B S R & Associates LLP
Chartered Accountants

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INDEPENDENT AUDITORS' REPORT

To the Members of Red Pixel Ventures Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Red Pixel Ventures Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2020, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (together referred to as "the financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, its loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's board report but does not include the financial statements and our auditor's report thereon.

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.

Management's and Board of Director's Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial positions in its financial statements – Refer Note 32 to the financial statements;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

   iii. The Company does not have any dues on account of Investor Education and Protection Fund; and

   iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

According to the information and explanation given to us, the Company has not paid any managerial remuneration during the current year and accordingly the requirement as stipulated by the provisions of Section 197(16) of the act are not applicable to the Company.

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm's Registration No.: 116231W/W-100024

RAKESH DEWAN Digitally signed by RAKESH DEWAN Date: 2020.06.22 17:12:18 +05'30'

Rakesh Dewan
Partner
Membership No. 092212
UDIN: 20092212AAAACF6076

Place: Gurugram
Date: 22 June 2020

Annexure A referred to in our Independent Auditor's Report of even date to the members of Red Pixel Ventures Limited on the financial statements for the year ended 31 March 2020.

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified once in three years. In accordance with this programme, certain fixed assets were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us, the Company does not hold any immovable property in its name. Accordingly, paragraph 3(i)(c) of the Order is not applicable to the Company.

(ii) According to the information and explanations given to us, the Company does not hold any physical inventory. Accordingly, paragraph 3(ii) of the Order is not applicable.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of paragraph 3 (iii) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us, the Company has not entered into any transaction related to any loans, investments, guarantees, and securities to which the provisions of section 185 and 186 of the Companies Act, 2013 are applicable. Accordingly, the provisions of paragraph 3 (iv) of the Order are not applicable to the Company.

(v) As per the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for any of the services rendered by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, goods and services tax, cess and other statutory dues have generally been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of duty of customs and employees' state insurance.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, goods and services tax, cess and other statutory dues were in arrears as at 31 March 2020, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, except as stated below, there are no dues of income tax and goods and services tax which have not been deposited with the appropriate authorities on account of any dispute.

(Amounts in INR million)

Name of the statue	**Nature of the dues**	**Amount**	**Year to which amount relates**	**Forum where dispute is pending**
Income-tax Act,1961	Income tax	120.99*	A.Y. 2016-17	Commissioner of Income Tax (Appeals)

* INR 25 million has been paid under protest against the demand

(viii) According to the information and explanations given to us, the Company did not have any outstanding dues to any financial institutions, government or debenture holders during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to information and explanations given to us and on the basis of our examination of the records of the Company, the managerial remuneration has been provided/paid by the Company in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

(xii) According to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details of such transactions have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(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 him covered by Section 192 of the Act. Accordingly, paragraph 3(xv) of the Order is not applicable.

(The space has been intentionally left blank)

(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.

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W/ W-100024

RAKESH DEWAN
Digitally signed by RAKESH DEWAN
Date: 2020.06.22 17:12:49 +05'30'

Rakesh Dewan
Partner
Membership number: 092212
UDIN: 20092212AAAACF6076

Place: Gurugram
Date: 22 June 2020

Annexure B to the Independent Auditor's report on the financial statements of Red Pixel Ventures Limited for the year ended 31 March 2020

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Red Pixel Ventures Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

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

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

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

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W/ W-100024

RAKESH DEWAN
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Date: 2020.06.22 17:13:19 +05'30'

Rakesh Dewan
Partner
Membership number: 092212
UDIN: 20092212AAAACF6076

Place: Gurugram
Date: 22 June 2020

Red Pixels Ventures Limited
Balance Sheet as at 31 March 2020

(All amounts in INR millions, unless otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	3	0.62	1.15
Intangible assets	4 (a)	11.55	15.45
Intangible assets under development	4 (b)	4.52	3.61
Financial assets			
Other financial assets	6	-	60.88
Income tax assets (net)	5(a)	9.07	4.60
Total non-current assets		**25.76**	**85.69**
Current assets			
Financial assets			
Trade receivables	7	18.29	7.71
Cash and cash equivalents	8	102.04	5.62
Bank balances other than cash and cash equivalents mentioned above	9	-	78.88
Other financial assets	10	5.85	5.91
Income tax assets (net)	5(b)	29.85	4.55
Other current assets	11	0.81	2.51
Total current assets		**156.84**	**105.18**
Total assets		**182.60**	**190.87**
Equity and liabilities			
Equity			
Equity share capital	12	0.54	0.54
Other equity	13	169.00	174.14
Total equity		**169.54**	**174.68**
Liabilities			
Non-current liabilities			
Provisions	17(a)	1.55	1.67
Total non-current liabilities		**1.55**	**1.67**
Current liabilities			
Financial liabilities			
Trade payables			
- total outstanding dues of micro and small enterprises	15	0.04	0.01
- total outstanding dues of creditors other than micro and small enterprises	15	4.71	6.57
Other financial liabilities	14	4.83	6.26
Provisions	17(b)	0.09	-
Other current liabilities	16	1.84	1.68
Total current liabilities		**11.51**	**14.52**
Total liabilities		**13.06**	**16.19**
Total equity and liabilities		**182.60**	**190.87**

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

RAKESH DEWAN
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Date: 2020.06.22 17:14:25 +05'30'

Rakesh Dewan
Partner
Membership Number: 092212

Place: Gurugram
Date: 22 June 2020

For and on behalf of the Board of Directors of
Red Pixels Ventures Limited

KAWALJIT SINGH BEDI

Kawaljit Singh Bedi
Director
DIN: 07279693

Place: New Delhi
Date: 16 June 2020

RAJNEESH GUPTA

Rajneesh Gupta
CFO, NDTV Group & Director
DIN: 08557954

Place: Gurugram
Date: 16 June 2020

Red Pixels Ventures Limited

Statement of Profit and Loss for the year ended 31 March 2020

(All amounts in INR millions, unless otherwise stated)

	Note	For the year ended 31 March 2020	For the year ended 31 March 2019
Income			
Revenue from operations	18	63.60	83.05
Other income	19	9.25	11.23
Total income		**72.85**	**94.28**
Expenses			
Cost of services	20	9.79	15.72
Employee benefits expense	21	45.43	106.04
Depreciation and amortisation expense	22	4.53	3.91
Operations and administration expenses	23	16.02	22.86
Marketing, distribution and promotion expenses		2.78	4.67
Total expenses		**78.55**	**153.20**
Loss for the year		**(5.70)**	**(58.92)**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit obligations, net of taxes	`	0.56	(0.05)
Other comprehensive income/ (loss) for the year		**0.56**	**(0.05)**
Total comprehensive loss for the year		**(5.14)**	**(58.97)**
loss per share			
Basic loss per share (INR)	27	(105.65)	(1,091.21)
Diluted loss per share (INR)	27	(105.65)	(1,091.21)

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

RAKESH DEWAN
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Date: 2020.06.22 17:15:47 +05'30'

Rakesh Dewan
Partner
Membership Number: 092212

Place: Gurugram
Date: 22 June 2020

For and on behalf of the Board of Directors of
Red Pixels Ventures Limited

KAWALJIT SINGH BEDI

Kawaljit Singh Bedi
Director
DIN: 07279693

Place: New Delhi
Date: 16 June 2020

RAJNEESH GUPTA

Rajneesh Gupta
CFO, NDTV Group & Director
DIN: 08557954

Place: Gurugram
Date: 16 June 2020

Red Pixels Ventures Limited
Statement of Cash Flows for the year ended 31 March 2020

(All amounts in INR millions, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flow from operating activities		
Loss before income tax	(5.70)	(58.92)
Adjustments for:		
Depreciation and amortisation expense	4.53	3.91
Loss allowance on trade receivable	-	0.04
Loss allowance on doubtful advances	0.39	-
Loss allowances on doubtful receivable written back	-	(0.08)
Interest income	(8.95)	(10.08)
Share based payments expense	-	56.49
Liabilities for no longer required written back	(0.29)	(0.43)
Trade receivable written off	0.02	-
Cash used in operations before working capital changes	**(10.00)**	**(9.07)**
Working capital adjustments		
Change in trade receivables	(10.60)	14.65
Change in other financial assets	(0.61)	1.10
Change in other assets	1.31	7.54
Change in trade payables	(1.54)	(1.55)
Change in other financial liabilities	(1.43)	(8.87)
Change in other liabilities	0.16	(0.79)
Change in provisions	0.53	0.67
Cash generated / (used in) from operating activities	**(22.18)**	**3.68**
Income tax paid (net)	(29.77)	(0.25)
Net cash generated from / (used in) operating activities (A)	**(51.95)**	**3.43**
Cash flows from investing activities		
Purchase of property, plant and equipment	(0.12)	-
Purchase of Intangible assets	(0.91)	(4.90)
Investment in deposits with banks	-	(33.00)
Proceeds from maturity of deposits with banks	139.37	-
Proceeds from sale of property, plant and equipment	0.02	-
Interest received	10.01	10.56
Net cash generated from investing activities (B)	**148.37**	**(27.34)**
Net increase / (decrease) in cash and cash equivalents (A+B)	96.42	(23.91)
Cash and cash equivalents at the beginning of the year (refer note 12)	5.62	29.53
Cash and cash equivalents at the end of the year (refer note 12)	**102.04**	**5.62**
Notes to the statement of cash flows:		
Components of cash and cash equivalents:-		
Balance with banks:		
- in current accounts	12.04	5.62
Deposits with banks having maturity of less than 3 months	90.00	-
Balances per statement of cash flows	**102.04**	**5.62**

(c) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

RAKESH DEWAN
Digitally signed by RAKESH DEWAN
Date: 2020.06.22 17:16:54 +05'30'

Rakesh Dewan
Partner
Membership Number: 092212

Place: Gurugram
Date: 22 June 2020

For and on behalf of the Board of Directors of
Red Pixels Ventures Limited

KAWALJIT SINGH BEDI

Kawaljit Singh Bedi
Director
DIN: 07279693

Place: New Delhi
Date: 16 June 2020

RAJNEESH GUPTA

Rajneesh Gupta
CFO, NDTV Group & Director
DIN: 08557954

Place: Gurugram
Date: 16 June 2020

Red Pixels Ventures Limited
Statement of Changes in Equity for the year ended 31 March 2020
(All amounts in INR millions, unless otherwise stated)

I) Equity Share Capital

Particulars	Amounts
Balance as at 1 April 2018	0.54
Changes in equity share capital during the year	-
Balance at 31 March 2019	**0.54**
Changes in equity share capital during the year	-
Balance at 31 March 2020	**0.54**

II) Other equity

Particulars	Reserves and Surplus			Items of OCI	Total
	Securities premium reserve	Share based payment reserve	Retained earnings	Remeasurements of defined benefit obligations	
Balance as at 1 April 2018	237.08	356.66	(418.02)	0.90	**176.62**
Loss for the year	-	-	(58.92)	-	**(58.92)**
Other comprehensive loss, net of tax	-	-	-	(0.05)	**(0.05)**
Total comprehensive loss for the year	**-**	**-**	**(58.92)**	**(0.05)**	**(58.97)**
Contributions by owners					
Share-based payment	-	56.49	-	-	**56.49**
Total contributions by owners	**-**	**56.49**	**-**	**-**	**56.49**
Balance as at 31 March 2019	**237.08**	**413.15**	**(476.94)**	**0.85**	**174.14**
Loss for the year	-	-	(5.70)	-	**(5.70)**
Other comprehensive income, net of tax	-	-	-	0.56	**0.56**
Total comprehensive loss for the year	**-**	**-**	**(5.70)**	**0.56**	**(5.14)**
Balance as at 31 March 2020	**237.08**	**413.15**	**(482.64)**	**1.41**	**169.00**

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

RAKESH DEWAN Digitally signed by RAKESH DEWAN Date: 2020.06.22 17:18:03 +05'30'

Rakesh Dewan
Partner
Membership Number: 092212

Place: Gurugram
Date: 22 June 2020

For and on behalf of the Board of Directors of
Red Pixels Ventures Limited

KAWALJIT SINGH BEDI

Kawaljit Singh Bedi
Director
DIN: 07279693

Place: New Delhi
Date: 16 June 2020

RAJNEESH GUPTA

Rajneesh Gupta
CFO, NDTV Group & Director
DIN: 08557954

Place: Gurugram
Date: 16 June 2020

Red Pixels Ventures Limited
Notes to the financial statements for the year ended 31 March 2020

Reporting entity
The Company was incorporated on September 1, 2015 under the provisions of the Companies Act, 2013. The Company owns and operates an online market place located at the URL www.gadget360.com which acts as an online platform and an intermediary, providing e-commerce technology, internet marketing services, fulfillment support to third party seller to sell their products and for third party buyers to access variety of products and to purchase the products offered by sellers.

Note 1 Basis of preparation

a. Statement of compliance
Financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs Pursuant to section 133 of the Companies Act, 2013 ("Act") read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The financial statements were authorised for issue by the Company's Board of Directors on 16 June 2020

b. Functional and presentation currency
The financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest million, unless otherwise indicated.

c. Basis of measurement
The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets	Fair value

d. Use of estimates and judgements
In preparing the financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Estimation of uncertainties relating to the global health pandemic from COVID-19 :

The company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and other financial and non financials assets and liabilities. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

i. **Judgements**
The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management exercises judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

ii. **Assumptions and estimation uncertainties**
The areas involving critical estimates are:
· Recognition and measurement of provisions and contingencies;
· Estimation of defined benefit obligation;
· Estimated useful life of intangible assets;
· Impairment test of non-financial assets; and
· Impairment of trade receivables and other financial assets.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

e. Current versus non-current classification
The Company presents assets and liabilities in the Balance Sheet based on the current/non current classification.

An asset is treated as current when:
· It is expected to be realised or intended to be sold or consumed in normal operating cycle;
· It is held primarily for the purpose of trading;
· It is expected to be realised within twelve months after the reporting period; or
· It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as non-current.

A liability is treated as current when:

· It is expected to be settled in normal operating cycle;
· It is held primarily for the purpose of trading;
· It is due to be settled within twelve months after the reporting period; or
· There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current / non-current classification of assets and liabilities.

f. Measurement of fair values

A number of accounting policies and disclosures require measurement of fair value for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer, NDTV Group.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognise transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further the information about the assumptions made in measuring fair values is included in the financial instruments.
- financial instruments.

Note 2: Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of standalone financial statements. The accounting policies adopted are consistent with those of the previous financial year, except if mention otherwise.

a. Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of Company at the exchange rate at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

b. Financial instruments

Financial instrument is any contract that gives rise to a financial asset of the entity and a financial liability or equity instrument of another entity

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:
- amortised cost;
- fair value through other comprehensive income (FVOCI) – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
− the asset is held within a business whose objective is to hold assets to collect contractual cash flows; and
– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
− the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or fair value through other comprehensive income (FVOCI) as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition:

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its Balance Sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

c. Property, plant and equipment

i. Recognition and measurement:

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Subsequent expenditure:

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

iii. Depreciation:

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the Statement of Profit and Loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

The useful lives as estimated for tangible assets are in accordance with the useful lives as indicated in Schedule II of the Companies Act, 2013 except for the following classes of assets where difference useful lives have been used:

Asset Class	**Useful life (in years)**
Computers	3-6

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

d. Intangible assets

i. Recognition and measurement:
Intangible assets including those acquired by the Company in a business combination are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii. Subsequent expenditure:
Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on is recognised in profit or loss as incurred.

iii. Amortisation:
Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Statement of Profit and Loss.

The estimated useful lives are as follows:

Asset Class	**Useful life (In years)**
Computer Software	6
Website	6

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

e. Impairment

i. *Impairment of financial instruments*

The Company recognise loss allowances for expected credit losses on:

-financial assets measured at amortised cost; and
-financial assets measured at FVOCI.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 180 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses:
Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the Balance Sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. *Impairment of non-financial assets*

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or Company of CGUs) on a pro rata basis.

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

f. Employee benefits:

i. *Short-term employee benefits:*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. *Defined contribution plan*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

iii. *Defined benefit plan*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised in OCI. The Company determines the net interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv. *Termination benefits*

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

v. *Employee share based payments*

The fair value of options granted under the Employee share based payment plan is recognised as an employee benefits expense with a corresponding increase in equity.
The total amount to be expensed is determined by reference to the fair value of the options granted:
- including any market performance conditions (e.g., the entity's share prices)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and including the impact of any non-vesting conditions (e.g., the requirement for employees to save or hold share for a specific period of time).

The total expenses is recognised over the vesting period, which is the period over which specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the service conditions. It recognises the impact of revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

g. Provisions:

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

h. Revenue from contracts with customers

The Company has adopted Ind AS 115 “Revenue from Contracts with Customers” from 1 April 2018 which resulted in changes in accounting policies. Ind AS 115 replaces Ind AS 18-"Revenue" and Ind AS-11 "Construction Contracts". The standard is applied retrospectively only to contracts that are not completed as at the date of initial application. In accordance with the transition provisions in Ind AS 115, the Company has adopted modified retrospective approach. The adoption of the new standard did not have any impact on opening balance of retained earnings as at 1 April 2018, and also on the previous year financial statements.

The Company earns revenue primarily from advertisement, technical support and commission from online booking of gadgets and its accessories under marketplace model.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

- Advertisement revenue is recognized as “click through” occur. A “click-through” occurs when a user clicks on an advertiser’s listing.
- Technical support revenue is recognised once the services are rendered as per the terms of the contract with customers.
- Commission from online booking of gadgets and its accessories under marketplace model is recognized when the product is delivered to the buyer.

Revenue is measured based on the transaction price, which is the consideration and excludes taxes collected from customers.

Revenue from related party is recognised based on transaction price which is at arm's length.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract liabilities primarily relate to the consideration received from customers in advance for the Company's performance obligations which is classified as income received in advance and deferred revenue which is recognised when there is billings in excess of revenues.

i. Lease:

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. An arrangement is, or contains, a lease if the arrangement conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether an arrangement conveys the right to control the use of an identified asset, the Company assesses whether: (i) the arrangement involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The Company’s lease asset classes primarily consist of leases for office premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

Transition to Ind AS 116

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning 1 April 2019 and applied the standard to its leases, retrospectively, with the cumulative effect of initially applying the Standard, recognised on the date of initial application (1 April 2019). For transition, the Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition and leases for which the underlying asset is of low value on a lease-by-lease basis.

j. Recognition of interest income or expense

Interest income or expense is recognised using the effective interest method.

The ‘effective interest rate’ is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

k. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

l. Cash and cash equivalent:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Balance Sheet.

m. Earnings per share

i. *Basic earnings / (loss) per share*

Basic earnings per share is calculated by dividing:
· the profit / (loss) 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.

ii. *Diluted earnings / (loss) per share*

Diluted earnings per share adjusts 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.

n. Contingent liabilities and contingent assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets are not recognised however are disclosed in the financial statements where an inflow of economic benefit is probable. Contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

Recent Accounting Pronouncements:

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to existing standards. There is no such notification which would have been applicable to the company effective 1 April 2020.

Red Pixels Ventures Limited
Notes to the financial statements for the year ended 31 March 2020
(All amounts in INR millions, unless otherwise stated)

Note 3 : Property, plant and equipment

Particulars	Computers	Office equipment	Furniture and fixtures	Total
Gross block as at 1 April 2018	2.91	0.46	0.03	3.40
Balance as at 31 March 2019	**2.91**	**0.46**	**0.03**	**3.40**
Additions	0.12	-	-	0.12
Disposals	(0.12)	-	-	(0.12)
Balance as at 31 March 2020	**2.91**	**0.46**	**0.03**	**3.40**
Accumulated depreciation				
As at 1 April 2018	1.17	0.29	0.03	1.49
Depreciation for the year	0.61	0.15	-	0.76
Balance as at 31 March 2019	**1.78**	**0.44**	**0.03**	**2.25**
Depreciation for the year	0.61	0.02	-	0.63
Deletion	(0.10)	-	-	(0.10)
Balance as at 31 March 2020	**2.29**	**0.46**	**0.03**	**2.78**
Balance as at 31 March 2019	1.13	0.02	-	1.15
Balance as at 31 March 2020	0.62	-	-	0.62

Red Pixels Ventures Limited

Notes to the financial statements for the year ended 31 March 2020

(All amounts in INR millions, unless otherwise stated)

Note 4 (a). Intangible assets

Particulars	Computer Software	Website	Total
Gross block as at 1 April 2018	**1.90**	**13.60**	**15.50**
Additions	-	7.64	7.64
Balance as at 31 March 2019	**1.90**	**21.24**	**23.14**
Balance as at 31 March 2020	**1.90**	**21.24**	**23.14**
Accumulated amortisation			
As at 1 April 2018	**0.63**	**3.91**	**4.54**
Amortisation for the year	0.32	2.83	3.15
Balance as at 31 March 2019	**0.95**	**6.74**	**7.69**
Amortisation for the year	0.32	3.58	3.90
Balance as at 31 March 2020	**1.27**	**10.32**	**11.59**
Balance as at 31 March 2019	0.95	14.50	15.45
Balance as at 31 March 2020	0.63	10.92	11.55

Note 4 (b) Intangible assets under development

Particulars	Total
Balance as at 1 April 2018	6.35
Additions	4.90
Capitalised during the year	7.64
Balance as at 31 March 2019	**3.61**
Balance as at 1 April 2019	3.61
Additions	0.91
Balance as at 31 March 2020	**4.52**

Red Pixels Ventures Limited
Notes to the financial statements for the year ended 31 March 2020
(All amounts in INR millions, unless otherwise stated)

Note 5 (a): Income tax assets (net)
Non current

Particulars	As at 31 March 2020	As at 31 March 2019
Income tax assets	9.07	4.60
	9.07	**4.60**

Note 5 (b): Income tax assets (net)
Current

Particulars	As at 31 March 2020	As at 31 March 2019
Income tax assets	29.85	4.55
	29.85	**4.55**

Note 7: Trade receivables
(Unsecured and considered good, unless stated otherwise)

Particulars	As at 31 March 2020	As at 31 March 2019
Considered good	18.29	7.71
Considered doubtful	0.05	0.05
	18.34	**7.76**
Less: Loss allowance #	(0.05)	(0.05)
	18.29	**7.71**

The loss allowance has been computed on the basis of IndAS 109, Financial instruments, which requires such allowance to be made even for assets considered good on the basis of credit risk.

Refer note 26.

Of the above, trade receivables from related parties are as below:

Particulars	As at 31 March 2020	As at 31 March 2019
NDTV Convergence Limited	11.66	4.29
	11.66	**4.29**

Note 8: Cash and cash equivalents

Particulars	As at 31 March 2020	As at 31 March 2019
Balances with banks		
- In current accounts	12.04	5.62
Deposits with banks having maturity of less than 3 months	90.00	-
Cash and cash equivalents in balance sheet	**102.04**	**5.62**
Cash and cash equivalents in the statement of cash flows	**102.04**	**5.62**

Note 9: Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2020	As at 31 March 2019
Deposits with banks due to mature within 12 months of the reporting date	-	78.88
	-	**78.88**

Refer note 26.

Note 6: Non-current - other financial assets
(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Deposits with banks due to mature after 12 months of the reporting date	-	60.49
Interest accrued on fixed deposits	-	0.39
	-	**60.88**

Refer note 26.

Note 10: Current - other financial assets
(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Contract asset	5.79	5.18
Interest accrued on fixed deposits	0.06	0.73
	5.85	**5.91**

Refer note 26.

Note 11: Other current assets
(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Advances recoverable		
Advance to logistics partners - considered good	-	0.50
Advance to logistics partners - considered doubtful	2.60	2.78
Advance to payment gateway - considered good	0.25	0.27
Advance to sellers - considered good	-	0.57
Advance to sellers - considered doubtful	1.27	0.70
Other receivables	0.08	0.02
Less: Loss allowance #	(3.87)	(3.48)
	0.33	**1.36**
Employee advances	0.03	0.07
Prepaid expenses	0.45	1.08
	0.81	**2.51**

The loss allowance has been computed on the basis of IndAS 109, Financial instruments, which requires such allowance to be made even for assets considered good on the basis of credit risk.

(All amounts in INR millions, unless otherwise stated)

Note 12: Equity share capital

Particulars	As at 31 March 2020	As at 31 March 2019
Authorised		
100,000 (31 March 2019: 100,000) equity shares of INR 10 each	1.00	1.00
	1.00	**1.00**
Issued		
68,000 (31 March 2019: 68,000) equity shares of INR 10 each fully paid	0.68	0.68
	0.68	**0.68**
Subscribed and fully paid up		
53,992 (31 March 2019: 53,992) equity shares of INR 10 each fully paid	0.54	0.54
	0.54	**0.54**

A. Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	No. of shares	Amount
Balance at 31 March 2019	**53,992**	**0.54**
Balance at 31 March 2020	**53,992**	**0.54**

B. Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company in proportion of the number of equity shares held.

C. Details of shareholders holding more than 5% shares in the Company

	As at 31 March 2020		As at 31 March 2019	
Name of shareholder	**No. of shares**	**% holding**	**No. of shares**	**% holding**
New Delhi Television Limited	20,000	37.04%	20,000	37.04%
NDTV Convergence Limited	30,000	55.56%	30,000	55.56%

Red Pixels Ventures Limited
Notes to the financial statements for the year ended 31 March 2020
(All amounts in INR millions, unless otherwise stated)

Note 13: Other equity

Particulars	As at 31 March 2020	As at 31 March 2019
Retained earnings[a]	(481.23)	(476.09)
Securities premium[b]	237.08	237.08
Share based payment reserve[c]	413.15	413.15
	169.00	**174.14**

a) Retained earnings

Particulars	As at 31 March 2020	As at 31 March 2019
Opening balance	(476.09)	(417.12)
Net loss for the year	(5.14)	(58.97)
Closing balance	**(481.23)**	**(476.09)**

Retained earnings are the profits / (loss) that the Company till date and it includes remeasurements of defined benefit obligations.

b) Securities premium

Particulars	As at 31 March 2020	As at 31 March 2019
Opening balance	237.08	237.08
Closing balance	**237.08**	**237.08**

Securities premium is used to record the premium received on issue of shares. It can be utilised in accordance with the provisions of the Companies Act, 2013.

c) Share based payment reserve

Particulars	As at 31 March 2020	As at 31 March 2019
Opening balance	413.15	356.66
Charge for the year	-	56.49
Closing balance	**413.15**	**413.15**

Share based payment reserve comprises the value of equity-settled share based award provided to employees including key management personnel, as part of their remuneration.

Red Pixels Ventures Limited
Notes to the financial statements for the year ended 31 March 2020
(All amounts in INR millions, unless otherwise stated)

Note 14 : Current- other financial liabilities

Particulars	As at 31 March 2020	As at 31 March 2019
Payable to employees	3.58	3.69
Payable to sellers	1.01	2.53
Payable to payment gateway	0.24	0.04
	4.83	**6.26**

Note 15: Trade payables

Particulars	As at 31 March 2020	As at 31 March 2019
Trade payables		
- total outstanding dues of micro enterprises and small enterprises (see note below)	0.04	0.01
- total outstanding dues of creditors other than micro enterprises and small enterprises	4.71	6.57
	4.75	**6.58**

Refer note 26.

Note:
Disclosures in relation to Micro and Small enterprises "Suppliers" as defined in Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 March 2020	As at 31 March 2019
(i) the principal amount remaining unpaid to any supplier as at the end of the year	0.04	0.01
(ii) the interest due on the principal remaining outstanding as at the end of the year	-	-
(iii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iv) the amount of the payment made to micro and small suppliers beyond the appointed day during each accounting year.	0.02	0.07
(v) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(vi) the amount of interest accrued and remaining unpaid at the end of the year	-	-
(vii) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Of the above, trade payable to related parties are as below:

Particulars	As at 31 March 2020	As at 31 March 2019
New Delhi Television Limited	0.22	1.25
NDTV Convergence Limited	2.55	2.27
	2.77	**3.52**

(All amounts in INR millions, unless otherwise stated)

Note 16 : Other current liabilities

Particulars	As at 31 March 2020	As at 31 March 2019
Statutory dues payable	1.83	1.66
Advances from customers	0.01	-
Income received in advance	-	0.02
	1.84	**1.68**

Note 17 (a): Provisions- non current

Particulars	As at 31 March 2020	As at 31 March 2019
Gratuity (refer note no. 29)	1.55	1.67
	1.55	**1.67**

Note 17 (b): Provisions- current

Particulars	As at 31 March 2020	As at 31 March 2019
Gratuity (refer note no. 29)	0.09	-
	0.09	**-**

Red Pixels Ventures Limited

Notes to the financial statements for the year ended 31 March 2020

(All amounts in INR millions, unless otherwise stated)

Note 18: Revenue from operations

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Revenue from operations		
Advertisement	41.52	64.02
Technical support services	19.97	14.54
Commission	2.11	4.49
	63.60	**83.05**

Revenue disaggregation by geography is as follow:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
India	62.77	82.85
United States of America	0.83	0.20
	63.60	**83.05**

Information about major customers:

Following is the list of customers representing 10% or more of the Company's total revenue during the year ended 31 March 2020 and 31 March 2019

Particulars	For the year ended 31 March 2020		For the year ended 31 March 2019	
Amazon Seller Services Private Limited	35.17	55%	34.12	41%
Paytm Ecommerce Private Limited	-	-	14.63	18%
NDTV Convergence Limited	19.18	30%	15.48	19%
	54.35	**85%**	**64.23**	**78%**

Change in contract assets are as follow:	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	5.18	6.28
Revenue recognised during the year	(4.57)	5.18
Invoices raised during the year	5.18	(6.28)
Balance at the end of the year	**5.79**	**5.18**

As at 1 April 2019, INR 0.02 million of consideration received from customers for services which were not delivered was reported within contract liabilities, INR 0.01 million of which was recognized as revenue during the year ended 31 March 2020. As at 31 March 2020, the related balance was INR 0.01 million.

Impact of COVID-19

The Company has evaluated the impact of COVID – 19 resulting from (i) the possibility of constraints to render services which may require revision of estimations of costs to complete the contract because of additional efforts;(ii) onerous obligations;(iii) penalties relating to breaches of service level agreements, and (iv) termination or deferment of contracts by customers. The Company has concluded that the impact of COVID – 19 is not material based on these estimates. Due to the nature of the pandemic, the company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

Note 19: Other income

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest income on fixed deposits	8.95	10.08
Interest income on income tax refund	-	0.37
Provision for doubtful advances written back	-	0.08
Liabilities no longer required written back	0.29	0.43
Miscellaneous income	0.01	0.27
	9.25	**11.23**

Note 20: Cost of services

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Consultancy and professional fees	0.61	-
Website hosting and streaming	7.81	12.50
Shipping charges	0.97	1.40
Collection charges	0.24	1.13
Packing charges	0.05	0.06
Payment gateway charges	0.11	0.63
	9.79	**15.72**

(All amounts in INR millions, unless otherwise stated)

Note 21: Employee benefits expense

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Salaries, wages and bonus	42.71	46.33
Expense related to post employment defined benefit plan (refer note no. 29)	0.53	0.67
Contribution to provident and other funds	2.16	2.52
Staff welfare expenses	0.03	0.03
Share based payment expenses	-	56.49
	45.43	**106.04**

Note 22: Depreciation and amortisation expense

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Depreciation on property, plant and equipment	0.63	0.76
Amortisation on intangible assets	3.90	3.15
	4.53	**3.91**

Note 23: Operations and administration expenses

Particulars		For the year ended 31 March 2020		For the year ended 31 March 2019
Rent		2.67		2.98
Rates and taxes		0.01		0.01
Electricity and water		0.91		1.03
Printing and stationery		0.02		0.04
Postage and courier		-		0.01
Local conveyance, travelling and taxi hire		1.79		2.15
Business promotion		-		0.01
Repairs and maintenance				
Plant and machinery		0.05		0.09
Auditors' remuneration (excluding taxes) [a]		0.08		0.07
Insurance		0.91		1.25
Communication		0.16		0.39
Vehicle running and maintenance		1.65		2.01
Loss allowance on trade receivables		-		0.04
Loss allowance on doubtful advances		0.39		-
Trade receivable written off	0.02		-	
Less: Adjusted against loss allowance on trade receivable	-	0.02	-	-
Legal, professional and consultancy		6.06		9.76
Miscellaneous expenses		0.04		0.15
Bank Charges		0.03		-
Software expenses		0.26		0.22
Goods lost in transit		0.04		0.43
Customer care charges		0.93		2.22
		16.02		**22.86**

a. Auditors' remuneration

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
As Auditors:		
Audit fee	0.07	0.07
Reimbursement of expenses	0.01	-
	0.08	**0.07**

(All amounts in INR millions, unless otherwise stated)

Note: 24 Share based payment

Description of share-based payment arrangements

As at 31 March 2020 the Company has the following share-based payment arrangement for the employees.

Red Pixels Ventures Limited - Employee Stock Option Plan 2016 ('the 2016 plan')

In 2016, the Company approved the 2016 Plan. The plan entitles key management personnel and senior employees of the Company to purchase the common shares of the Company at the market price on the grant date, subject to compliance with vesting conditions. All exercised options shall be settled by allotment of shares. Upon vesting, the employees can acquire one common share of the Company for every option.

The terms and conditions related to the grant of the share options are as follows:

Particulars	**Number of options granted**	**Vesting conditions**	**Contractual life of options**
Options outstanding as at 1 April 2018	16,320		
Less : Options forfeited during the year ended 31 March 2019	810		
Options outstanding as at 31 March 2019	15,510	Refer note below	13 years
Less : Options forfeited during the year ended 31 March 2020	5,080		
Options outstanding as at 31 March 2020	**10,430**		

Note:

1. For the options granted, total vesting period is 36 months. 50% of the options granted will vest after the completion of 24 months of the continuous service from the grant date and the balance 50% will vest after the completion of 36 months of the continuous service from the grant date.

Reconciliation of outstanding share options

The number and weighted average exercise prices of share options under employee stock option plans are as follows:

Particulars	**As at 31 March 2020**		**As at 31 March 2019**	
	No. of options	**Weighted average exercise price (Amount in INR)**	**No. of options**	**Weighted average exercise price (Amount in INR)**
Outstanding at the beginning of the year	15,510	59,400	16,320	59,400
Forfeited during the year	5,080	59,400	810	59,400
Outstanding at the end of the year	10,430	59,400	15,510	59,400
Exercisable at the end of the year	10,430	59,400	15,510	59,400

The options outstanding at 31 March 2020 have an exercise price of INR.59,400 (31 March 2019: INR 59,400) and a weighted average contractual life of 8.92 years (31 March 2019: 9.92 years)

During the year ended 31 March 2020 share based payment expense recognised under employee benefits expenses (refer note- 21) amounted to NIL (31 March 2019: INR 56.49 million)

(All amounts in INR millions, unless otherwise stated)

Note 25: Capital management

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company's objective for capital management is to manage its capital so as to safeguard its ability to continue as a going concern and to support the growth of the Company. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investors, creditors and market confidence. The funding requirements are met through equity and operating cash. The Company is not subject to any externally imposed capital requirements.

Note 26: Financial instruments-fair values measurements and financial risk management

A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(i) As on 31 March 2020

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets - Current								
Trade receivables*	7	-	-	18.29	18.29	-	-	18.29
Cash and cash equivalents*	8	-	-	102.04	102.04	-	-	102.04
Unbilled revenue*	10	-	-	5.79	5.79	-	-	5.79
Interest accrued on fixed deposits*	10	-	-	0.06	0.06	-	-	0.06
Total		**-**	**-**	**126.18**	**126.18**	**-**	**-**	**126.18**
Financial liabilities - Current								
Trade payables*	15	-	-	4.75	4.75	-	-	4.75
Other financial liabilities								
- Payable to employees*	14	-	-	3.58	3.58	-	-	3.58
- Payable to sellers*	14			1.01	1.01			1.01
- Payable to payment gateway*	14			0.24	0.24			0.24
Total		**-**	**-**	**9.58**	**9.58**	**-**	**-**	**9.58**

(ii) As on 31 March 2019

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets - Non current								
Balance in fixed deposit accounts with original maturity more than 12 months	6	-	-	60.88	60.88	-	-	60.88
Financial assets - Current								
Trade receivables*	7	-	-	7.71	7.71	-	-	7.71
Cash and cash equivalents*	8	-	-	5.62	5.62	-	-	5.62
Bank balances other than cash and cash equivalents mentioned above*	9	-	-	78.88	78.88	-	-	78.88
Unbilled revenue*	10	-	-	5.18	5.18	-	-	5.18
Interest accrued on fixed deposits*	10	-	-	0.73	0.73	-	-	0.73
Total		**-**	**-**	**159.00**	**159.00**	**-**	**-**	**159.00**

(All amounts in INR millions, unless otherwise stated)

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial liabilities - Current								
Trade payables*	15	-	-	6.58	6.58	-	-	6.58
Other financial liabilities								
- Payable to employees*	14	-	-	3.69	3.69	-	-	3.69
- Payable to sellers*	14	-	-	2.53	2.53	-	-	2.53
- Payable to payment gateway*	14	-	-	0.04	0.04	-	-	0.04
Total		**-**	**-**	**12.84**	**12.84**	**-**	**-**	**12.84**

* The carrying amounts of trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, unbilled revenue, trade payables, payable to employees, interest accrued on fixed deposits, payable to seller and payable to payment gateway approximates the fair values due to their short-term nature.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There has been no transfers between Level 1, Level 2 and Level 3 for the years ended 31 March 2020 and 31 March 2019.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of the remaining financial instruments is determined using discounted cash flow method.

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:
- Credit risk
- Liquidity risk ;
- Market Risk - Foreign currency
- Market Risk - Interest rate

(i) Risk management framework

The Company's key management has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company to set appropriate risks limits and controls and to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which employees understand their roles and obligations.

(All amounts in INR millions, unless otherwise stated)

(ii) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet

Particulars	As at 31 March 2020	As at 31 March 2019
Balance in fixed deposit accounts with original maturity more than 12 months	-	60.88
Trade receivables	18.29	7.71
Cash and cash equivalents	102.04	5.62
Bank balances other than cash and cash equivalents mentioned above	-	78.88
Other financial assets	5.85	5.91

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks.

Credit risk on cash and cash equivalents and bank deposits is limited as the Company generally deals with banks with high credit ratings assigned by domestic credit rating agencies.

The Company uses expected credit loss model to assess the impairment loss. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors such as the Company's historical experience for customers. Based on the business environment in which the Company operates, management considers that the trade receivables are in default (credit impaired) if the payments are more than 180 days past due.

Trade receivables as at year end primarily includes INR 11.66 million (31 March 2019: INR 4.29 million) relating to related parties and INR 6.63 million (31 March 2019: INR 3.42 million) relating to others.

The Company believes that amount receivable from related parties is collectible in full, based on historical payment behavior and hence no loss allowance has been recognized on the same. The Company based upon past trends determine an impairment allowance for loss on receivables from others.

The movement in the allowance for impairment in respect of trade receivables is as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Balance as at beginning of the year	0.05	0.01
Loss allowance created	-	0.04
Balance as at the end of the year	**0.05**	**0.05**

Impact of COVID-19

Major part of the financial asset are carried at amortised cost. Financial assets as at March 31, 2020 carried at amortised cost is in the form of trade receivables, cash and cash equivalents, bank deposits where the Company has assessed the counterparty credit risk. Cash and cash equivalents as at March 31, 2020 forms a significant part of the financial assets carried at amortised cost where management of the Company does not foresee any impact of COVID19 on financial asset of the Company.

(All amounts in INR millions, unless otherwise stated)

(iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to manage liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities over the next six months. The Company also monitors the level of expected cash inflows on trade receivables together with expected cash outflows on trade payables and other financial liabilities.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flow amounts are gross and undiscounted.

As at 31 March 2020	Carrying amount	Less than one year	Between one and three years	More than three years	Contractual cash flow
Trade payables	4.75	4.75	-	-	4.75
Other financial liabilities	4.83	4.83	-	-	4.83
	9.58	**9.58**	**-**	**-**	**9.58**

As at 31 March 2019	Carrying amount	Less than one year	Between one and three years	More than three years	Contractual cash flow
Trade payables	6.58	6.58	-	-	6.58
Other financial liabilities	6.26	6.26	-	-	6.26
	12.84	**12.84**	**-**	**-**	**12.84**

(iv) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(a) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not expose to such risk as the Company does not have any floated interest rate financial investment.

(b) Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is not exposed to such risk as the Company does not have any significant transaction in foreign currency.

(All amounts in INR millions, unless otherwise stated)

Note 27: Loss per equity share ('EPS')

The calculations of loss attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of loss per share calculations are as follows:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Loss for the year - (A)	(5.70)	(58.92)
Calculation of weighted average number of equity shares		
Number of equity shares at the beginning of the year	53,992	53,992
Number of equity shares outstanding at the end of the year	53,992	53,992
Weighted average number of shares outstanding during the year - (B)	53,992	53,992
Face value of each equity share (INR)	10	10
Basic and diluted loss per equity share (in absolute terms) (INR) - (A)/(B)	(105.65)	(1,091.21)

Red Pixels Ventures Limited
Notes to the financial statements for the year ended 31 March 2020
(All amounts in INR millions, unless otherwise stated)

Note 28: Related party disclosures

(a) List of related parties and nature of relationship where control exists

Related parties where control exists

New Delhi Television Limited	Ultimate Holding Company
NDTV Convergence Limited	Holding Company

Joint Venture of Ultimate holding company

Fifth Gear Ventures Limited	Joint venture of Ultimate holding company (till 27 January 2020)

Key management personnel

Kawaljit Singh Bedi	Director
Rajneesh Gupta	Director (w.e.f. 15 February 2019)
Indrani Roy	Independent Director
Dipanshu Dave	CEO (w.e.f. 20 December 2019)
Bhawna Agarwal	Chief Executive Officer (till 25 November 2019)
Ratish Mohan Sharma	Chief Financial Officer (till 09 October 2019)

(b) Transactions with related parties

Particulars	Ultimate Holding Company		Holding Company		Joint Venture of Ultimate Holding Company		Key management personnel	
	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019
i) Rendering of services	**-**	**-**	**20.83**	**15.48**	**-**	**-**	**-**	**-**
NDTV Convergence Limited	-	-	20.83	15.48	-	-	-	-
ii) Services availed of	**-**	**-**	**5.03**	**3.74**	**-**	**-**	**-**	**-**
NDTV Convergence Limited	-	-	5.03	3.74	-	-	-	-
iii) Reimbursement of expenses (incurred by related parties on company's behalf)	**0.98**	**1.15**	**1.96**	**1.08**	**-**	**-**	**-**	**-**
New Delhi Television Limited	0.98	1.15	-	-	-	-	-	-
NDTV Convergence Limited		-	1.96	1.08	-	-	-	-
iv) Purchase of fixed assets	**-**	**-**	**0.12**	**-**	**-**	**-**	**-**	**-**
NDTV Convergence Limited	-	-	0.12	-	-	-	-	-
v) Reimbursement of expenses (incurred by company on behalf of related parties)	**-**	**-**	**3.95**	**-**	**0.94**	**-**	**-**	**-**
NDTV Convergence Limited	-	-	3.95	-	-	-	-	-
Fifth Gear Ventures Limited	-	-	-	-	0.94	-	-	-
vi) Shared service cost	**-**	**-**	**1.73**	**5.60**	**-**	**-**	**-**	**-**
Ndtv Convergence Ltd	**-**	**-**	1.73	5.60	**-**	**-**	-	-
vii) Director sitting fees	**-**	**-**	**-**	**-**	**-**	**-**	**0.05**	**0.04**
Indrani Roy	-	-	-	-	-	-	0.05	0.04

(c) Key management personnel compensation

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Secondment charges	1.45	5.60
Short term employee benefits	9.86	12.08

(d) Outstanding balances

Particulars	Ultimate Holding Company		Holding Company	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Trade payable	0.22	1.25	2.55	2.27
Trade receivables	-	-	11.66	4.29

(All amounts in INR millions, unless otherwise stated)

Note 29: Employee Benefits

Gratuity

Gratuity is payable to all eligible employees of the Company on retirement or separation from the Company. The following table sets out the status of the defined benefit plan as required under Ind AS 19 - Employee Benefits:

(a) Movement in net defined benefit liability:

Particulars	Present value of obligation
Balance as at 1 April 2018	**0.95**
Current service cost	0.60
Interest expense	0.07
Total amount recognised in profit or loss	**0.67**
Remeasurements	
Gain from change in financial assumptions	0.02
Gain from change in experience variance	0.03
Total amount recognised in other comprehensive income	**0.05**
Balance at 31 March 2019	**1.67**
Balance as at 1 April 2019	1.67
Current service cost	0.40
Interest expense	0.13
Total amount recognised in profit or loss	**0.53**
Remeasurements	
Gain from change in financial assumptions	0.18
Loss from change in experience variance	(0.74)
Total amount recognised in other comprehensive income	**(0.56)**
Balance at 31 March 2020	**1.64**

The net liability disclosed above relates to unfunded plans are as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Present value of funded obligations	1.64	1.67
Deficit of gratuity plan	**1.64**	**1.67**

The Company has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. Plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

(All amounts in INR millions, unless otherwise stated)

(b) Assumptions:

1. Economic assumptions

Particulars	As at 31 March 2020	As at 31 March 2019
Discount rate	6.70%	7.70%
Salary growth rate	5.00%	5.00%

The discount rate is based on the prevailing market yields of government bonds as at the balance sheet date for the estimated term of the obligations.
The salary escalation rate is based on estimates of salary increases, which takes into account inflation, promotion and other relevant factors.

2. Demographic assumptions:

Particulars	As at 31 March 2020	As at 31 March 2019
Withdrawal rate	5.00%	5.00%
Mortality rate (% of IALM 06-08)	100%	100%
Retirement age (years)	58	58

(c) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Impact on defined benefit obligation

Particulars	Change in assumption		Increase in assumption		Decrease in assumption	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Discount rate	1.00%	1.00%	(0.18)	(0.18)	0.21	0.21
Salary growth rate	1.00%	1.00%	0.21	0.22	(0.18)	(0.18)
Attrition rate	50.00%	50.00%	0.06	0.04	(0.09)	(0.08)
Mortality rate	10.00%	10.00%	-	0.00	-	(0.00)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

Red Pixels Ventures Limited
Notes to the financial statements for the year ended 31 March 2020
(All amounts in INR millions, unless otherwise stated)

Note 30 : Taxation

A) The reconciliation of estimated income tax to income tax expense is as follows:

Particulars	For the year ended 31 March 2020		For the year ended 31 March 2019	
Profit / (loss) before taxes		**(5.70)**		**(58.92)**
Tax using the Company's applicable tax rate	26.00%	(1.48)	26.00%	(15.32)
Effect of :				
Non deductible expenses	-422.45%	24.10	-	-
Change in temporary differences	-9.24%	0.53	-0.58%	0.34
Current year profit which has been set off from brought forward losses	405.69%	(23.14)	-25.42%	14.98
Effective tax	**-**	**-**	**-**	**-**

B) Unrecognised deferred tax assets
Deferred tax assets have not been recognised in respect of following items:

Particulars	As at 31 March 2020	As at 31 March 2019
Tax loss carry forwards	47.40	70.26
Deductible temporary differences	1.45	1.35
Total deferred tax assets	**48.85**	**71.61**

As at 31 March 2020 and at 31 March 2019, the Company did not recognize deferred tax assets on tax losses and other temporary differences because a trend of future profitability is not yet clearly discernible. Further, deferred tax assets have been recognised only to the extent of deferred tax liabilities. The above tax losses expire at various dates ranging from 2024 to 2028.

C) Recognised deferred tax assets and liabilities
Deferred tax assets and liabilities are attributable to following:

Particulars	As at 31 March 2020	As at 31 March 2019
Deferred tax liabilities		
- Property, plant and equipment, intangible asset and investment property	(0.53)	(0.82)
Total deferred tax liabilities	**(0.53)**	**(0.82)**
Deferred tax assets		
- Tax loss carry forwards	0.53	0.82
Total deferred tax assets	**0.53**	**0.82**
Net deferred tax assets/(liability)	**-**	**-**

C) Movement in deferred tax assets / (liabilities) during the year :

Particulars	Balance as at 1 April 2018	Recognised in opening reserves	Recognised in profit or loss	Recognised in other comprehensive income	Balance at 31 March 2019	Recognised in opening reserves	Recognised in profit or loss	Recognised in other comprehensive income	Balance at 31 March 2020
- Property, plant and equipment, intangible asset and investment property	(0.96)	-	0.14	-	(0.82)	-	0.29	-	(0.53)
-Tax loss carry forwards	0.96	-	(0.14)	-	0.82	-	(0.29)	-	0.53
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Red Pixels Ventures Limited
Notes to the financial statements for the year ended 31 March 2020
(All amounts in INR millions, unless otherwise stated)

Note 31: Leases

Non-cancellable operating leases
The Company has taken commercial premise under cancellable operating leases. The rental expense for the current year, in respect of operating leases is INR 2.67 Mn. (March 31, 2019: INR 2.98 Mn). The Company has also taken commercial premise on lease which have non-cancellable periods. The future minimum lease payments in respect of such leases is Nil.

Note 32: Contingent liabilities
a) During the current year, the Company has received a demand for income tax, amounting to INR 120.9 Mn based on assessment order for Assessment Year 2016-17 issued by the Income Tax Department. In response to the assessment order the Company has filed a stay application before the Assessing Officer. Following the stay application filed by the Company, the stay has been granted upon payment of 20% of the demand as prescribed by CBDT. The Company has filed an appeal against the said order before CIT(Appeals). The Company has engaged reputed professional advisors to protect its interest and has been advised that it has strong legal positions in relation to the tax disputes.

b) On 28 February 2019, a judgement of the Supreme Court of India interpreting certain statutory defined contribution obligations of employees and employers altered historical understandings of such obligations, extending them to cover additional portions of the employee's income. However, the judgement isn't explicit if such interpretation may have retrospective application resulting in increased contribution for past and future years. Based on management assessment there are numerous interpretative challenges on the retrospective application of the judgment which results in impracticability in estimation of and timing of payment and amount involved. As a result of lack of implementation guidance and interpretative challenges involved, and also in view of certain stakeholders' request to reevaluate the pronouncement itself, the Company is unable to reliably estimate the amount involved. The Company has been regular in depositing statutory contributions for the year ended 31 March 2020 in compliance with the said order of the Supreme Court.

Note 33: Segment Information
Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") as required under Ind AS 108. The CODM is considered to be Board of directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. The principal activities of the Company comprises of online advertisement .Accordingly, the company has one reportable segments consisting of online advertisement.

Note 34: Subsequent event
In view of the pandemic relating to COVID-19, the Company has considered internal and external information and has performed an analysis based on current estimates while assessing the provision towards employee benefits, trade receivables, and other current and financial assets, for any possible impact on the financial statements. The Company has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position and internal financial reporting controls and is of the view that based on its present assessment this situation does not materially impact these financial statements. However, the actual impact of COVID-19 on these financial results may differ from that estimated due to unforeseen circumstances and the Company will continue to closely monitor any material changes to future economic conditions.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W /W-100024

RAKESH DEWAN
Digitally signed by RAKESH DEWAN
Date: 2020.06.22 17:19:38 +05'30'

Rakesh Dewan
Partner
Membership Number: 092212

Place: Gurugram
Date: 22 June 2020

For and on behalf of the Board of Directors of
Red Pixels Ventures Limited

KAWALJIT SINGH BEDI

Kawaljit Singh Bedi
Director
DIN: 07279693

Place: New Delhi
Date: 16 June 2020

RAJNEESH GUPTA

Rajneesh Gupta
CFO, NDTV Group & Director
DIN: 08557954

Place: Gurugram
Date: 16 June 2020