



# **ANNUAL REPORT**

## **2021-22**

# LEROC MEDIA SERVICES PRIVATE LIMITED

CIN: U74300KA2007PTC042616

REG. OFFICE ADDRESS: #826, SREE RV PLAZA, 2ND & 3RD FLOOR, 5TH A CROSS, HRBR 1  
BLOCK, BANASWADI, KALYAN NAGAR, BANGALORE 560043, KARNATAKA

Email ID: [bose@leroc.in](mailto:bose@leroc.in)

## NOTICE OF ANNUAL GENERAL MEETING

To  
The Members  
Board of Directors &  
Statutory auditors

Shorter Notice is hereby given that the Fifteenth Annual General Meeting of M/s Leroc Media Services Private Limited will be held on Friday, the 30<sup>th</sup> day of September, 2022 at 11.00 A.M. (IST) at #826, Sree RV Plaza, 2nd & 3rd Floor, 5th A Cross, HRBR 1 Block, Banaswadi, Kalyan Nagar, Bangalore 560043, Karnataka to transact the following the business:

### ORDINARY BUSINESS:


1. ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31<sup>ST</sup>, 2022 TOGETHER WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON.

*To consider and, if thought fit, to pass following resolution as an Ordinary Resolution:*

"RESOLVED THAT the audited financial statements of the Company which includes Balance Sheet as at March 31, 2022 and the Statement of Profit & Loss for the financial year ended 31<sup>st</sup> March, 2022 along with the Schedules and Notes appended thereto, reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

Date: 28/09/2022  
Place: Bangalore

For Leroc Media Services Private Limited

  
Apreme George Bose  
Director

DIN: 01513856

Address: No. 230/1, Ferns Residency,  
Kuarayanapura, Kothnur, Dr Sivarama  
Karanth Nagar, Near Kristu Jayanti Col,  
Bangalore, Karnataka- 560077



**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company at least 48 hours before the meeting. The Proxy Form is annexed hereto as **Annexure I**.
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is not required.
3. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of Annual General meeting of the Company.
4. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure II** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
5. Route map and land mark details for the venue of general meeting are as below:



## DIRECTORS' REPORT

### TO THE MEMBERS OF M/S LEROC MEDIA SERVICES PRIVATE LIMITED

Your Directors have pleasure in presenting the 15<sup>th</sup> Directors' Report and the Audited Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2022.

### FINANCIAL HIGHLIGHTS

Particulars	(Rs.)	
	For the year ended March 31 <sup>st</sup> , 2022	For the year ended March 31 <sup>st</sup> , 2021
Total Income	32,68,02,000	20,77,61,000
Total expenditure	27,85,90,000	17,69,73,000
<b>Profit/(Loss) before tax</b>	<b>4,82,12,000</b>	<b>3,07,87,000</b>
<b>Provision for Tax</b>		
Current year / MAT	1,22,66,000	79,03,000
Deferred Tax	-2,11,000	-6,93,000
<b>Profit/ (Loss) after tax</b>	<b>3,61,57,000</b>	<b>2,35,77,000</b>

### REVIEW OF OPERATIONS

The Company during the financial year has incurred profit of Rs. 3,61,57,000/-. The company expects to earn more profit in the coming years.

### MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

There were no material changes and commitments affecting the financial position of the Company during the financial year under review.

### DIVIDEND

Company has not declared any dividend during the financial year under review.

### CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business carried on by the Company during the financial year under review.

### TRANSFER TO RESERVE

The entire amount of profit is carried forward to reserve for the financial year ended March 31<sup>st</sup>, 2022.

#### **NUMBER OF MEETINGS OF THE BOARD:**

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The Board met 6 (Six) times during the financial year.

<b>Sl. No</b>	<b>Board Meeting date</b>
1	08/04/2021
2	23/06/2021
3	15/09/2021
4	07/11/2021
5	22/11/2021
6	14/03/2022

#### **COMMITTEES OF THE BOARD:**

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The provisions of Section 177, 178 and 135 of the Companies Act, 2013 does not apply to the Company as the Company does not fall under the prescribed category. Therefore, the compliance with the aforesaid Section does not arise.

#### **CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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No change in Directors during the financial year under review.

#### **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

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The Company has no subsidiary/Joint Ventures /Associate Companies as defined under the Companies Act, 2013.

#### **DEPOSITS**

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During the year under report, the Company has not accepted any fixed deposits falling under the provisions of section 73 of the Companies Act, 2013 ('the Act').

#### **STATUTORY AUDITORS**

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M/s. DJHS & Associates, Chartered Accountants (Firm Registration No. 012553S), were appointed as Statutory Auditors of the Company in the Annual General Meeting held on 30<sup>th</sup> November, 2021 will continue to hold the office for five years from the date of appointment.

#### **AUDITOR'S REPORT**

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The Auditor's Report does not contain any qualification, reservation or adverse remark or disclaimer.

### **REPORTING OF FRAUD BY AUDITOR [SECTION 134(3)(CA) AND 143(12)]**

There are no frauds reported by auditors pursuant to the proviso of Section 134 (3) (ca) and 143(12) of the Companies Act, 2013.

### **COMPANY'S POLICY RELATING TO DIRECTOR'S APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial Remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

### **COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Company complies with the Secretarial Standards on Meetings of the Board of Directors ("SS-1") and Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) and as approved by the Central Government

### **THE WEB ADDRESS, IF ANY, WHERE ANNUAL RETURN REFERRED TO IN SUB-SECTION (3) OF SECTION 92 HAS BEEN PLACED:**

The Company is not having website of its own. Hence, the web address where annual return referred to in sub-section (3) of Section 92 has been placed is not provided.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT**

The Company has not given any loans, guarantees or made any investment during the year under review.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The Company has entered into the transaction with related party as per the provisions of the Companies Act, 2013 during the financial year as detailed in Form AOC-2 which is annexed to this Board Report as **Annexure-1**.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Not Applicable

### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

Not Applicable

## **RISK MANAGEMENT POLICY**

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

## **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

The Company has no subsidiary/Joint Ventures /Associate Companies as defined under the Companies Act, 2013.

## **DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has, in all material respects, an adequate internal financial controls system over financial statement and such internal financial controls over financial statement were operating effectively as at March 31<sup>st</sup>, 2022.

## **DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

The Company has in place an Anti-Sexual Harassment Policy on lines with the requirements of the sexual harassment of women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013. All the employees of the Company either they are permanent, contractual, temporary or trainees, are covered by the policy.

The following is a summary of sexual harassment complaints received and disposed of during the Financial Year ended March 31<sup>st</sup>, 2022:

No. of complaints received: NIL

No. of complaints disposed off: NIL

No. of cases pending: NIL

## **DECLARATION OF INDEPENDENT DIRECTORS:**

The provisions of Section 149 for appointment of Independent Directors do not apply to the Company.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **EMPLOYEES**

Being a Private Company, the provisions of 197 (12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company.

#### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There were no orders passed by the regulators or courts or tribunals during the period under review impacting the going concern status and company's operations in future.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

##### **A) Conservation of energy:**

The steps taken or impact on conservation of energy	Your Company has taken necessary measures to conserve and minimize use of energy, wherever possible.
The steps taken by the company for utilizing alternate sources of energy	Nil
The capital investment on energy conservation equipment's	Nil

##### **B) Technology absorption:**

The efforts made towards technology absorption	The Company has not carried out any Technology Absorption work during the period under review.
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The benefits derived like product improvement, cost reduction, product development or import substitution etc.	Not Applicable
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
▪ The details of technology imported	There is no technology imported during the period under review
▪ Year of Import	Not Applicable
▪ whether the technology been fully absorbed	Not Applicable
▪ If not fully absorbed, areas where has not taken place, reasons thereof.	Not Applicable
The expenditure incurred on Research and Development	Nil

**C) Foreign exchange earnings and Outgo:**

- Foreign Exchange earned during the year in terms of actual inflows - Rs. 68,20,000/-
- Foreign Exchange outgo during the year in terms of actual outflows - Rs. 53,21,000/-


**MAINTENANCE OF COST RECORDS AND COST AUDIT**

Not Applicable.

**ACKNOWLEDGEMENT**

Your Directors would like to thank Shareholders, Financial Institutions, Bankers and other business associates for their sustained support, patronage and cooperation.

**For Leroc Media Services Private Limited**

  
**Apreme George Bose**  
**Director**  
**DIN: 01513856**



  
**Gramy Bose**  
**Director**  
**DIN: 02674460**

**Date: 28/09/2022**  
**Place: Bangalore**

**ANNEXURE 1 - BOARD'S REPORT**

**FORM NO. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO:**

<b>1.</b>	<b>Details of contracts or arrangements or transactions not at arm's length basis</b>	
a)	Name(s) of the related party and nature of relationship	<p>The Company declares that all contracts/arrangements entered into with related parties referred to section 188(1) of the Companies Act, 2013 are at Arm's Length basis only.</p>
b)	Nature of contracts / arrangements / transactions	
c)	Duration of the contracts / arrangements / transaction	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Printree Custom Creations Private Limited- Entity with Common Directors	Purchase of goods	--	3,15,26,000	NA	NA

For Leroc Media Services Private Limited

  
**Apreme George Bose**  
 Director  
 DIN: 01513856



  
**Gramy Bose**  
 Director  
 DIN: 02674460

Date: 28/09/2022  
 Place: Bangalore

## INDEPENDENT AUDITOR'S REPORT

To the Members of Leroc Media Services Private Limited

Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of Leroc Media Services Private Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss, Cash and Flow Statement and notes to the financial statement including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act read with the Companies (Accounting standards) Rule, 2021 ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022 and profit for the year ended on that date.

### Basis for Opinion

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

### Information other than the financial statements and auditors' report thereon

The Company's Board of Directors is responsible for the other information. The other information comprise the information included in the Board's report, but does not include the financial statements and our auditor's report thereon, The Board's report is expected to be made available to us after the date of this auditor's report.

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



**INDEPENDENT AUDITOR'S REPORT (continued)**  
**To the Members of Leroc Media Services Private Limited**

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Board's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Management's Responsibility for the Financial Statements**

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

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

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

**Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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



**INDEPENDENT AUDITOR'S REPORT (continued)**  
**To the Members of Leroc Media Services Private Limited**

- Obtain an understanding of internal controls 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 system with reference to 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance sheet, Statement of Profit and Loss and Cash flow statement dealt with by this report are in agreement with the books of account.



**INDEPENDENT AUDITOR'S REPORT (continued)**  
**To the Members of Leroc Media Services Private Limited**

- d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, by virtue of MCA notification dated 13 June 2017, the same is not applicable to the Company and hence not reported upon with reference to the financial statements of the Company and the operating effectiveness of such controls.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations as at 31 March 2022 on its financial position in its financial statements (Refer note 23).
  - 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 its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and



**INDEPENDENT AUDITOR'S REPORT (continued)**  
**To the Members of Leroc Media Services Private Limited**

- c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. The Company has neither declared nor paid any dividend during the year.

For **D J H S & Associates**  
*chartered accountants*  
Firm registration number: 012553S



**Tanuj Jain**  
*Partner*  
Membership number: 424120  
UDIN: 22424120AVXFNF2680

Place: Bengaluru  
Date: 28 September 2022





**INDEPENDENT AUDITOR'S REPORT (continued)**  
**To the Members of Leroc Media Services Private Limited**

**"Annexure A" to the Independent Auditor's Report on the financial statements of Leroc Media Services Private Limited for the year ended 31 March 2022**

With reference to Annexure A referred to in the Independent Auditor's Report to the member of the Company on the accompanying financial statements for the year ended 31 March 2022. We report the following:

- i. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;  
  
(B) The Company do not have any intangibles as on 31 March 2022 and therefore, provisions of clause 3(1)(b) of the Order are not applicable to the Company.
  - a) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals, in our opinion, the coverage and procedure of such verification is appropriate. No material discrepancies were noticed on such verification.
  - b) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable property included in property, plant and equipment.
  - c) The company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - d) No proceedings have been initiated during the year or are pending against the company as at 31 March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. a) The inventories (excluding stocks with third parties) have been physically verified by the management at reasonable interval during the year. In our opinion, the coverage and procedure of such verification is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed at the time of verification. In respect of inventory lying with third parties, these have substantially been confirmed by them.  
  
b) The Company has not been sanctioned working capital limits in excess of INR 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ("the Act"). Accordingly, provisions of clause 3(iii) of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, there are no loans, investments, guarantees and security given in respect of which provisions of section 185 and 186 of the Act are applicable. Accordingly, the provisions of clause 3(iv) of the Order are not applicable to the Company.



**INDEPENDENT AUDITOR'S REPORT (continued)**  
**To the Members of Leroc Media Services Private Limited**

- v. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Income-tax, Goods and services tax, Cess and any other material statutory dues have generally been regularly deposited with the appropriate authorities. As explained to us, the Company did not have any dues on account of Sales-tax, Service-tax, Employees' State Insurance, Duty of customs, Duty of excise and Value added tax during the year.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State insurance, Income-tax, Goods and Service-tax, Duty of customs, Cess and any other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no disputed dues referred to in (a) above which have not been deposited by the company on account of dispute.
- viii. According to the information and explanations given to us and records of the Company examined by us, we report that there are no instances of transactions that has been surrendered or disclosed as income during the year in the tax assessments under the income tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) The company has not availed any funds on short term basis and therefore paragraph 3(ix)(d) of the order is not applicable to the company.
- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and therefore paragraph 3(ix)(e) of the order is not applicable to the company.



**INDEPENDENT AUDITOR'S REPORT (continued)**  
**To the Members of Leroc Media Services Private Limited**

- (f) The company has not raised any loans during the year and therefore paragraph 3(ix)(f) of the order is not applicable to the company.
- x. (a) The Company has not raise money by way of initial public offer or further public offer (including debt instruments) during the year. Thus paragraph 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year and therefore Para 3(x)(b) of the Order is not applicable to the Company.
- xi. a) According to the information and explanations given to us, no material fraud on the Company by its officers or employees or fraud by the Company has been noticed or reported during the year. Hence, provisions of the clause 3 (xi)(a) is not applicable to the company.
- b) According to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.
- c) According to the information and explanations given to us, we have not received any whistle blower complaints during the year and therefore Para 3(xi)(c) of the Order is not applicable to the Company.
- xii. According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company and the Nidhi Rules, 2014 is not applicable to it. Hence, para 3(xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with the related parties are in compliance with section 188 of the Act, where applicable and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. The Company is a private limited Company under the definition of the Companies Act, 2013, hence the provisions of Section 177 of the Act is not applicable to the Company.
- xiv. The Company is not required to appoint an internal auditor as per the provisions of section 138 of Companies Act, 2013. Therefore, provision of the clause 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, The Company has not entered into any non-cash transactions with directors / persons connected with him as stipulated under section. 192 of the Act. Therefore, provisions of the clause 3(xv) of the Order is therefore not applicable to the Company.
- xvi. a) According to the information and explanations given to us and in our opinion the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) and (b) of the Order is not applicable.



**INDEPENDENT AUDITOR'S REPORT (continued)**  
**To the Members of Leroc Media Services Private Limited**

- c) According to the information and explanations given to us and in our opinion, Company is not a core investment company (CIC) as defined in the regulations made by the Reserve Bank of India. Para 3(xv) (c) and (d) of the Order is therefore not applicable to the Company.
- xvii. The company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year. Hence, the requirement of paragraph 3 (xvii) of the order is not applicable to the Company.
- 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 realisation 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. According to the information and explanations given to us and based on our examination of the records of the Company, the provisions of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility are not applicable to the Company. Hence, provisions of the clause 3(xx) of the order is not applicable to the company.

For **D J H S & Associates**  
*Chartered accountants*  
Firm registration number: 012553S



**Tanuj Jain**  
*Partner*  
Membership number: 424120  
UDIN: 22424120AVXFNF2680

Place: Bengaluru  
Date: 28 September 2022



**Leroc Media Services Private Limited**

**Balance Sheet as at 31 March 2022**

Rs. in thousands except share and per share data, unless stated otherwise)

	Notes	As at 31 March 2022	As at 31 March 2021
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	100	100
Reserves and surplus	3	1,10,289	74,131
		<u>1,10,389</u>	<u>74,231</u>
<b>Non-current liabilities</b>			
Long-term provisions	4	1,925	1,130
Other non-current liabilities	6	-	1,897
		<u>1,925</u>	<u>3,027</u>
<b>Current liabilities</b>			
Trade payables			
- total outstanding dues to micro enterprises and small enterprises (Refer note 29)	7	6,750	7,893
- total outstanding dues to creditors other than micro enterprises and small enterprises	7	48,454	34,485
Short-term provisions	4	131	343
Other current liabilities	6	7,897	18,223
		<u>63,232</u>	<u>60,944</u>
		<u>1,75,546</u>	<u>1,38,202</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	8	4,147	3,838
Long-term loans and advances	9	361	364
		<u>4,508</u>	<u>4,202</u>
<b>Current assets</b>			
Current investments	10	-	2,010
Inventories	11	330	3,397
Deferred tax asset, (net)	5	880	669
Trade receivables	12	82,351	59,228
Cash and bank balances	13	1,630	18,649
Short-term loans and advances	9	556	2,924
Other current assets	14	85,293	47,122
		<u>1,71,038</u>	<u>1,34,000</u>
		<u>1,75,546</u>	<u>1,38,202</u>

Summary of significant accounting policies 1

The accompanying notes from 1 to 32 are an integral part of the financial statements.

As per our report of even date

**For DJHS & Associates**

Chartered Accountants

ICAI firm registration number: 012553S

Tanuj Jain  
Partner

Membership number: 424120  
UDIN: 22424120AVXFNF2680

Place: Bengaluru  
Date: 28 September 2022

For and on behalf of the Board of Directors of

**Leroc Media Services Private Limited**

CIN No: U74300KA2007PTC042616

Aprema George Bose  
Director

DIN: 01513856

Place: Bengaluru  
Date: 28 September 2022

Gramy Bose  
Director

DIN: 02674460

Place: Bengaluru  
Date: 28 September 2022



**Leroc Media Services Private Limited**

**Statement of Profit and Loss for the year ended 31 March 2022**

Rs. in thousands except share and per share data, unless stated otherwise)

	Notes	Year ended 31 March 2022	Year ended 31 March 2021
<b>Income</b>			
Revenue from operations	15	3,20,254	2,02,022
Other income	16	6,548	5,739
		<u>3,26,802</u>	<u>2,07,761</u>
<b>Expenses</b>			
Purchases of material and services	17	2,45,820	1,49,684
Changes in inventories	18	3,067	(3,397)
Employee benefits expense	19	18,157	13,936
Depreciation and amortization expense	8	921	826
Other expenses	20	10,624	15,924
		<u>2,78,590</u>	<u>1,76,973</u>
<b>Profit before tax</b>		<b>48,212</b>	<b>30,787</b>
<b>Tax expenses</b>			
Current tax		12,266	7,903
Deferred tax charge/ (credit)	5	(211)	(693)
<b>Total tax expense</b>		<u>12,055</u>	<u>7,210</u>
<b>Profit for the year</b>		<u>36,157</u>	<u>23,577</u>

**Earnings per share [nominal value of share Rs. 10]**

Basic/Diluted (Rs.)	3,615.75	2,357.74
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**Weighted average number of shares used in computing earning per share**

Basic/Diluted (Nos. in 1000's)	10	10
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**Summary of significant accounting policies**

1

The accompanying notes from 1 to 32 are an integral part of the financial statements.

As per our report of even date

**For D J H S & Associates**

Chartered Accountants

ICAI firm registration number: 0125535



**Tanuj Jain**  
Partner

Membership number: 424120  
UDIN: 22424120AVXFNF2680

Place: Bengaluru  
Date: 28 September 2022

For and on behalf of the Board of Directors of  
**Leroc Media Services Private Limited**  
CIN No: U74300KA2007PTC042616



**Aprone George Bose**  
Director  
DIN: 01513856

Place: Bengaluru  
Date: 28 September 2022



**Gramy Bose**  
Director  
DIN: 02674460

Place: Bengaluru  
Date: 28 September 2022



**Leroc Media Services Private Limited**  
**Cash flow statement for the year ended 31 March 2022**

Rs. in thousands except share and per share data, unless stated otherwise)

Notes	Year ended 31 March 2022	Year ended 31 March 2021
<b>A. Cash flow from operating activities</b>		
Net profit before tax	48,212	30,787
Adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortisation expense	921	826
Balances written off	783	1,535
Interest income	(4,172)	(4,023)
<i>Operating profit before working capital changes</i>	45,745	29,126
Movements in working capital:		
Increase/ (decrease) in trade payables	12,826	21,470
Increase/ (decrease) in provisions	583	(2,705)
Increase/ (decrease) in other current liabilities	(12,223)	17,849
(Increase)/ decrease in trade receivables	(23,906)	(41,180)
Increase / ( decrease ) in stock	3,067	(3,397)
(Increase)/ decrease in loans and advances	584	593
(Increase)/ decrease in other current assets	2,869	(3,380)
	-	-
<b>Cash generated from operations</b>	<b>29,545</b>	<b>18,376</b>
Direct taxes paid	10,335	7,833
<b>Net cash flow generated from operating activities (A)</b>	<b>19,210</b>	<b>10,542</b>
<b>B. Cash flows from investing activities</b>		
Investment in fixed deposits	(37,010)	8,846
Investments in mutual fund	2,010	(2,010)
Acquisition of property, plant and equipment	(1,230)	(2,120)
<b>Net cash inflow / (outflow) from investing activities (B)</b>	<b>(36,230)</b>	<b>4,717</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity shares	-	-
Proceeds from unsecured loan	-	-
<b>Net cash inflow/ (outflow) from financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net increase / (decrease) in cash and cash equivalents [D = A+B+C]</b>	<b>(17,020)</b>	<b>15,259</b>
Cash and cash equivalents as at the beginning of the year (E)	18,649	3,390
Cash and cash equivalents as at the end of the year [D+E]	13	1,630

Summary of significant accounting policies

1

The accompanying notes from 1 to 32 are an integral part of the financial statements.

As per our report of even date

For D J H S & Associates

Chartered Accountants

ICAI firm registration number: 012553S

Tanuj Jain

Partner

Membership number: 424120

UDIN: 22424120AVXFNP2680

Place: Bengaluru

Date: 28 September 2022

For and on behalf of the Board of Directors of

**Leroc Media Services Private Limited**

CIN No: U74300KA2007PTC042616

Apreme George Bose

Director

DIN: 01513856

Place: Bengaluru

Date: 28 September 2022

Gramy Bose

Director

DIN: 02674460

Place: Bengaluru

Date: 28 September 2022



**Leroc Media Services Private Limited**  
**Notes to the financial statements for the year ended 31 March 2022**

**Company overview**

Leroc Media Services Private Limited (the Company) is a private limited Company and was incorporated on 26 April 2007 under companies Act, 1956. The Company is engaged in the business of rendering extensive solution offering spanning graphic design, interactive design, integrated marketing services and advertising. Our full-service workflow comprising in-house creative, production and post-production capabilities in above mentioned services.

**1 Summary of significant accounting policies**

**1.1 Basis of preparation**

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013 read together with the Companies (Accounting Standards) Amendment Rules, 2006 (as amended from time to time). The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies have been consistently applied by the Company.

The Company is a Small and Medium sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013 during the year ended 31 March 2022. Accordingly, Company has complied with the requirements of the Accounting Standards applicable to SMC for the year ended 31 March 2022.

These financial statements are presented in Indian Rupees (₹) which is also the Company's functional currency. All amounts have been rounded off to the nearest thousands (₹ 1 thousand = 1,000), unless otherwise indicated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

**1.2 Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

*Operating Cycle*

Operating cycle is the time between the acquisition of material and/or services for processing and their realisation in cash or cash equivalents. Based on this, the company has ascertained less than 12 months as its operating cycle and hence 12 months has been considered for the purpose of current/non-current classification of assets and liabilities.

**1.3 Revenue recognition**

Revenue from Services: Company accounts revenue from services after completion of services on a monthly basis. It includes design services. Company also accounts unbilled revenue on a monthly basis for the services which has been delivered to the customer and risk and reward transferred, but not billed.

Revenue from goods: Company charge revenue when risk and reward transfers as per the agreement entered with the customers.

*Interest*

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

**1.4 Property, plant and equipment and capital work in progress**

Fixed assets are carried at the cost less accumulated depreciation/amortisation and impairment losses. The cost of fixed assets comprises its purchase price and other costs attributable to bringing such assets to its working condition for its intended use, including installation cost of employees capitalised.

The entire excess of sale proceeds over the net book value of fixed assets is credited to the statement of profit and loss.

Expenditure on re-conditioning, re-sitting and re-layout of machinery and equipment which do not increase the future benefits from the existing assets beyond the previously assessed standard of performance based on technical assessment, is not capitalized.

The cost of fixed assets not ready for their intended use before such date, are disclosed as capital work-in-progress. Indirect expenses on administration and supervision are charged to revenue. Exchange gain/loss resulting on reinstatement of long term loans used for acquiring assets have been capitalized.





**Leroc Media Services Private Limited**  
**Notes to the financial statements for the year ended 31 March 2022**

**1.5 Intangible assets**

- (a) Expenditure on license fee, fee for technical-know, documentation charges etc. based on the definition criteria of intangible assets in terms of identifiability, control and future economic benefits from the assets, are amortized over production on technical estimates, and to the extent not amortized, are carried forward.
- (b) The cost of software internally generated /acquired for internal use which is not an integral part of the related hardware, is recognized as an intangible asset. Intangible assets are amortized over a period of four years, on straight line method. Amortisation commences when the assets is available for use.

**1.6 Depreciation/amortisation**

- (a) Fixed assets are depreciated on straight -line method at the rates and in the manner prescribed in schedule II to the companies Act, 2013. Pro-rate depreciation is charged from the date on which assets are ready to be put to use .
- (d) Where the historical cost of a depreciable asset has undergone a change due to increase or decrease in long term liability on account of exchange fluctuations, price adjustments, change in duties or similar factors, the depreciation on the revised unamortised depreciable amount to be provided prospectively over the residual useful life of the asset. The useful life of different assets are mentioned below:

PPE	Useful life (in yrs)
Office equipments	3-6
Furniture and fixtures	10
Computers and servers	3-6
Vehicles	6-8
Plant and machinery	4-8

Based on internal assessment and evaluation carried out, the management believes that the useful lives as given above best represents the period over which management expects to use these assets and may differ from useful lives proscribed under part C of Schedule II of the Companies Act, 2013.

**1.7 Impairment of assets**

- (a) The company assesses the impairment of assets at each balance sheet date if events or changes in circumstances, based on internal and external factors, indicate that the carrying value may not be recoverable in full. The loss on account of impairment, which is difference between the carrying amount and recoverable amount, is accounted accordingly. Recoverable amount is its net selling price or value in use whichever is higher. The value in use is arrived at on the basis of estimated future cash flows discounted at Company's pre-tax borrowing rates.
- (b) Reversal of impairment provision is made when there is an increase in the estimated service potential of an asset, either from use or sale, on reassessment after the date when impairment loss for that asset was last recognized.

**1.8 Income tax**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

- (b) Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.



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**1.9 Foreign currency transactions**

*Initial recognition*

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

*Conversion*

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

All exchange differences are recognized as income or as expenses in the period in which they arise.

**1.10 Retirement and other employee benefits**

*Defined contribution plan*

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

*Defined benefit plan*

The costs of providing benefits under gratuity plan are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

*Compensated absences*

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

**1.11 Provision and contingent liabilities**

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

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

**1.12 Leases**

The Company as a lessee, the leases in which a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as operating lease. Payments made under operating lease are charged to statement of Profit and Loss account on a straight line basis over the period of lease. Lease in which the lessor has substantially transferred risks and rewards of ownership are classified as finance lease.

**1.13 Earnings per share**

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

**1.14 Cash and cash equivalents**

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



Leroc Media Services Private Limited  
Notes to financial statements for the year ended 31 March 2022 (continued)  
Rs. in thousands except share and per share data, unless stated otherwise)

2 Share capital

Particulars	As at	
	31 March 2022	31 March 2021
<b>Authorized shares</b>		
20,000 equity shares of Rs. 10 each (P.Y. 20,000 equity shares of Rs. 10 each)	2,00,000	2,00,000
<b>Issued, subscribed and fully paid up shares</b>		
10,000 equity shares of Rs.10 each (P.Y. 10,000 equity shares of Rs. 10 each)	1,00,000	1,00,000
	<b>1,00,000</b>	<b>1,00,000</b>

(a) Shareholding of promoters\*

The details of shares held by promoters as at March 31, 2022 is as follows

Promoter name	No. of shares	% of total shares	% of change during the year
Apreme George Bose	9,000	90.00%	-
Gramy Bose	1,000	10.00%	-

\* As per section 2 (69) of the Companies Act, 2013, promoter includes a person who has control over the affairs of the company, directly or indirectly whether as a shareholder, director or otherwise.

(b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

	31 March 2022		31 March 2021	
	Nos	Amount	Nos	Amount
At the beginning of the year	10,000	1,00,000	10,000	1,00,000
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>10,000</b>	<b>1,00,000</b>	<b>10,000</b>	<b>1,00,000</b>

As per the records of the Company, including its register of shareholders/members, the above shareholding represents legal ownership of shares.

(c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Particulars of shareholders holding more than 5% shares of a class of shares:

	31 March 2022		31 March 2021	
	Nos.	% holding	Nos.	% holding
Apreme George Bose	9,000	90%	9,000	90%
Gramy Bose	1,000	10%	1,000	10%
	<b>10,000</b>	<b>100%</b>	<b>10,000</b>	<b>100%</b>

As per the records of the Company, including its register of shareholders/members, the above shareholding represents legal ownership of shares.

(e) The Company has not issued any fully paid up equity shares by way of bonus shares, or issued shares for consideration other than cash nor has bought back any equity shares during the period of five years immediately preceding the reporting date.

3 Reserves and surplus

Particulars	As at	
	31 March 2022	31 March 2021
(a) Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	74,131	50,554
Add: Profit/(loss) for the year	36,157	23,577
Closing balance	<b>1,10,289</b>	<b>74,131</b>
<b>Total</b>	<b>1,10,289</b>	<b>74,131</b>



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Leroc Media Services Private Limited  
Notes to financial statements for the year ended 31 March 2022 (continued)  
Rs. in thousands except share and per share data, unless stated otherwise

4 Provisions

Particulars	Long-term		Short-term	
	As at		As at	
	31 March 2022	31 March 2022	31 March 2021	31 March 2021
<i>Provision for employee benefits</i>				
Gratuity	1,530	-	800	-
	1,550	-	800	-
<i>Other provisions</i>				
Rent equalisation reserve	288	-	330	-
Bonus Payable	86	-	-	-
Provision for expense	-	131	-	343
	375	131	330	343
<b>Total</b>	<b>1,925</b>	<b>131</b>	<b>1,130</b>	<b>343</b>

5 Deferred tax asset/(liability) - (net)\*

Particulars	As at	As at
	31 March 2022	31 March 2021
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	402	461
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes in following year	478	208
<b>Total</b>	<b>880</b>	<b>669</b>

\*Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The Company is confident of the realisation of the deferred tax asset against its future taxable income. Hence, deferred tax asset has been created on such timing differences.

6 Other liabilities

Particulars	Non-Current		Current	
	As at		As at	
	31 March 2022	31 March 2022	31 March 2021	31 March 2021
Statutory dues payable	-	3,536	-	1,568
Salaries and bonus payable	-	1,794	-	1,125
Advance received from customers	-	-	-	884
Unsecured loan from director (refer note 22)	-	-	1,897	-
Payables for other expenses	-	2,505	-	14,282
Payables for capital goods	-	-	-	564
Other liabilities	-	62	-	-
<b>Total</b>	<b>-</b>	<b>7,897</b>	<b>1,897</b>	<b>18,223</b>

7 Trade payables ageing as on 31 March 2022 (refer note 29)\*

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i) MSME	6,750	-	-	-	6,750
(ii) Others	48,453	-	-	1	48,454
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade payables ageing as on 31 March 2021 (refer note 29)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i) MSME	7,893	-	-	-	7,893
(ii) Others	34,485	-	-	-	34,485
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

\*It includes related party balances, refer note 22

9 Loans and advances

Particulars	Long-term		Short-term	
	As at		As at	
	31 March 2022	31 March 2022	31 March 2021	31 March 2021
<i>Unsecured, considered good</i>				
Security deposits	361	-	364	-
Prepaid expenses	-	270	-	85
Advance given to employees	-	75	-	841
Advance income tax inclusive of TDS receivables (net of provisions)	-	211	-	1,999
<b>Total</b>	<b>361</b>	<b>556</b>	<b>364</b>	<b>2,924</b>



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Leroc Media Services Private Limited  
Notes to financial statements for the year ended 31 March 2022 (continued)  
Rs. in thousands except share and per share data, unless stated otherwise)

10 Current investments

Particulars	As at 31 March 2022	As at 31 March 2021
Investment in mutual fund*	-	2,010
	<u>-</u>	<u>2,010</u>

\* Shown at cost.

Below mentioned is the market value of mutual fund as on end date.

Particulars	As at 31 March 2022	As at 31 March 2021
Mutual funds	-	2,012
	<u>-</u>	<u>2,012</u>

11 Inventories

Particulars	As at 31 March 2022	As at 31 March 2021
Traded goods*	330	3,397
(Valued at Cost or 'Net Realisable Value' whichever is lower)		
	<u>330</u>	<u>3,397</u>

12 Trade receivables

Trade receivables ageing schedule for year ending 31 March 2022 (refer note 17)

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years
(i) Undisputed trade receivables considered good	-	82,351	-	-	-
(ii) Undisputed trade Receivables considered doubtful	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-
<b>Total</b>	-	<b>82,351</b>	-	-	-

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years
(i) Undisputed trade receivables considered good	-	59,228	-	-	-
(ii) Undisputed trade Receivables considered doubtful	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-
<b>Total</b>	-	<b>59,228</b>	-	-	-

13 Cash and bank balances

Particulars	As at 31 March 2022	As at 31 March 2021
<i>Cash and cash equivalents</i>		
Cash in hand	18	3
Balances with banks		
- in current accounts	1,611	2,507
<i>Other bank balances</i>		
- deposits with remaining maturity for less than three months	-	16,139
<b>Total</b>	<u><b>1,630</b></u>	<u><b>18,649</b></u>

14 Other current assets

Particulars	As at 31 March 2022	As at 31 March 2021
Fixed deposits with bank	84,427	43,388
(-deposits maturing after three months but within twelve months)		
<i>Unsecured, considered good</i>		
Unbilled revenue	-	3,407
Other current assets	965	328
<b>Total</b>	<u><b>85,293</b></u>	<u><b>47,122</b></u>



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Leroc Media Services Private Limited

Notes to financial statements for the year ended 31 March 2022 (continued)

Rs. in thousands except share and per share data, unless stated otherwise)

8 Property, Plant and equipment

	Property, plant and equipment					Total
	Office equipments	Furniture and fixtures	Computers	Vehicle	Plant and machinery	
<b>Cost</b>						
At 01 April, 2020	1,930	1,934	2,395	5,799	4,718	16,775
Additions during the year	0	819	720	156	424	2,120
Deletions during the year	-	-	-	-	-	-
As at 31 March 2021	1,930	2,753	3,114	5,956	5,142	18,894
Additions	581	214	436	-	-	1,230
Deletions	-	-	-	-	-	-
As at 31 March 2022	2,510	2,966	3,551	5,956	5,142	20,125
<b>Depreciation/Amortisation</b>						
At 01 April, 2020	1,322	880	1,954	5,302	4,573	14,231
Deletions during th year	0	0	0	0	0	-
Charge for the year	216	200	304	85	22	826
As at 31 March 2021	1,738	1,079	2,258	5,386	4,595	15,057
Deletions during the year	0	0	0	0	0	-
Charge for the year	277	150	408	71	15	921
As at 31 March 2022	2,015	1,229	2,667	5,458	4,610	15,978
<b>Net block</b>						
As at 31 March 2021	192	1,674	856	569	547	3,838
As at 31 March 2022	496	1,737	884	498	532	4,147



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**Leroc Media Services Private Limited****Notes to financial statements for the year ended 31 March 2022 (continued)**

Rs. in thousands except share and per share data, unless stated otherwise)

**15 Revenue from operations**

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Revenue from goods	2,19,886	95,105
Revenue from services	1,00,501	1,06,917
	<u>3,20,387</u>	<u>2,02,022</u>

**16 Other income**

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Forex gain	2,273	1,634
Discount received	101	42
Interest income	4,172	4,023
Liabilities no longer required written back	-	41
Miscellaneous income	3	-
Total	<u>6,549</u>	<u>5,739</u>

**17 Cost of materials consumed**

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Purchases*	2,45,820	1,49,684
Total	<u>2,45,820</u>	<u>1,49,684</u>

\*it includes purchase from related party, refer note 22

**18 Changes in inventories**

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Opening stock	3,397	-
Closing stock	(330)	(3,397)
Total	<u>3,067</u>	<u>(3,397)</u>

**19 Employee benefits expense**

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Salaries, wages and bonus	16,415	12,970.52
Contribution to provident and other funds	238	6
Gratuity expense	750	800
Staff welfare expenses	753	160
Total	<u>18,157</u>	<u>13,936</u>



Leroc Media Services Private Limited

Notes to financial statements for the year ended 31 March 2022 (continued)

Rs. in thousands except share and per share data, unless stated otherwise)

20 Other expenses

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Postage and courier charges	3,376	2,412
Printing and stationary	32	20
Rent expense	1,616	1,900
Legal and professional fees	1,233	7,148
Power and fuel	-	14
Repairs and maintenance		-
Vehicles	65	79
Others	-	156
Rates and taxes	626	348
Software expenses	162	-
Marketing expenses	688	543
Insurance charges	33	-
Electric charges	180	-
Office expenses	1,395	773
Balance written off	783	1,535
Transportation charges	375	645
Miscellaneous expenses	59	351
<b>Total</b>	<b>10,624</b>	<b>15,924</b>

21 Payment to auditor (excluding reimbursement of expenses and GST)

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Statutory audit	90	60
Tax audit and return filing	40	40
<b>Total</b>	<b>130</b>	<b>100</b>





Leroc Media Services Private Limited

Notes to financial statements for the year ended 31 March 2022 (continued)

Rs. in thousands except share and per share data, unless stated otherwise)

22 Related party disclosures

Nature of relationship	Name of related party
<i>Interest in entities</i>	
Entities with common directors	: Printree Custom Creations Private Limited : Ezebuy Technologies Private Limited
<i>Key management personnel</i>	
Director	: Apreme George Bose
Director	: Gramy Bose

(a) Details of transactions with related parties are:

Nature of relationship	Nature of transaction	Year ended 31 March 2022	Year ended 31 March 2021
<b>Entities with common directors</b>			
Printree Custom Creations Private Limited	Purchases of goods	31,526	30,051
		-	-
<b>Professional charges</b>			
Apreme George Bose	Professional charges	-	3,200
Gramy Bose	Professional charges	-	3,200
		-	-
<b>Key management personnel</b>			
Apreme George Bose	Managerial remuneration*	2,000	1,200
Gramy Bose	Managerial remuneration*	2,000	1,200

\*The remuneration to the key managerial personnel includes salary. It does not include provisions made for gratuity, as they are determined on actuarial basis for the Company as a whole.

(b) Details of balance receivables from and payables to related parties are:

Nature of relationship	Nature of balances	As at 31 March 2022	As at 31 March 2021
<b>Entities with common directors</b>			
Printree Custom Creations Private Limited	Trade payables	5,885	7,007
		-	-
<b>Directors</b>			
Apreme George Bose	Professional charges	-	3,200
Gramy Bose	Professional charges	-	3,200
Apreme George Bose	Unsecured loan from director	-	1,897
		-	-



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**Leroc Media Services Private Limited**

Notes to financial statements for the year ended 31 March 2022 (continued)

Rs. in thousands except share and per share data, unless stated otherwise)

**23 Contingent liabilities, capital and other commitments**

The Company does not have any commitments or contingent liability as on 31 March 2022 (Previous year, 2020-21: Nil).

**24 Leases**

The Company has entered into operating leases for office premises with option of renewal. There are no sub-lease. Gross rental expenses from operating leases recognized in the statement of profit and loss for the period ended 31 March 2022 is Rs.16,15,556 . (previous year, 31 March 2021: Rs. 19,00)

**25 Unhedged foreign currency exposure**

Particulars of unhedged receivables/(payables) in foreign currency as at the balance sheet date:

Particulars	Currency	March 31, 2022		March 31, 2021	
		Amount in foreign currency	Amount in INR	Amount in foreign currency	Amount in INR
Trade receivables	USD	97	6,820	62	4,543
<b>Total</b>		<b>97</b>	<b>6,820</b>	<b>62</b>	<b>4,543</b>

**26 Earnings in foreign currency (accrual basis, exclusive of GST)**

	Year ended 31 March 2022	Year ended 31 March 2021
Revenue from services	6,820	1,625
	<b>6,820</b>	<b>1,625</b>

**27 Expenditure in foreign currency (accrual basis, exclusive of GST)**

	Year ended 31 March 2022	Year ended 31 March 2021
Advertisement expense	5,321	620
	<b>5,321</b>	<b>620</b>

**28 Transfer Pricing**

The Company has entered into transactions with its associated enterprises within the meaning of section 92A of the Income Tax Act, 1961. The management is of the view that all these transactions have been made at arm's length and hence the provisions do not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

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

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2022 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Particulars	As at 31 March 2022	As at 31 March 2021
	Rs	Rs
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	6,750	7,893
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) 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	-	-
<b>Total</b>	<b>6,750</b>	<b>7,893</b>

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.



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**Leroo Media Services Private Limited**

**Notes to financial statements for the year ended 31 March 2022 (continued)**

Rs. in thousands except share and per share data, unless stated otherwise)

**30 Note on GST**

The Company has entered into an arrangement with one of its customer wherein Company undertakes to distribute incentives to identified dealers of their customers in India. The amounts are received as a pure agent and routed through receivable and payable in the Balance Sheet. The Company has obtained an independent view that such receipts and payments are not subject to Goods and Service tax (GST).

**31 Note on impact due to Covid 19**

Global Health Pandemic on COVID-19 The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company's operations during the period were impacted due to COVID-19. However, it has not much impacted the revenue of the business. The Company has carried out a comprehensive assessment of possible impact on its business operations, assets, contractual obligation and its overall liquidity position, based on the internal and external sources of information and application of reasonable estimates. The Company does not foresee any significant incremental risk to the recoverability of its assets or, in meeting its obligations over the foreseeable future, given early and required steps taken to contain, protect and mitigate the exposure. Since the situation is continuously evolving, the impact assessed in future may be different from the estimates made as at the date of approval of these financial statements. Management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Company and take necessary measures to address the situation.

**32 Previous year figures have been reclassified / regrouped wherever necessary to confirm to current year's presentation.**

S.n	Particulars	Numerator	Denominator	FY 2021-22	FY 2020-21	Change in %
1	Current Ratio	Current assets	Current liabilities	2.70	2.20	23%
2	Return on Equity Ratio	Net profit after taxes	Average shareholders equity	0.39	0.38	4%
3	Inventory turnover ratio*	Revenue	Average Inventory	171.87	118.94	45%
4	Trade Receivables turnover ratio	Revenue	Average trade receivable	4.52	5.13	-12%
5	Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payables	5.26	5.23	0%
6	Net capital turnover ratio	Revenue	Working Capital	2.97	2.77	7%
7	Net profit ratio	Net Profit	Revenue	0.11	0.12	-3%
8	Return on Capital employed	Earnings before interest and taxes	Capital employed	0.44	0.41	5%

\* Reason for increase is increase in revenue and better utilisation of inventory during the year

The accompanying notes from 1 to 32 are an integral part of the financial statements.

As per our report of even date

**For D J H S & Associates**

Chartered Accountants

ICAI firm registration number: 0125535

**Tanuj Jain**  
Partner

Membership number: 424120  
UDIN: 22424120AVXFNF2680

Place: Bengaluru  
Date: 28 September 2022

For and on behalf of the Board of Directors of

**Leroo Media Services Private Limited**

CIN No: U74300KA2007PTC042616

**Adyeme George Bose**  
Director

DIN: 01513856

Place: Bengaluru  
Date: 28 September 2022

**Gramy Bose**  
Director

DIN: 02674460

Place: Bengaluru  
Date: 28 September 2022

