
CL Media Private Limited

Statutory Audit for the year
ended March 31, 2016

INDEPENDENT AUDITOR'S REPORT**To the Members of****CL Media Private Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of CL Media Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

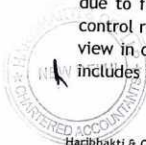
Auditor's Responsibility

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

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

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

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



accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

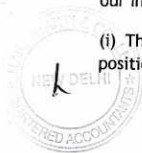
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations which would impact its financial position;



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(ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W/W100048



Pranav Jain
Partner
Membership No. 098308

Place: New Delhi
Date: July 28, 2016



ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of CL Media Private Limited on the financial statements for the year ended March 31, 2016]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The Company does not have any Immovable property. Accordingly, paragraph 3(i)(c) of the Order is not applicable to the Company.
- (ii) The inventory (excluding stocks lying with third parties) has been physically verified by the management at the year end. In respect of inventory lying with third parties, these have been confirmed by them. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out at the year end.
- (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 Act. Accordingly, paragraph 3 (iii)(a), 3 (iii)(b) and 3 (iii)(c) 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 securities. Accordingly, paragraph 3 (iv) of the Order is not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- (vi) The Central Government of India has not prescribed the maintenance of cost records for any of the products/ activities of the Company under sub-section (1) of Section 148 of the Act and the rules framed there under.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, however, there have been slight delay in few cases.

According to the information and explanations given to us, undisputed dues in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which were outstanding, at the year-end for a period of more than six months from the date they became payable are as follows:



| Name of the statute | Nature of the dues | Amount ₹ | Period to which the amount relates | Due Date | Date of Payment |
|----------------------|--------------------|-----------|------------------------------------|--------------------|-----------------|
| Income Tax Act, 1961 | Advance Taxes | 2,464,254 | April 1, 2015 to June 30, 2015 | June 15, 2015 | Not yet paid |
| Income Tax Act, 1961 | Advance Taxes | 4,928,508 | July 1, 2015 to September 30, 2015 | September 15, 2015 | Not yet paid |
| Income Tax Act, 1961 | TDS on Interest | 442,701 | April to September 2015 | October 07, 2015 | April 29, 2016 |

- (b) According to the information and explanation given to us, there are no dues with respect to income tax, sales tax, service tax, value added tax, customs duty, excise duty, which have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions. There are no debenture holders. Accordingly, paragraph 3(viii) of the Order is not applicable to the Company.
- (ix) In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of the term loans during the year for the purposes for which they were raised. The company has not raised any money through public issue offer during the year.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) According to the information and explanations given to us, the Company has not paid/provided for any managerial remuneration. Accordingly, paragraph 3(xi) of the Order is not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company and its holding company has not entered into any non-cash transactions with directors or persons connected with him.

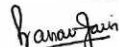


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- (xvi) According to the information and explanation given to us the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048



Pranav Jain

Partner

Membership No. 098308

Date: July 28, 2016

Place: New Delhi



ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of CL Media Private Limited on the financial statements for the year ended March 31, 2016]

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

We have audited the internal financial controls over financial reporting of CL Media Private Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Qualified opinion

According to the information and explanations given to us and based on our audit, the following material weakness has been identified in the operating effectiveness of the Company's internal financial controls over financial reporting as at March 31, 2016:

- a) The procurement policy implemented for purchase of goods and services was not operating effectively, which could potentially result in the Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at unreasonable prices.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting as of March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential



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components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI, and except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company's internal financial controls over financial reporting were operating effectively as of March 31, 2016.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2016 financial statements of the Company, and the material weakness does not affect our opinion on the financial statements of the Company.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W/W100048



Pranav Jain
Partner
Membership No.098308



Place: New Delhi
Date: July 28, 2016

CL Media Private Limited
Balance Sheet for the year ended 31 March, 2016

| Particulars | Note | 31 March 2016 | 31 March 2015 |
|---|------|----------------------------|----------------------------|
| | | Amount in ₹ | Amount in ₹ |
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| Share capital | 3 | 1,00,000 | 1,00,000 |
| Reserves and surplus | 4 | 33,16,22,798 | 24,59,61,534 |
| | | <u>33,17,22,798</u> | <u>24,60,61,534</u> |
| Non-current liabilities | | | |
| Long term borrowings | 5 | 66,85,069 | |
| Deferred tax liabilities | 6 | | 6,91,112 |
| Long-term provisions | 7 | 31,59,972 | 3,91,414 |
| | | <u>98,45,041</u> | <u>10,82,526</u> |
| Current liabilities | | | |
| Short-term borrowings | 8 | | |
| Trade payables | 9 | 3,29,12,561 | 3,85,72,827 |
| (i) total outstanding dues of micro enterprises and small enterprises; | | | |
| (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | | 9,30,00,248 | 5,60,08,155 |
| Other current liabilities | 10 | 3,68,68,079 | 1,93,44,303 |
| Short-term provisions | 7 | 2,08,06,328 | 2,24,99,861 |
| | | <u>18,35,87,216</u> | <u>13,64,25,146</u> |
| Total | | <u><u>52,51,55,054</u></u> | <u><u>38,35,69,206</u></u> |
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| -Tangible assets | 11 | 17,37,710 | 15,46,637 |
| -Intangible assets | 12 | 94,90,292 | 1,16,62,678 |
| Deferred Tax Assets | 6 | 8,49,827 | |
| Long-term loans and advances | 13 | 6,24,60,779 | 4,65,70,990 |
| | | <u>7,45,38,608</u> | <u>5,97,80,305</u> |
| Current assets | | | |
| Inventories | 14 | 1,38,48,860 | 1,83,65,269 |
| Trade receivables | 15 | 42,27,65,640 | 28,02,90,436 |
| Cash and bank balances | 16 | 1,10,10,123 | 2,40,00,966 |
| Short-term loans and advances | 13 | 22,83,191 | 10,46,144 |
| Other Current Assets | 17 | 7,08,632 | 86,086 |
| Total | | <u>45,06,16,446</u> | <u>32,37,88,901</u> |
| | | <u><u>52,51,55,054</u></u> | <u><u>38,35,69,206</u></u> |
| Summary of significant accounting policies | 2 | | |

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

As per our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 103523W/ W100048

Ranav Jain
Pranav Jain
Partner
Membership No.: 098308



Place: New Delhi
Date : July 28, 2016

For and on behalf of the Board of Directors of
CL Media Private Limited

Gautam Puri
Gautam Puri
Director
DIN: 00033548

Nikhil Mahajan
Nikhil Mahajan
Director
DIN: 00033404

Place: New Delhi
Date : July 28, 2016




CL Media Private Limited
Statement of Profit and Loss for the year ended 31 March 2016

| Particulars | Note | 31 March 2016 | 31 March 2015 |
|--|------|---------------------|---------------------|
| | | Amount in ₹ | Amount in ₹ |
| Income | | | |
| Revenue from operations | | | |
| Other income | 18 | 29,74,64,691 | 30,10,80,522 |
| Total revenue (I) | 19 | 14,04,763 | 6,13,246 |
| | | 29,88,69,454 | 30,16,93,768 |
| Expenses | | | |
| Cost of sales and services | 20 | 11,91,60,941 | 12,15,70,779 |
| Decrease in inventories of finished goods and work-in-progress | 21 | 15,75,184 | 1,50,13,591 |
| Employee benefit expenses | 22 | 5,51,61,141 | 3,44,14,011 |
| Finance cost | 23 | 1,06,71,028 | 61,26,888 |
| Depreciation and amortisation expenses | 24 | 29,28,403 | 29,20,305 |
| Other expenses | 25 | 2,17,56,080 | 1,46,16,682 |
| Total expenses (II) | | 21,12,52,777 | 19,46,62,256 |
| Profit before tax (I-II) | | 8,76,16,677 | 10,70,31,512 |
| Less: Tax expense for current period | | | |
| - Current tax | | | |
| - Minimum alternate tax (MAT) credit | | 1,82,42,866 | 2,20,36,340 |
| - Deferred tax (benefit) | | (1,54,91,034) | (1,51,67,131) |
| - Earlier year tax expenses | 6 | (15,40,938) | (66,518) |
| | | 7,44,520 | 3,40,452 |
| Profit after tax | | 19,55,413 | 71,43,143 |
| Earnings per equity share (in ₹): | | 8,56,61,264 | 9,98,88,369 |
| Nominal value of ₹ 10 each (Previous year ₹ 10 each) | | | |
| -Basic and Diluted | 31 | 8,566.13 | 9,988.84 |
| Summary of significant accounting policies | 2 | | |

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

As per our report of even date.

For Haribhakti & Co, LLP
Chartered Accountants
ICAI Firm Registration No.: 103523W/ W100048


Pranav Jain
Partner
Membership No.: 098308



Place: New Delhi
Date : July 28, 2016

For and on behalf of the Board of Directors of
CL Media Private Limited


Gautam Puri
Director
DIN: 00033548


Nikhil Mahajan
Director
DIN: 00033404

Place: New Delhi
Date : July 28, 2016



CL Media Private Limited
Cash Flow Statement for the year ended 31 March 2016

| | 31 March 2016 Amount in ₹ | 31 March 2015 Amount in ₹ |
|---|------------------------------|------------------------------|
| A Cash flow from operating activities | | |
| Net profit before tax and after prior period items | 8,76,16,677 | 10,70,31,512 |
| Adjustments for: | | |
| Depreciation and amortisation | 29,28,403 | 29,20,305 |
| Bad debts written off | 19,71,377 | 58,81,562 |
| Finance cost (excluding interest on delayed payment of income tax) | 88,12,952 | 30,19,356 |
| Interest on delayed payment of income tax and statutory dues | 18,58,076 | 31,07,532 |
| Liabilities no longer required written back | - | (3,27,933) |
| Interest income | (12,68,041) | (95,651) |
| Provision for slow moving inventory | 3,36,789 | - |
| Operating profit before working capital changes | 10,22,56,233 | 12,15,36,683 |
| Adjustments for (increase) / decrease in operating assets: | | |
| Inventories | 41,79,620 | 85,64,740 |
| Trade receivables | (14,44,46,581) | (7,76,53,230) |
| Short-term loans and advances | (12,37,047) | (2,83,251) |
| Long-term loans and advances | 70,000 | 3,34,159 |
| Other Current Assets | (6,97,168) | - |
| Adjustments for increase / (decrease) in operating liabilities: | | |
| Trade payables | 3,69,92,093 | (1,53,43,101) |
| Other current liabilities | 1,14,83,165 | 37,30,721 |
| Short-term provisions | 47,395 | 6,827 |
| Long-term provisions | 27,68,558 | 1,46,076 |
| Cash generated from operations | 1,14,16,268 | 4,10,39,624 |
| Taxes and interest thereon paid | -2,12,00,073 | -2,09,25,592 |
| Net cash (used in)/generated from operating activities | -97,83,805 | 2,01,14,032 |
| B Cash flow from investing activities: | | |
| Capital expenditure on fixed assets | (9,44,089) | (1,56,000) |
| Interest income received | 13,42,664 | 9,565 |
| Investments in deposits not considered as cash and cash equivalents | 1,67,54,178 | (2,00,00,000) |
| Net cash generated from/(used in) Investing activities (B) | 1,71,52,753 | (2,01,46,435) |
| C Cash Flow from financing activities: | | |
| Net (decrease)/increase in short term borrowings from banks | - | (2,47,39,592) |
| Net (decrease)/increase in Long term borrowings from financial institutions | 1,08,64,115 | - |
| Proceeds from short-term borrowings from related party | 4,58,36,238 | 4,19,81,827 |
| Repayment of short-term borrowings to related party | (5,14,96,504) | (1,15,00,000) |
| Interest and other borrowings costs paid | (88,09,462) | (18,54,252) |
| Net cash (used in)/generated from financing activities (C) | (36,05,613) | 38,87,983 |

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CL Media Private Limited
Cash Flow Statement for the year ended 31 March 2016

Continued from previous page

Net increase in cash and cash equivalents (A+B+C)

Cash and cash equivalents (Refer to note 15)

- at beginning of the year

- at end of the year

Cash and cash equivalents comprise

Balances with banks:

- on current accounts

Add:

Fixed deposits shown under other Cash and bank balances

- Deposits with original maturity for more than 3 months but less than 12 months from the reporting date (pledged with banks against issue of letter of credit)

Total cash and bank balances at end of the year (Refer note 15)

| 31 March 2016 Amount in ₹ | 31 March 2015 Amount in ₹ |
|------------------------------|------------------------------|
| 37,63,335 | 38,55,580 |
| 40,00,966 | 1,45,386 |
| 77,64,301 | 40,00,966 |
| 77,64,301 | 40,00,966 |
| 77,64,301 | 40,00,966 |
| 32,45,822 | 2,00,00,000 |
| 1,10,10,123 | 2,40,00,966 |

Notes :

- The above Cash Flow Statement has been prepared under the indirect method set out in AS-3 as notified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- Notes to the Financials Statements are integral part of the Cash Flow Statement.
- Pursuant to the requirements of Section 135 of the Act, the company has incurred Nil amount on CSR activities during the year.

As per our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.: 103523W/ W100048

Pranav Jain

Pranav Jain

Partner

Membership No.: 098308



For and on behalf of the Board of Directors of
CL Media Private Limited

Gautam Puri

Gautam Puri

Director

DIN: 00033548

Nikhil Mahajan

Nikhil Mahajan

Director

DIN: 00033404

Place: New Delhi

Date : July 28, 2016

Place: New Delhi

Date : July 28, 2016



1. Background

CL Media Private Limited ("the Company") was incorporated on 1 February 2008 under the Companies Act, 1956 with the object of publishing educational content and books and providing advertising services on any form of media. The Company is a 100% subsidiary of CL Educate Limited with all equity shares held through nominee shareholders.

The accompanying financial statements reflect the results of the activities undertaken by the Company during the year ended 31 March 2016.

2. Summary of significant accounting policies

(i) Basis for preparation of Financial Statements:

The financial statements have been prepared to comply in all material respects with the Accounting Standards as notified under section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

(ii) Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the reporting date and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the managements' best knowledge of current events and actions, actual results could differ from these estimates. Any revision in accounting estimate is recognised prospectively in current and future periods.

(iii) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of books

Revenue is recognised when the significant risks and rewards of ownership have passed on to the buyer and is disclosed net of sales return and trade discounts.

Advertisement income

Revenue in respect of advertisement services rendered is recognised as and when services are rendered.

Content development income

Income from content development is recognised as and when services are rendered, as specified in the agreement entered into or any amendments thereto.



Royalty income

Revenue from Royalty is recognised on an accrual basis in accordance with terms of the relevant agreement.

Subscription fee

Income from subscription services is recognised on accrual basis.

Interest

Revenue from interest on fixed deposits is recognised on the time proportion method taking into consideration the amount outstanding and the applicable interest rates.

Unearned revenue

Amount billed prior to the reporting date for services to be performed after the reporting date is recorded as unearned revenue in other current liabilities.

(iv) Fixed Assets

Tangible Assets

Tangible fixed assets are stated at cost of acquisition net of recoverable taxes (wherever applicable), less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Fixed assets retired from active use and held for disposal are stated at lower of book value and net realisable value as estimated by the Company and are shown separately in the financial statements under other current assets. Loss determined, if any, is recognised immediately in the Statement of Profit and Loss, whereas profit and sale of such assets is recognised only upon completion of sale thereof.

Intangible assets

An intangible asset is recognised when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Losses arising from the retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognised as income or expense in the Statement of Profit and Loss.



(v) Depreciation and amortisation

Depreciation

Depreciation has been calculated on Straight Line Method at the following useful lives, based on management estimates, which are equal to useful lives as per schedule II to the Act.

Depreciation on addition to fixed assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation on sale/discard from fixed assets is provided for up to the date of sale, deduction or discard of fixed assets as the case may be.

Useful life of its assets as per Schedule II which are as follows:

| Asset | Useful life |
|------------------------|-------------|
| Plant and machinery | 15 |
| Furniture and Fixtures | 10 |
| Office Equipment | 5 |
| Computer Equipment | 3 |

Amortisation

Intangible assets are amortised on a straight line basis over the estimated useful economic life. The useful lives of assets are as under:

| Asset | Useful life |
|------------------------------|-------------|
| Software | 5 |
| License fees | 10 |
| Content/Material development | 5 |

Depreciation and amortisation on addition to fixed assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortisation on sale/discard from fixed assets is provided for upto the date of sale, deduction or discard of fixed assets as the case may be.

(vi) Impairment of assets

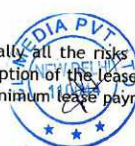
The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation/amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

(vii) Leases

Where the Company is lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease



payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs of lease are capitalised.

A leased asset is depreciated on a straight-line basis over the useful life of the asset as determined by the management or the useful life envisaged in Schedule II to the Act, whichever is lower. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalised asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term and the useful life envisaged in Schedule II to the Act.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership over the lease term are classified as operating lease. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

(viii) Inventories

Raw materials, packaging materials and stores and spare parts are valued at the lower of cost and net realisable value. Cost includes purchase price (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. In determining the cost, first in first out method method is used.

Work in progress, manufactured finished goods and traded goods are valued at the lower of cost and net realisable value. Cost of work in progress and manufactured finished goods is determined on the weighted average basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The comparison of cost and net realisable value is made on an item by item basis.

(ix) Employee Benefits

(a) Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages and bonus, etc. are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

(b) Long term employee benefits:

(i) Defined contribution plans: Provident Fund

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the Government of India.

The Company's contributions to the scheme are expensed off in the Statement of Profit and Loss. The Company has no further obligations under these plans beyond its monthly contributions.



(ii) Defined Benefit Plans: Gratuity

The Company provides for retirement benefits in the form of gratuity. Benefits payable to eligible employees of the Company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the Balance Sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the statement of profit and loss. The expected return on plan assets is based on the assumed rate of return of such assets. The Company contributes to a trust set up by the company which further contributes to a policy taken from the Life Insurance Corporation of India.

(iii) Other long-term benefits: Leave encashment

Benefits under the Company's leave encashment scheme constitute other employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the end of the year. Actuarial gain and losses are recognised immediately in the Statement of Profit and Loss.

(x) Taxation

Tax expense for the year comprising current tax, deferred tax and minimum alternate tax credit is included in determining the net profit for the year.

Current Tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

Deferred Tax

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty backed by convincing evidence of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and are written-down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

Minimum alternate tax

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognises 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 recognises 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.

- (xi) Provisions, contingent liabilities and contingent assets

Provision

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

Contingent assets

Contingent assets are neither recorded nor disclosed in the financial statements.

- (xii) Borrowing Cost

Borrowing costs relating to acquisition or construction or production of assets which takes substantial period of time to get ready for its intended use are also included as cost of such assets to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

- (xiii) Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

- (xiv) Segment Reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

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 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".



CL Media Private Limited
Notes to the financial statements for the year ended 31 March 2016

(xv) Earnings per share

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where the results would be anti-dilutive.

(xvi) Material Events

Material events occurring after the balance sheet date are taken into cognisance.

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CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

3. Share capital

a) The Company has only one class of share capital having a par value of ₹ 10 per share, referred to herein as equity shares.

| | 31 March 2016 | | 31 March 2015 | |
|--|---------------|-------------|---------------|-------------|
| | Number | Amount in ₹ | Number | Amount in ₹ |
| Authorised Shares | | | | |
| Equity shares of ₹ 10 each (Previous year ₹ 10 each) | 10,000 | 1,00,000 | 10,000 | 1,00,000 |
| Issued, subscribed and fully paid-up shares | | | | |
| Equity shares of ₹ 10 each (Previous year ₹ 10 each) | 10,000 | 1,00,000 | 10,000 | 1,00,000 |
| | 10,000 | 1,00,000 | 10,000 | 1,00,000 |

b. Reconciliation of the shares outstanding at the beginning and at the end of the period.

| Particulars | 31 March 2016 | | 31 March 2015 | |
|---|---------------|-------------|---------------|-------------|
| | Number | Amount in ₹ | Number | Amount in ₹ |
| Shares outstanding at the beginning of the period | 10,000 | 1,00,000 | 10,000 | 1,00,000 |
| Shares outstanding at the end of the period | 10,000 | 1,00,000 | 10,000 | 1,00,000 |

c. Terms/rights attached to equity share

Voting

Each holder of equity shares is entitled to one vote per share held.

Dividends

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed. The Company has not distributed any dividend in the current year and previous year.

Liquidation

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

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

| Particulars | Nature of Relationship | 31 March 2016 | | 31 March 2015 | |
|--------------------|------------------------|---------------|--------------|---------------|--------------|
| | | Number | % of Holding | Number | % of Holding |
| CL Educate Limited | Holding Company | 10,000 | 100.00% | 10,000 | 100.00% |

e. Detail of shareholders holding more than 5% of equity share of the Company

| Name of shareholder | 31 March 2016 | | 31 March 2015 | |
|---|--------------------|--------------------------|--------------------|--------------------------|
| | Holding in numbers | % of total equity shares | Holding in numbers | % of total equity shares |
| Nikhil Mahajan (as nominee of CL Educate Limited) | 5,000 | 50% | 5,000 | 50% |
| Satyra Narayanan R (as nominee of CL Educate Limited) | 5,000 | 50% | 5,000 | 50% |

f. No class of shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash, allotted as fully paid up by way of bonus shares or bought back during the period of 5 years immediately preceding the balance sheet date.



CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

4. Reserves and Surplus

Surplus in the Statement of Profit and Loss

| | 31 March 2016 Amount in ₹ | 31 March 2015 Amount in ₹ |
|--|------------------------------|------------------------------|
| Opening balance | | |
| (+) Net profit for the year | 24,59,61,534 | 14,62,04,859 |
| (-) Depreciation adjustment pursuant to Schedule II of the Companies Act, 2013 | 8,56,61,264 | 9,98,88,369 |
| (+) Deferred tax on depreciation adjustment pursuant to Schedule II of the Companies Act, 2013 | - | (1,96,744) |
| Total reserves and surplus | 33,16,22,798 | 24,59,61,534 |

Footnote

In the year ended March 31, 2015, pursuant to the transitional provisions of Schedule II in respect of fixed assets where the remaining useful life was "Nil" as on April 1, 2014, their carrying amount aggregating ₹ 196,744 and deferred tax thereon had been adjusted against the opening reserves.

5. Long term borrowings

| | Non-current portion | | Current maturities | |
|--|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| | March 31, 2016 Amount in ₹ | March 31, 2015 Amount in ₹ | March 31, 2016 Amount in ₹ | March 31, 2015 Amount in ₹ |
| Term Loan, unsecured | | | | |
| Loans from financial institutions (Refer footnote a) | 66,85,069 | - | 41,79,046 | - |
| Amount disclosed under the head "other current liabilities" (refer note 9) | - | - | (41,79,046) | - |
| Net amount | 66,85,069 | - | - | - |

Footnote:

a) During the year the Company has taken Working capital term loans from various financial institutions. Details of interest rate, tenure and repayment of the said loans are as follows:

| Name of financial institutions | Loan taken | Rate of Interest | Tenure | Date of first EMI | EMI |
|--|------------|------------------|-----------|-------------------|----------|
| Fullerton India Credit Company Limited | 50,00,000 | 18.50% | 24 Months | 04-Feb-16 | 2,50,831 |
| Ratnakar Bank Limited (RBL Bank Limited) | 35,00,000 | 19.00% | 36 Months | 05-Jan-16 | 1,28,296 |
| Edelweiss Retail Finance Ltd. | 30,00,000 | 18.50% | 36 Months | 31-Mar-16 | 1,09,212 |

6. Deferred tax assets/liabilities

In accordance with Accounting Standard 22 on "Accounting for Taxes on Income" the net increase in deferred tax assets of ₹ 1,540,938 has been recognised as benefit in the Statement of Profit and Loss. The tax effect of significant timing differences as at 31 March 2016 that reverse in one or more subsequent years gave rise to the following net deferred tax assets as at 31 March 2016.

Deferred tax assets and liabilities are attributable to the following:

| | 31 March 2016 Amount in ₹ | (Benefit)/ Charge for the year Amount in ₹ | 31 March 2015 Amount in ₹ |
|--|------------------------------|---|------------------------------|
| Deferred tax assets | | | |
| Provision for gratuity | 2,64,867 | | 25,304 |
| Provision for bonus | 5,41,240 | (2,39,563) | 1,70,192 |
| Provision for leave encashment | 7,30,966 | (3,71,048) | 1,09,199 |
| Provision for slow moving inventory | 1,04,068 | (6,21,767) | - |
| Total deferred tax assets | 16,41,141 | (13,36,446) | 3,04,695 |
| Deferred tax liabilities | | | |
| On account of depreciation/amortisation | 7,91,314 | | 9,95,807 |
| Total deferred tax liabilities | 7,91,314 | (2,04,493) | 9,95,807 |
| Net deferred tax assets/(liabilities) | 8,49,827 | (15,40,938) | (6,91,112) |

In assessing the realisability of deferred tax assets, management considers whether it is reasonable, that some portion, or all, of the deferred tax assets will be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the period in which the timing differences become deductible.

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CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

7. Provisions

| | Long-term | | Short-term | |
|--|------------------------------|------------------------------|------------------------------|------------------------------|
| | 31 March 2016 Amount in ₹ | 31 March 2015 Amount in ₹ | 31 March 2016 Amount in ₹ | 31 March 2015 Amount in ₹ |
| Provision for employee benefits | | | | |
| Gratuity (Refer note 30) | 8,28,129 | 65,916 | 29,047 | 10,617 |
| Leave encashment (Refer note 30) | 23,31,843 | 3,25,498 | 33,743 | 4,778 |
| | <u>31,59,972</u> | <u>3,91,414</u> | <u>62,790</u> | <u>15,395</u> |
| Other provision | | | | |
| Provision for tax [net of advance tax and tax deducted at source of ₹ 18,092,382 (previous year ₹ 19,115,544)] | - | - | 2,07,43,538 | 2,24,84,466 |
| | | | <u>2,07,43,538</u> | <u>2,24,84,466</u> |
| Total | <u>31,59,972</u> | <u>3,91,414</u> | <u>2,08,06,328</u> | <u>2,24,99,861</u> |

8. Short-term borrowings

Unsecured

Loans repayable on demand from related parties (Refer footnote a and note 33)

| 31 March 2016 Amount in ₹ | 31 March 2015 Amount in ₹ |
|------------------------------|------------------------------|
| 3,29,12,561 | 3,85,72,827 |
| <u>3,29,12,561</u> | <u>3,85,72,827</u> |

Footnote a: Unsecured loans from related parties represent loans taken from holding company and fellow subsidiary.

- Loan taken from fellow subsidiary carries an interest rate of 16% per annum payable on maturity. The repayment of entire loan amount along with all interest due thereon shall be repaid by 31 March 2017 or on demand whichever is earlier.
- Loan from holding company carries an interest rate of 14.5% per annum. Loan is repayable on demand.

9. Trade payables

Trade payable (Refer footnote a, note 29 & 33)

| 31 March 2016 Amount in ₹ | 31 March 2015 Amount in ₹ |
|------------------------------|------------------------------|
| 9,30,00,248 | 5,60,08,155 |
| <u>9,30,00,248</u> | <u>5,60,08,155</u> |

Footnote a: Includes acceptance of ₹ 2,908,262 (PY ₹ 12,591,695) on account of letter of credit facilities utilised by various parties during the period.

10. Other current liabilities

Current maturities of long term borrowings

Interest accrued but not due on borrowings (Refer note 33)

- Payables for expenses (Refer note 29 & 33)
- Employee related payables
- Advance from Customers
- Unearned revenue
- Other liabilities (Duties and taxes payable to government authorities)

| 31 March 2016 Amount in ₹ | 31 March 2015 Amount in ₹ |
|------------------------------|------------------------------|
| 41,79,046 | - |
| 72,58,545 | 53,96,980 |
| 1,43,93,759 | 63,43,997 |
| 56,08,028 | 31,18,510 |
| 5,38,061 | 16,10,993 |
| 32,73,690 | 18,38,000 |
| 16,16,950 | 10,35,823 |
| <u>3,68,68,079</u> | <u>1,93,44,303</u> |

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CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

11. Tangible assets
Current Year

| Description | Gross block (at cost) | | Accumulated depreciation | | (Amount in ₹) Net block | |
|---------------------------------|-----------------------|---|--------------------------|--------------------------|----------------------------|------------------------|
| | As at 1 April 2015 | Additions/ Disposal/ Adjustment during the year | As at 1 April 2015 | For the year Disposal | As at 31 March 2016 | As at 31 March 2016 |
| Plant and machineries | 16,86,873 | - | 2,88,185 | 1,05,904 | 3,94,089 | 12,92,784 |
| Furniture and fixtures | 39,760 | - | 27,481 | 3,049 | 30,530 | 9,230 |
| Office equipments | 1,95,199 | - | 1,79,076 | 6,486 | 1,85,562 | 9,637 |
| Computers and other peripherals | 17,30,807 | 4,16,823 | 16,11,259 | 1,10,312 | 17,21,571 | 4,26,059 |
| Total | 36,52,640 | 4,16,823 | 21,06,001 | 2,25,751 | 23,31,752 | 17,37,710 |

Previous year

| Description | Gross block (at cost) | | Accumulated depreciation | | (Amount in ₹) Net block | |
|---------------------------------|-----------------------|---|--------------------------|---|----------------------------|------------------------|
| | As at 1 April 2014 | Additions/ Disposal/ Adjustment during the year | As at 1 April 2014 | For the year Adjustment pursuant to Schedule II* | As at 31 March 2015 | As at 31 March 2015 |
| Plant and machineries | 15,33,873 | 1,53,000 | 1,91,413 | 96,773 | 2,88,186 | 13,98,687 |
| Furniture and fixtures | 39,760 | - | 24,440 | 3,041 | 27,481 | 12,279 |
| Office equipments | 1,95,199 | - | 72,371 | 7,564 | 99,141 | 16,123 |
| Computers and other peripherals | 17,30,807 | - | 13,64,329 | 1,49,327 | 97,603 | 1,19,548 |
| Total | 34,99,639 | 1,53,000 | 16,52,553 | 2,56,705 | 21,06,002 | 15,46,637 |

* During the previous year, pursuant to the transitional provisions of Schedule II in respect of fixed assets where the remaining useful life was "Nil" as on April 1, 2014, their carrying amount aggregating ₹ 1,96,744 and deferred tax there on had been adjusted against the opening reserves.



CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

12. Intangible assets
Current Year

| Description | Gross block (at cost) | | Accumulated amortisation | | (Amount in ₹) Net block As at 31 March 2016 | |
|------------------------------|-----------------------|---------------------------------|--------------------------|-----------------------|--|---|
| | As at 1 April 2015 | Additions during the year | Disposal/ Adjustment | As at 1 April 2015 | | For the year Disposal/ Adjustment |
| Computer software | 3,27,604 | - | - | 3,27,604 | - | - |
| License fees | 2,66,36,000 | - | - | 1,49,73,322 | 26,63,600 | 1,76,36,922 |
| Content/Material Development | - | 5,30,266 | - | - | 39,052 | 39,052 |
| Total | 2,69,63,604 | 5,30,266 | - | 1,53,00,926 | 27,02,652 | 1,80,03,578 |

| Description | Gross block (at cost) | | Accumulated amortisation | | Net block As at 31 March 2015 | |
|-------------------|-----------------------|---------------------------------|--------------------------|-----------------------|-------------------------------------|---|
| | As at 1 April 2014 | Additions during the year | Disposal/ Adjustment | As at 1 April 2014 | | For the year Disposal/ Adjustment |
| Computer software | 3,27,604 | - | - | 3,27,604 | - | - |
| License fees | 2,66,36,000 | - | - | 1,23,09,772 | 26,63,600 | 1,49,73,322 |
| Total | 2,69,63,604 | - | - | 1,26,37,326 | 26,63,600 | 1,53,00,926 |



CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

13. Loans and advances

| | Long-term | | Short-term | |
|---|--------------------|--------------------|------------------|------------------|
| | 31 March 2016 | 31 March 2015 | 31 March 2016 | 31 March 2015 |
| | Amount in ₹ | Amount in ₹ | Amount in ₹ | Amount in ₹ |
| Unsecured, considered good unless stated otherwise | | | | |
| Capital advances | - | 3,000 | - | - |
| Security deposits | 25,000 | 95,000 | 70,000 | - |
| MAT credit entitlement | 6,06,59,505 | 4,51,68,468 | - | - |
| Advance income-tax [(net of provision for tax of ₹ 34,989,290) (P.Y. ₹ 13,144,126)] | 17,76,274 | 13,04,522 | - | - |
| Advance to suppliers | - | - | 14,91,772 | 8,17,396 |
| Prepaid expenses | - | - | 6,40,726 | 71,505 |
| Loans and advances to employees | - | - | 80,693 | 1,57,243 |
| | 6,24,60,779 | 4,65,70,990 | 22,83,191 | 10,46,144 |

14. Inventories (Refer footnote a)

| | 31 March 2016 | 31 March 2015 |
|---|--------------------|--------------------|
| | Amount in ₹ | Amount in ₹ |
| Valued at lower of cost and net realisable value | | |
| Raw materials (Refer footnote b) | - | - |
| Work-in-progress (Refer footnote c) | 70,81,705 | 96,86,141 |
| Finished goods | 27,22,881 | 26,96,299 |
| Less: Provision for slow moving inventory | 43,81,063 | 59,82,829 |
| | (3,36,789) | - |
| | 1,38,48,860 | 1,83,65,269 |

Footnote a: All inventories categories represent text books.

Footnote b: Includes raw materials lying with third parties ₹ 7,081,705 (Previous year ₹ 9,686,141).

Footnote c: Includes work-in-progress lying with third parties ₹ 2,722,881 (Previous year ₹ 2,696,299).

15. Trade receivables

| | 31 March 2016 | 31 March 2015 |
|---|---------------------|---------------------|
| | Amount in ₹ | Amount in ₹ |
| Unsecured, considered good unless stated otherwise | | |
| Outstanding for a period exceeding six months from the date they are due for payment (Refer footnote a) | 8,97,50,582 | 50,42,555 |
| Others (Refer footnote a) | 33,30,15,058 | 27,52,47,881 |
| | 42,27,65,640 | 28,02,90,436 |

Footnote a: Includes amount due from related parties. (Refer note 33)

16. Cash and bank balances

| | 31 March 2016 | 31 March 2015 |
|---|--------------------|--------------------|
| | Amount in ₹ | Amount in ₹ |
| Cash and cash equivalents | | |
| Balances with banks | - | - |
| - on current accounts | 77,64,301 | 40,00,966 |
| Sub total (A) | 77,64,301 | 40,00,966 |
| Other bank balances | | |
| Deposits with maturity less than 12 months from Balance Sheet date* | 32,45,822 | 2,00,00,000 |
| Sub total (B) | 32,45,822 | 2,00,00,000 |
| Total (A+B) | 1,10,10,123 | 2,40,00,966 |

* This deposit is pledged against Letter of Credit facility taken from Kotak Mahindra Bank of ₹ 48,687 (sanction limit ₹ 20,000,000). The tenure of the said Letter of Credit is less than 12 months from the Balance Sheet date.

17. Other current assets

Interest accrued but not due
Other receivable from related party (Refer note 33)

| 31 March 2016 | 31 March 2015 |
|-----------------|---------------|
| Amount in ₹ | Amount in ₹ |
| 11,463 | 86,086 |
| 6,97,168 | - |
| 7,08,632 | 86,086 |



CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

18. Revenue from operations

| | 31 March 2016 | 31 March 2015 |
|--|---------------------|---------------------|
| | Amount in ₹ | Amount in ₹ |
| Revenue from operations | | |
| Sale of books and study material (Refer footnote i and ii) | 23,22,87,843 | 24,10,67,692 |
| Income from advertisement services (Refer footnote ii) | 5,27,20,698 | 3,86,74,615 |
| | 28,50,08,541 | 27,97,42,307 |
| Other operating revenue | | |
| Content development and maintenance fees (Refer footnote ii) | 1,18,47,575 | 2,09,62,335 |
| Sales of scrap | 5,91,874 | 3,68,660 |
| Subscription income | 16,701 | 7,220 |
| | 1,24,56,150 | 2,13,38,215 |
| Total | 29,74,64,691 | 30,10,80,522 |

Footnote I: The Company is engaged in publishing of educational content and books which are subject to nil rate of excise duty.

Footnote ii: Includes revenue from related parties. (Refer note 33)

19. Other Income

| | 31 March 2016 | 31 March 2015 |
|---|---------------|---------------|
| | Amount in ₹ | Amount in ₹ |
| Interest income on fixed deposits | 12,68,041 | 95,651 |
| Liabilities no longer required written back | - | 3,27,933 |
| Miscellaneous income | 1,36,722 | 1,89,662 |
| | 14,04,763 | 6,13,246 |

20. Cost of sales and services

20.1 Cost of materials consumed

| | 31 March 2016 | 31 March 2015 |
|---|---------------|---------------|
| | Amount in ₹ | Amount in ₹ |
| Inventory at the beginning of the period | 96,86,141 | 32,37,290 |
| Add: Purchases during the year (Refer footnote a) | 6,23,55,253 | 6,86,09,541 |
| | 7,20,41,394 | 7,18,46,831 |
| Less: Inventory at the end of the period | 70,81,705 | 96,86,141 |
| Total (A) (Refer footnote b) | 6,49,59,689 | 6,21,60,690 |

Footnote a: Details of purchases are as follows:

| | 31 March 2016 | 31 March 2015 |
|---|---------------|---------------|
| | Amount in ₹ | Amount in ₹ |
| Paper | 6,12,62,294 | 6,75,60,596 |
| Lamination material | 5,70,845 | 7,24,815 |
| Electronic storage disks and other material | 5,22,114 | 3,24,130 |
| | 6,23,55,253 | 6,86,09,541 |

Footnote b: Details of consumption of imported and indigenous items are as follows:

| Particulars | 31 March 2016 | | 31 March 2015 | |
|--------------------------------------|--------------------|-------------|--------------------|-------------|
| | Value (₹) | Percentage | Value (₹) | Percentage |
| Raw materials and other goods | | | | |
| Indigenous | 6,49,59,689 | 100% | 6,21,60,690 | 100% |
| Total | 6,49,59,689 | 100% | 6,21,60,690 | 100% |



CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

20.2 Other cost of goods sold

| | 31 March 2016 | 31 March 2015 |
|------------------------------------|---------------|---------------|
| | Amount in ₹ | Amount in ₹ |
| Printing cost | 2,69,90,206 | 3,04,37,892 |
| Binding and cover pasting charges | 16,43,644 | 31,19,732 |
| Content development cost | 1,82,497 | 20,27,720 |
| Packing material consumed | 7,85,339 | 6,41,920 |
| Content editing and typing charges | 35,210 | 2,11,350 |
| Royalty charges | 4,50,664 | 3,95,069 |
| Labour cost | 2,56,581 | 5,23,123 |
| Total (B) | 3,03,44,141 | 3,73,56,806 |

20.3 Cost of services rendered

| | 31 March 2016 | 31 March 2015 |
|--|---------------------|---------------------|
| | Amount in ₹ | Amount in ₹ |
| Advertisement support services (Refer note 33) | 2,21,47,417 | 1,23,22,444 |
| Content development cost | 6,37,025 | 74,14,115 |
| Material printing cost | 10,72,669 | 23,16,724 |
| Total (C) | 2,38,57,111 | 2,20,53,283 |
| TOTAL (A+B+C) | 11,91,60,941 | 12,15,70,779 |

21. Decrease in inventories of finished goods and work-in progress

| | 31 March 2016 | 31 March 2015 |
|--|---------------|---------------|
| | Amount in ₹ | Amount in ₹ |
| Inventories at the beginning of the period | | |
| -Finished goods produced | 59,82,829 | 73,65,235 |
| -Work-in-progress | 26,96,299 | 1,63,27,484 |
| | 86,79,128 | 2,36,92,719 |
| Less: Inventories at the end of the period | | |
| -Finished goods produced | 43,81,063 | 59,82,829 |
| -Work-in-progress | 27,22,881 | 26,96,299 |
| | 71,03,944 | 86,79,128 |
| Net decrease | 15,75,184 | 1,50,13,591 |

22. Employee benefit expenses

| | 31 March 2016 | 31 March 2015 |
|---|---------------|---------------|
| | Amount in ₹ | Amount in ₹ |
| Salary, wages, bonus and other benefits | 5,10,65,860 | 3,21,78,174 |
| Contribution to provident and other funds (Refer note 30) | 15,95,098 | 12,07,766 |
| Leave encashment Expense (Refer note 30) | 18,21,119 | 1,90,861 |
| Gratuity Expense (Refer note 30) | 4,60,802 | 7,22,960 |
| Staff welfare expenses | 2,18,262 | 1,14,250 |
| | 5,51,61,141 | 3,44,14,011 |

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CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

23. Finance cost

| | 31 March 2016 | 31 March 2015 |
|--|--------------------|------------------|
| | Amount in ₹ | Amount in ₹ |
| Interest expense on | | |
| - short term borrowings from related parties | 74,38,246 | 17,42,922 |
| - borrowings from financial institutions | 5,69,745 | - |
| - short term borrowings from banks | - | 10,51,714 |
| - Delay in payment of income tax | 18,15,330 | 31,07,532 |
| - Delay in payment of other statutory dues | 42,746 | - |
| Other borrowing costs* | 8,04,961 | 2,24,720 |
| | 1,06,71,028 | 61,26,888 |

* Processing fee of 1% plus service tax thereon in respect of Letter of Credit facility sanctioned by Kotak Mahindra Bank.

24. Depreciation and amortisation expenses

| | 31 March 2016 | 31 March 2015 |
|---|------------------|------------------|
| | Amount in ₹ | Amount in ₹ |
| Depreciation of tangible assets (Refer note 11) | 2,25,751 | 2,56,705 |
| Amortisation of intangible assets (Refer note 12) | 27,02,652 | 26,63,600 |
| | 29,28,403 | 29,20,305 |

25. Other expenses

| | 31 March 2016 | 31 March 2015 |
|--|--------------------|--------------------|
| | Amount in ₹ | Amount in ₹ |
| Freight and cartage outward | 22,22,513 | 16,21,487 |
| Retainership fee | 14,13,578 | 8,22,209 |
| Legal and professional charges (Refer note 28) | 19,19,759 | 15,49,565 |
| Equipment rentals and other hire Charges | - | 10,077 |
| Travelling and conveyance expenses | 11,61,907 | 9,92,379 |
| Marketing research expenses | 45,600 | - |
| Repairs and maintenance: | | |
| Machinery | 92,038 | 34,918 |
| Others | 11,35,404 | 4,51,532 |
| Office administration expenses | 21,48,775 | 10,85,519 |
| Lease rent charges (Refer note 34) | 64,62,000 | 13,37,500 |
| Business promotion expenses | 14,17,623 | 8,900 |
| Communication expenses | 62,014 | 14,740 |
| Insurance expenses | 3,03,277 | 87,317 |
| Bad debts written off | 19,71,377 | 58,81,562 |
| Provision for slow moving inventory | 3,36,789 | - |
| Miscellaneous expenses | 10,63,427 | 7,18,977 |
| | 2,17,56,080 | 1,46,16,682 |

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26. Contingent liabilities

There are no contingent liabilities as at 31 March 2016 (Previous year : Nil).

27. Commitments

There are no capital or other material commitments as at 31 March 2016 (Previous year : Nil).

28. Payment to Auditor (excluding service tax)(included in legal and professional charges):

| | 31 March 2016 | 31 March 2015 |
|-----------------|-----------------|-----------------|
| | Amount in ₹ | Amount in ₹ |
| Statutory audit | 6,50,000 | 6,00,000 |
| | <u>6,50,000</u> | <u>6,00,000</u> |

29. Disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

| | 31 March 2016 | 31 March 2015 |
|---|---------------|---------------|
| | Amount in ₹ | Amount in ₹ |
| The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting year included in | | |

Principal amount due to micro and small enterprises

Interest due on above

The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year

The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the MSMED Act, 2006.

The amount of interest accrued and remaining unpaid at the end of each accounting year.

The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006.

30. Employee benefits

The Company has in accordance with the Accounting Standard-15 'Employee Benefits' calculated the various benefits provided to employees as under:

A. Defined contribution plans:

During the year the Company has recognised the following amounts in the Statement of Profit and Loss:

| | 31 March 2016 | 31 March 2015 |
|--|------------------|------------------|
| | Amount in ₹ | Amount in ₹ |
| Contribution to provident fund (Refer note 22) | 15,77,381 | 11,57,482 |
| Total | <u>15,77,381</u> | <u>11,57,482</u> |

B. Defined employee benefits and other long term benefit schemes:

The present value obligation is determined based on actuarial valuation using the projected unit credit method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations. The summarized positions of various defined benefits are as under:



I. Actuarial assumptions

| | Earned Leave (Unfunded) | | Gratuity (Funded) | |
|---|-------------------------|-----------------|---------------------|---------------------|
| | 31 March 2016 | 31 March 2015 | 31 March 2016 | 31 March 2015 |
| Discount rate (per annum) | 8.00% | 8.00% | 8.00% | 8.00% |
| Expected rate of increase in compensation levels | 8.00% | 8.00% | 8.00% | 8.00% |
| Expected rate of return on plan assets | NA | NA | 8.35% | 8.00% |
| Expected average remaining working lives of employees (years) | 25.43 | 26.90 | 25.43 | 26.90 |
| Retirement age (Years) | 58 | 58 | 58 | 58 |
| Mortality table | IALM (2006-08) | IALM (2006-08) | IALM (2006-08) | IALM (2006-08) |
| Ages | Withdrawal Rate (%) | Withdrawal Rate | Withdrawal Rate (%) | Withdrawal Rate (%) |
| Up to 30 Years | 3 | 3 | 3 | 3 |
| From 31 to 44 years | 2 | 2 | 2 | 2 |
| Above 44 years | 1 | 1 | 1 | 1 |

Note:
The discount rate has been assumed at 8.00% p.a. (Previous year 8.00% p.a.) which is determined by reference to market yield at the balance sheet date on government securities. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

II. Change in present value of obligation

| | Earned Leave (Unfunded) | | Gratuity (Funded) | |
|---|-------------------------|---------------|-------------------|---------------|
| | 31 March 2016 | 31 March 2015 | 31 March 2016 | 31 March 2015 |
| Present value of obligation as at the beginning of the year | 3,30,276 | 2,53,906 | 12,06,409 | 4,29,384 |
| Acquisition adjustment | 2,88,937 | - | 4,08,231 | - |
| Current service cost | 9,11,877 | 2,67,986 | 6,21,990 | 4,52,002 |
| Interest cost | 26,422 | 23,029 | 96,513 | 38,945 |
| Benefit paid | (74,746) | (1,14,491) | (1,90,385) | (38,077) |
| Actuarial loss/(gain) on obligation | 8,82,820 | (1,00,154) | (1,70,081) | 3,24,155 |
| Present value of obligation as at the end of the year | 23,65,586 | 3,30,276 | 19,72,677 | 12,06,409 |

III. Fair value of plan assets

| | Gratuity fund | |
|--|---------------|---------------|
| | 31 March 2016 | 31 March 2015 |
| Fair value of plan assets at the beginning of the year | 11,29,876 | 9,74,724 |
| Plan assets recognised during the year | - | - |
| Expected return on plan assets | 90,390 | 77,978 |
| Contributions | 97,810 | 86,538 |
| Benefits paid | (1,90,385) | (38,077) |
| Actuarial gain/(loss) on plan assets | (2,770) | 14,164 |
| Adjustment on account of difference in opening balance | - | 19,573 |
| Administrative Expenses | (9,420) | (5,024) |
| Fair value of plan assets at the end of the year | 11,15,501 | 11,29,876 |

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IV. Expenses recognised in the statement of profit and loss for the year

| | Earned Leave (unfunded) | | Gratuity (funded) | | (Amount in ₹) |
|--|-------------------------|---------------|-------------------|---------------|---------------|
| | 31 March 2016 | 31 March 2015 | 31 March 2016 | 31 March 2015 | |
| | Current service Cost | 9,11,677 | 2,67,986 | 6,21,990 | 4,52,002 |
| Interest cost | 26,422 | 23,029 | 96,513 | 38,945 | |
| Expected return on plan assets | - | - | (90,390) | (77,978) | |
| Net actuarial loss/(gain) to be recognised | 8,82,820 | (1,00,154) | (1,67,311) | 3,09,991 | |
| Expense recognised in Statement of Profit and Loss | 18,21,119 | 1,90,861 | 4,60,802 | 7,22,960 | |

V. Reconciliation of present value of defined benefit obligation and fair value of assets

| | Earned Leave (Unfunded) | | Gratuity (Funded) | | (Amount in ₹) |
|---|---|---------------|-------------------|---------------|---------------|
| | 31 March 2016 | 31 March 2015 | 31 March 2016 | 31 March 2015 | |
| | Present value of obligation as at the end of the year | 23,65,586 | 3,30,276 | 19,72,677 | 12,06,409 |
| Fair Value of plan assets as at the end of the year | - | - | 11,15,501 | 11,29,876 | |
| Funded Status | (23,65,586) | (3,30,276) | (8,57,176) | (76,533) | |
| Net (liability) recognised in Balance Sheet | (23,65,586) | (3,30,276) | (8,57,176) | (76,533) | |
| Amount classified as: | | | | | |
| Short term provision (Refer Note 7) | 33,743 | 4,778 | 29,047 | 10,617 | |
| Long term provision (Refer Note 7) | 23,31,843 | 3,25,498 | 8,28,129 | 65,916 | |

VI. Net assets/(liability) and actuarial experience gain/(loss) for present benefit obligation ('PBO') and plan assets.

(a) Gratuity (Funded)

| | (Amount in ₹) | | | | |
|---------------------------------------|---------------|---------------|---------------|---------------|---------------|
| | 31 March 2016 | 31 March 2015 | 31 March 2014 | 31 March 2013 | 31 March 2012 |
| PBO | 19,72,677 | 12,06,409 | 4,29,384 | 4,55,271 | 2,59,777 |
| Plan assets | 11,15,501 | 11,29,876 | 9,74,724 | 10,21,740 | 9,97,645 |
| Net (liability)/assets | (8,57,176) | (76,533) | 5,45,340 | 5,66,469 | 7,37,868 |
| Experience gain/(loss) on PBO | 1,70,081 | 1,97,802 | 57,514 | (24,258) | 39,649 |
| Experience (loss)/gain on plan assets | (2,770) | 26,348 | (27,428) | (3,008) | 1,371 |

The plan assets of the Company are managed by a trust formed by the Company which contributes to a fund managed by the Life Insurance Corporation of India in terms of an insurance policy taken to fund obligations of the Company with respect to its gratuity plan. The categories of plan assets as a percentage of total plan assets is based on information provided by Life Insurance Corporation of India with respect to its investment pattern for group gratuity fund for investments managed in total for several other companies. Information on categories of plan assets as at 31 March 2016 and 31 March 2015 has not been provided by Life Insurance Corporation of India.

(b) Earned leave (Unfunded) (footnote)

| | (Amount in ₹) | | | | |
|-------------------------------|---------------|---------------|---------------|---------------|---------------|
| | 31 March 2016 | 31 March 2015 | 31 March 2014 | 31 March 2013 | 31 March 2012 |
| PBO | 23,65,586 | 3,30,276 | 2,53,906 | 3,21,797 | 2,08,465 |
| Plan assets | - | - | - | - | - |
| Net (liability)/assets | (23,65,586) | (3,30,276) | (2,53,906) | (3,21,797) | (2,08,465) |
| Experience gain/(loss) on PBO | (8,82,820) | 2,20,910 | (30,027) | 47,062 | 60,708 |

Footnote: The Company has not funded its earned leaves liability.

(c) Employer's best estimate for contribution during next year

| | (Amount in ₹) |
|--------------|---------------|
| Gratuity | 9,70,508 |
| Earned leave | 3,99,581 |

31. Earnings per share

The calculation of Earnings per Share (EPS) has been made in accordance with Accounting Standard (AS) -20. A statement of Basic and Diluted EPS is as under:

| | Reference | Units | 31 March 2016 | 31 March 2015 |
|--|-----------|-------|---------------|---------------|
| Profit attributable to equity shareholders | A | ₹ | 8,56,61,264 | 9,98,88,369 |
| Weighted average no. of equity shares | B | Nos. | 10,000 | 10,000 |
| Basic and Diluted earnings per share | (A/B) | ₹ | 8,566.13 | 9,988.84 |

Note: The Company does not have any outstanding dilutive potential equity shares. Hence the Basic and Diluted Earnings Per Share of the Company are same.



CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

32. Segment reporting

Primary segment

The Company has identified two reportable business segments as primary segments: Publishing of books and media related services. The segments have been identified and reported taking into account the nature of products, the differing risks and returns, the organisation structure and the internal financial reporting systems.

Publishing of books include operations of publishing unit established in Roorkee, Ultrakhand.

Content and media related services include mainly advertisement service and content development income.

Financial information about the primary segments is given below:

For the year 31 March 2016

| Particulars | Publishing of books | Media related services | Others | Total |
|---------------------------------------|---------------------|------------------------|-------------|--------------|
| Revenue | | | | |
| External revenue | 23,28,79,717 | 5,27,20,698 | 1,18,64,276 | 29,74,64,691 |
| Total revenue | 23,28,79,717 | 5,27,20,698 | 1,18,64,276 | 29,74,64,691 |
| Results | | | | |
| Segment results | 10,65,35,307 | (25,51,395) | 1,18,64,276 | 11,58,48,188 |
| Unallocated expenses | | | | 1,89,65,246 |
| Operating profit | | | | 9,68,82,942 |
| Finance costs | | | | 1,06,71,028 |
| Other income including finance income | | | | 14,04,763 |
| Other income (unallocable) | | | | - |
| Profit before tax | | | | 8,76,16,677 |
| Income taxes | | | | 19,55,413 |
| Net profit | | | | 8,56,61,264 |
| As at 31 March 2016 | | | | |
| Segment assets | 37,59,01,782 | 7,26,68,857 | - | 44,85,70,639 |
| Unallocable assets | | | | 7,57,34,589 |
| Total assets | | | | 52,43,05,228 |
| Segment liabilities | 4,81,69,029 | 6,02,54,227 | - | 10,84,23,256 |
| Unallocable liabilities | | | | 8,50,09,001 |
| Total liabilities | | | | 19,34,32,257 |

Other information

| | | | | |
|---|-----------|-----------|-----------|-----------|
| Capital expenditure (including capital advances paid) (allocable) | - | - | - | - |
| Capital expenditure (unallocable) | - | - | 9,47,089 | 9,47,089 |
| Depreciation and amortisation (allocable) | 16,10,014 | - | - | 16,10,014 |
| Depreciation and amortisation (unallocable) | - | - | 13,18,389 | 13,18,389 |
| Other significant non-cash expenses (allocable) | - | 33,71,593 | - | 33,71,593 |

Secondary segment

As the Company operates under single geographic location i.e. India, there are no separate reportable geographical segments.

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CL Media Private Limited

Notes to Financial Statements for the year ended 31 March 2016

For the year ended 31 March 2015

| Particulars | Publishing of books | Media related services | Others | Total |
|---|---------------------|------------------------|-------------|--------------|
| Revenue | | | | |
| External revenue | 24,14,36,352 | 3,86,74,615 | 2,09,69,555 | 30,10,80,522 |
| Total revenue | 24,14,36,352 | 3,86,74,615 | 2,09,69,555 | 30,10,80,522 |
| Results | | | | |
| Segment results | 9,93,86,618 | 50,72,305 | 2,09,69,555 | 12,54,28,478 |
| Unallocated expenses | | | | 1,28,83,324 |
| Operating profit | | | | 11,25,45,154 |
| Finance costs | | | | 61,26,888 |
| Other income including finance income | | | | 6,13,246 |
| Profit before tax | | | | 10,70,31,512 |
| Income taxes | | | | 71,43,143 |
| Net profit | | | | 9,98,88,369 |
| As at 31 March 2015 | | | | |
| Segment assets | 26,74,10,881 | 4,45,81,903 | - | 31,19,92,784 |
| Unallocable assets | | | | 7,15,76,422 |
| Total assets | | | | 38,35,69,206 |
| Segment liabilities | 3,63,22,338 | 3,08,10,697 | - | 6,71,33,035 |
| Unallocable liabilities | | | | 6,96,83,525 |
| Total liabilities | | | | 13,68,16,560 |
| Other Information | | | | |
| Capital expenditure (including capital advances paid) (allocable) | 1,56,000 | - | - | 1,56,000 |
| Depreciation and amortisation (allocable) | 15,96,773 | 11,63,600 | - | 27,60,373 |
| Depreciation and amortisation (unallocable) | - | - | 1,59,932 | 1,59,932 |
| Other significant non-cash expenses (allocable) | - | 58,81,562 | - | 58,81,562 |

Secondary segment

As the Company operates under single geographic location i.e. India, there are no separate reportable geographical segments.

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CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

33. Related Party Disclosure

The disclosures as required by the Accounting Standard -18 (Related Party Disclosure) are as follows:-

(a) List of related parties

(i) Related parties where control exists:

| Relationship | Name of related party |
|-----------------|-----------------------|
| Holding Company | CL Educate Limited |

(ii) Other related parties with whom transactions have taken place:

| Relationship | Name of related party |
|--|---|
| Fellow subsidiaries | 1. Kestone Integrated Marketing Services Private Limited, India 2. G.K. Publications Private Limited, India 3. Career Launcher Education, Infrastructure and Services Limited |
| Enterprises in which key management personnel and their relatives are able to exercise significant influence | 1. Career Launcher Education Foundation, India 2. CL Media Employee Gratuity Trust |
| Key Management Personnel | 1. Mr. Satya Narayanan R 2. Mr. Gautam Puri 3. Mr. Nikhil Mahajan |

(b) Details of related party transactions are as below:

| Particulars | 31 March 2016 (Amount in `) | 31 March 2015 (Amount in `) |
|--|--------------------------------|--------------------------------|
| 1. Revenue from operations | | |
| a. Sale of books and study material (Gross of returns) | | |
| - CL Educate Limited | 10,89,63,594 | 11,39,75,616 |
| - G.K Publications Private Limited | 17,41,58,671 | 19,18,88,081 |
| b. Sale return | | |
| - G.K Publications Private Limited | 7,77,25,039 | 7,72,55,681 |
| c. Content development and maintenance fee | | |
| - CL Educate Limited | 1,18,47,575 | 2,09,62,335 |
| d. Advertisement Income | | |
| - Kestone Integrated Marketing Services Private Limited | - | 7,75,328 |
| 2. Purchases | | |
| - G.K. Publications Private Limited | - | 33,500 |
| 3. Cost of services rendered | | |
| Advertising support & Infra services | | |
| - CL Educate Limited | 1,96,72,417 | 1,23,22,444 |
| 4. Other expenses | | |
| Lease Rent | 60,00,000 | 9,00,000 |
| Employee cost | 1,09,16,638 | - |
| - CL Educate Limited | | |
| 5. Interest on loan | | |
| - Kestone Integrated Marketing Services Private Limited | 18,99,587 | 12,94,560 |
| - CL Educate Limited | 55,38,659 | 4,48,362 |
| 6. Reimbursement of expense incurred on behalf of Company | | |
| - G.K. Publications Private Limited | 52,544 | 1,58,013 |
| - CL Educate Limited | 1,60,000 | 80,000 |



CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

| | 31 March 2016 (Amount in `) | 31 March 2015 (Amount in `) |
|---|--------------------------------|--------------------------------|
| 7. Reimbursement of expense incurred by Company on behalf of related parties | | |
| - G.K. Publications Private Limited | - | 3,45,383 |
| 8. Loan taken from related party | | |
| - CL Educate Limited | 3,18,36,238 | 4,15,78,301 |
| - Kestone Integrated Marketing Services Private Limited | 1,40,00,000 | - |
| 9. Interest income on gratuity fund | | |
| - CL Media Employee Gratuity Trust | 94,345 | 92,142 |
| 10. Loan repaid | | |
| - CL Educate Limited | 5,64,81,297 | 1,15,00,000 |
| 11. Amount paid by us on behalf of others | | |
| - CL Educate Limited | - | 63,500 |
| 12. Transfer of gratuity liabilities from fellow subsidiary | | |
| -Career Launcher Education, Infrastructure and Services Limited | 4,08,231 | - |
| 13. Transfer of leave benefits liabilities from fellow subsidiary | | |
| -Career Launcher Education, Infrastructure and Services Limited | 2,88,937 | - |
| 14. Conversion of interest expense into loan | | |
| - CL Educate Limited | 49,84,793 | 4,03,526 |
| (c) Balance outstanding with or from related parties as: | | |
| Amounts Receivable | | |
| <u>Trade receivable</u> | | |
| - CL Educate Limited | 17,41,73,143 | 8,99,28,622 |
| - G.K. Publications Private Limited | 19,78,72,707 | 16,25,94,980 |
| - Kestone Integrated Marketing Services Private Limited | 16,24,525 | 16,24,525 |
| <u>Loans and advances (Gratuity fund)</u> | | |
| - CL Media Employee Gratuity Trust | 11,15,501 | 11,29,876 |
| Amounts Payable | | |
| <u>Trade payable</u> | | |
| - Career Launcher Education Foundation | 8,92,027 | 8,92,027 |
| - G.K. Publication Private Limited | 33,500 | 33,500 |
| - CL Educate Limited | 4,68,60,022 | 1,86,18,360 |
| <u>Short term borrowings</u> | | |
| - Kestone Integrated Marketing Services Private Limited | 2,20,91,000 | 80,91,000 |
| - CL Educate Limited | 1,08,21,561 | 3,04,81,827 |
| <u>Other current liabilities (Interest accrued but not due)</u> | | |
| - Kestone Integrated Marketing Services Private Limited | 71,06,609 | 53,96,980 |
| <u>Other payables</u> | | |
| - CL Educate Limited | 1,11,56,638 | 80,000 |
| <u>Other receivables</u> | | |
| -Career Launcher Education, Infrastructure and Services Limited | | |

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CL Media Private Limited
Notes to Financial Statements for the year ended 31 March 2016

34. Leases

The Company is a lessee under operating lease of two premises. The lease terms of premises range from 1 to 2 years and accordingly are short term leases. Rental expense for operating leases for the period ended 31 March 2016 is ₹ 6,462,000 and 31 March 2015 was ₹ 1,337,500. The Company has not executed any non-cancellable operating leases.

35. Section 135 of the Companies Act, 2013, which came into effect on 01 April 2014, requires the Company to constitute a Corporate Social Responsibility (CSR) Committee of Directors, adopt a CSR Policy and spend at least 2% of its average net profits made during the immediately preceding three financial years towards CSR activities as set out in Schedule VII to the Companies Act, 2013.

Accordingly, the board of directors approved CSR Policy of the Company at its meeting held on 16 February 2015. In accordance with the provisions of Section 135 of the Companies Act, 2013, the Company was required to spend ₹ 2,785,142 lacs (Previous year ₹ 1,079,116 lacs) on prescribed CSR activities. The Company is yet to undertake CSR activities and in accordance with the guidance provided by the Institute of Chartered Accountants of India, no provision has been recorded in the books of account towards such unspent expenditure.

36. Previous year's figures have been regrouped and/or re-arranged wherever necessary to conform to current period's groupings and classifications.

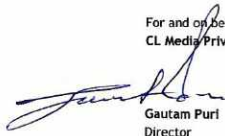
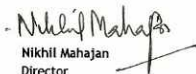
As per our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 103523W/ W100048


Pranav Jain
Partner
Membership No.: 098308



For and on behalf of the Board of Directors of
CL Media Private Limited

 - 
Gautam Puri Nikhil Mahajan
Director Director
DIN: 00033548 DIN: 00033404

Place: New Delhi
Date : July 28, 2016



Place: New Delhi
Date : July 28, 2016