356.67 lakhs)	492.46	619.00
Total	**492.46**	**619.00**

11 Other Assets

(Unsecured, Considered Good unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Prepaid expenses	600.49	527.55
Advances to employees	1.76	6.71
Advances to suppliers	15.69	177.80
Unbilled revenue (refer note 12.2)	185.17	872.00
Statutory Dues - Input credit	180.51	-
Other	35.53	73.94
Total	**1,019.16**	**1,658.00**

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12 **Trade Receivables**

Particulars	As at 31 March 2023	As at 31 March 2022
Trade Receivables considered good - Unsecured	17,908.62	16,833.06
Trade Receivables which have significant increase in Credit Risk	309.84	253.52
	18,218.46	**17,086.58**
Less : Allowance for expected credit loss	(309.84)	(253.52)
Total	**17,908.62**	**16,833.06**
Of the above, trade receivables from:		
- Related Parties (refer note 37)	98.05	215.66
- Others	18,120.41	16,870.92

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

Particulars	As at 31 March 2023	As at 31 March 2022
Balance as at beginning of the year	253.52	453.80
Allowance for credit loss allowance recognised during the year	56.33	(36.62)
Allowance loss utilised towards debts written off	-	(163.67)
Balance as at end of the year	**309.85**	**253.52**

Note:
The Company has used a practical expedient by computing the expected credit loss allowance for trade receivable 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 unto 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 **Trade receivables ageing schedule:**

As at 31 March 2023

Particulars	Unbilled	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	-	17,777.53	88.35	30.70	12.04	-	17,908.62
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	0.06	10.95	15.58	283.25	309.84
(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 trade receivables	-	**17,777.53**	**88.42**	**41.66**	**27.62**	**283.25**	**18,218.46**
Unbilled revenue (refer note 11)	185.18	-	-	-	-	-	**185.18**
Total	**185.18**	**17,777.53**	**88.42**	**41.66**	**27.62**	**283.25**	**18,403.64**

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12.2 Trade receivables ageing schedule *(Continued)* :

As at 31 March 2022

Particulars	Unbilled	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	-	16,557.06	98.59	75.52	101.51	0.38	**16,833.06**
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	24.80	23.75	204.97	**253.52**
(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 trade receivables	-	**16,557.06**	**98.59**	**100.32**	**125.26**	**205.35**	**17,086.58**
Unbilled revenue (refer note 11)	872.00	-	-	-	-	-	872.00
Total	**872.00**	**16,557.06**	**98.59**	**100.32**	**125.26**	**205.35**	**17,958.58**

Note:

(a) Trade receivables includes Rs 9,806.96 lakhs (31 March 2022: 10,796.60 lakhs) receivables outstanding from customers constituting individually 5% or more of the total trade receivables.

(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.

13(a) Cash and Cash Equivalents

Particulars	As at 31 March 2023	As at 31 March 2022
Cash on Hand	-	-
Balances with Banks		
- In current accounts*	323.56	2,126.44
- In deposit accounts	-	-
	323.56	**2,126.44**

* Include Rs 1.21 lakhs (31 March 2022: Rs 1.21 lakhs) pertaining to 2 bank accounts which have become in-operative and the balance in these bank accounts has been transferred by the banks in Depositor Education and Awareness Fund (DEAF) as per DEAF scheme. The Management is in the process of claiming the balance and closing the bank accounts.

13(b) Other Bank Balances

Particulars	As at 31 March 2023	As at 31 March 2022
Balance with banks		
- In Deposit Accounts with original maturity of more than three months but less than one year#	401.74	339.02
	401.74	**339.02**

Bank deposits of Rs 401.74 lakhs (31 March 2022: Rs 339.02 lakhs) are lien against the bank guarantees.

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14 Equity Share Capital

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Authorised		
10,000,000 Equity Shares of Rs 10 each	1,000.00	1,000.00
	1,000.00	**1,000.00**
Issued, Subscribed and Paid-up		
44,45,714 (31 March 2022: 40,80,000) Equity Shares of Rs 10 each, fully paid up	444.57	408.00
Total	**444.57**	**408.00**

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

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of Shares (in lakhs)	Amount (in lakhs)	Number of Shares (in lakhs)	Amount (in lakhs)
At the Beginning of the Year	40.80	408.00	40.80	408.00
Less: Shares cancelled pursuant to Scheme of Arrangement (refer note below)	(40.80)	(408.00)	-	-
Add: Shares Issued pursuant to Scheme of Arrangement (refer note below)	44.46	444.57	-	-
Outstanding at the End of the Year	**44.46**	**444.57**	**40.80**	**408.00**

Note:
Pursuant to the Scheme of Arrangement, the Company has issued 44,45,714 New Equity Shares and cancelled 40,80,000 existing Equity Shares during the current year. The Company has given the effect of the Scheme in accordance of Appendix C of Ind AS 103. Please refer note 45 for further details.

14.2 Shares held by the Holding Company

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of Shares (in lakhs)	% Holding	Number of Shares (in lakhs)	% Holding
Hansa Vision India Private Limited*	-	-	26.47	64.88%

*Hansa Vision India Private Limited (HVIPL) was holding 26,47,000 Equity Shares as at 31 March 2022. Further, HVIPL has acquired additional 14,33,000 Equity Shares during the current year. However, pursuant to the Scheme of Arrangement 40,80,000 Equity Shares held by HVIPL (including 14,33,000 equity shares acquired during the current year) have been cancelled. Hence, HVIPL ceases to continue as Holding Company w.e.f. 8 February 2023. Refer note 45 for further details.

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

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of Shares (in lakhs)	% Holding	Number of Shares (in lakhs)	% Holding
Srinivasan K Swamy	18.58	41.80%	*	*
Narasimhan K Swamy	18.58	41.80%	*	*
Evanston Pioneer Fund	6.24	14.04%	-	-
Hansa Vision India Private Limited (refer note below to 14.4)	-	-	26.47	64.88%
BBDO Asia Pacific Limited (refer note below to 14.4)	-	-	14.28	35.00%

* Less than 5%

14.4 Details of shares held by promoters

As at 31 March 2023

S. No	Promoter name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of total shares	% Change during the year
1	Srinivasan K Swamy	0.025	18.56	18.58	41.80%	41.74%
2	Narasimhan K Swamy	0.025	18.56	18.58	41.80%	41.74%
3	Hansa Vision India Private Limited	26.47	(26.47)	-	-	-100.00%
Total		**26.52**	**10.64**	**37.16**		

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14.4 Details of shares held by promoters *(Continued)*

As at 31 March 2022

S. No	Promoter name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% 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**		

Note:

The Equity Shares held by BBDO Asia Pacific Pte Limited (14,28,000 shares of Rs.10 each) were transferred to Hansa Vision India Private Limited during the current year. Similarly, shares held by Mr. Srinivasan K Swamy and Mr. Narasimhan K Swamy aggregating to 5,000 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 was Hansa Vision India Private Limited with 100% shareholding (including 1 share held by Mr. Srinivasan K Swamy as a nominee shareholder) in the Company. However, pursuant to the Scheme of Arrangement 40,80,000 Equity Shares held by HVIPL (including 14,33,000 Equity Shares acquired during the current year) have been cancelled. Hence, HVIPL ceases to continue as Holding Company w.e.f. 8 February 2023. Refer note 45 for further details.

14.5 Restriction of Rights

The Company has only one class of equity shares having a par value of Rs.10 per share. Each shareholder is entitled to one vote per equity share held. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

14.6 Shares issued for other than cash:

The Company has issued 44,45,714 Equity Shares of Rs 10 each during the current year pursuant to the Scheme of Arrangement. Refer note 45 for further details.

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15 Other equity

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
General Reserve	1,921.38	1,921.38
Capital Reserve	(208.13)	(208.13)
Retained Earnings	4,209.24	2,279.56
Share application money pending allotment	-	36.57
Total	**5,922.49**	**4,029.38**

Note: Please refer Standalone Statement of Changes in Equity for the movement

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.

Capital Reserve

The reserve comprises arises on account of business combination pursuent to the Scheme of Arrangement (refer note 45)

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 standalone financial statements of the Company and considering the requirements of the Companies Act, 2013.

Share application money pending allotment

Pursuant to the Scheme of Arrangement, the Company has issued 44,45,714 New Equity Shares and cancelled 40,80,000 existing Equity Shares during the current year. The Company has given the effect of the Scheme in accordance of Appendix C of Ind AS 103 and restated comparative period financials. Therefore, 3,65,714 Equity Shares (being additional number of Equity Shares) has been disclosed as share application money pending allotment in previous year. Please refer note 45 for details.

16 Borrowings

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Borrowings		
Secured, repayable on demand		
Working capital facilities		
i) From Bank	-	1,800.00
Unsecured, repayable on demand		
Loans from related parties (unsecured)		
i) From Other Related Parties (refer note 37)	4,136.25	-
Total	**4,136.25**	**1,800.00**

16.1 Details of working capital and cash credit facilities:

a. 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 (erstwhile holding company).

iii) The investment property held by the company has also been pledged as collateral against such facility

b. Interest on working capital facility is 8.50% during the current year and ranges from 6.8% to 8.50% in previous year.

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16.2 Terms of repayment

(Rs in lakhs)

Particulars	Sanction amount	Loan outstanding		Carrying Rate of Interest		Repayment /Modification
		As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022	
Working Capital Demand Loan	800.00	-	800.00	-	8.00%	Half-Yearly
Working Capital Demand Loan	1,000.00	-	1,000.00	-	8.00%	Half-Yearly
Total	1,800.00	-	1,800.00	-		

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 previous year, from bank 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 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 bank with respect of the above borrowing from bank contain certain stipulations / covenants which the Company has complied with. The bank also confirmed to the Company that the Company has complied with their lending terms as at 31 March 2023 and during the year the account is in good order.

16.5 Loans from related parties

Loans taken from related parties during the year are unsecured, repayable on demand and carries interest rate of 9% (31 March 2022: 9%) per annuam.

17 Provisions

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Non Current		
Provision for employee benefits		
Gratuity (refer note 31)	48.60	13.00
Total	**48.60**	**13.00**
Current		
Provision for employee benefits		
Compensated absences (refer note 31)	184.78	163.59
Total	**184.78**	**163.59**

18(a) Other Liabilities

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Advance from Customers	89.09	48.14
Statutory dues	140.08	236.77
Total	**229.18**	**284.91**

18(b) Other Financial Liabilities

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Interest accrued - Related parties (refer note 37)	-	0.88
Payable to demerged company (refer note 45 and 37.3)	-	272.45
Book overdraft	2,162.95	-
Total	2,162.95	273.33

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19 Trade Payables

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Trade Payables		
- total outstanding dues of micro enterprises and small enterprises (refer note 28)	535.35	144.91
- total outstanding dues of creditors other than micro enterprises and small enterprises	17,799.83	21,147.19
Total	18,335.18	21,292.10

19.1 Trade payables ageing schedule

As at 31 March 2023

Particulars	Unbilled	Outstanding for following periods from invoice date				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	535.35	-	-	-	535.35
(ii) Others	125.97	17,607.81	64.88	0.12	1.06	17,799.83
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	125.97	18,143.16	64.88	0.12	1.06	18,335.18

As at 31 March 2022

Particulars	Unbilled	Outstanding for following periods from invoice date				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	144.91	-	-	-	144.91
(ii) Others	415.76	20,490.50	58.06	177.80	5.07	21,147.19
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	415.76	20,635.41	58.06	177.80	5.07	21,292.10

The Company maintains ageing 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 and Deferred tax

(i) Income Tax Expense (Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Current Income-tax	692.00	225.00
Deferred tax (net)	24.39	21.56
Total Tax Expense for effective tax reconciliation	**716.39**	**246.56**
Prior year taxes	6.30	-
Deferred tax - Other Comprehensive Income	(6.98)	(6.57)
Total Tax Expense recognised in Standalone Statement of Profit and Loss	**715.70**	**239.98**

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

Particulars	For the year ended 31 March 2023			
	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 including intangible assets	41.14	(7.36)	-	33.80
Provision for bonus	0.28	(0.28)	-	-
Net defined benefit liability	6.34	2.52	6.98	15.84
Provision for compensated absences	38.48	4.42	-	42.90
Gain on instruments measured at fair value through profit and loss	11.18	(18.87)	-	(7.69)
Fair valuation of deposits	15.62	2.54	-	18.16
Leases	17.87	(7.53)	-	10.34
Provision for expected credit loss- trade receivables	72.32	5.66	-	77.98
Provision for performance incentives payable	25.17	(11.78)	-	13.39
Provision for expected credit loss- loans	-	6.29	-	6.29
	228.40	(24.39)	6.98	211.00
Net Tax Asset / (Liabilities)	228.40	(24.39)	6.98	211.00

(Rs in 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 including intangible assets	41.95	(0.81)	-	41.14
Provision for bonus	0.35	(0.07)	-	0.28
Provision for long term benefits	5.46	(5.46)	-	-
Net defined benefit liability	8.29	(8.53)	6.57	6.34
Provision for compensated absences	42.30	(3.82)	-	38.48
Gain on instruments measured at fair value through profit and loss	9.27	1.91	-	11.18
Fair valuation of deposits	25.67	(10.05)	-	15.62
Leases	(6.50)	24.37	-	17.87
Provision for expected credit loss- trade receivables	116.59	(44.27)	-	72.32
Provision for performance incentives payable	-	25.17	-	25.17
	243.38	(21.55)	6.57	228.40
Net Tax Asset / (Liabilities)	243.38	(21.55)	6.57	228.40

(iii) Effective tax reconciliation

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit before tax	**2,877.14**	**1,500.31**
Income Tax using the Company's Domestic Tax rate (%)	25.17	25.17
Tax expenses basis applicable tax rate	**724.12**	**377.60**
Tax Effect of :		
Effect of expenses that are not deductible in determining taxable profit	2.49	7.09
Effect of income that are not taxable	(41.17)	(140.46)
Earlier year excess DTA reversal	23.98	-
Others	6.97	2.33
Income Tax recognised in the Statement of Profit and Loss	**716.39**	**246.56**

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21 Revenue from operations

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from contract with customers		
Sale of services - Integrated Marketing Communication	14,405.30	11,091.41
Total revenue from operations	**14,405.30**	**11,091.41**

21(a) Reconciliation of revenue recognised to amounts billed

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Gross amount billed/billable for media, advertisement and other similar contracts	51,437.38	46,442.81
Amount billed/billable for Film Production and other similar contracts	11,696.83	8,689.92
Total amount billed/billable on customers for services rendered by the Company	63,134.21	55,132.73
Less: costs incurred related to media, advertisement and other similar contracts	(48,728.91)	(44,041.33)
Total revenue recognised for services rendered	**14,405.30**	**11,091.40**

21(b) Revenue from operations is net of discount offered to customers of Rs 51.81 lakhs (31 March 2022: Rs 66.41 lakhs)

21(c) Disaggregation of revenue by time of revenue recognition

(Rs in lakhs)

Major Category of Services	For the year ended 31 March 2023	For the year ended 31 March 2022
Services transferred at a point in time	2,708.47	3,442.40
Services transferred over a period of time	11,696.83	7,649.00
Total	**14,405.30**	**11,091.40**

21(d) Revenue from contracts with customers includes revenue from customers individually constituting more than 10% of the total revenue from contracts with customers of Rs. 4,048.93 lakhs for the year ended 31 March 2023 and Rs. 3,593.51 for the year ended 31 March 2022

21(e) 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.

22 Other income

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest income earned on financial assets that are not designated at fair value through profit / loss		
-Bank deposits	17.19	31.98
- Loans to related parties	155.94	268.65
-Rental deposits	45.98	46.50
-Income tax refunds	4.79	36.73
Dividend income from investment in equity instruments	0.19	0.09
Foreign exchange gain (net)	-	2.58
Write back of liability	146.92	53.94
Gain on sale of assets held for sale	12.28	-
Gain on sale of Property, plant and equipment (net)	0.70	17.62
Rent concessions	-	9.09
Facility sharing income	60.16	69.86
Net gain arising on financial assets measured at FVTPL	4.67	7.56
Miscellaneous income	2.96	23.19
Reversal of expected credit loss (net)	-	11.62
Total	**451.77**	**579.41**

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23 Operational expenses

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Production costs	5,244.51	4,266.36
Others	327.91	244.99
Total	**5,572.42**	**4,511.35**

24 Employee benefits expense

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries and Bonus*	2,972.38	2,489.55
Contribution to Provident and Other Funds (refer note 31)	171.41	130.24
Staff Welfare Expenses	91.70	65.07
Total	**3,235.50**	**2,684.86**

*After netting off of reimbursement receivables of Rs 239.20 lakhs (31 March 2022: Rs Nil)

25 Finance costs

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest Expense:		
Interest expense on loan from related party	258.90	15.48
Interest expense on cash credit	148.18	56.12
Interest expense on working capital facility	28.42	215.72
Interest Expense on Lease Liabilities	90.35	119.16
Interest expense on statutory dues	15.92	34.40
Other Borrowing costs	-	2.24
Total	**541.77**	**443.12**

26 Depreciation and amortization expenses

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation on Property, plant and equipments (refer note 5(a))	87.32	80.68
Amortisation on Intangible assets (refer note 7)	1.13	0.56
Depreciation on Right of Use assets (refer note 6)	452.27	462.08
Depreciation on Investment Property (refer note 5(b))	-	15.31
Total	**540.72**	**558.63**

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Notes forming part of the standalone financial statements for the year ended 31 March 2023

27 Other Expenses

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Rent	99.39	120.83
Electricity expenses	72.18	59.44
Communication expenses	82.73	68.01
Office maintenance	75.65	67.37
Printing & stationery	61.97	53.50
Repairs and Maintenance- Others	137.94	151.61
Subscription to Associations and Periodicals	10.07	20.31
Rates and taxes	44.44	53.68
Insurance	5.57	7.05
Travelling and Conveyance	169.83	205.82
Legal & Professional fees	6.50	2.90
Auditors' Remuneration (Net of GST Input Credit)		
- Statutory Audit	25.00	18.00
- Other services	2.75	-
- Out of pocket expenses	0.54	-
Bad Debts written off	-	163.67
Less: Provision for expected credit loss utilised	-	(163.67)
Software expenses	46.84	27.90
Corporate Social Responsibility expenses (refer note 43)	9.12	-
Donations	0.77	6.35
Bank Charges	52.91	64.93
Consultancy Fees	1,049.43	957.76
Provision for expected credit loss	56.33	-
Interest on PF Trust obligation (refer note 46)	(29.33)	20.76
Loss on Foreign Exchange Fluctuation (Net)	3.90	-
Fixed assets written off	37.55	4.32
Director sitting fees	0.07	-
Miscellaneous Expenses	67.39	62.00
Total	**2,089.52**	**1,972.55**

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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:

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
(a) Dues remaining unpaid to any supplier as at the end of the accounting year:		
(i) Principal amount remaining unpaid	535.35	144.91
(ii) Interest due thereon remaining unpaid	NIL	1.06
(b) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	3.83	NIL
(c) The amount of interest due and payable for the year of delay in making payment beyond the appointed day during the year	NIL	1.06
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
(e) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid.	NIL	NIL

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:

(Rs in lakhs)

Particulars		For the year ended 31 March 2023	For the year ended 31 March 2022
Basic Earnings per share	(A/B)	48.46	28.20
Diluted Earnings per share	(A/B)	48.46	28.20
Profit for the year used in the calculation of basic and diluted earnings per share	(A)	2,154.45	1,253.75
Weighted average number of equity shares*	(B)	44.46	44.46

*Basic and Diluted EPS for the year ended 31 March 2022, presented above have been retrospectively adjusted on account of business combination pursuant to the Scheme of Arrangement (refer note 45).

30 Lease Liability

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Non-Current	498.05	783.51
Current	437.40	393.42
	935.45	**1,176.93**

Movement in Lease Liabilities

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening Balance	1,176.93	1,469.63
Modifications	-	-12.51
Additions	174.38	93.99
Finance Costs	90.35	119.16
Payment of Lease liabilities	506.21	484.25
Rent concessions in respect of leases	-	9.09
Closing Balance	**935.45**	**1,176.93**

Contractual Maturity of lease liabilities (undiscounted):

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Less than one year	501.34	479.97
One to five years	518.71	817.76
More than five years	44.60	82.78
Total	**1,064.65**	**1,380.51**

Amounts recognised in Profit or Loss

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

Amount recognised in Cash Flows

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Total Cash outflow	506.21	484.25

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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:

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Employer's Contribution to Provident Fund	137.05	123.48
Employer's contribution to Employee's State Insurance Scheme	0.40	0.41
Total	**137.44**	**123.90**

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 standalone 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, legislative risk and Interest Risk

Actuarial Risk	The risks that benefits costs are more than expected. All assumptions used to compute the liability and cash-flows are a 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. For example; If assumed salary growth rates turns out to be lesser than reality - this could cause a risk that the provisions are 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 adjustment imposed for withdrawals done by the Sponsor at an untoward time except when the 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 amount 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, the surrender charges are minimal.
Legislative Risk	There could be changes to Regulation/legislation governing this Plan that could affect the Company adversely (for example, introduction of a minimum benefit). The changes in regulation could potentially increase the plan liabilities.
Interest Risk	A decrease in the interest rate will increase the plan liabilities, however this will be partially offset by an increase in the return of plan assets.

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 2023 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.

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

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Service Cost		
- Current Service Cost	33.97	36.67
- Net interest expense	-	(0.62)
Components of defined benefit costs recognised in profit or loss (A)	**33.97**	**36.05**
Remeasurement on the net defined benefit liability :		
- Remeasurement of Plan Assets	(2.86)	1.16
- Actuarial (gains) / loss arising form changes in financial assumptions	(18.69)	11.05
- Actuarial loss arising from experience adjustments	49.30	(1.71)
- Actuarial loss arising from Demographic assumptions	-	16.00
Components of defined benefit costs recognised in other comprehensive income (B)	**27.75**	**26.50**
Total (A) + (B)	**61.72**	**62.55**

(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 Standalone Balance Sheet arising from the entity's obligation in respect of defined benefit plan is as follows :

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Net Asset/(Liability) recognised in the Balance Sheet:		
Gratuity:		
Present value of defined benefit obligation	552.55	569.37
Fair value of plan assets	503.96	556.37
Surplus/(Deficit)	**(48.60)**	**(13.01)**
Non Current portion of the above	(48.60)	(13.01)
Current portion of the above	-	-
Total	**(48.60)**	**(13.01)**

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

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Present value of defined benefit obligation at the beginning of the year	569.37	497.01
Add: Acquired pursuant to the Scheme of Arrangement (refer note 45)	-	22.31
Expenses Recognised in the Statement of Profit and Loss:		
Service Cost		
- Current Service Cost	33.97	36.67
- Past Service Cost	-	-
- Interest Cost	31.38	33.31
Recognised in Other Comprehensive Income		
- Actuarial (Gain) / Loss arising from:		
i. Financial Assumptions	(18.69)	11.05
ii. Experience Adjustments	49.30	(1.71)
iii. Demographic Assumptions	-	16.00
Benefit payments	(112.78)	(45.26)
Present value of defined benefit obligation at the end of the year	**552.55**	**569.37**

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

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Fair value of plan assets at the beginning of the year	556.37	468.98
Add: Acquired pursuant to the Scheme of Arrangement (refer note 45)		17.87
Expenses Recognised in the Statement of Profit and Loss:		
- Expected return on plan assets	31.38	33.93
Recognised in Other Comprehensive Income		
Remeasurement gains / (losses) - Return on plan assets (excluding amount included in net interest expense)	2.86	(1.16)
Contributions by employer	26.13	82.01
Benefit payments	(112.78)	(45.26)
Fair Value of Plan assets at the end of the year	**503.96**	**556.37**

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(c) Movement in Net defined benefit obligation

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Net defined benefit liability / (asset) at the beginning of the year	13.01	28.03
Add: Acquired pursuant to the Scheme of Arrangement (refer note 45)	-	4.44
Amount recognised in Profit and Loss	33.97	36.05
Amount recognised as Other Comprehensive Income	27.75	26.50
Actual contribution by the sponsor	(26.13)	(82.01)
Net defined benefit liability/(asset) at the end of the year	**48.60**	**13.00**

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

Particulars	As at 31 March 2023	As at 31 March 2022
Discount rate	7.14%	6.12%
Expected rate of salary increase	5.00%	5.00%
Expected return on plan assets	6.12%	6.75%
Attrition Rate	14.00%	14.00%
Retirement Age	60.00	60.00
Mortality *	IALM 2012-14	IALM 2012-14

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

(g) Experience Adjustments

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Projected Benefit Obligation	552.55	569.37
Fair Value of Plan Assets	503.96	556.37
Deficit / (Surplus)	48.60	13.01
Experience Adjustments on Plan Liabilities - (Gains) / losses	(49.30)	1.71
Experience Adjustments on Plan Assets - losses / (Gains)	2.86	(1.16)

(h) Defined Benefit Obligation Sensitivity

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
DBO - Base Assumptions	552.55	569.37
Discount Rate: +1%	535.54	550.77
Discount Rate: -1%	570.81	589.40
Salary Escalation Rate: +1%	568.74	587.59
Salary Escalation Rate: -1%	536.77	551.86
Attrition Rate: 25% Increase	556.20	571.34
Attrition Rate: 25% Decrease	547.75	566.70

(i) Maturity Profile - Future Expected Payments

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Year 1	140.40	133.61
Year 2	109.39	115.67
Year 3	82.65	89.75
Year 4	109.94	71.03
Year 5	62.04	87.02
Years 6-10	149.85	149.23

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Best Estimate of contribution over the next year	78.80	45.02
Estimated term of liability in years (settlement-adjusted)	4.80	4.74

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(j) 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 2023	As at 31 March 2022
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 2023	As at 31 March 2022
Assumptions		
Discount Rate	7.14%	6.12%
Future Salary Increase	5.00%	5.00%
Attrition Rate	14.00%	14.00%
Mortality *	IALM 2012-14	IALM 2012-14

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

The following table sets out the status of the compensated absences and the amount recognised in the standalone financial statements:

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Expenses recognised during year:	21.19	4.15
Provision at year end:		
Non Current Portion	-	-
Current Portion	184.78	163.59

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32 Segment Reporting

The Company has a single operating segment i.e. "Integrated Marketing Communication" and for the purposes of resource allocation and assessment of performance focuses on this operating segment which is reported to the Chief Operating Decision Maker (CODM). Accordingly, the amounts appearing in the standalone financial statements relate to this operating segment.

33 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, 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.

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Borrowings	4,136.25	1,800.00
Leases	935.45	1,176.93
Less: Cash and cash equivalents	(323.56)	(2,126.44)
Net debt	**4,748.14**	**850.49**
Capital (Equity)	**6,367.06**	**4,437.38**
Net Debt + Capital	**11,115.20**	**5,287.87**
Gearing ratio	**0.43**	**0.16**

34 Financial Instruments - Accounting classification and fair values

Categories of financial instruments

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Financial assets*		
Measured at Fair Value		
Investment in Quoted Equity Instruments	31.02	26.35
Measured at Amortised Cost		
Investment in Unquoted Equity Instruments	-	0.50
Other Financial Assets - Current and Non Current	1,154.08	1,009.07
Trade Receivables	17,908.62	16,833.06
Cash and Cash Equivalents	323.56	2,126.44
Other Bank Balances	401.74	339.02
Loans	75.00	5,151.20
Financial liabilities		
Measured at amortised cost		
Borrowings	4,136.25	1,800.00
Trade Payables	18,335.18	21,292.10
Other Financial Liabilities	2,162.95	273.33

*other than investments in subsidiaries accounted at cost in accordance with Ind AS 27 'Separate Financial Statements'.

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:

(Rs in lakhs)

Particulars	Fair Value as at			
	As at 31 March 2023	As at 31 March 2022	Fair Value Hierarchy	Valuation techniques and key inputs
Financial assets				
Other investments				
Quoted equity shares	31.02	26.35	Tier I	Quoted share price in active

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 standalone financial statements approximate fair values and, accordingly, no disclosure of the fair value hierarchy is required to be made in respect of these assets/liabilities.

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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

(Rs in lakhs)

Particulars	Currency	As at 31 March 2023		As at 31 March 2022	
		Amount in Foreign Currency	Amount	Amount in Foreign Currency	Amount
Trade Payables	USD	0.51	46.47	1.69	127.92
Trade Receivables	USD	0.31	25.49	0.98	74.75

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

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 Indian Rupee 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 Indian Rupee strengthens 10% against the relevant currency. For a 10% weakening of the Indian Rupee against the relevant currency, there would be a comparable impact on the profit or equity and balance below would be negative.

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Impact on Statement of Profit and Loss for the year		
Increase by 10%	(2.10)	(5.32)
Decrease by 10%	2.10	5.32
Impact on total equity as at the end of the year		
Increase by 10%	(1.57)	(3.98)
Decrease by 10%	1.57	3.98

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

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Number of non-resident shareholders	-	1
Number of equity shares (Face Value of Rs. 10 each)	-	14.28
Dividend (excluding withholding tax)	-	51.41

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

(Rs in lakhs)

Non Derivative Financial Liabilities	Carrying amount	Total	Less than 1 year	1 to 5 years	5 years and above
As at 31 March 2023					
Borrowings	4,136.25	4,136.25	4,136.25	-	-
Lease liabilities (Non current and Current)	935.45	1,064.65	501.34	518.71	44.60
Trade Payable	18,335.18	18,335.18	18,335.18	-	-
Other Financial Liabilities	2,162.95	2,162.95	2,162.95	-	-
Total	**25,569.82**	**25,699.03**	**25,135.72**	**518.71**	**44.60**
As at 31 March 2022					
Borrowings	1,800.00	1,800.00	1,800.00	-	-
Lease liabilities (Non current and Current)	1,176.93	1,380.51	479.97	817.76	82.78
Trade Payable	21,292.10	21,292.10	21,292.10	-	-
Other Financial Liabilities	273.33	273.33	273.33	-	-
Total	**24,542.36**	**24,745.94**	**23,845.40**	**817.76**	**82.78**

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. 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

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 and Loans

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 9 and 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 erstwhile holding company was expected to be realised based on contractual terms and during the current year the Company has fully recovered the loan amount.

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 standalone 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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Notes forming part of the standalone financial statements for the year ended 31 March 2023

36 **Ratio Analysis and its elements**

(Rs in lakhs)

Ratio	For the year ended 31 March 2023	For the year ended 31 March 2022	% variance	Reason for variance
Current ratio (times)	0.80	1.11	-28.15%	Refer Note 1
Debt- Equity Ratio (times)	0.80	0.67	18.73%	Refer Note 2
Debt Service Coverage ratio (times)	-2.34	0.88	-367.50%	Refer Note 3
Return on Equity ratio (%)	9.97%	8.03%	24.12%	Less than 25%
Inventory Turnover ratio (times)	-	-	Not Applicable	Not Applicable
Trade Receivable Turnover Ratio (times)	3.63	3.41	6.73%	Less than 25%
Trade Payable Turnover Ratio (times)	-2.18	-2.00	8.91%	Less than 25%
Net Capital Turnover Ratio (times)	-12.32	20.34	-160.59%	Refer Note 4
Net Profit ratio (%)	14.96%	11.30%	32.31%	Refer Note 5
Return on Capital Employed (%)	29.89%	26.21%	14.03%	Less than 25%
Return on Investment (%)	-	-	Not Applicable	Not Applicable

Formulae used for calculation:

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 utilised the opening cash balance of Rs 2,126.44 lakhs and the Payables have decreased by approx. Rs 1,000.00 lakhs resulting in the decrease in the current ratio.

2 During the year, the Company has borrowed from group companies resulting in the increase in the debt equity ratio.

3 During the year, despite the Profit for the Year increasing as compared to the previous year, the Company has borrowed Rs. 4,136 lakhs (net) from group companies resulting in the decrease in the debt service coverage ratio.

4 This decrease is attributable to the company's increase in working capital and inter company borrowings during the current period.

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

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37 Related Party Transactions

37.1 Names of Related Parties and Nature of Relationship

Relationship	Name of Related Party
Holding Company	Hansa Vision India Private Limited (up till 7 February 2023)
Subsidiaries	Hansa Research Group Private Limited* Hansa Customer Equity Private Limited# Dsquare Solutions Private Limited#$ Hansa Direct Private Limited#$ Autosense Private Limited#$ Hansa Marketing Services LLC#$ Hansa Marketing Services Private Limited#$
Companies under common control^	Hansa Marketing Services Pte. Ltd. Hansa Estates Private Limited Hansa Holdings Private Limited Hansa Marketing Services USA, Inc Hansa Vision India Private Limited (w.e.f. 8 February 2023)
Key Management Personnel	Mr. Srinivasan K Swamy- Managing Director Mr. Narasimhan K Swamy- Whole time Director Mrs. Sangeetha Narasimhan - Whole time Director Mr Rajeev Newar - Group CFO (w.e.f. 5 July 2022) Mr Desikan Rajagopalan - Company Secretary
Relatives of Key Management Personnel^	Mrs. Sruti Swamy Mrs. Sudha Srinivasan
Firms/AOPs/Trusts/Companies in which directors are interested^	Continued Medical Education Foundation of India Centre of Excellence For Clinical Studies Asian Society of Continuing Medical Education

* Fellow subsidiary up till 28 July 2022
# Fellow subsidiary up till 11 August 2022
$ Subsidiary through Hansa Customer Equity Private Limited
^ Parties whom there were transactions during the year

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

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37.2 Transactions with the Related Parties

(Rs in lakhs)

Transaction	Related Party	For the year ended 31 March 2023	For the year ended 31 March 2022
Income			
Rendering of services	Hansa Research Group Private Limited	-	62.50
Rendering of services	Hansa Estates Private Limited	0.54	-
Rendering of services	Hansa Customer Equity Private Limited	-	104.00
Rendering of services	Hansa Marketing Services USA, Inc	11.07	-
Rendering of services	Asian Society of Continuing Medical Education	30.00	-
Rendering of services	Centre of Excellence For Clinical Studies	39.64	-
Rendering of services	Continued Medical Education Foundation of India	110.36	-
Interest income	Hansa Vision India Private Limited	155.83	157.37
Interest income	Hansa Estates Private Limited	-	111.13
Facility sharing income	Hansa Research Group Private Limited	52.74	47.05
Facility sharing income	Hansa Customer Equity Private Limited	7.42	10.67
Facility sharing income	Hansa Estates Private Limited	-	12.14
Reimbursement of expenses recovered	Hansa Research Group Private Limited	110.80	-
Reimbursement of expenses recovered	Hansa Customer Equity Private Limited	120.04	-
Reimbursement of expenses recovered	Hansa Vision India Private Limited	74.41	-
Expenses			
Interest expense	Hansa Research Group Private Limited	99.20	7.24
Interest expense	Hansa Customer Equity Private Limited	114.83	0.88
Interest expense	DSquare Solutions Private Limited	-	7.36
Interest expense	Hansa Estates Private Limited	6.22	-
Interest expense	Hansa Vision India Private Limited	38.65	-
Office Expenses	Hansa Vision India Private Limited	-	0.33
Office Expenses	Hansa Holdings Private Limited	0.42	0.35
Reimbursement of expenses	Hansa Holdings Private Limited	-	0.35
Receipt of services	Hansa Vision India Private Limited	-	0.45
Receipt of services	Hansa Research Group Private Limited	15.58	22.63
Receipt of services	Hansa Customer Equity Private Limited	5.52	-
Receipt of services	Hansa Holdings Private Limited	3.35	31.18
Purchase of Property, plant and equipment	Hansa Customer Equity Private Limited	-	1.96
Rent	Hansa Customer Equity Private Limited	12.54	12.54
Rent	Hansa Vision India Private Limited	93.00	93.00
Rent	Ms. Sudha Srinivasan	6.00	6.00
Rent	Hansa Research Group Private Limited	10.23	9.60
Remuneration	Mr. Srinivasan K Swamy	106.01	57.92
Remuneration	Mr. Narasimhan K Swamy	106.01	57.37
Remuneration	Ms. Sangeetha Narasimhan	103.21	37.56
Remuneration	Mr Rajeev Newar	245.00	62.46
Remuneration	Mr. Desikan Rajagopalan	18.45	13.97
Remuneration	Mrs. Sruti Swamy	24.00	20.48
Travel Advance given	Mr. Narasimhan K Swamy	-	3.00
Travel Advance repaid	Mr. Narasimhan K Swamy	-	3.00
Others			
Dividend Paid	Hansa Vision India Private Limited	204.00	105.88
Dividend Paid	Mr. Srinivasan K Swamy	-	0.10
Dividend Paid	Mr. Narasimhan K Swamy	-	0.10
Loan Advanced	Hansa Vision India Private Limited	1,300.00	5,011.27
Loan Advanced	Hansa Estates Private Limited	-	842.51
Loan Recovered	Hansa Estates Private Limited	-	2,103.28
Loan Recovered	Hansa Vision India Private Limited	6,376.20	1,829.34
Trade Advance Refunded	Hansa Holdings Private Limited	-	1,013.92
Trade Receivables Collected	Hansa Holdings Private Limited	-	56.77
Business Advance Given	Continued Medical Education Foundation of India	-	25.00
Business Advance Recovered	Continued Medical Education 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	2,400.00	500.00
Loan received	Hansa Customer Equity Private Limited	2,025.00	500.00
Loan received	Hansa Vision India Private Limited	833.00	-
Loan received	Hansa Estates Private Limited	350.00	

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37.2 Transactions with the Related Parties *(Continued)*

Transaction	Related Party	For the year ended 31 March 2023	For the year ended 31 March 2022
Repayment of loan	Hansa Customer Equity Private Limited	-	500.00
Repayment of loan	Hansa Research Group Private Limited	700.00	606.13
Repayment of loan	Hansa Estates Private Limited	350.00	-
Repayment of loan	Dsquare Solutions Private Limited	-	200.00
Repayment of loan	Ms. Sangeetha Narasimhan	-	100.00
Repayment of loan	Hansa Vision India Private Limited	421.75	-

37.3 Outstanding balances at the end of the reporting period

(Rs in lakhs)

Transaction	Related Party	As at 31 March 2023	As at 31 March 2022
Other Financial Assets - Rental Deposit (FV)	Hansa Vision India Private Limited	366.79	398.97
Financial Assets - Loans	Hansa Vision India Private Limited	-	5,076.20
Financial Assets - Loans	Hansa Estates Private Limited	-	51.40
Other Financial Assets -Other receivables	Hansa Vision India Private Limited	178.47	-
Financial Liabilities - Loans	Hansa Research Group Private Limited	1,700.00	-
Financial Liabilities - Loans	Hansa Vision India Private Limited	411.25	-
Financial Liabilities - Loans	Hansa Customer Equity Private Limited	2,025.00	-
Trade Receivables	Hansa Vision India Private Limited	-	98.25
Trade Receivables	Hansa Customer Equity Private Limited	-	117.41
Trade Receivables	Asian Society of Continuing Medical Education	32.40	-
Trade Receivables	Centre of Excellence For Clinical Studies	21.62	-
Trade Receivables	Continued Medical Education Foundation of India	44.03	-
Expenses recoverable	Hansa Research Group Private Limited	93.84	-
Expenses recoverable	Hansa Customer Equity Private Limited	105.24	-
Expenses recoverable	Hansa Vision India Private Limited	66.97	-
Other financial Assets - Interest Receivable	Hansa Vision India Private Limited	-	296.42
Other financial liabilities - Other payable	Hansa Vision India Private Limited	-	272.45
Other financial liabilities - Interest accrued	Hansa Customer Equity Private Limited	-	0.88
Trade Payables	Hansa Holdings Private Limited	4.05	-
Trade Payables	Hansa Customer Equity Private Limited	5.83	-
Trade Payables	Hansa Research Group Private Limited	-	4.63
Trade Payables	Continued Medical Education Foundation of India	-	22.99

Notes:

1. The Company has given corporate guarantee to bank in favour of loan taken by Hansa Research Group Private Limited from bank. The same is outstanding at year end.

2. Hansa Vision India Private Limited has given corporate guarantee in earlier years to bank in favour of cash credit and working capital demand loan taken by the Company. The same is outstanding as at year end.

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:

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Short Term Employee Benefits		
Mr. Srinivasan K Swamy	106.01	57.92
Mr. Narasimhan K Swamy	106.01	57.37
Ms. Sangeetha Narasimhan	103.21	37.56
Mr Rajeev Newar	245.00	62.46
Mr. Desikan Rajagopalan	18.45	13.97

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R K SWAMY PRIVATE LIMITED

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

(Rs in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Claims against the Company not acknowledged as Debts:		
Taxation matters		
Income Tax	289.25	185.99

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 **Utilisation of Borrowed Funds**

a.) 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).

43 **Corporate Social Responsibility:**
As per Section 135 of the Companies Act 2013 (the Act), the Company was required to spend Rs 8.72 lakhs, being 2% of the average net profits for the three immediately preceding financial years (calculated in accordance with the provisions of Section 198 of the Act), in pursuance of its Corporate Social Responsibility Policy. A CSR committee has been formed by the Company as per the Act.

(Rs in lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
(i) Gross amount required to be spent by the Company	8.72	NA
(ii) Amount of expenditure incurred:		
(a) Construction/Acquisition of any asset	-	NA
(b) On purposes other than (i) above	9.12	NA
(iii) shortfall at the end of the year,	-	NA
(iv) total of previous years shortfall,	-	NA
(v) reason for shortfall	-	NA
The Company has during the year contributed towards Point ii(b) of the Schedule VII of the Companies Act 2013 which is promoting education and protection of culture, heritage and food for the underprivileged people.		

44 Dividends paid during the year ended 31 March 2023 include an amount of Rs 5.00 per equity share towards final dividend for the year ended 31 March 2022. Dividends paid during the year ended 31 March 2022 include an amount of Rs 4.00 per equity share towards final dividend for the year ended 31 March 2021.

Dividends declared by the Company are based on profits available for distribution. On 16 June 2023, the Board of Directors of the Company have proposed a final dividend of Rs 4.00 per share in respect of the year ended 31 March 2023. Proposed dividend is subject to the approval of shareholders at the Annual General Meeting and if approved, would result in a cash outflow of Rs. 177.83 lakhs.

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45 Accounting for the Scheme of Arrangements

The Board of Directors of Hansa Vision India Private Limited (Holding company before demerger) and Board of Directors of the Company at their respective meeting held on 8 November 2022, approved the Scheme of Arrangement of Demerger of the Marketing Communication and Allied Businesses division ("MARCOM" or "demerged undertaking") of Hansa Vision India Private Limited ("HVIPL" or "Demerged Company"), and transfer to the Company ("Resulting Company") under section 233 read with section 230 to 232 of the companies Act,2013, with effect from 1 September 2022, ("The Appointment Date") subject to obtaining necessary approvals of Regional Director (RD) at Chennai.

The said Scheme received the approval of the Regional Director and other statutory and regulatory authorities on 24 January 2023 The Scheme has become effective from 8 February 2023.

As per the share swap ratio approved by RD in its Order, the Company has allotted Equity Shares in the ratio of 1,000 Equity Shares of Rs 10 each for every 6,660 Equity Shares of Rs 10 each held by the shareholders of HVIPL. Therefore, the Company has issued 44,45,714 Equity Shares of Rs 10 each ("New Equity Shares") to Shareholders of HVIPL. Further, as per the Order, existing Equity Shares of the Company held by HVIPL comprising of 40,80,000 shares (including 14,33,000 equity shares acquired during the current year) of Rs 10 each stand cancelled. Hence, HVIPL ceases to continue as Holding Company w.e.f. 8 February 2023.

The Merger is accounted as per the "pooling of interest" method since the conditions as per the requirements of Ind AS 103 – Business Combinations of entities under common control are met. Further, previous year numbers have been restated as per the requirements of Ind AS 103 from the earliest period presented i.e 1 April 2021, as if the Appointed date is 1 April 2021. Accordingly, the carrying values of the assets and liabilities pertaining to the MARCOM Division as appearing in the standalone financial statements of the Demerged Company have been recorded in the books of the Company. All the transaction of MARCOM Division were carried out on behalf the Company and the same is recorded as receivables as at 31 March 2023 (payable as at 31 March 2022) from the Demerged Company.

Book value of assets and liabilities as on 1 April 2021 related demerged undertaking are as under:

(Rs in lakhs)

Particulars		1 April 2021
Assets		
Property, Plant and Equipment		48.99
Deferred Tax Assets (net)		22.24
Trade receivables		319.56
Other Current Assets		428.27
	(A)	**819.06**
Liabilities		
Non-current provisions		4.43
Trade payables		893.91
Other Current Liabilities		92.27
	(B)	**990.62**
Net assets acquired C (A-B)		(171.55)
New Shares issued (D)		444.57
Cancellation of existing share capital of the Company (E)		408.00
Capital reserve (C-D+E) (refer note 15)		(208.13)

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46 Investments in IL&FS Securities by Provident Fund Trust administered by the Company and related accounting

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 financial year ended 31 March 2022.

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 Appellate 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. 417.14 lakhs to the PF Department, comprising of Rs. 331.00 lakhs of the principal portion and Rs. 86.44 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. 331.00 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. 29.54 lakhs has been accounted in retained earnings and interest differential for the periods ended 31 March 2021 and 31 March 2022 of Rs. 36.14 lakhs and Rs. 20.76 lakhs has been accounted in the Statement of Profit and Loss for these periods, respectively.

As part of ongoing proceeding before NCLAT, the Company has received Rs. 29.33 lakhs against the said investment which the Company has accounted as income in current year.

47 <u>Additional Disclosures</u>

(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 classified 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.

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R K SWAMY PRIVATE LIMITED

R K SWAMY PRIVATE LIMITED (FORMERLY KNOWN AS R.K. SWAMY BBDO PRIVATE LIMITED)
Notes forming part of the standalone financial statements for the year ended 31 March 2023

47 Additional Disclosures *(Continued)*

(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.

For and on behalf of the **Board of Directors**
R K Swamy Private Limited
CIN: U74300TN1973PTC006304

Deloitte Haskins & Sells
Chennai

Srinivasan K Swamy
Managing Director
DIN: 00505093

Place : Mumbai
Date : 16 June 2023

Narasimhan K Swamy
Whole time Director
DIN: 00219883

Place : Mumbai
Date : 16 June 2023

Desikan Rajagopalan
Company Secretary
Membership No: A28348

Place : Mumbai
Date : 16 June 2023

Rajeev Newar
Group CFO

Place : Mumbai
Date : 16 June 2023