



INDEPENDENT AUDITOR'S REPORT

To the Members of Digicontent Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Digicontent Limited (formerly known as HT Digital Ventures Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity, the Statement of Cash Flows, for the period ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Ind AS financial statements").

Management's Responsibility for the Ind AS 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 Ind AS financial statements, that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015 (as amended). 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 judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS financial statements based on our audit. While conducting the Audit, we have taken into account the provisions of the Act, the accounting standards and standards on auditing 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 including the Ind AS, of the financial position of the Company as at March 31, 2018, and its financial performance including other comprehensive income, the changes in equity and its cash flows for the period then ended.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's 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 A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required under provisions of 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 of the aforesaid Ind AS financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS financial statements 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, the Statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Ind AS financial statements.
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
 - e. On the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors of the Company, none of the directors is disqualified as on March 31, 2018 from being appointed as a director of the Company in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
 - 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 (as amended), 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.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.



iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company during the period.

For MRKS and Associates
Chartered Accountants
Firm's Registration No.: 023711N

Sunil Garg

per Sunil Garg
Partner
Membership No.: 505870



New Delhi
Date: 30/04/18

Annexure A to the Independent Auditor's Report of even date on the Financial Statements of Digicontent Limited (formerly known as HT Digital Ventures Limited) for the period ended March 31, 2018

Report on the statement of matters specified in paragraphs 3 and 4 of the Order.

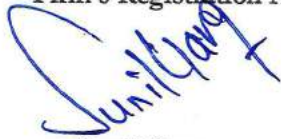
- (i) The company had no fixed assets during the period. Hence, compliance as per clause 3(i) of the Order is not applicable to the Company.
- (ii) The Company's business does not involve any inventories and; accordingly, the provisions of clause 3 (ii) of the Order are not applicable to the Company.
- (iii) According to information and explanations given to us, the Company has not granted loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause (iii) (a), (b), (c) of the order is not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly the provisions of clause 3 (v) are not applicable to the Company.
- (vi) The Company is not required to maintain any cost record as specified by central Government under sub section (1) of section 148 of the Companies Act, 2013. Hence compliance as per clause 3(vi) of the Companies (Auditor's Report) Order is not applicable to the company.
- (vii) (a) According to the information and explanations given to us and the record of the company reviewed by us, in our opinion the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, goods and services tax, employees' state insurance, s, duty of customs, and any other statutory dues applicable to it.
(a) According to the records of the company reviewed by us, there are no dues of goods and service tax, Sales Tax, or Service Tax, duty of customs, or duty of excise, value added tax, and any other statutory dues applicable to it.
- (viii) The Company has not taken loans/deposits from financial institution or bank or debenture holders. Hence, compliance as per clause 3(viii) of the Order is not applicable to the company.
- (ix) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer/further public offer/ debt instruments and term loans hence, reporting under clause ix is not applicable to the Company, hence not commented upon.
- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company and no significant fraud on the Company by its officers/ employees has been noticed or reported during the year, that ultimately causes the financial statements to be materially misstated.
- (xi) According to the information and explanations given by the management to us and based on our examination of records of the Company, the company has not paid managerial



remuneration during the year; accordingly provisions of sec 197 are not applicable to the company.

- (xii) The Company is not a Nidhi Company. Accordingly, the provisions of clause 3 (xii) are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act 2013 to the extent applicable to it and the details have been disclosed in the Financial Statements as required by the applicable accounting standards and Companies Act, 2013.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, compliance as per clause 3(xiv) of the Order is not applicable to the company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them. Hence, compliance as per clause 3(xv) of the Order is not applicable to the company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, compliance as per clause 3(xvi) of the Order is not applicable to the company.

For MRKS and Associates
Chartered Accountants
Firm's Registration No.: 023711N



per Sunil Garg
Partner
Membership No.: 505870



Gurgaon
Date: 30/04/18

Annexure B to the Independent Auditor's Report of even date on The Financial Statements of Digicontent Limited (formerly known as HT Digital Ventures Limited) for the period ended March 31, 2018

Report on the Internal Financial Controls 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 Digicontent Limited (formerly known as HT Digital Ventures Limited) ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

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

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, issued by Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 authorizations of Management and directors of the Company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, 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.

For MRKS and Associates
Chartered Accountants
Firm's Registration No.: 023711N



per Sunil Garg
Partner

Membership No.: 505870



Gurgaon

Date: 30/04/18

Digicontent Limited (formerly known as HT Digital Ventures Limited)

Balance sheet as at March 31, 2018

	As at March 31, 2018
Note No	INR Lacs
I ASSETS	
1) Non-current assets	
(a) Financial assets	
(i) Investments	3 7,675.00
Total Non- current assets	7,675.00
2) Current assets	
(a) Financial assets	
(i) Cash and cash equivalents	4A 326.00
(ii) Other financial assets	4B 0.05
Total current assets	326.05
TOTAL ASSETS	8,001.05
II EQUITY AND LIABILITIES	
1) Equity	
(a) Equity share capital	5 1.00
(b) Other equity	6 (218.64)
Total equity	(217.64)
2) Liabilities	
Non-current liabilities	
(a) Financial liabilities	
(i) Borrowings	7 8,000.00
Total non- current liabilities	8,000.00
Current liabilities	
(a) Financial liabilities	
(i) Trade Payables	8A 0.20
(ii) Other financial liabilities	8B 218.49
Total current liabilities	218.69
Total liabilities	8,218.69
TOTAL EQUITY AND LIABILITIES	8,001.05
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 and on behalf of the Board of Directors of Digicontent Limited

MRKS And Associates

Chartered Accountants

ICAI Firm Registration Number 0215870

per **Sunil Garg**

Partner

Membership Number 505870



Sharad Saxena
Sharad Saxena

Director
 (DIN: 02239469)

Place: New Delhi

Date: 30/04/18

Rajiv Verma

Rajiv Verma
 Director
 (DIN: 00017110)

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Digicontent Limited (formerly known as HT Digital Ventures Limited)

Statement of Profit and Loss for the period August 14, 2017 to March 31, 2018

Particulars	Note No	August 14, 2017 to March 31, 2018 INR Lacs
I Income		
a) Other Income	9	0.05
Total Income		0.05
II Expenses		
a) Finance costs	10	218.49
b) Other expenses	11	0.20
Total expenses		218.69
III Profit before exceptional items and tax from operations(I-II)		(218.64)
IV Exceptional items Gain/(Loss)		-
V Profit before tax from operations(III+IV)		(218.64)
VI Earnings before interest, tax, depreciation and amortization (EBITDA) before exceptional items		(0.15)
VII Tax expense		
Current tax		-
Deferred tax charge/(credit)		-
Total tax expense		-
VIII Profit for the year (VIII+IX)		(218.64)
IX Other Comprehensive Income		-
X Total Comprehensive Income for the year, net of tax(X+XI)		(218.64)
XI Earnings/(loss) per share for continuing and discontinued operations		
Basic (Nominal value of share INR 2/-)	12	(437.29)
Diluted (Nominal value of share INR 2/-)	12	(437.29)
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 and on behalf of the Board of Directors of Digicontent Limited

MRKS And Associates

Chartered Accountants

ICAI Firm Registration Number: 023711N

Sunil Garg

per Sunil Garg

Partner

Membership Number 505870



Sharad Saxena

Sharad Saxena

Director

(DIN: 02239469)

Rajiv Verma

Rajiv Verma

Director

(DIN: 00017110)

Place: New Delhi

Date: 30/04/18

Handwritten signature

Digicontent Limited (formerly known as HT Digital Ventures Limited)
Cash Flow Statement for the period August 14, 2017 to March 31, 2018

August 14, 2017 to March 31, 2018

Particulars	INR Lacs
Operating activities	
Profit before tax	(218.64)
Adjustments to reconcile profit before tax to net cash flows:	
Working capital adjustments:	
Decrease/(Increase) in trade receivables	-
Decrease/(Increase) in inventories	-
Decrease/(Increase) in current and non-current financial assets and other current and non-current assets	(0.05)
(Decrease)/Increase in current and non-current financial Liabilities and Other Current and non-current liabilities & Provision	218.69
Income tax paid	-
Net cash flows from operating activities (A)	-
Investing activities	
Investment in HT Digital Streams Limited	(7,675.00)
Net cash flows/(used in) investing activities (B)	(7,675.00)
Financing activities	
Issue of Equity Shares	1.00
Inter corporate deposits received	8,000.00
Net cash flows from financing activities (C)	8,001.00
Net increase/ (decrease) in cash and cash equivalents (D= A+B+C)	326.00
Cash and cash equivalents at the beginning of the period (E)	-
Cash and cash equivalents at period end (D+E)	326.00



HT Media Limited
Cash Flow Statement for the period August 14, 2017 to March 31, 2018

Particulars	August 14, 2017 to March 31, 2018 INR Lacs
Components of Cash & Cash Equivalents as at end of the year	
Cash and cheques on hand	-
With banks	
- on deposit accounts	320.00
- on current accounts	6.00
Total cash and cash equivalents	326.00
Less: Bank Overdraft	-
Cash and cash equivalents as per Cash Flow Statement	326.00

The accompanying notes are an integral part of the financial statements

Debt reconciliation disclosure pursuant to Amendment to Ind-AS 7:

Particulars	Non Current Borrowings (INR Lacs)
Opening Balance as at August 14, 2017	-
Cash Flows:	
-Drawdowns	8,000.00
-Repayments	-
Non-Cash movements:	-
Closing Balance as at March 31, 2018	8,000.00

As per our report of even date

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

MRKS And Associates
Chartered Accountants
ICAI Firm Registration Number 023711N

Sunil Garg

per Sunil Garg
Partner
Membership Number 505870



Sharad Saxena

Sharad Saxena
Director
(DIN: 02239469)

Place: New Delhi
Date: 30/04/18

Rajiv Verma
Rajiv Verma
Director
(DIN: 00017110)

MRK

Digicontent Limited (formerly known as HT Digital Ventures Limited)
Statement of changes in equity for the period August 14, 2017 to March 31, 2018

A. Equity Share Capital (Refer Note 12)

Equity Shares of INR 2 each issued, subscribed and fully paid up

Particulars	Number of shares	Amount (INR Lacs)
Balance as at August 14, 2017		
Changes in share capital during the period	50,000	1.00
Balance as at March 31, 2018	50,000	1.00

B. Other Equity attributable to equity holders (Refer Note 13)

Particulars	Reserves & Surplus Retained earnings	Total (INR Lacs)
Balance as at August 14, 2017	-	-
Profit/(Loss) during the period	(218.64)	(218.64)
Balance as at March 31, 2018	(218.64)	(218.64)

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors of Digicontent Limited

MRKS And Associates

Chartered Accountants

ICAI Firm Registration Number 023711N



per Sunil Garg

Partner

Membership Number 505870

Place: New Delhi

Date: 30/04/18

Sharad Saxena
Sharad Saxena
Director
(DIN: 02239469)

Rajiv Verma
Rajiv Verma
Director
(DIN: 00017110)

[Signature]

1. Corporate information

Digicontent Limited ("DCL" or "the Company") is company domiciled in India and incorporated under the provisions of the Companies Act, 2013. The registered office of the Company is located at 18-20, K.G. Marg, New Delhi-110001.

2. Significant accounting policies followed by company

2.1 Basis of preparation

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Companies Act 2013 (the "accounting principles generally accepted in India").

The accounting policies are applied consistently to all the periods presented in the financial statements.

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments.
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).
- Defined benefit plans - plan assets measured at fair value.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III, unless otherwise stated.

The standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

2.2 Summary of significant accounting policies

a) 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, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.



b) Taxes

Current income tax

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

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

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

GST/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST/ value added taxes



paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of GST included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

c) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

d) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded Company's or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.



An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

e) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

f) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

g) Measurement of EBITDA

The Company has elected to present earnings before interest expense, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the face of profit/ (loss) from continuing operations. In the measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.

h) Earnings per Share

Basic earnings per share

Basic earnings per share are calculated by dividing:

-the profit attributable to owners of the Company

-by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.



Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

-the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

-the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.



Digicontent Limited (formerly known as HT Digital Ventures Limited)
Notes to financial statements for the period August 14, 2017 to March 31, 2018

Note 3 : Investments

Particulars	March 31, 2018
	INR Lacs
Investment in Subsidiary (at cost)	
<i>Unquoted</i>	
HT Digital Streams Limited	7,675.00
85.88 Lakhs equity shares of INR 10/- each fully paid up	
Total	7,675.00
Provision for impairment in value of investment (B)	-
Total Investment in Subsidiary (A) - (B)	7,675.00
Current	-
Non - Current	7,675.00
Aggregate book value of unquoted investments	7,675.00
Aggregate amount of impairment in value of investments	-

Note 4A : Cash and Cash Equivalents

Particulars	March 31, 2018
Balance with banks :	
- On current accounts	6.00
- Deposits with original maturity of less than three months	320.00
Total	326.00

Note 4B : Other current assets

Particulars	March 31, 2018
Interest accrued but not due	0.05
Total	0.05



Digicointent Limited (formerly known as HT Digital Ventures Limited)
Notes to financial statements for the period August 14, 2017 to March 31, 2018

Note 5 : Share Capital
Authorised Share Capital

Particulars	Number of shares	Amount (INR Lacs)
At August 14, 2017	-	-
Changes during the period	50,000	1.00
At March 31, 2018	50,000	1.00
Terms/ rights attached to equity shares		
Issued and subscribed capital		
Equity shares of INR 2 each issued, subscribed and fully paid	Number of shares	Amount (INR Lacs)
At August 14, 2017	-	-
Changes during the period	50,000	1.00
At March 31, 2018	50,000	1.00

Reconciliation of the equity shares outstanding at the beginning and at the end of the period :

Particulars	March 31, 2018	
	Number of shares	Amount (INR Lacs)
Shares outstanding at the beginning of the period	-	-
Shares Issued during the period	50,000	1.00
Shares outstanding at the end of the period	50,000	1.00

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

Out of equity shares issued by the company, shares held by its holding company, subsidiary of holding company are as below:

Particulars	(INR Lacs)	
	March 31, 2018	
HT Media Limited, the holding company		
50,000 equity shares of INR 2 each fully paid		1.00

Details of shareholders holding more than 5% shares in the company

Particulars	March 31, 2018	
	Number of shares	% holding
Equity shares of INR 2 each fully paid		
HT Media Limited, the holding company	50,000	100.00%

As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial shareholding represents both legal and beneficial ownerships of shares.



Digicontent Limited (formerly known as HT Digital Ventures Limited)
Notes to financial statements for the period August 14, 2017 to March 31, 2018

Note 6: Other Equity

	(INR Lacs)
Particulars	March 31, 2018
Retained Earnings	(218.64)
Total	(218.64)

Note 7 : Borrowings

	(INR Lacs)
Particulars	March 31, 2018
Non- current Borrowings	
Secured Loan	
Inter corporate deposits	8,000.00
Aggregate Secured Loans	-
Aggregate Unsecured Loans	8,000.00

Note 8A: Trade Payables

	(INR Lacs)
Particulars	March 31, 2018
Trade Payable	
- Micro, Small and Medium Enterprises	
- Others	0.20
Total	0.20
Current	0.20
Non- Current	-

Note 8B : Other financial liabilities

	(INR Lacs)
Particulars	March 31, 2018
I. Other financial liabilities at amortised cost	
Interest accrued but not due on borrowings and others	218.49
Total (II)	218.49
Current	-
Non- Current	218.49



Digicent Limited (formerly known as HT Digital Ventures Limited)
Notes to financial statements for the period August 14, 2017 to March 31, 2018

Note 9 : Other Income		(INR Lacs)
Particulars	August 14, 2017 to March 31, 2018	
Interest income on		
- Bank deposits		0.05
Total		0.05

Note 10 : Finance costs		(INR Lacs)
Particulars	August 14, 2017 to March 31, 2018	
Interest on debts and borrowings		218.49
Total		218.49

Note 11 : Other expenses		(INR Lacs)
Particulars	August 14, 2017 to March 31, 2018	
Payment to auditors		0.20
Total		0.20

Note 12: EPS Computation

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.



The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	August 14, 2017 to March 31, 2018
Profit attributable to equity holders	(218.64)
Weighted average number of Equity shares for basic and diluted EPS	50,000
Effect of dilution	-
Weighted average number of Equity shares adjusted for the effect of dilution *	50,000
Earnings per share for continuing and discontinued operations	
Basic EPS	(437.29)
Diluted EPS	(437.29)

Note 13:

The Board of Directors of the Company, has approved a Scheme of Arrangement u/s 230-232 read with Section 66 of the Companies Act, 2013, between the Company and HT Media Limited (parent company) and their respective shareholders and creditors ("Scheme") for demerger of Entertainment & Digital Innovation Business from the parent company, and transfer and vesting thereof into the Company, as a 'going concern'. In consideration of the proposed demerger, the Scheme also provides for issue of fully paid-up equity shares by the Company, to the shareholders of the parent company.

In terms of the order passed by the Hon'ble National Company Law Tribunal (NCLT) meetings of secured creditors, unsecured creditors and shareholders of the parent company have been convened for approval of the Scheme. The Scheme is subject to sanction by the NCLT and such other statutory authorities, as may be required. Pending the above approval(s), impact of the Scheme is not considered in these financial statements.



Digicent Limited (formerly known as HT Digital Ventures Limited)
Notes to financial statements for the period August 14, 2017 to March 31, 2018

Note 36 : Related party transactions

i) List of Related Parties and Relationships:-

Name of related parties where control exists whether transactions have occurred or not.	HT Media Limited (Holding Company) The Hindustan Times Limited # Earthstone Holding (Two) Limited ## Hindustan Media Ventures Limited
Fellow Subsidiaries (with whom transactions have occurred during the year)	

The Hindustan Times Limited (HTL) does not hold any direct investment in the Company. However, HTL's subsidiary HT Media Limited holds shares in the Company.

Earthstone Holding (Two) Limited is the holding Company of The Hindustan Times Limited.

ii) Transactions with related parties

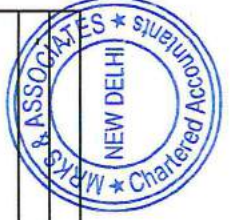
Refer Note 16 A

iii) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

Transactions during the year with related parties

Particulars	Holding Company	Fellow Subsidiary
	HT Media Limited	Hindustan Media Ventures Limited
	(INR Lacs)	(INR Lacs)
Interest accrued on Inter Corporate Deposit	219.49	-
Purchase of shares in HT Digital Streams Limited	-	7,675.00
Inter Corporate Deposit received by the Company	8,000.00	-
BALANCE OUTSTANDING		
Equity Share capital	1.00	
Inter Corporate Deposit & Interest accrued on it	8,219.49	



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Note 15: Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the company's (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS-7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment'. These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows' and IFRS 2, 'Share-based payment' respectively. The amendments are applicable to the Company from April 1, 2017.

Ind AS 115 Revenue from Contracts with Customers

Ind AS 115 was issued on 28 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Ind AS 115 revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard will supersede all current revenue recognition requirements under Ind AS. This Standard is effective for accounting periods beginning on or after 1 April, 2018. Either a so called full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 April 2018.

During 2017-18, the Company performed a preliminary assessment of Ind AS 15. The initial application of Ind AS 115 is not expected to have material impact on the Company's financial statements.

Amendments to Ind AS 12 Income Taxes: Recognition of Deferred Tax Assets for Unrealised Losses

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of deductible temporary difference related to unrealized losses. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. This amendment is applicable retrospectively for annual periods beginning on or after 1 April, 2018.

During 2017-18, the Company performed a preliminary assessment of this amendment. The application of this amendment is not expected to have material impact on the Company's financial statements.

Ind AS 28 Investments in Associates and Joint Ventures - Clarification that measuring investees at fair value through profit or loss is an investment-by-investment choice

When an investment in an associate or joint venture is held by, or is held indirectly through, a venture capital organisation, or a mutual fund, unit trust and similar entities including investment-linked insurance funds, the entity may elect, in accordance with Ind AS 28, to measure that investment at fair value through profit or loss. However, it was not clear whether the entity is able to choose between applying the equity method or measuring the investment at fair value for each investment, or whether instead the entity applies the same accounting to all of its investments in associates and joint ventures.

Ind AS 28 has been amended to clarify that a venture capital organisation, or a mutual fund, unit trust and similar entities may elect, at initial recognition, to measure investments in an associate or joint venture at fair value through profit or loss separately for each associate or joint venture. In addition, Ind AS 28 permits an entity that is not an investment entity to retain the fair value measurement applied by its associates and joint ventures (that are investment entities) when applying the equity method. Therefore, this choice is available, at initial recognition, for each investment entity associate or joint venture.

The amendments are applicable retrospectively for annual periods beginning on or after 1 April 2018. These amendments are not applicable to the Company.



Ind AS 21 Foreign Currency Transactions and Advance Consideration

The amendment clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine the transaction date for each payment or receipt of advance consideration.

The amendment is applicable for accounting periods beginning on or after 1 April 2018 (retrospective application is permitted).

Since the Company's current practice is in line with the amendment, the Company does not expect any effect on its financial statements.

Ind AS 40 Investment Property

The amendment lays down the principle regarding when a company should transfer asset to, or from, investment property. However, it was not clear whether the evidence of a change in use should be the one specifically provided in the standard.

Accordingly, the amendment clarifies that a transfer is made when and only when:

- There is an actual change of use i.e. an asset meets or ceases to meet the definition of investment property
- There is evidence of the change in use.

The amendments are applicable for annual periods beginning on or after 1 April 2018.

As per our report of even date

MRKS And Associates

Chartered Accountants

ICAI Firm Registration Number 023711N



per Sunil Garg

Partner

Membership Number 505870

Place: New Delhi

Date: 30/04/18

For and on behalf of the Board of Directors
of Digicentent Limited

Sharad Saxena
Sharad Saxena
Director
(DIN: 02239469)

Rajiv Verma
Rajiv Verma
Director
(DIN: 00017110)

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