Company Registration No. 201017570W

HT Overseas Pte Ltd

Annual Financial Statements
31 March 2017

HT Overseas Pte Ltd

Contents

The directors hereby present their statement to the members together with the audited financial statements of HT Overseas Pte Ltd (the "Company") for the financial year ended 31 March 2017.

Opinion of the directors

In the opinion of the directors,

(i) the accompanying statement of comprehensive income, balance sheet, statement of changes in equity and cash flow statement together with the notes thereto, are drawn up so as to give a true and fair view of the financial position of the Company as at 31 March 2017 and the financial performance of the business, changes in equity and cash flows of the Company for the financial year then ended; and

(ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors of the Company in office at the date of this statement are:

Shobhana Bhartia
Rajiv Verma
Dinesh Mittal
Goh Ming Tung, Dicky
Asha Dixit
Prem Kumar

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during that financial year was the Company a party to any arrangement whose objects are, or one of whose object is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

Directors' interests in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50, an interest in shares of the Company and related corporations as stated below:

	Holding registered in name of director or nominee	
	At beginning of the financial year	**At end of the financial year**
Immediate Holding Company - HT Digital Media Holdings Limited, India		
Shobhana Bhartia	1(1)	1(1)
Rajiv Verma	1(1)	1(1)
Ultimate Holding Company - HT Media Limited, India		
Shobhana Bhartia	20(3)	20(3)
Rajiv Verma	1	1
Dinesh Mittal	1	1

Directors' interests in shares and debentures (cont'd)

	Holding registered in name of director or nominee	
	At beginning of the financial year	At end of the financial year
Other Related Companies		
Shobhana Bhartia		
Firefly e-Ventures Limited, India	1	1
HT Education Limited, India	1[(1)]	1[(1)]
HT Learning Centers Limited, India	1[(2)]	1[(2)]
HT Music and Entertainment Company Limited, India	1[(5)]	1[(5)]
Rajiv Verma		
Firefly e-Ventures Limited, India	1	1
HT Education Limited, India	1[(1)]	1[(1)]
HT Learning Centers Limited, India	1[(2)]	1[(2)]
Top Movies Entertainment Limited, India	1[(1)]	1[(1)]
HT Digital Streams Limited, India	1[(1)]	1[(1)]
HT Mobile Solutions Limited	–	1[(4)]
Dinesh Mittal		
HT Digital Information Private Limited, India (Formerly known as Ed World Private Limited)	1[(1)]	1[(1)]
Firefly e-Ventures Limited, India	1	1
Hindustan Media Ventures Limited	9,041	9,041
HT Education Limited, India	1[(1)]	1[(1)]
HT Learning Centers Limited, India	1[(2)]	1[(2)]
HT Mobile Solutions Limited, India	1[(4)]	1[(4)]
HT Music and Entertainment Company Limited, India	1[(5)]	1[(5)]
Top Movies Entertainment Limited, India	1[(1)]	1[(1)]
HT Digital Streams Limited, India	1[(1)]	1[(1)]

(1) This share is held in the nature of beneficial interest as nominee of HT Media Limited, India.
(2) 19 shares held as nominee of Go4i.com (Mauritius).
(3) This share is held in the nature of beneficial interest as nominee of HT Education Limited, India.
(4) This share is held in the nature of beneficial interest as nominee of HT Digital Media Holdings Limited, India.
(5) This share is held in the nature of beneficial interest as nominee of HT Media Limited, India.

Except as disclosed in this report, no director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

Options

No options have issued by the Company during the financial year ended 31 March 2017. As at 31 March 2017, there were no outstanding options on the unissued shares of the Company or related corporations.

Auditor

Ernst & Young LLP have expressed their willingness to accept appointment as auditor.

On behalf of the board of directors:

Rajiv Verma
Director

Dinesh Mittal
Director

Singapore
1 May 2017

Independent auditor's report to the members of HT Overseas Pte Ltd

Report on the audit of the financial statements

Opinion

We have audited the financial statements of HT Overseas Pte Ltd (the "Company"), which comprise the balance sheet as at 31 March 2017, the statement of comprehensive income, statement of changes in equity and cash flow statement of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the Act) and Financial Reporting Standards in Singapore (FRSs) so as to give a true and fair view of the financial position of the Company as at 31 March 2017 and of the financial performance, changes in equity and cash flows of the Company for the financial year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management is responsible for other information. The other information comprises Directors' statement set out on pages 1 to 3.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

The directors' responsibilities include overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

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

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

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

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

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

Independent auditor's report to the members of HT Overseas Pte Ltd

Auditor's responsibilities for the audit of the financial statements (cont'd)

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

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

Other matters

The financial statements of HT Overseas Pte Ltd for the year ended 31 March 2016, were audited by another auditor who expressed an unmodified opinion on those statements on 19 April 2016.

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

Ernst & Young LLP

Ernst & Young LLP

Public Accountants and
Chartered Accountants
Singapore

1 May 2017

Statement of comprehensive income
For the financial year ended 31 March 2017

	Note	2017 S$	2016 S$
Revenue	4	2,015,677	2,709,298
Other income		9,571	2,710
		2,025,248	2,712,008
Operating expenses			
Printing and distribution charges		(243,686)	(155,329)
Events		(229,518)	(545,008)
News services		(236,215)	(102,948)
Content charges		(138,745)	(134,827)
Employee benefits	6	(860,043)	(557,509)
Allowance for doubtful debts		(438,728)	–
Administrative expenses	5	(620,234)	(398,389)
		(2,767,169)	(1,894,010)
(Loss)/profit before income taxation		(741,921)	817,998
Income tax expense	7	–	(2,429)
(Loss)/profit for the financial year, representing total comprehensive income for the financial year		(741,921)	815,569

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Balance sheet
As at 31 March 2017

	Note	31 March 2017 S$	31 March 2016 S$
Non-current asset			
Investment securities	8	1,541,309	107,564
Investment in joint venture	9	–	–
Plant and equipment	10	19,976	–
Intangible asset	11	38,920	38,920
		1,600,205	146,484
Current asset			
Cash and cash equivalents	12	1,247,546	751,548
Trade and other receivables	13	356,414	806,698
		1,603,960	1,558,246
Current liabilities			
Trade and other payables	14	311,936	460,951
Income tax payable	7	–	2,429
		311,936	463,380
Non-current liabilities			
Other payables	14	25,546	62,746
		337,482	526,126
Net current assets		1,292,024	1,241,350
Net assets		2,866,683	1,178,604
Equity			
Share capital	15	1,310,000	810,000
Share application money pending allotment	15	1,930,000	–
Retained earnings		(373,317)	368,604
Total equity		2,866,683	1,178,604

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statement of changes in equity
For the financial year ended 31 March 2017

	Share capital (Note 15) S$	Share application money pending allotment (Note 15) S$	Retained earnings S$	Total equity S$
2017				
At 1 April 2016	810,000	–	368,604	1,178,604
Loss for the financial year, representing total comprehensive income for the financial year	–	–	(741,921)	(741,921)
Issuance of shares	500,000	–	–	500,000
Shares pending allotment	–	1,930,000	–	1,930,000
Balance at 31 March 2017	1,310,000	1,930,000	(373,317)	2,866,683
2016				
At 1 April 2015	810,000	–	(446,965)	363,035
Profit for the financial year, representing total comprehensive income for the financial year	–	–	815,569	815,569
Balance at 31 March 2016	810,000	–	368,604	1,178,604

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Cash flow statement
For the financial year ended 31 March 2017

	2017 S$	2016 S$
Cash flows from operating activities:		
(Loss)/profit before income taxation	(741,921)	817,998
Adjustments for:		
Depreciation of plant and equipment	3,544	–
Allowance for doubtful debts	438,728	–
Bad debts written off	8,150	–
Operating cash flows before working capital changes	(291,499)	817,998
Decrease/(increase) in trade and other receivables	3,406	(506,165)
(Decrease)/increase in trade and other payables	(186,215)	502,378
Cash flows (used in)/generated from operations	(474,308)	814,211
Income tax paid	(2,429)	–
Net cash flows (used in)/generated from operating activities	(476,737)	814,211
Cash flow from investing activities:		
Purchases of available-for-sale investment	(1,433,745)	(107,564)
Purchases of intangible asset	–	(38,920)
Purchase of plant and equipment	(23,520)	–
Net cash used in operating activities	(1,457,265)	(146,484)
Cash flows from financing activities:		
Proceeds from issuance of shares	500,000	–
Share application money pending allotment	1,930,000	–
Net cash generated from financing activities	2,430,000	–
Net increase in cash and cash equivalents	495,998	667,727
Cash and cash equivalents at beginning of the financial year	751,548	83,821
Cash and cash equivalents at end of the financial year (Note 11)	1,247,546	751,548

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. Corporate information

HT Overseas Pte. Ltd. (the Company) is a private limited company incorporated and domiciled in Singapore. The immediate holding company is HT Digital Media Holdings Limited and ultimate holding company is HT Media Limited.

The registered office and principal place of business of the Company is located at 77A Boat Quay Singapore 049865.

The principal activities of the Company are business and management consultancy services, purchasing and negotiation sale of third party advertisement, digital marketing and publishing of newspaper including printing thereof and distribution of third party newspaper.

2. Summary of significant accounting policies

2.1 *Basis of preparation*

The financial statements, the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (FRS).

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars (SGD or S$) which is company's functional currency.

2.2 *Changes in accounting policies*

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the company has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2016. The adoption of these standards did not have any effect on the financial performance or position of the Company.

2. Summary of significant accounting policies (cont'd)

2.3 *Standards issued but not yet effective*

The Company has not adopted the following standards applicable that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to FRS 7 *Disclosure Initiative*	1 January 2017
Amendments to FRS 12 *Recognition of Deferred Tax Assets for Unrealised Losses*	1 January 2017
FRS 115 *Revenue from Contracts with Customers*	1 January 2018
FRS 109 *Financial Instruments*	1 January 2018
Amendments to FRS 102 *Classification and Measurement of Share-Based Payment Transactions*	1 January 2018
Amendments to FRS 40 *Transfers of Investment Property*	1 January 2018
FRS 116 *Leases*	1 January 2019
Amendments to FRS 110 and FRS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined
Improvements to FRSs (December 2016)	
(a) Amendments To FRS 101 First-Time Adoption Of Financial Reporting Standards	1 January 2018
(b) Amendments To FRS 112 Disclosure Of Interests In Other Entities	1 January 2017
(c) Amendments To FRS 28 Investments In Associates And Joint Ventures	1 January 2018
INT FRS 122 Foreign Currency Transactions and Advance Consideration	1 January 2018

Except for FRS 109 and FRS 115, the directors expect that the adoption of the other standards above will have no material impact on the financial statement in the period of initial application. The nature of the impending changes in accounting policy on adoption of FRS 109 and FRS 115 are described below.

FRS 109 *Financial* Instruments

FRS 109 introduces new requirements for classification and measurement of financial assets, impairment of financial assets and hedge accounting. Financial assets are classified according to their contractual cash flow characteristics and the business model under which they are held. The impairment requirements in FRS 109 are based on an expected credit loss model and replace the FRS 39 incurred loss model.

FRS 109 is effective for annual periods beginning on or after 1 January 2018 with early application permitted. Retrospective application is required, but comparative information is not compulsory. The Company is currently assessing the impact of FRS 109 and plans to adopt the standard on the required effective date.

2. Summary of significant accounting policies (cont'd)

2.3 *Standards issued but not yet effective (cont'd)*

FRS 115 *Revenue from Contracts with Customers*

FRS 115 establishes a five-step model that will apply to revenue arising from contracts with customers. Under FRS 115, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in FRS 115 provide a more structured approach to measuring and recognising revenue when the promised goods and services are transferred to the customer i.e. when performance obligations are satisfied.

Key issues for the Company include identifying performance obligations, accounting for contract modifications, applying the constraint to variable consideration, evaluating significant financing components, measuring progress toward satisfaction of a performance obligation, recognising contract cost assets and addressing disclosure requirements.

Either a full or modified retrospective application is required for annual periods beginning on or after1 January 2017 with early adoption permitted. The Company is currently assessing the impact of FRS 115 and plans to adopt the new standard on the required effective date.

2.4 *Foreign currency*

The financial statements are presented in Singapore Dollars, which is also the Company's functional currency. The Company determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

2. Summary of significant accounting policies (cont'd)

2.5 *Plant and equipment*

All items of plant and equipment are initially recorded at cost. Subsequent to recognition, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Office equipment	:	3 years
Furniture and fixtures	:	3 years

2.6 *Intangible assets*

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

(a) *Trademarks*

Management is of the opinion that, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the trademark is expected to generate net cash inflows for the Company. Hence, trademark is regarded by Management as having an indefinite useful life.

2. Summary of significant accounting policies (cont'd)

2.7 *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 an annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2.8 *Joint venture*

A joint venture is an entity over which the Company has joint control in the investee. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Company has not accounted for its investment in joint venture using equity method as it is itself a wholly-owned subsidiary of HT Media Limited, which prepares consolidated financial statements available for public use. The registered address of the ultimate holding company, Hindustan Times House 18-20, Kasturba Gandhi Marg New Delhi - 110 001, India. This exemption is allowed under FRS 28 Investment in Associates and Joint Ventures. Accordingly, the Company has accounted for its investment in joint venture at cost less any impairment loss.

2. Summary of significant accounting policies (cont'd)

2.9 *Financial instruments*

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

(i) *Loans and receivables*

Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

(ii) *Available-for-sale financial assets*

Available-for-sale financial assets include equity. Equity investments classified as available-for-sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss.

After initial recognition, available-for-sale financial assets are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is de-recognised.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

2. Summary of significant accounting policies (cont'd)

2.9 *Financial instruments (cont'd)*

(a) **Financial assets (cont'd)**

De-recognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

(b) **Financial liabilities**

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

2. Summary of significant accounting policies (cont'd)

2.10 *Impairment of financial assets*

The Company assesses at each reporting date whether there is any objective evidence that a financial asset is impaired.

(a) **Financial assets carried at amortised cost**

For financial assets carried at amortised cost, the Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a Company of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in profit or loss.

When the asset becomes uncollectible, the carrying amount of impaired financial asset is reduced directly or if an amount was charged to the allowance account, the amounts charged to the allowance account are written off against the carrying value of the financial asset.

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Company considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

(b) **Financial assets carried at cost**

If there is objective evidence (such as significant adverse changes in the business environment where the issuer operates, probability of insolvency or significant financial difficulties of the issuer) that an impairment loss on financial assets carried at cost had been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

2. Summary of significant accounting policies (cont'd)

2.10 *Impairment of financial assets (cont'd)*

(c) Available-for-sale financial assets

In the case of equity investments classified as available-for-sale, objective evidence of impairment include (i) significant financial difficulty of the issuer or obligor, (ii) information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in equity instrument may not be recovered; and (iii) a significant or prolonged decline in the fair value of the investment below its costs.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from other comprehensive income and recognised in profit or loss. Reversals of impairment losses in respect of equity instruments are not recognised in profit or loss; increase in their fair value after impairment are recognised directly in other comprehensive income.

2.11 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand.

2.12 *Employee benefits*

Defined contribution plans

The Company participates in the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

2.13 *Leases*

As lessee

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

2. Summary of significant accounting policies (cont'd)

2.14 *Revenue*

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 made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

Advertisements

Revenue is recognized as and when advertisement is published/displayed and is disclosed net of discounts.

Sale of News & Publications

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

Revenue from Events

Revenue is recognized upon completion of the events.

Revenue from News Content Services

Revenue is recognized upon the completion of content services.

Agency Commission

Agency commission income relates to the provision of agency services with regard to procurement of newsprint by customers. Revenue is recognised on completion of services.

Revenue from Digital Services

Revenue from display of internet advertisements is recognised on completion of the contract.

Revenue from Distribution services

Revenue is recognised upon distribution of newspaper.

2. Summary of significant accounting policies (cont'd)

2.15 *Taxes*

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods 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 end of the reporting period, in the countries where the company operates and generates taxable income.

Current income taxes are recognised in profit or loss. 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.

(b) Deferred tax

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

Deferred tax liabilities are recognised for all temporary differences, except where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, 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 except where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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 reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit 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 end of each reporting period.

2. Summary of significant accounting policies (cont'd)

2.15 *Taxes (cont'd)*

(c) **Sales tax**

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- Receivables and payables that are stated with the amount of sales tax included.

2.16 *Share capital*

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

3. Significant accounting judgements and estimates

3.1 Judgements made in applying accounting policies

In the process of applying the Company's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the financial statements:

Impairment of available-for-sale equity investments

The Company records impairment charges on unquoted equity investments when there has been a significant or prolonged decline in the fair value below their cost. The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Company evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

3. Significant accounting judgements and estimates (cont'd)

3.2 Key sources of estimation uncertainty (cont'd)

Impairment of loans and receivables

The Company assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. Factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments are objective evidence of impairment. In determining whether there is objective evidence of impairment, the Company considers whether there is observable data indicating that there have been significant changes in the debtor's payment ability or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates in. The carrying amount of the loans and receivables is disclosed in Note 13.

4. Revenue

	2017 S$	2016 S$
Advertisement	559,456	655,024
Consultancy	–	24,000
Distribution services	102,473	272,028
Events	188,089	413,595
Digital services	205,087	399,372
Media marketing commission	–	750
Agency commission	885,786	926,296
Income from News Content Services	44,818	–
Sale of newspaper and publications	29,968	18,233
	2,015,677	2,709,298

5. Administrative expenses

The following items have been included in arriving at profit before tax from continuing operations:

	2017 S$	2016 S$
Legal and other professional fees	163,385	176,847
Marketing expenses	85,313	53,934
Office rent	32,049	20,781
Directors fee	28,000	–
Transportation charges	212,417	84,499
Depreciation of plant and equipment	3,544	–
General expenses	95,526	62,328
	620,234	398,389

6. Employee benefits

	2017 S$	2016 S$
Employee benefits expenses (including directors):		
Salary and bonuses	792,136	503,444
Central Provident Fund contributions	67,907	47,065
Other short-term benefits	–	7,000
	860,043	557,509

7. Income tax expenses

	2017 S$	2016 S$
Current income tax	–	2,429

Relationship between income tax expense and accounting (loss)/profit

A reconciliation between tax expense and the product of accounting (loss)/profit multiplied by the applicable corporate tax rate for the financial years ended 31 March 2017 and 2016 are as follows:

	2016 $	2015 $
(Loss)/profit before income taxation	(741,921)	817,998
Tax at statutory income tax rate of 17%	(126,127)	139,060
Adjustments:		
Expenses not deductible for tax purposes	70,671	153
Income not subject to tax	(1,627)	–
Deferred tax assets not recognised	57,083	–
Utilisation of capital allowance	–	(28,314)
Utilisation of unrecognised deferred tax	–	(75,016)
Effect of partial tax exemption and tax relief	–	(33,454)
	–	2,429

As at 31 March 2017, the Company has unabsorbed tax losses of S$332,235 (31 March 2016: Nil) and unabsorbed capital allowances of S$3,547 (31 March 2016: Nil). The availability of the tax losses for offset against future taxable income is subject to agreement by the Singapore Comptroller of Income Tax and the requirement under section 37 of Singapore Income Tax Act.

Deferred tax benefits are not recognized unless there is reasonable expectation of their realisation in the foreseeable future.

8. Investment securities

	2017 S$	2016 S$
Available-for-sale financial assets		
Equity securities (unquoted)	1,541,309	107,564

9. Investment in joint venture

	2017 S$	2016 S$
Investment in joint venture	–	–
Loan to joint venture	408,754	–
Less: Allowance for impairment on loan to joint venture	(408,754)	–
	–	

The Company has provided an allowance of S$408,754 for impairment of the loan to joint venture which is unsecured and bear interest at 10% per annum. The joint venture has been suffering significant financial difficulty.

As at 31 March 2017, the Company committed to invest S$50,500 (or 50.5%) in Sports Asia Pte Ltd and to provide loan up to USD786,154 at interest of 10% per annum. As at the date of financial statement, these amount have not paid.

Details of the joint venture as at 31 March are as follows:

Name of Company	Country of incorporation	Principal activities	Cost 2017 S$	Cost 2016 S$	Percentage of equity held by the Company 2017 %	Percentage of equity held by the Company 2016 %
Sports Asia Pte Ltd [(1)]	Singapore	Operate a website, mobile web platform, mobile application, social media and messaging application and tablet application, on iOS and Android platforms containing football content and targeting users	–	–	50.5	–

(1) Joint venture was incorporated on 1 June 2016.

10. Plant and equipment

Particulars	Office equipment S$	Furniture & fixtures S$	Total S$
Cost			
At 1 April 2015, 31 March 2016 and 1 April 2016	–	–	–
Additions	15,870	7,650	23,520
At 31 March 2017	15,870	7,650	23,520
Accumulated depreciation			
At 1 April 2015, 31 March 2016 and 1 April 2016	–	–	–
Depreciation charge for the financial year	2,560	984	3,544
At 31 March 2017	2,560	984	3,544
Net carrying amount			
At 31 March 2016	–	–	–
At 31 March 2017	13,310	6,666	19,976

11. Intangible assets

Particulars	2017 S$	2016 S$
Trademark		
Cost, representing net carrying amount		
At 01 April 2015	–	–
Additions	38,920	38,920
At 31 March 2016, 01 April 2016, and 31 March 2017	38,920	38,920

In August 2015, the Company acquired the right to use the trademarks in relation to the distribution of 'Mint Asia' publications from the ultimate holding company for a consideration of S$38,920. The purchase consideration was determined by estimating the future cash flows expected to arise from the distribution of the 'Mint Asia' publications and a suitable discount rate in order to calculate present value.

The above intangible asset relates to a right to distribute the 'Mint Asia' publications for an indefinite period. The management is of the view that the right to distribute does not have a finite life cycle and accordingly the intangible asset has been determined to have an indefinite useful life and is not amortised. The Company tests the intangible asset annually for impairment or more frequently if there are indications that intangible asset might be impaired.

11. Intangible assets (cont'd)

Key assumptions used in the value in use calculations

The calculations of value in use are most sensitive to the following assumptions:

a. Projected operating revenue for the FY 2014-15 to FY 2017-18. Notional royalty rate of 0.25% was applied on the revenue of Mint Asia.

b. Net of tax royalty savings have been discounted by using the Weighted Average Cost of Capital (WACC) of 8.50%.

c. For arriving at the terminal value, management have considered a growth rate of 3%.

12. Cash and cash equivalents

	2017 S$	2016 S$
Cash in bank	1,247,545	751,547
Cash on hand	1	1
	1,247,546	751,548

13. Trade and other receivables

	2017 S$	2016 S$
Trade receivables	191,846	258,383
Amount due from joint venture	6,956	–
Amount due from related companies	141,591	519,761
	340,393	778,144
Deposits	3,600	3,600
Prepayments	11,866	10,540
Recoverable advances	555	14,414
Total trade and other receivables	356,414	806,698
Add: Cash and cash equivalents (Note 12)	1,247,546	751,548
Less: Prepayments	(11,866)	(10,540)
Total loans and receivables	1,592,094	1,547,706

13. Trade and other receivables (cont'd)

Trade receivables

Trade receivables are non-interest bearing and are generally on 60 to 90 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition

Related companies and joint venture balances

Amount due from related companies and joint venture are non-trade related, unsecured, non-interest bearing, repayable upon demand and are to be settled in cash.

Receivables that are past due but not impaired

The analysis of ageing at the balance sheet date is as follows:

	2017 S$	2016 S$
Less than 30 days	248,580	459,776
30 - 90 days	54,838	169,306
91 - 120 days	4,830	2,486
More than 120 days	32,145	146,576

Receivables that are impaired

The Company trade receivables that are impaired at the balance sheet date and the movement of the allowances accounts used to record the impairment are as follows:

	2017 S$	2016 S$
Trade receivables	221,820	258,138
Less: Allowance for impairment	(29,974)	–
	191,846	258,136
Movement in allowance accounts:		
At 01 April	–	–
Charge for the financial year	29,974	–
Written off	–	–
At 31 March	29,974	–

Trade receivables that are individually determined to be impaired at the end of the reporting period relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

14. Trade and other payables

	2017 S$	2016 S$
Other payable (non-current):		
Advance from customers	25,546	62,746
Trade and other payables (current):		
Trade payables	188,466	214,229
Amount due to related companies	76,694	163,703
	265,160	377,932
Advance from customers	34,428	47,416
Accruals	448	14,982
GST payable	11,900	16,222
Withholding tax payable	–	4,399
Total trade and other payables	311,936	460,951
Total financial liabilities carried at amortised cost	337,482	523,697

Trade payable / other payables

These amounts are non-interest bearing. Trade payables are normally settled on 60 days terms while other payables have an average term of six months.

Amount due to related companies

These amounts are trade related, unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

15. Share capital

	2017		2016	
	No. of shares	S$	No. of shares	S$
Issued and fully paid ordinary shares				
At 01 April	810,000	810,000	810,000	810,000
Shares issued to immediate holding company	500,000	500,000	–	–
At 31 March	1,310,000	1,310,000	810,000	810,000

The holder of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. The ordinary shares have no par value.

Share application money pending allotment

On 25 January 2017, the Company received S$1,930,000 from the ultimate holding company, HT Media Limited for 1,930,000 new ordinary shares. As at date of financial statements, the new shares has yet to be issued.

16. Related party transactions

The following significant transactions between the Company and related parties took place at terms agreed between the parties during the financial years:

	2017	2016
	S$	S$
Rendering of services		
HT Media Limited -Ultimate holding Company	1,388,594	1,332,620
Hindustan Media Ventures Limited -Fellow Subsidiary	50,400	413,946
Purchase of services		
HT Media Limited -Ultimate holding Company	98,658	134,827
HT Digital Streams Limited -Fellow Subsidiary	20,088	–
Reimbursement of expenses incurred on behalf of the Company		
HT Media Limited -Ultimate holding Company	–	116,390
HT Mobile Solutions Limited -Fellow Subsidiary	56,423	–
Reimbursement of expenses incurred on behalf of related party		
Sports Asia Pte. Ltd. -Joint Venture	6,956	–
Purchase of trademark		
HT Media Limited -Ultimate holding Company	–	38,920
Loan to related party		
Sports Asia Pte. Ltd. -Joint Venture	408,754	–

17. Fair value of assets and liabilities

The Company categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

Level 1 - Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date.

Level 2 - Inputs other that quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

Level 3 - Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The following table sets out the financial instruments as at the end of the financial year:

	S$			
	Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identical instruments (Level 1)	Significant observable inputs other than quoted prices (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets measured at fair value				
Financial assets:				
Available-for-sale financial assets (Note 8)				
2016				
Equity securities				
Unquoted equity securities	–	1,541,309	–	1,541,309
2015				
Equity securities				
Unquoted equity securities	–	107,564	–	107,564

17. Fair value of assets and liabilities (cont'd)

Level 2 fair value measurements

Investment in equity Instruments

The valuation of investment in equity instruments is based on comparable market transaction price that consider the purchase or sale of such equity shares that have been transacted in the market. The management has assessed the fair value of the investment basis the price at which the latest round of funding was done by an external independent investor into the investee Company. That price has been used as a price to determine the fair value of investment at the reporting date.

18. Financial risk management

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include liquidity risk and credit risk. The management reviews and agrees policies for managing each of these risks and they are summarised below:

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company's financial assets and liabilities at balance sheet date based on contractual undiscounted repayment obligations mature within one year.

The table below summarises the profile of the Company's liabilities at the statement of financial position date based on contractual undiscounted payments:

	One year or less S$	One to five years S$	Total S$
31 March 2017			
Financial assets:			
Cash and cash equivalents	1,247,546	–	1,247,546
Trade and other receivables (net of prepayments)	344,548	–	344,548
Available-for-sale investment	1,541,309	–	1,541,309
Total undiscounted financial assets	3,133,403	–	3,133,403
Financial liabilities:			
Trade and other payables	311,936	25,546	337,482
Total undiscounted financial liabilities	311,936	25,546	337,482
Net undiscounted financial assets	2,821,467	(25,546)	2,795,921

18. Financial risk management (cont'd)

Liquidity risk (cont'd)

	One year or less S$	One to five years S$	Total S$
31 March 2016			
Financial assets:			
Cash and cash equivalents	751,548	–	751,548
Trade and other receivables (net of prepayments)	796,158	–	796,158
Available-for-sale investment	107,564	–	107,564
Total undiscounted financial assets	1,655,270	–	1,655,270
Financial liabilities:			
Trade and other payables	460,951	62,746	523,697
Total undiscounted financial liabilities	460,951	62,746	523,697
Net undiscounted financial assets	1,194,319	(62,746)	1,131,573

Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets, the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Company trades only with recognised and creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

Exposure to credit risk

At the end of the reporting period, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the balance sheets.

19. Comparative figures

The financial statements for the year ended 31 March 2016 were audited by another firm. Certain comparative figures have been reclassified to conform to the current year's presentation.

	Previously stated S$	Increase/ (decrease) S$	Reclassified S$
Non-current liabilities			
Other payables	–	62,746	62,746
Current liabilities:			
Trade and other payables	523,697	(62,746)	460,951

20. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of the Company on 1 May 2017.