MPS

MPS Limited

C - 35, Sector- 62, Noida- 201 307, Uttar Pradesh (INDIA)

Tel: +91 120 4599 750

Ref: NSE/LIST/15406

March 15th 2018

To

Manager,

Listing Compliance Department,

National Stock Exchange Limited

Plot No. C/1, G Block,

Bandra Kurla Complex, Bandra (East),

Mumbai - 400 051

Scrip code: MPSLTD

Dear Madam,

Sub: Additional documents

This is with reference to your letter dated February 28, 2018 in relation to the Scheme involving ADI BPO Services Limited, ADI Media Private Limited and MPS Limited, the following documents are enclosed for your consideration:

1. Audited financials pertaining to FY14-15, FY15-16, FY16-17 and 9 months ended December 31, 2017 (as per the format given in Annexure I of the checklist) of ADI Media Private Limited.

2. Audited financials pertaining to FY14-15, FY15-16, FY16-17 and unaudited financials (limited review) 9 months ended December 31, 2017 (as per the format given in Annexure I of the checklist) of ADI BPO Services Limited.

3. Audited financials pertaining to FY14-15, FY15-16, FY16-17 and unaudited financials (limited review) 9 months ended December 31, 2017 (as per the format given in Annexure I of the checklist) of MPS Limited.

4. Shareholding pattern in accordance with Regulation 31(1) of the SEBI (LODR) Regulations, 2015 (pre and post scheme of arrangement) for ADI Media Private Limited

5. The auditors' report for ADI BPO Services Limited for the period ended Dec 31, 2017

Yours faithfully,

For MPS Limited

MPS LIMITED

Sunit Malhotra

CFO & Company Secretary

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The financial details of ADI Media Private Limited ("Resulting Company") for the previous 3 years as per the audited statement of Accounts and latest audited financials as on December 31, 2017:

Name of the Company: **ADI Media Private Limited**

(Rs. in Crores)

	As per Audited financials for period ended 31st December 2017	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	December 31, 2017	**2016-2017**	**2015-2016**	**2014-2015**
Equity Paid up Capital	0.21	0.21	0.21	0.21
Reserves and surplus[2]	14.64	14.21	14.22	11.35
Carry forward losses	-	-	-	-
Net Worth[3]	14.85	14.42	14.43	11.56
Miscellaneous Expenditure	0.0003	0.001	0.001	0.0007
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	2.90	4.18	3.82	2.20
Income from Operations	2.49	2.93	3.51	4.35
Total Income	2.95	3.08	5.88	6.1
Total Expenditure	2.31	3.02	3.06	3.55
Profit before Tax	0.64	0.06	2.82	2.55
Profit after Tax	0.42	(0.005)	2.87	2.26
Cash profit[4]	0.70	0.17	2.80	2.57
EPS (Rs)[5]	20.40	(0.25)	137.8	108.61
Book value per share (Rs)	713.86	693.46	693.71	555.91

Notes

1. The above information is on the basis of standalone financials of the Resulting Company.
2. Reserves and surplus include all the reserves appearing in the audited financial statements of the Resulting Company as on respective reporting dates.
3. Net worth means aggregate of paid up value of equity share capital and free reserves after deducting miscellaneous expenditure written off (if any).

C-35, Sector-62, Noida-201307, India; Tel: +91-120-4021258; Fax: +91-120-4021280; Email: circulation@adi-media.com; Website: www.adi-media.com
Registered Office: RR Towers IV, Super A, 10/17, TVK Industrial Estate, Guindy, Chennai, Tamil Nadu - 600032, India; Corporate Identification Number: U22219TN2003PTC118082

Free reserves mean all the reserves created out of profits and securities premium account but does not include reserves created out of revaluation of assets.

4. Cash profit is calculated by excluding depreciation expense and deferred taxes from profits after tax.

5. EPS means 'Basic EPS' as provided in the financial statements as on respective dates.

FOR ADI MEDIA PRIVATE LIMITED

Neha Rathor
(Director)
DIN: 01108673
Address: B-4A,RAJAT VIHAR
SECTOR-62 NOIDA 201307
Uttar Pradesh
Date: 15th March 2018

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ADI BPO Services Limited
C-35, Sector-62, Noida-201307, India
Tel: +91-120-4021238 Fax: +91-120-4021280
Email: circulation@adi-media.com

The Financial Details of the Company ("the Transferor Company") for the previous 3 years as per the Audited Financial Statements and audited financials for the nine months ended as on December 31, 2017:

Name of the Company: **ADI BPO Services Limited**

(Rs. in Crores)

	As per the Audited Financials for the period ended 31st December 2017	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	December 31, 2017	**2016-2017**	**2015-2016**	**2014-2015**
Equity Paid up Capital	1.17	1.17	1.17	1.17
Reserves and surplus[2]	57.76	57.06	56.08	52.17
Carry forward losses	-	-	-	-
Net Worth[3]	58.93	58.23	57.25	53.34
Miscellaneous Expenditure	0.04	0.013	0.008	0.008
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	1.78	2.23	10.43	10.20
Income from Operations	0.39	0.52	3.05	2.85
Total Income	1.95	2.93	30.92	30.79
Total Expenditure	1.12	1.57	2.84	4.28
Profit before Tax	0.83	1.36	28.08	26.51
Profit after Tax	0.64	0.98	27.99	26.51
Cash profit[4]	1.34	1.98	29.02	29.47
EPS (Rs)[5]	0.55	0.83	23.83	22.57
Book value per share (Rs)	50.77	49.58	48.74	45.41

Notes

1. The above information is on the basis of standalone financials of the Transferor Company.
2. Reserves and Surplus include all the reserves appearing in the Audited Financial Statements of the Transferor Company as on respective reporting dates.
3. Net worth means aggregate of paid up value of equity share capital and free reserves after deducting miscellaneous expenditure written off (if any).

   Free reserves mean all the reserves created out of profits and securities premium account but does not include reserves created out of revaluation of assets.

ADI BPO SERVICES LIMITED

4. Cash profit is calculated by excluding depreciation expense and deferred taxes from profits after tax.

5. EPS means 'Basic EPS' as provided in the financial statements as on respective dates.

FOR ADI BPO SERVICES LIMITED

Neha Rathor
(Director)
DIN: 01108673
Address: B-4A,RAJAT VIHAR
SECTOR-62 NOIDA 201307
Uttar Pradesh
Date: 15th March 2018

MPS | **MPS Limited**
C - 35, Sector- 62, Noida- 201 307, Uttar Pradesh (INDIA)
Tel: +91 120 4599 750

The financial details of the Company ("the Transferee Company") for the previous 3 years as per the Audited Financial Statement and unaudited (Limited Review) financials for the nine months ended as on December 31, 2017:

Name of the Company: **MPS Limited**

(Rs. in Crores)

	As per unaudited financials for 9 months ended on	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	December 31, 2017	**2016-2017**	**2015-2016**	**2014-2015**
Equity Paid up Capital	18.62	18.62	18.62	18.62
Reserves and surplus[2]	378.7	325.75	256.25	235.02
Carry forward losses	-	-	-	-
Net Worth[3]	397.32	344.37	274.87	253.64
Miscellaneous Expenditure	1.90	1.28	3.88	1.75
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	31.92	25.51	24.38	21.53
Income from Operations	166.17	223.56	224.04	203.17
Total Income	186.29	242.40	242.37	213.80
Total Expenditure	107.31	141.21	138.49	132.77
Profit before Tax	78.98	101.18	103.88	88.75
Profit after Tax	53.45	69.50	70.53	58.70
Cash profit[4]	62.18	75.59	74.99	65.87
EPS (Rs)[5]	28.71	37.33	37.88	34.76
Book value per share (Rs)	213.61	184.98	147.64	136.24

Notes

1. The above information is on the basis of standalone financials of the Transferee Company.
2. Reserves and Surplus include all the reserves appearing in the audited/ unaudited financial statements of the Transferee Company as on respective reporting dates.
3. Net worth means aggregate of paid up value of equity share capital and free reserves after deducting miscellaneous expenditure written off (if any).

   Free reserves mean all the reserves created out of profits and securities premium account but does not include reserves created out of revaluation of assets.

MPS LIMITED

4. Cash profit is calculated by excluding depreciation expense and deferred taxes from profits after tax.

5. EPS means 'Basic EPS' as provided in the financial statements as on respective dates.

For MPS Limited

Sunit Malhotra
(CFO & Company Secretary)
PAN: AAAPM1463D
Address: A-26, Sector-55
Noida, Uttar Pradesh-201307

Pre-Scheme of Arrangement shareholding pattern of ADI Media Private Limited (Unlisted Entity)

Format of Holding of Specified Securities

1	Name of Listed Entity	**Not Applicable**
2	Scrip code	**Not Applicable**
3	Shareholding pattern filed under	**Not Applicable**
	a) if unde: 31(1)(b) then indicate the report for quarter ending	**Not Applicable**
	b) if under 31(1)(c) then indicate the date of allotment/ extinguishment	**Not Applicable**

4 Declaration: The listed entity is required to submit the following declaration to the extent of submission of information

	Particular	Yes*	No*
a	Whether the Listed Entity has issued any partly paid up shares?		No
b	Whether the Listed Entity has issued any Convertible Securities ?		No
c	Whether the Listed Entity has issued any Warrants ?		No
d	Whether the Listed Entity has any shares against which depository receipts are issued?		No
e	Whether the Listed Entity has any shares in locked-in?		No
f	Whether any shares held by promoters are pledge or otherwise encumbered?		No
g	Whether company has equity shares with differential voting rights?		No

*If the Listed Entity selects the option 'NO' for the questions above, the columns for the partly paid up shares, outstanding convertible securities/ warrants, depository receipts, locked in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'NO' declared by Listed Entity in the above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding specified securities is as follows:

[illegible] Media Private Limited
Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX): No of Voting Rights – Class eg: X	Class eg: y	Total	Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (Xi)	No. of Shares Underlying Outstanding convertible securities and No. of Warrants (Xi)(a)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII): No. (a)	As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered (XIII): No. (a)	As a % of total Shares held (b)	Number of equity shares held in dematerialized form (XIV)
(A)	Promoter & Promoter Group	2	1,00,000			1,00,000	100.00%	1,00,000	0	1,00,000	100%	0	0	0	100%	0	0.00	0	0.00	1,00,000
(B)	Public																			
(C)	Non Promoter- Non Public																			
(C1)	Shares underlying DRs																			
(C2)	Shares held by Employee Trusts																			
	Total	2	1,00,000	0	0	1,00,000	100.00%	1,00,000	0	1,00,000	100.00%	0	0	0	100.00%	0	0	0	0	1,00,000

[illegible] Media Private Limited
Table II - Statement showing shareholding pattern of Promoter and Promoter Group

Sr.	Category & Name of the Shareholders (I)	PAN	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX): Class X	Class Y	Total	Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (Xi)	No. of Shares Underlying Outstanding convertible securities and No. of Warrants (Xi)(a)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage) (XI)	Number of Locked in shares (XII): No. (a)	As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered (XIII): No. (a)	As a % of total Shares held (b)	Number of equity shares held in dematerialized form (XIV)
A	Table II - Statement showing shareholding pattern of the Promoter and Promoter Group																				
(1)	Indian																				
(a)	Individuals/Hindu undivided Family		2																		
	[illegible]			[illegible]		-	[illegible]	[illegible]	[illegible]	-	[illegible]	[illegible]	0	0	0	[illegible]	0	0	0	0	[illegible]
	[illegible]			[illegible]			[illegible]	[illegible]	[illegible]		[illegible]	[illegible]				[illegible]					[illegible]
(b)	Central Government/ State Government(s)			-	-		-	0	-		-	0	0	0	0	0	0	0	0	0	
(c)	Financial Institutions/ Banks			-	-	-	-	0	-		-	0	0	0	0	0	0	0	0	0	
(d)	Any Other (specify)																				
	Sub-Total (A)(1)		2	[illegible]	-	-	[illegible]	100.00%	[illegible]	-	[illegible]	100.00%	0	0	0	100.00%	0	0	0	0	[illegible]
(2)	Foreign																				
(a)	Individuals (NonResident Individuals/ Foreign Individuals)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Government			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Institutions			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		2	[illegible]	0	0	[illegible]	100.00%	[illegible]	0	[illegible]	100.00%	0	0	0	100.00%	0	0	0	0	[illegible]

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Table II - Statement showing shareholding pattern of Promoter and Promoter Group

Sr	Category & Name of the Shareholders (I)	PAN	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX): No of Voting Rights: Class X	Class Y	Total	Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities	No. of Shares Underlying Outstanding Warrants	No. of Shares Underlying Outstanding convertible securities and Warrants	Shareholding as a % assuming full conversion of convertible securities (as a percentage)	Number of Locked in shares: No. (a)	As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered: No. (a)	As a % of total Shares held (b)	Number of equity shares held in dematerialized form (XIV)
A	Table II - Statement showing shareholding pattern of the Promoter and Promoter Group																				
(1)	Indian																				
(a)	Individuals/Hindu Undivided Family		2																		
	[illegible]			1,10,000	-	-	1,10,000	50.00%	1,10,000	-	1,10,000	50.00%	0	0	0	50.00%	0	0	0	0	1,10,000
	[illegible]			1,10,000			1,10,000	50.00%	1,10,000		1,10,000	50.00%				50.00%					1,10,000
(b)	Central Government/State Government(s)			-	-	-		0	-	-	-	0	0	0	0	0	0	0	0	0	-
(c)	Financial Institutions/Banks			-	-	-		0	-	-	-	0	0	0	0	0	0	0	0	0	
(d)	Any Other (specify)																				
	Sub-Total (A)(1)		2	2,20,000	-	-	2,20,000	100.00%	2,20,000	-	2,20,000	100.00%	0	0	0	100.00%	0	0	0	0	2,20,000
(2)	Foreign																				
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Government			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Institutions			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		2	2,20,000	0	0	2,20,000	100.00%	2,20,000	0	2,20,000	100.00%	0	0	0	100.00%	0	0	0	0	2,20,000

ADI Media Private Limited

Table III: Statement showing shareholding pattern of Public shareholder

Sr	Category & Name of the Shareholders (I)	PAN	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX): No of Voting (XIV) Rights: Class eg: X	Class eg: Y	Total	Total as a % of Total Voting rights	No. Of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	Shareholding, as a % assuming full conversion of convertible securities (XI)	Number of Locked in shares (XII): No. (a)	As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered (XIII): No. (a)	As a % of total shares held (b)	Number of equity shares held in dematerialized form (XIV)
(1)	Institutions																				
(a)	Mutual Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(i)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Central Government/ State Government(s)/ President of India		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub Total (B)(2)		0	0	0	0	0		0.00	0.00	0		0	0	0		0				0
(3)	Non-institutions																				
(a(i))	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a(ii))	Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	NBFCs registered with RBI		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Employee Trusts		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub Total (B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Sr	Category & Name of the Shareholders (I)	PAN	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX): No of Voting (XIV) Rights: Class eg: X	Class eg: Y	Total	Total as a % of Total Voting rights	No. Of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	Shareholding, as a % assuming full conversion of convertible securities (XI)	Number of Locked in shares (XII): No. (a)	As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered (XIII): No. (a)	As a % of total shares held (b)	Number of equity shares held in dematerialized form (XIV)
(1)	Custodian/ DR Holder		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Non - promoter - Non Public Shareholding		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Post Scheme of Arrangement shareholding pattern of ADI Media Private Limited (Unlisted Entity)

Format of Holding of Specified Securities

1 Name of Listed Entity	**Not Applicable**
2 Scrip code	**Not Applicable**
3 Shareholding pattern filed under	**Not Applicable**
a) if under 31(1)(b) then indicate the report for quarter ending	**Not Applicable**
b) if under 31(1)(c) then indicate the date of allotment/ extinguishment	**Not Applicable**

4 Declaration: The listed entity is required to submit the following declaration to the extent of submission of information

	Particular	Yes*	No*
a	Whether the Listed Entity has issued any partly paid up shares?		No
b	Whether the Listed Entity has issued any Convertible Securities ?		No
c	Whether the Listed Entity has issued any Warrants ?		No
d	Whether the Listed Entity has any shares against which depository receipts are issued?		No
e	Whether the Listed Entity has any shares in locked-in?		No
f	Whether any shares held by promoters are pledge or otherwise encumbered?		No
g	Whether company has equity shares with differential voting rights?		No

*If the Listed Entity selects the option 'NO' for the questions above, the columns for the partly paid up shares, outstanding convertible securities/ warrants, depository receipts, locked in shares, no. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'NO' declared by Listed Entity in the above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding specified securities is as follows:

ACK Media Private Limited
Table I Summary shareholding of specified securities

Category (I)	Category of shareholder (II)	No. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities (IX)				No. Of Shares Underlying Outstanding convertible	No. of Shares Underlying Outstanding Warrants	No. Of Shares Underlying Outstanding convertible	Shareholding, as a % assuming full conversion of convertible securities	Number of Locked in shares		Number of Shares pledged or otherwise		Number of equity shares held in dematerialized form (XIV)
								No of Voting (XIV) Rights			Total as a % of (A+B+C)					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: y	Total										
(A)	Promoter & Promoter Group	2	2,42,586	-	-	2,42,586	100.00%	-	-	2,42,586	100.00%	0	0	0	100.00%	0	0.00	0	0.00	2,42,586
(B)	Public		-	-	-	-		-	-	-		0	0	0		0	0.00	0	0.00	-
(C)	Non Promoter- Non Public																			
(C1)	Shares underlying DRs																			
(C2)	Shares held by Employee Trusts																			
	Total	2	2,42,586	-	-	2,42,586	100.00%	-	-	2,42,586	100.00%	0	0	0	100.00%	0	0	0	0	2,42,586

[illegible]

[illegible]

Sr.	Category & Name of the Shareholders (I)	PAN	No. of shareholders	No. of fully paid up equity shares held	No. of partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares	Class X	Class Y	Total	Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities	No. of Shares Underlying Outstanding Warrants	No. of Shares Underlying Outstanding convertible securities & Warrants	Shareholding as a % assuming full conversion of convertible securities (as a percentage)	Locked in shares No.	Locked in shares As a % of total Shares held	Shares pledged No.	Shares pledged As a % of total Shares held	Number of equity shares held in dematerialized form
A	[illegible]																				
(1)	Indian																				
(a)	Individuals/Hindu undivided Family		2																		
	[illegible]			[illegible]			[illegible]	57.00%	[illegible]		[illegible]	57.00%	0	0	0	57.00%	0	0	0	0	[illegible]
	[illegible]			[illegible]			[illegible]	43.00%	[illegible]		[illegible]	43.00%				43.00%					[illegible]
(b)	Central Government/ State Government(s)							0				0	0	0	0	0	0	0	0	0	
(c)	Financial Institutions/ Banks							0				0	0	0	0	0	0	0	0	0	
(d)	Any Other (specify)																				
	Sub-Total (A)(1)		2	[illegible]			[illegible]	100.00%	[illegible]		[illegible]	100.00%	0	0	0	100.00%	0	0	0	0	[illegible]
(2)	Foreign																				
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Government			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Institutions			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		2	[illegible]	0	0	[illegible]	100.00%	[illegible]	0	[illegible]	100.00%	0	0	0	100.00%	0	0	0	0	[illegible]

ADI Media Private Limited

Table III - Statement showing shareholding pattern of Public shareholder

Sr.	Category & Name of the Shareholders (I)	PAN (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities: No of Voting (XIV) Rights: Class eg: X	Class eg: Y	Total	Total as a % of Total Voting rights	No. Of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi)(a)	Shareholding, as a % assuming full conversion of convertible securities (XI)	Number of Locked in shares: No. (a)	As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered: No. (a)	As a % of total Shares held (b)	Number of equity shares held in dematerialized form (XIV)
(1)	Institutions																				
(a)	Mutual Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(i)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Central Government/ State Government(s)/ President of India		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(2)		0	0	0	0	0		0.00	0.00	0		0	0	0		0				0
(3)	Non-institutions																				
(a(i))	Individuals - i. Individual shareholders holding nominal share capital up to Rs.		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a(ii))	Individuals - ii. Individual shareholders holding nominal share capital in exce		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	NBFCs registered with RBI		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Employee Trusts		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Sr.	Category & Name of the Shareholders (I)	PAN (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities: No of Voting (XIV) Rights: Class eg: X	Class eg: Y	Total	Total as a % of Total Voting rights	No. Of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi)(a)	Shareholding, as a % assuming full conversion of convertible securities (XI)	Number of Locked in shares: No. (a)	As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered: No. (a)	As a % of total Shares held (b)	Number of equity shares held in dematerialized form (XIV)
(1)	Custodian/ DR Holder		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Non - promoter - Non Public Shareholding		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

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The financial details of ADI Media Private Limited ("Resulting Company") for the previous 3 years as per the audited statement of Accounts and latest audited financials as on December 31, 2017:

Name of the Company: **ADI Media Private Limited**

(Rs. in Crores)

	As per Audited financials for period ended 31st December 2017	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	December 31, 2017	**2016-2017**	**2015-2016**	**2014-2015**
Equity Paid up Capital	0.21	0.21	0.21	0.21
Reserves and surplus[2]	14.64	14.21	14.22	11.35
Carry forward losses	-	-	-	-
Net Worth[3]	14.85	14.42	14.43	11.56
Miscellaneous Expenditure	0.0003	0.001	0.001	0.0007
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	2.90	4.18	3.82	2.20
Income from Operations	2.49	2.93	3.51	4.35
Total Income	2.95	3.08	5.88	6.1
Total Expenditure	2.31	3.02	3.06	3.55
Profit before Tax	0.64	0.06	2.82	2.55
Profit after Tax	0.42	(0.005)	2.87	2.26
Cash profit[4]	0.70	0.17	2.80	2.57
EPS (Rs)[5]	20.40	(0.25)	137.8	108.61
Book value per share (Rs)	713.86	693.46	693.71	555.91

Notes

1. The above information is on the basis of standalone financials of the Resulting Company.

2. Reserves and surplus include all the reserves appearing in the audited financial statements of the Resulting Company as on respective reporting dates.

3. Net worth means aggregate of paid up value of equity share capital and free reserves after deducting miscellaneous expenditure written off (if any).

Free reserves mean all the reserves created out of profits and securities premium account but does not include reserves created out of revaluation of assets.

4. Cash profit is calculated by excluding depreciation expense and deferred taxes from profits after tax.

5. EPS means 'Basic EPS' as provided in the financial statements as on respective dates.

FOR ADI MEDIA PRIVATE LIMITED

Neha Rathor
(Director)
DIN: 01108673
Address: B-4A,RAJAT VIHAR
SECTOR-62 NOIDA 201307
Uttar Pradesh
Date: 15th March 2018

ADI BPO Services Limited
C-35, Sector-62, Noida-201307, India
Tel: +91-120-4021238, Fax: +91-120-4021280
Email: circulation@adi-media.com

The Financial Details of the Company ("the Transferor Company") for the previous 3 years as per the Audited Financial Statements and audited financials for the nine months ended as on December 31, 2017:

Name of the Company: **ADI BPO Services Limited**

(Rs. in Crores)

	As per the Audited Financials for the period ended 31st December 2017	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	December 31, 2017	**2016-2017**	**2015-2016**	**2014-2015**
Equity Paid up Capital	1.17	1.17	1.17	1.17
Reserves and surplus[2]	57.76	57.06	56.08	52.17
Carry forward losses	-	-	-	-
Net Worth[3]	58.93	58.23	57.25	53.34
Miscellaneous Expenditure	0.04	0.013	0.009	0.008
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	1.78	2.23	10.43	10.20
Income from Operations	0.39	0.52	3.05	2.85
Total Income	1.95	2.93	30.92	30.79
Total Expenditure	1.12	1.57	2.84	4.28
Profit before Tax	0.83	1.36	28.08	26.51
Profit after Tax	0.64	0.98	27.99	26.51
Cash profit[4]	1.34	1.98	29.02	29.47
EPS (Rs)[5]	0.55	0.83	23.83	22.57
Book value per share (Rs)	50.77	49.58	48.74	45.41

Notes

1. The above information is on the basis of standalone financials of the Transferor Company.
2. Reserves and Surplus include all the reserves appearing in the Audited Financial Statements of the Transferor Company as on respective reporting dates.
3. Net worth means aggregate of paid up value of equity share capital and free reserves after deducting miscellaneous expenditure written off (if any).

   Free reserves mean all the reserves created out of profits and securities premium account but does not include reserves created out of revaluation of assets.

ADI BPO SERVICES LIMITED

Registered Office: RR Towers IV, Super A, 16/17, TVK Industrial Estate, Guindy Chennai - 600032, India. **Corporate Identification Number:** U22110TN2006PLC118038

4 Cash profit is calculated by excluding depreciation expense and deferred taxes from profits after tax.

5 EPS means 'Basic EPS' as provided in the financial statements as on respective dates.

FOR ADI BPO SERVICES LIMITED

ADI BPO SERVICES LIMITED

Neha Rathor
(Director)
DIN: 01108673
Address: B-4A,RAJAT VIHAR
SECTOR-62 NOIDA 201307
Uttar Pradesh
Date: 15th March 2018

S. C. Vasudeva & Co.
Chartered Accountants

B-41, Panchsheel Enclave, New Delhi-110017
Tel: +91-11-26499111/222/444/555
Fax: +91-11-41749444
Email : info@scvasudeva.com
Website: www.scvasudeva.com

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
ADI BPO Services Limited

Report on the Standalone Interim Ind AS Financial Statements

We have audited the accompanying standalone interim Ind AS financial statements of **ADI BPO Services Limited** ("the Company"), which comprise the Balance Sheet as at December 31, 2017, and the Statement of Profit and Loss (including other comprehensive income) , the Statement of Cash Flow and the Statement of Changes in Equity for the period then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone Interim Ind AS financial statements").

These standalone interim Ind AS financial statements have been prepared by the management and approved by the Board of Directors for the purpose of the compliance of the Clause I.A.2(f) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March 2017, in relation to Demerger of Infrastructure Management Business pursuant to the scheme of demerger & amalgamation.

Management's Responsibility for the Standalone Interim Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Interim Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 34, Interim Financial Reporting prescribed under Section 133 of the Act read with Rule 7 of Companies (Account) Rule 2014 and the Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 standalone Interim Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these standalone interim Ind AS financial statements based on our audit.

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Interim Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India ,of the state of affairs of the Company as at 31st December, 2017 and its profit , total comprehensive income , its cash flows and changes in equity for the period ended on that date.

Other Matters

The Report has been issued to the Board of Directors of the Company for the limited purpose of Compliance with Clause I.A.2(f) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March 2017 in relation to Demerger of Infrastructure Management Business pursuant to the scheme of demerger & amalgamation.

For S.C. Vasudeva & Co.
Chartered Accountants
Firm Reg. No: 000235N

Abhinav Khosla

Abhinav Khosla
Partner
Membership No.: 087010

Place: New Delhi
Dated: 12th March 2018

ADI BPO Services Limited
Standalone Balance Sheet as at 31 Dec 2017

INR in Lacs

	Note	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
ASSETS				
Non-current assets				
Property, plant and equipment	3.1	177.78	222.81	965.47
Capital work in progress	3.1	-	-	77.09
Investment property	3.2	692.85	716.85	-
Financial assets				
Investments	4 (i)	4,415.75	4,415.75	4,415.75
Other financial assets	5	0.42	0.42	0.42
Deferred tax assets (net)	6	2.57	7.39	2.46
Total non-current assets		5,289.37	5,363.22	5,461.19
Current Assets				
Financial assets				
Investments	4 (ii)	577.25	392.08	288.68
Trade receivables	7	0.12	0.87	64.80
Cash and cash equivalents	8	35.80	13.38	26.74
Current tax assets (net)	9	21.92	81.90	85.70
Other current assets	10	88.79	92.65	81.88
Total current assets		723.88	580.88	547.80
TOTAL ASSETS		6,013.25	5,944.10	6,008.99
EQUITY AND LIABILITIES				
Equity				
Equity share capital	11	117.46	117.46	117.46
Other equity	12	5,775.94	5,711.57	5,607.97
Total equity		5,893.40	5,829.03	5,725.43
Liabilities				
Non-current Liabilities				
Financial liabilities				
Other financial liabilities	13	60.44	57.80	271.20
Other non current liabilities	14 (i)	32.77	36.72	-
Provisions	15 (i)	3.28	2.77	1.70
Total non-current liabilities		96.49	97.29	272.90
Current liabilities				
Financial liabilities				
Trade payables	16	2.71	1.79	2.88
Other financial liabilities	17	11.38	9.00	6.67
Other current liabilities	14 (ii)	9.10	6.93	1.11
Provisions	15 (ii)	0.17	0.06	0.00
Total current liabilities		23.36	17.78	10.66
TOTAL EQUITY AND LIABILITIES		6,013.25	5,944.10	6,008.99

Significant accounting policies 2

The accompanying notes form an integral part of standalone financial statement 3-36

As per our report of even date attached

For S.C. Vasudeva & Co.
Chartered Accountants
Firm's Registration No. 000235N

Abhinav Khosla
Partner
M.No.87010

Place : New Delhi
Date : 12 Mar 2018

For and on behalf of the Board of Directors of ADI BPO Services Limited

Anjali Arora
(Director)
DIN No. 00227839

Neha Barthwal
(Director)
DIN No. 01100673

Place :- Noida
Date :- 12-Mar-2018

ADI BPO Services Limited
Standalone Statement of Profit & Loss for the period ended 31 Dec 2017

INR in Lacs

	Note	Period ended 31 Dec 2017	Year ended 31 Mar 2017
Revenue from operations	18	38.70	51.60
Other income	19	156.14	254.15
Total income		**194.84**	**305.75**
Expenses			
Employee benefits expense	20	25.60	31.17
Depreciation and amortization expense	21	65.23	107.56
Other expenses	22	21.43	22.17
Total Expenses		**112.26**	**160.90**
Profit before exceptional items		**82.58**	**144.85**
Exceptional items			-
Profit before tax		**82.58**	**144.85**
Tax expense:			
Current tax		15.41	45.00
Reversal of excess provision for tax relating to earlier years		(1.80)	-
Deferred tax		4.75	(3.87)
Total tax expenses		**18.36**	**41.13**
Profit for the period / year		64.22	103.72
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of net defined benefit liability/assets		0.22	(0.19)
Income tax relating to items that will not be reclassified to profit or loss		(0.07)	0.06
Total other comprehensive income for the year , net of tax		0.15	(0.13)
Total comprehensive income for the period / year		64.37	103.59
Earnings per equity share (nominal value of share Rs. 1)			
- Basic and diluted (earnings per equity share expressed in absolute amount in Indian Rupees)	24	**0.55**	**0.88**
Significant accounting policies	2		
The accompanying notes form an integral part of standalone financial statement	2-36		

As per our report of even date attached
For S. C. Vasudeva & Co.
Chartered Accountants
Firm's Registration No. 000235N

Abhinav Khosla
Partner
M.No.87010

Place : New Delhi
Date : 12 Mar 2018

For and on behalf of the Board of Directors of ADI BPO Services Limited

Anju Arora
(Director)
DIN No: 00227675

Neha Rathor
(Director)
DIN No:01108673

Place :- Noida
Date :- 12-Mar-2018

ADI BPO Services Limited
Cash Flow Statement for the period ended 31 Dec 2017

INR in Lacs

	Period ended 31 Dec 2017	Year ended 31 Mar 2017
Cash flow from Operating Activities		
Net profit before taxation	82.58	144.85
Add:		
Depreciation & amortization expenses	65.33	107.36
Less:		
Dividend income	4.68	11.18
Fair Valuation of Investment	15.49	7.02
Operating profit before working capital changes	**127.64**	**234.01**
Changes in the Working Capital		
Decrease/(Increase) in trade and other receivables	9.68	64.00
Decrease/(Increase) in other current assets	3.02	(10.74)
(Decrease)/Increase in trade payables & other liabilities	4.26	(169.56)
(Decrease)/Increase in provisions	47.11	(41.32)
Cash generated from operations	**183.61**	**76.39**
Taxes paid	-	-
Net cash from operating activities (A)	**183.61**	**76.39**
Cash flow from Investing Activities		
Dividend income	4.68	11.18
Sale / (Purchase) of Property, plant and equipment	3.80	(4.66)
Sale / (Purchase) of investment	(169.69)	(96.18)
Net cash from investing activities (B)	**(161.21)**	**(89.66)**
Cash flow from Financing Activities		
Dividend Paid		
Net cash from Financing Activities (C)	-	-
Net increase/(decrease) in cash and cash equivalents (A + B + C)	**22.41**	**(13.26)**
Cash & cash equivalents at beginning of financial year	**13.48**	**26.74**
Cash & cash equivalents at end of financial year	**35.89**	**13.48**

As per our report of even date attached
For N. C. Vasudeva & Co.
Chartered Accountants
Firm's Registration No. [illegible]

Abhinav Khosla

Abhinav Khosla
Partner
M. No. [illegible]

Place : New Delhi
Date : 12 Mar 2018

For and on behalf of the Board of Directors of ADI BPO Services Limited

[illegible]
Director
DIN No. [illegible]

[illegible]
Director
DIN No. [illegible]

Place - Noida
Date :- 12-Mar-2018

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

3.1 Property, plant and equipment

INR in Lacs

Particulars	Leasehold land*	Buildings*	Plant & equipment (Owned)	Computers	Furniture & Fixtures (Owned)	Vehicles (Owned)	Capital Work-in-Progress	Total
Gross carrying value								
As at 1 April 2016 (Deemed Cost)	82.85	664.47	168.93	4.95	38.84	6.83	75.69	1,042.56
Additions	-	-	77.09	0.34	-	-	-	77.43
Disposals/adjustments	-	-	-	-	-	-	(75.69)	(75.69)
Offset on transfer to investment property	(82.85)	(664.47)	-	-	-	-	-	(747.32)
As at 31 March 2017	-	-	**246.02**	**5.29**	**38.84**	**6.83**	-	**296.98**
Additions	-	-	-	-	-	-	-	-
Disposals/adjustments	-	-	-	-	-	(6.45)	-	(6.45)
As at 31 Dec 2017	-	-	**246.02**	**5.29**	**38.84**	**0.38**	-	**290.53**
Accumulated depreciation								
As at 1 April 2016	-	-	-	-	-	-	-	-
Depreciation charge for the year	-	-	59.00	1.10	11.95	2.11	-	74.16
Disposals/adjustments	-	-	-	-	-	-	-	-
As at 31 March 2017	-	-	**59.00**	**1.10**	**11.95**	**2.11**	-	**74.16**
Depreciation charge for the period	-	-	34.06	0.29	6.20	0.68	-	41.23
Disposals/adjustments	-	-	-	-	-	(2.64)	-	(2.64)
As at 31 Dec 2017	-	-	**93.06**	**1.39**	**18.15**	**0.15**	-	**112.75**

Net carrying value	**Leasehold land***	**Buildings***	**Plant and equipment (Owned)**	**Computers**	**Furniture & Fixtures (Owned)**	**Vehicles (Owned)**	**Capital Work-in-Progress**	**Total**
As at 1 April 2016	82.85	664.47	168.93	4.95	38.84	6.83	75.69	1,042.56
As at 31 March 2017	-	-	187.02	4.19	26.89	4.72	-	222.81
As at 31 Dec 2017	-	-	152.96	3.90	20.69	0.23	-	177.78

Net carrying value	**31 Dec 2017**	**31 Mar 2017**	**1 Apr 2016**
Property, plant and equipment	177.78	222.81	966.87
Capital work in progress	-	-	75.69

* Leasehold Land & Building are Transferred to Investment Property w.e.f from 1 April 2016.

(INR in Lacs, except share and per share data, unless otherwise stated)

3.2 Investment property

Particulars	Leashold land*	Buildings*	Total
Gross carrying value			
As at 1 April 2016 (Deemed Cost)	-	-	-
Transfer from property, plant and equipment	82.85	664.47	747.32
Additions	-	2.94	2.94
Disposals/adjustments	-	-	-
As at 31 March 2017	**82.85**	**667.41**	**750.26**
Additions	-	-	-
Disposals/adjustments	-	-	-
As at 31 Dec 2017	**82.85**	**667.41**	**750.26**
Accumulated depreciation			
As at 1 April 2016	-	-	-
Depreciation charge for the year	1.01	32.40	33.41
Disposals/adjustments	-	-	-
As at 31 March 2017	**1.01**	**32.40**	**33.41**
Depreciation charge for the period	0.76	23.24	24.00
Disposals/adjustments	-	-	-
As at 31 Dec 2017	**1.77**	**55.64**	**57.41**

Net carrying value	Leashold land*	Buildings*	Total
As at 1 April 2016	-	-	-
As at 31 March 2017	81.84	635.01	716.85
As at 31 Dec 2017	81.08	611.77	692.85

* Leasehold Land & Building are Transferred to Investment Property w.e.f from 1 April 2016.

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

4 (i) Non-current investments

INR in Lacs

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Investments carried at cost :			
Equity instruments of subsidiaries (Quoted)			
1,26,16,996 Shares (As at 31 March 2017: Shares 1,26,16,996, 1 April 2016: 1,26,16,996) of Rs. 10 each fully paid up of MPS Limited	4,415.75	4,415.75	4,415.75
	4,415.75	**4,415.75**	**4,415.75**
Aggregate value of quoted investment	4,415.75	4,415.75	4,415.75
Aggregate market value of quoted investment	80,780.33	86,893.25	83,360.49

4 (ii) Current investments

INR in Lacs

Particulars	As at 31 Dec 2017 Units in '000	As at 31 Dec 2017 INR in Lacs	As at 31 Mar 2017 Units in '000	As at 31 Mar 2017 INR in Lacs	As at 1 Apr 2016 Units in '000	As at 1 Apr 2016 INR in Lacs
Investment in mutual funds carried at fair value through profit or loss (unquoted, fully paid up)						
HDFC Liquid Fund- Dividend-Daily Reinvested	12.57	128.15	4.93	50.27	13.86	141.33
Reliance Liquid Fund-Treasury Plan-Daily Dividend Option	6.66	101.81	0.65	10.00	9.64	147.35
Reliance Corporate Bond Fund- Growth Fund	2,520.21	347.29	25.20	331.81	-	-
Total	2,539.44	577.25	30.78	392.08	23.50	288.68
Aggregate market value of unquoted investments		577.25		392.08		288.68

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

5 Other financial assets **INR in Lacs**

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Non Current			
Unsecured, considered good			
Bank deposits held as margin money or security against guarante	0.42	0.42	0.42
	0.42	**0.42**	**0.42**

6 Deferred tax liabilities assets/(liabilities) (net) **INR in Lacs**

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Deferred tax assets	2.57	7.39	2.46
Deferred tax assets	**2.57**	**7.39**	**2.46**

7 Trade receivables **INR in Lacs**

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Current			
Trade receivables	0.12	0.80	64.80
	0.12	**0.80**	**64.80**
Break-up for details:			
Trade receivables			
Secured, Considered good	0.12	0.72	64.80
Unsecured, Considered good	-	0.08	-
Total Trade receivables	**0.12**	**0.80**	**64.80**

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

8 Cash and cash equivalents — **INR in Lacs**

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Balances with banks			
-In Current accounts	35.87	13.48	26.64
Cash on hand	0.02	-	0.10
	35.89	**13.48**	**26.74**

Details of bank balances/deposits

Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current assets'	0.42	0.42	0.42
	0.42	**0.42**	**0.42**

9 Income taxes — **INR in Lacs**

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Advance income tax (net of provisions)	21.92	81.90	85.70
	21.92	**81.90**	**85.70**

10 Other assets — **INR in Lacs**

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Other current assets (Unsecured, Considered Good)			
Security deposits carried at cost			
Unsecured, considered good	7.01	7.03	7.03
Prepaid expenses	0.45	1.33	1.96
Balances with government authorities			
-Service tax credit receivable	0.02	0.96	0.52
-Others	71.50	71.50	71.50
Others receivables	9.72	11.80	0.87
	88.70	**92.62**	**81.88**

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

11 Share capital — INR in Lacs

(i)

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Authorised			
1,50,00,000 equity shares of Rs. 1 each (31 March 2017: 1,50,00,000 equity shares; 1 April 2016: 1,50,00,000 equity shares of Rs.1 each)	150.00	150.00	150.00
	150.00	**150.00**	**150.00**
Issued, Subscribed & Paid-Up			
1,17,46,375 equity shares of Rs. 1 each fully paid up with voting rights (31 March 2017: 1,17,46,375 equity shares; 1 April 2016: 1,17,46,375 equity shares of Rs.1 each)	117.46	117.46	117.46
	117.46	**117.46**	**117.46**

(ii) Reconciliation of the equity share outstanding at beginning and at end of the period / year

Particulars	As at 31 Dec 2017		As at 31 Mar 2017		As at 1 Apr 2016	
	Number	INR in Lacs	Number	INR in Lacs	Number	INR in Lacs
Equity shares (with voting rights) outstanding at the beginning of the year	11,746,375	117.46	11,746,375	117.46	11,746,375	117.46
Issued during the year	-	-	-	-	-	-
Outstanding at the end of the period / year	**11,746,375**	**117.46**	**11,746,375**	**117.46**	**11,746,375**	**117.46**

(iii) Rights, preferences and restrictions attached to equity shares

The company has only one class of equity shares having par value of R. 1/- per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company equity shareholders will be entitled to receive the remaining assets of the company, in proportion to their holding, after distribution of all preferential amounts.

(iv) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

The company has no holding company.

(v) Details of the shareholders holding more than 5% shares of the Company

Class of shares / Name of shareholder	As at 31 Dec 2017		As at 31 Mar 2017		As at 1 Apr 2016	
	Number	INR in Lacs	Number	INR in Lacs	Number	INR in Lacs
Equity shares of Rs. 1 each fully paid up and held by						
Mr. Nishith Arora	10,655,996	90.72%	10,655,996	90.72%	10,655,996	90.72%
ADI Media Private Limited	990,375	8.43%	990,375	8.43%	990,375	8.43%

(vi) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

There are no bonus shares issued and shares bought back during the period of five years immediately preceding the reporting date.

(vii) The company has no shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.

(viii) The company has not issued any shares alloted as fully paid-up in pursuance of contract(s) without payment having been received in cash, no shares have been issued as fully paid-up bonus shares and no shares have been bought back during the period of five years immediately preceding March 31, 2017.

Statement of change in Equity for the period ended 31 Dec 2017

A. Equity share capital

	INR in Lacs
Balance as at 1 Apr 2016	117.46
Changes in equity share capital during the year	-
Balance as at 31 Mar 2017	117.46
Changes in equity share capital during the period	-
Balance as at 31 Dec 2017	117.46

B. Other equity

INR in Lacs

Particulars	Other equity			Total
	Reserve and Surplus		Other Comprehensive income	
	Securities premium account	Surplus in Statement of Profit and Loss	Remeasurement of defined benefit obligations	
As at 1 April 2016	1,383.81	4,224.17	-	5,607.98
Profit for the year	-	103.73	-	103.72
Other comprehensive income	-	-	(0.13)	(0.13)
As at 31 March 2017	1,383.81	4,327.90	(0.13)	5,711.57
As at 1 April 2017	1,383.81	4,327.90	(0.13)	5,711.57
Profit for the period	-	64.22	-	64.22
Other comprehensive income	-	-	0.15	0.15
Total comprehensive income for the period	1,383.81	4,392.11	0.02	5,775.93
Transfer to general reserve	-	-	-	-
As at 31 December 2017	1,383.81	4,392.11	0.02	5,775.93

Notes:

1. Refer note 12 for nature and purpose of other equity
2. Refer note 36

The accompanying notes form an integral part of standalone financial statement

As per our report of even date attached
For **S. C. Vasudeva & Co.**
Chartered Accountants
Firm's Registration No. 000235N

Abhinav Khosla
Partner
M.No. 87010

Place : New Delhi
Date : 12 Mar 2018

For and on behalf of the Board of Directors of ADI BPO Services Limited

Anju Arora
(Director)
DIN No. 00227675

Place:- Noida
Date:- 12-Mar-2018

Neha Rathor
(Director)
DIN No. 01108673

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

12 Other Equity INR in Lacs

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Securities premium account			
At the commencement of the year and at the end of the year	**1,383.81**	**1,383.81**	**1,383.81**
Surplus in Statement of Profit and Loss			
At the commencement of the period / year	4,327.89	4,224.17	3,833.09
Add : Profit for the year	64.22	103.72	2,799.09
Less : Interim dividend	-	-	2,408.01
At the end of the period / year	**4,392.11**	**4,327.89**	**4,224.17**
Other Comprehensive income			
At the commencement of the period / year	(0.13)	-	-
Addition during the period / year (net of taxes)	0.15	(0.13)	-
At the end of the period / year	**0.02**	**(0.13)**	-
Total	**5,775.94**	**5,711.57**	**5,607.98**

13 Other financial liabilities INR in Lacs

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Non Current			
Security deposits carried at amortised cost	60.44	57.80	271.20
Unsecured, considered good			
	60.44	**57.80**	**271.20**

14 Other liabilities INR in Lacs

	Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
(i)	**Other non-current liabilities (Unsecured, Considered Good)**			
	Prepayment rent	32.77	36.72	-
		32.77	36.72	-
(ii)	**Other current liabilities (Unsecured, Considered Good)**			
	Prepayment rent	5.24	5.24	-
	Statutory remittances	3.86	1.69	1.24
		9.10	**6.93**	**1.24**

15 Provisions

INR in Lacs

	Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
(i)	**Non-Current**			
	Provision for Employee Benefits			
	Provision for gratuity (refer note 26)	2.42	2.12	1.31
	Provision for leave encashment	0.86	0.65	0.39
		3.28	**2.77**	**1.70**
(ii)	**Current**			
	Provision for leave encashment	0.02	0.01	0.01
	Provision for gratuity (refer note 26)	0.05	0.05	0.05
		0.07	**0.06**	**0.06**

16 Trade Payables

INR in Lacs

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Trade payables	2.71	1.79	2.68
	2.71	**1.79**	**2.68**

17 Other Financial Liability (Current)

INR in Lacs

Particulars	As at 31 Dec 2017	As at 31 Mar 2017	As at 1 Apr 2016
Employee Payable	2.76	0.40	0.20
Others	8.72	8.60	6.47
	11.48	**9.00**	**6.67**

18 Revenue from operations INR in Lacs

Particulars	Period ended 31 Dec 2017	Year ended 31 Mar 2017
Sale of services		
-Infrastructure Services	38.70	51.60
	38.70	**51.60**

19 Other income INR in Lacs

Particulars	Period ended 31 Dec 2017	Year ended 31 Mar 2017
Interest income on:		
Income Tax Refund	10.80	2.85
Dividend received on current investment carried at fair value through profit or loss (Mutual funds units)	4.68	11.18
Fair valuation of investment	15.49	7.22
Other non-operating income (Refer note (i) below)	125.17	232.90
	156.14	**254.15**

Note (i) Other non-operating income comprises: INR in Lacs

Particulars	Period ended 31 Dec 2017	Year ended 31 Mar 2017
Rental Income	124.10	165.44
Liabilities no longer required written back	0.05	67.46
Profit on sale of property, plant and equipment	0.19	-
Miscellaneous income	0.83	-
	125.17	**232.90**

20 Employee benefits expense INR in Lacs

Particulars	Period ended 31 Dec 2017	Year ended 31 Mar 2017
Salaries and wages	24.17	29.38
Contribution to provident and other funds	1.39	1.75
Staff welfare expenses	0.04	0.04
	25.60	**31.17**

21 Depreciation and amortization expense INR in Lacs

Particulars	Period ended 31 Dec 2017	Year ended 31 Mar 2017
Depreciation on property, plant and equipment (refer note 3.1)	41.23	74.15
Depreciation on investment property (refer note 3.2)	24.00	33.41
	65.23	**107.56**

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

22 Other expenses

Particulars	Period ended 31 Dec 2017	Year ended 31 Mar 2017
Rent	0.24	0.21
Repairs and maintenance - buildings	0.37	0.75
Repairs and maintenance - plant and machinery	0.24	1.21
Repairs and maintenance - others	-	0.48
Insurance	0.66	0.56
Communication	0.14	0.20
Travelling and conveyance	0.11	-
Legal and professional	14.33	5.41
Payments to auditors (Refer Note (i) below)	1.32	7.75
Prior period expenses	0.04	0.04
Miscellaneous expenses	3.98	5.56
	21.43	**22.17**

Note (i)

Payments to the auditors comprises (net of service tax input credit, where applicable):	Period ended 31 Dec 2017	Year ended 31 Mar 2017
To Statutory auditors		
for statutory audit	1.25	2.51
for other services	-	5.03
for reimbursement of expenses	0.07	0.21
	1.32	**7.75**

23 Income tax

The major components of income tax expense for the period and year ended 31 December 2017 and 31 March 2017 are:

INR in Lacs

	Period ended 31 Dec 2017	Year ended 31 March 2017
Current income tax:		
Current income tax charge for the year	15.50	46.00
Adjustments in respect of current income tax of previous years	(1.89)	-
	13.61	**46.00**
Deferred tax:		
Deferred tax on profits for the year	4.75	(4.87)
Adjustments in respect of deferred tax of previous years	-	-
	4.75	(4.87)
Income tax expense reported in the Statement of Profit and Loss	18.36	41.13
OCI section		
Tax related to items that will not be reclassified to Profit & Loss	(0.07)	0.06
Income tax charged to OCI	**(0.07)**	**0.06**

Reconciliation between average effective tax rate and applicable tax rate for the year ended 31 March

	Period ended 31 Dec 2017	Year ended 31 March 2017
Accounting profit before income tax	82.58	144.85
At India's statutory income tax rate	25.75%	31.96%
Computed Tax Expense	21.26	46.30
Expense not allowed for tax purpose	(2.90)	(5.17)
Income tax charged to Statement of Profit and Loss at effective rate	18.36	41.13

Note: Effective tax rate has been calculated on profit before tax and exceptional items.

24 Earnings per equity share

	Period ended 31 Dec 2017	Year ended 31 March 2017
Profit for the year attributable to the owners of the Company	64.22	103.72
Weighted average number of equity shares outstanding	11,746,375	11,746,375
Face value per share (Rs.)	1	1
Earnings Per Share- Basic & Diluted (Rs.)	**0.55**	**0.88**

25 Micro, small and medium enterprises

There are no Micro, Small and Medium Enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at the end of year. The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

INR in Lacs

Particulars	As at 31 Dec 2017	As at 31 March 2017	As at 1 April 2016
(i) The principal amount remaining unpaid to any supplier as at	-	-	-
(ii) The interest due on principal amount remaining unpaid to any supplier as at the end of the year	-	-	-
(iii) The amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), along with the amount of the payment made to the supplier beyond the appointed day	-	-	-
(iv) 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	-	-	-
(v) The amount of interest accrued and remaining unpaid at the	-	-	-
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the	-	-	-

26 Employee benefits in respect of the Company have been calculated as under:

(A) Defined Contribution Plans

The Company contributes a specified percentage of basic salary towards the Employees Provident Fund (EPF) for all qualifying employees. The Provident Fund is operated by Regional Provident Fund Commissioner. Under the Scheme , the company is required to contribute a specified percentage of payroll cost to the Provident Fund Scheme to fund the benefit.

INR in Lacs

Particulars	For the period ended 31 Dec 2017	For the year ended 31 March 2017
Employer's contribution to provident fund	1.39	1.75
	1.39	**1.75**

(B) Defined Benefit Plans

i. Gratuity

In accordance with Ind AS 19 "Employee Benefits", an actuarial valuation has been carried out in respect of gratuity. The discount rate assumed is 7.84 % p.a (31 March 2017: 7.37% p.a.; 1 April 2016: 8.00% p.a.) which is determined by reference to market yield at the Balance Sheet date on Government bonds.

The retirement age has been considered at 58 years (31 March 2017: 58 years; 1 April 2016: 58 years) and mortality table is as per IALM (2006-08) (31 March 2017: IALM (2006-08); 1 April 2016: IALM (2006-08)).

The estimates of future salary increases, considered in actuarial valuation is 5.5% p.a. (31 March 2017: 5.5% p.a.; 1 April 2016: 5.5% p.a.), taking into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

INR in Lacs

Particulars	As at 31 Dec 2017	As at 31 March 2017
Present value of obligation at the beginning of the year	2.17	1.36
Current service cost	0.40	0.51
Interest cost	0.12	0.11
Actuarial (gains)/ loss	(0.22)	0.19
Benefits paid	-	-
Present value of obligation at the end of the period / year	**2.47**	**2.17**

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

INR in Lacs

Particulars	As at 31 Dec 2017	As at 31 March 2017	As at 1 April 2016
Present value of obligation at the end of the period / year	2.47	2.17	1.36
Fair value of plan assets at the end of the period / year	-	-	-
Net liabilities recognised in the Balance Sheet	**2.47**	**2.17**	**1.36**

Fair Value of Plan Assets

INR in Lacs

Particulars	As at 31 Dec 2017	As at 31 March 2017
Plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Contribution by employer	-	-
Actual benefits paid	-	-
Actuarial gain/ (loss)	-	-
Plan assets at the end of the period / year	-	-

Expense recognised in the Statement of Profit and Loss under employee benefits expense:

INR in Lacs

Particulars	Period ended 31 Dec 2017	Year ended 31 March 2017
Current service cost	0.40	0.51
Interest cost	0.12	0.11
Expense recognised in the Statement of Profit and Loss	**0.52**	**0.62**

Amount recognised in the other comprehensive income:

INR in Lacs

Particulars	Period ended 31 Dec 2017	Year ended 31 March 2017
Actuarial loss/(gain) due to demographic assumption change	-	-
Actuarial loss/(gain) due to financial assumption change	-	-
Actuarial loss/(gain) due to experience adjustment	(0.22)	0.19
Actuarial (gain)/loss on plan assets	-	-
Amount recognised in the Other Comprehensive Income	**(0.22)**	**0.19**

Sensitivity analysis

INR in Lacs

Particulars	Period ended 31 Dec 2017		Period ended 31 Dec 2017	
Assumptions	Discount rate		Future salary increase	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit	(0.16)	0.17	0.18	(0.16)

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant.

(C) Other long term benefits (compensated absences):

INR in Lacs

Particulars	As at 31 Dec 2017	As at 31 March 2017	As at 1 April 2016
Present value of obligation at the end of the year	0.88	0.67	0.40

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

27 Fair value measurements

INR in Lacs

Particulars	Note	Level of hierarchy	As at 31 Dec 2017			As at 31 March 2017			As at 1 April 2016		
			FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets											
Investments in mutual fund (excluding investment in subsidiaries)	(b)	2	577.24	-	-	392.08	-	-	288.68	-	-
Trade receivables	(a)		-	-	11.32	-	-	0.80	-	-	64.40
Loans	(a, b)		-	-	-	-	-	-	-	-	-
Cash and cash equivalents	(a)		-	-	19.60	-	-	13.48	-	-	26.74
Other financial assets	(a, b)		-	-	0.42	-	-	0.42	-	-	0.42
Total financial assets			**577.24**	-	**30.44**	**392.08**	-	**14.71**	**288.68**	-	**91.97**
Financial liabilities											
Trade payables	(a)		-	-	2.51	-	-	1.79	-	-	2.66
Other financial liabilities	(a)		-	-	11.98	-	-	9.00	-	-	6.67
Total financial liabilities			-	-	**14.69**	-	-	**10.79**	-	-	**9.25**

Note:
(a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.
(b) Fair value of non-current financial assets has not been disclosed as there is no significant difference between carrying value and fair value.
(c) There are no transfers between level 1, Level 2 and Level 3 during the year ended 31 March 2018 and 31 March 17.

Reconciliation of Level 3 fair value measurements:

INR in Lacs

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Opening balance	-	-
Additional investment	-	-
Gain recognized in other comprehensive income	-	-
Closing balance	-	-

(INR in Lacs, except share and per share data, unless otherwise stated)

28 Financial risk management

A. Financial risk management

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company, through three layers of defense namely policies and procedures, review mechanism and assurance aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The risk are identified at business unit level and mitigation plan are identified, deliberated and reviewed at appropriate forums.

The Company has exposure to the following risks arising from financial instruments:

- credit risk (see (i));
- liquidity risk (see (ii)); and
- market risk (see (iii)).

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments.

The carrying amount of financial assets represents the maximum credit risk exposure.

Trade receivables and other financial assets

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial

Expected credit loss for trade receivables:

The Company based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss. The balance past due for more than 6 month, is Rs Nil (31 March 2017: Rs Nil, 1 April 2016 Rs Nil)

Expected credit loss on financial assets

With regards to all financial assets with contractual cash flows other than trade receivable, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from whom these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for excepted credit loss has been provided on these financial assets. Break up of financial assets other than trade receivables have been disclosed in balance sheet.

ii. 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 managing 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's treasury department is responsible for managing the short term and long term liquidity requirements. Short term liquidity situation is reviewed daily by Treasury. Longer term liquidity position is reviewed on a regular basis by the Board of Directors and appropriate decisions are taken according to the situation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

INR in Lac

Particulars	Contractual Cash flows								
	As at 31 Dec 2017			As at 31 March 2017			As at 1 April 2016		
	Carrying Amount	Within 1 year	More than 1 Year	Carrying Amount	Within 1 year	More than 1 Year	Carrying Amount	Within 1 year	More than 1 Year
Non-derivative financial liabilities									
Trade payables	2.71	-	-	1.79	-	-	2.68	-	-
Other financial liabilities	11.98	-	-	9.00	-	-	6.67	-	-

iii. Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates that will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising

Currency risk

The Company has no exposure towards currency risk as there is no exposure to foreign currency transactions.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Company has no significant interest bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates.

ABL BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

29 Capital management
(a) Risk management
The Company's objectives when managing capital are to
i safeguard its ability to continue as a going concern, so that its can continue to provide returns for its shareholders and benefits for other stakeholders, and
ii maintain an optimal capital structure to reduce the cost of capital.
In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares.

(b) Dividends

INR in Lacs

	As at 31 Dec 2017	As at 31 March 2017
(i) Equity shares		
Final dividend for the period / year ended 31 Dec 2017 of Rs. Nil per fully paid equity share (31 March 2017 of Rs. Nil per fully paid up equity share)	-	-
(ii) Dividend not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of Rs. Nil per fully paid equity share (31 Mar 2017: Rs. Nil). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	-	-

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

30 Related party transactions

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) are disclosed below:-

A Names of related parties and description of relationship:

S.No.	Description of relationship	Names of related parties
1	Subsidiary Company	MPS Limited
2	Key management personnel (KMP)	Mr. Nishith Arora, Director
3	Relatives of KMP	Mrs. Anju Arora, Director (Spouse of Mr. Nishith Arora) Mrs. Neha Rathore (Daughter of Mr. Nishith Arora) Mr. Rahul Arora (Son of Mr. Nishith Arora)
4	Enterprise over which KMP and relative of KMP are able to exercise significant Influence or Control	ADI Media Private Limited

B Transactions during the period / year

INR in Lacs

	Description of transactions	Name of related party	Relationship	As at 31 Dec 2017	As at 31 March 2017
1	**Reimbursement of expenses**	MPS Limited	Subsidiary Company	91.83	110.83
2	**Sales of Services**	MPS Limited	Subsidiary Company	-	-
3	**Rental Income**	MPS Limited	Subsidiary Company	124.10	160.20
4	**Infrastructure Services**	MPS Limited	Subsidiary Company	38.70	51.60
5	**Security Deposit**	MPS Limited	Subsidiary Company	100.00	100.00

INR in Lacs

C	Balances at the year end	Name of related party	Relationship	As at 31 Dec 2017	As at 31 March 2017	As at 1 April 2016
1	Security deposit	MPS Limited	Subsidiary Company	100.00	100.00	100.00

Notes:

No amount has been written off / written back during the year in respect of dues from / to related parties.

31 Contingent liabilities to the extent not provided for:
Claims against Company, disputed by the Company, not acknowledged as debt: **INR in Lacs**

	As at 31 Dec 2017	As at 31 March 2017	As at 1 April 2016
Employee State Insurance(ESI) and Provident Fund (PF)	143.00	143.00	143.00

The above demand has been raised for the financial year 2009-10 to 2011-12 on account of Provident Fund by the Regional PF Commissioner (U.K.) Dehradun . Being aggrieved the company has filed an appeal against the order to get the desired relief by depositing Rs. 71.50 Lacs during the financial year 2015-16. The Company has not made any provision in the books of account in respect of the liability arising on this account.

32 Commitments as at year end

a) Estimated amount of contracts remaining to be executed on capital account (net of advances) Nil (31 March 2017: Nil; 1 April 2016: Nil).

b) **Leases:**
The Company has acquired leasehold land from State Industrial Development Corporation of Uttarakhand Limited (SIDCUL) for a lease term of 90 Years. The Premium Paid amounting to Rs. 89,84,050/- in respect of the said lease is being amortised over the period of lease term.

33 Pursuant to section 135 of the Companies Act 2013 read with rule 2(f)(c)(i) of " The Companies (Social Responsibility Policy) Rules 2014 ", the company is not required to constitute a Corporate Social Responsibility Committee of the Board for the Current financial period.

34 There are no earnings in foreign exchange and / or expenditure in foreign currency during the period.

35 The Board of Directors ("Board") of ADI BPO Services Limited had in its meeting held on 21st January 2018, approved the Demerger of Infrastructure Management Business Undertaking of the Company into ADI Media Private Limited, pursuant to a Scheme of Demerger in terms of Chapter-1 of the Scheme ('defined hereunder') and the amalgamation of the Company (Post Demerger of Infrastructure Management Business Undertaking of the Company into ADI Media Private Limited) into MPS Limited, pursuant to a Scheme of Amalgamation in terms of Chapter-2 of the Scheme ('defined hereunder').

The Scheme contains two separate Chapters viz. Chapter 1 and Chapter 2. Chapter 1 of the Scheme deals with the proposed demerger of the Infrastructure Management Business Undertaking of the Transferor Company into ADI Media Private Limited ("Scheme of Demerger). Chapter 2 of the Scheme which deals with the proposed amalgamation of the Transferor Company (post demerger of its Infrastructure Management Business Undertaking) with the Transferee Company ("Scheme of Amalgamation").

With reference to this Scheme and pursuant to SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March 2017, there is a requirement to submit with the Stock Exchanges the Audited financials for the last 3 financial years and audited financials for the subsequent period , which is not being more than 6 months old. Accordingly, the Company has prepared and got the Audited Financials for the 9 months ended 31st December 2017 to comply with this requirement .

ADI BPO SERVICES LIMITED

36 First-time adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The significant accounting policies set out in note 2 have been applied in preparing the financial statements for the period ended 31st December 2017, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

(A) Optional Exemptions availed and mandatory exceptions

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

Ind AS optional exemptions

1 Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets and investment property covered by Ind AS 38 Intangible Assets and Ind AS 40 Investment Property respectively. Accordingly, the Company has elected to measure all of its property, plant and equipment, investment property and intangible assets at their previous GAAP carrying value.

2 Investments in subsidiaries, associates and joint ventures

Ind AS 101 permits the first time adopter to measure investment in subsidiaries in accordance with Ind AS 27 at one of the following:
a) cost determined in accordance with Ind AS 27 or
b) Deemed cost:
(i) fair value at date of transition
(ii) previous GAAP carrying amount at that date

The Company has elected to consider previous GAAP carrying amount of its investments in subsidiaries on the date of transition to Ind AS as its deemed cost for the purpose of determining cost in accordance with principles of Ind AS 27-"Separate financial statements"

Ind AS mandatory exceptions

1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

-Impairment of financial assets based on expected credit Loss model
-Determination of the discounted value for financial instruments carried at amortised cost.

2 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of the facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

36 (B). Reconciliation of equity as reported under Previous GAAP to Ind AS

INR in Lacs

Particulars	Notes	As at 1 April 2016			As at 31 March 2017		
		IGAAP	Effects of transition to Ind AS	Ind AS	IGAAP	Effects of transition to Ind AS	Ind AS
ASSETS							
Non-current assets							
Property, plant and equipment		960.87	-	219.54	222.81	-	222.81
Capital work in progress		35.60	-	75.09	-	-	-
Investment property		-	-	747.33	716.83	-	716.85
Other intangible assets		-	-	-	-	-	-
Financial assets							
Investments		4,415.73	-	4,415.73	4,415.73	-	4,415.73
Other financial assets		0.42	-	0.42	0.42	-	0.42
Deferred tax assets (net)	36 (F)(1)	7.46	-	7.46	10.21	(2.82)	7.39
Total Non-Current Assets		5,461.19	-	5,461.19	5,366.04	(2.82)	5,363.22
Current Assets							
Financial assets							
Investments	36 (F)(2)	288.68	-	288.68	384.86	7.22	392.08
Trade receivables		64.80	-	64.80	0.80	-	0.80
Cash and cash equivalents		26.74	-	26.74	13.48	-	13.48
Income tax assets (net)		85.70	-	85.70	81.90	-	81.90
Other current assets		81.88	-	81.88	92.61	-	92.61
Total current assets		547.81	-	547.81	573.66	7.22	580.88
TOTAL ASSETS		6,009.00	-	6,008.99	5,939.70	4.41	5,944.10
EQUITY AND LIABILITIES							
Equity							
Equity share capital		117.46	-	117.46	117.46	-	117.46
Other equity	36 (F)(1)(4)(6)	5,607.98	-	5,607.98	5,705.88	5.96	5,711.83
Total equity		5,725.44	-	5,725.44	5,823.34	5.96	5,829.29
Liabilities							
Non-Current Liabilities							
Financial liabilities							
Other financial liabilities	36 (F)(1)(3) & (7)	271.20	-	271.20	101.05	(43.25)	57.80
Other non-current liabilities	36 (F)(1)(3) & (7)	-	-	-	-	36.72	36.72
Provisions		1.70	-	1.70	2.77	-	2.77
Total non-current liabilities		272.91	-	272.91	103.82	(6.53)	97.28
Current Liabilities							
Financial liabilities							
Trade payables		2.68	-	2.68	1.79	-	1.79
Other financial liabilities		6.67	-	6.67	9.00	-	9.00
Other current liabilities	36 (F)(3) & (7)	1.24	-	1.24	1.69	5.24	6.93
Provisions		0.06	-	0.06	0.06	-	0.06
Total current liabilities		10.65	-	10.65	12.54	5.24	17.78
TOTAL EQUITY AND LIABILITIES		6,008.99	-	6,008.99	5,939.70	4.67	5,944.36

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note

ADI BPO Services Limited
Notes forming part of Standalone Financial Statements for the period ended 31 Dec 2017
(INR in Lacs, except share and per share data, unless otherwise stated)

36 (C). Reconciliation Statement of Profit and Loss as previously reported under Previous GAAP to Ind AS

INR in Lacs

	Note	Year ended 31 March 2017		
		IGAAP	Effects of transition to Ind-AS	Ind AS
Revenue from operations		51.60	-	51.60
Other income	36 (F) (2) & (3)	241.69	12.46	254.15
Total income		**293.29**	**12.46**	**305.75**
Expenses				
Employee benefits expense	36 (F) (5)	31.36	(0.19)	31.17
Depreciation and amortisation expense		107.56	-	107.56
Other expenses	36 (F) (1)	18.22	3.95	22.17
Total Expenses		**157.14**	**3.76**	**160.90**
Profit before tax		**136.15**	**8.70**	**144.85**
Tax expense:				
Current tax		40.00	-	40.00
Reversal of excess provision for tax relating to earlier years		-	-	-
Deferred tax	36 (F) (4)	(1.75)	2.88	1.13
Total tax expenses		**38.25**	**2.88**	**41.13**
Profit for the year		97.90	5.82	103.72
Other Comprehensive Income				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of net defined benefit liability/assets	36 (F) (5)	-	(0.19)	(0.19)
Income tax relating to items that will not be reclassified to profit or loss	36 (F) (4)	-	0.06	0.06
Total other comprehensive income for the year, net of tax		-	**(0.13)**	**(0.13)**
Total comprehensive income for the year		**97.90**	**5.69**	**103.59**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirement for the purposes of this note

36 (D) Equity reconciliation

INR in Lacs

	Notes	As at 31 March 2017	As at 1 April 2016
Reported earlier under Previous GAAP		5,823.34	5,725.44
Fair valuation of investment		7.22	-
Lease Income		5.24	-
Notional Expense on Security Deposit		(3.95)	-
Consequential tax adjustments		(2.82)	-
Net Profit for the period under Ind AS		**5,829.03**	**5,725.44**

i) Others include adjustments resulting from classification of actuarial gain/(loss) to OCI etc.

36 (E) Other than effect of certain reclassifications due to difference in presentation, there was no other material effect of cash flow from operating, financing, investing activities for all periods presented.

36 (F) Notes to the Reconciliations

1 **Other Financial Liabilities**
In Ind AS, Security deposit (after adjusting for time value of money at the prevailing market interest rate) recorded at present value and deferred lease income recorded for differential amount. In subsequent years, interest expenses will be recorded on security deposit as a result of unwinding of discount and deferred lease income will be amortised over the lease term.
This decreased total equity by Rs. 3.95 Lacs as at 31 March 2017.

2 **Current Investments**
Under Previous GAAP, the mutual funds were measured at cost or market value, whichever is lower. Under Ind AS, the Company has designated these investments at fair value through profit or loss (FVTPL). Accordingly, these investments are required to be measured at fair value. At the date of transition to Ind AS, difference between the fair value of the instruments and the carrying value under Previous GAAP has been recognised in retained earnings. Fair value changes are recognised in the Statement of Profit and Loss for the year ended 31 March, 2017.
This increased total equity by Rs. 7.22 Lacs as at 31 March 2017.

3 **Lease Income**
Recognition of notional interest on termination of Agreement which was not permitted under previous GAAP.
This increased total equity by Rs. 5.24 Lacs as at 31 March 2017.

4 **Deferred Tax**
Previous GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP. Also deferred tax have been recognised on the adjustment made on transition to Ind AS.
On the date of transition, the net impact on deferred tax liabilities is of Rs. (2.82) Lacs.

5 **Re-measurements of post-employment benefit obligations**
Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets on the net defined benefit obligation are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these re-measurements were forming part of the profit or loss for the year. As a result of this change, the profit before tax for the year ended March 31, 2017 increased by Rs 0.19 Lacs. There is no impact on the total equity as at 1 April 2016 and 31 March 2017.

As per our report of even date attached
For **S.C. Vasudeva & Co.**
Chartered Accountants
Firm's Registration No. 000235N

Abhinav Khosla
Partner
M.No.87010

Place : New Delhi
Date : 12 Mar 2018

For and on behalf of the Board of Directors of ADI BPO Services Limited

Anju Arora
(Director)
DIN No: 00227675

Place - Noida
Date - 12-Mar-2018

Sahil Batlor
(Director)
DIN No.01108673

ADI BPO Services Limited
Notes forming part of the Standalone Financial Statements

1. Corporate Information

ADI BPO Services Limited (the "Company") is engaged in the business of providing customer service, lead generation, data process and business process outsourcing. The Company is currently offering its infrastructure and facilities to its subsidiary company.

2. Significant accounting policies

2.1 Basis of preparation of financial statements

a) Statement of compliance

These Standalone Ind AS Financial Statements ("financial statements") have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, ("the Act") and other relevant provisions of the Act.

The financial statements up to and for the year ended 31 March 2017 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (previous GAAP), notified under Section 133 of the Act and other relevant provisions of the Act.

As these are the Company's first financial statements prepared in accordance with Ind AS, Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. The transition date for the adoption of Ind AS is 1 April 2016. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 36.

b) Basis of Measurement

The financial statements have been prepared under historical cost basis except certain financial assets and liabilities recognized at fair value.

c) Use of estimates and management judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, income, expenses and related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. The estimates and management's judgments are based on previous experience and other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

2.2 Current, Non-Current classification

Based on the nature of services / activities the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current. All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- it is held primarily for the purpose of being traded;

ADI BPO SERVICES LIMITED

- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

2.3 Property, plant and equipment (PPE) and Intangible assets

a) Property, plant and equipment

Property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties, any directly attributable cost on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use. It includes any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

b) Investment Property

Property that is held to earn rentals for capital appreciation or both, and other than for use in production or supply of goods and services or for administrative purposes or sale in the ordinary course of business. Investment property is measured initially at its cost, including related transaction cost and where applicable borrowing costs. Subsequent expenditure is capitalised to assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

c) Intangible assets

Intangible assets that are acquired by the Company, have finite useful lives, are measured at cost less accumulated amortization and accumulated impairment losses, if any. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

d) Depreciation and amortisation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided on a pro-rata basis on the written down value method based on useful life specified in Part C of Schedule II to the Companies Act, 2013.

Assets costing Rs.5,000 or less are fully depreciated in the year of purchase.

e) Derecognition

A property, plant and equipment and intangible assets is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

f) Transition to Ind AS

The Company has elected to utilize the option under Ind AS 101 by not applying the provisions of Ind AS 16 & Ind AS 38 retrospectively and continue to use the previous GAAP carrying amount as a deemed cost under Ind AS at the date of transition to Ind AS. Therefore, the carrying amount of property, plant and equipment and intangible assets as per the previous GAAP as at 1 April 2016, the Company's date of transition to Ind AS, were maintained on transition to Ind AS.

2.4 Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in statement of profit and loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications 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. An impairment loss is reversed 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 amortization, if no impairment loss had been recognized.

2.5 Financial instrument

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

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Investments in Subsidiary

Investments in subsidiary is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1 April 2016.

Impairment of financial assets

The Company recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or

ADI BPO SERVICES LIMITED

- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial liabilities

Initial Recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, borrowings, or payables, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, deposits etc.

Subsequent measurement
Financial liabilities at amortized cost
After initial measurement, such financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the profit or loss. This category generally applies to trade payables and other contractual liabilities.

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

2.6 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.7 Provisions and Contingent Liabilities

Provision

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 (excluding retirement benefits) are not discounted to their present value and the amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

Contingent Liabilities

Contingent Liability is disclosed in case of:

i) a present obligation arising from a past event when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or
ii) a possible obligation, unless the probability of outflow in settlement is remote

2.8 Revenue recognition

- **Revenue from rendering of services:** Revenue from contracts are recognized on accrual basis as the services are rendered and no significant uncertainty exists regarding the ultimate collection of the amount of the consideration that will be derived from rendering of such services.
- **Rental Income:** Rental income is recognized on straight line basis in accordance with the lease rental agreement.
- **Infrastructure services:** Infrastructure services income is recognized on straight line basis in accordance with the Hire Infrastructure Charges Agreement.
- **Interest Income:** Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate of interest applicable.
- **Dividend Income:** Dividend Income is recognized when the right to receive payment is established.

2.9 Employee benefits

a) Short-term employee benefits:

Short term Employee Benefits are recognized as an expense on an undiscounted basis in the Statement of Profit and Loss of the year in which the related service is rendered.

b) Post-employment benefits

Defined Contribution Plans: The Employer's contribution to Provident Fund and Employees Pension Scheme, a defined contribution plan is made in accordance with the Provident Fund Act, 1952 read with the Employees Pension Scheme, 1995.

Defined Benefit Plan: For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at Balance Sheet date. The retirement benefit obligation recognized in the Balance Sheet represents the present value of defined benefit obligation.

Long Term Employees Benefits
The liability for leave encashment is recognized on the basis of actuarial valuation made at the end of the year.

Actuarial Valuation

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 return for their service in the current and prior periods; that benefit is discounted to determine its present value. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognized asset is limited to the total of any unrecognized past service costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. An economic benefit is available to the Company if it is realizable during the life of the plan, or on settlement of the plan liabilities. Any actuarial gains or losses are recognized in OCI in the period in which they arise.

2.10 Tax Expense

Income tax expense comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

a) Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously. Any adjustment to the tax payable or receivable in respect of previous year is shown separately.

b) Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.11 Exceptional Items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments of subsidiaries, associate and joint ventures and impairment losses/write down in the value of investment in subsidiaries, associates and joint ventures and significant disposal of fixed assets.

ADI BPO SERVICES LIMITED

2.12 Leases

Leases in which a substantial portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments and receipts under such leases are recognised to the Statement of Profit and Loss on a straight-line basis over the term of the lease unless the lease payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, in which case the same are recognised as an expense in line with the contractual term.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee.

2.13 Earnings per share

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

2.14 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.15 Fair Value Measurement

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

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).

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. The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

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 recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values used in preparing these financial statements is included in the respective notes.

ADI BPO SERVICES LIMITED

S. C. Vasudeva & Co.
Chartered Accountants

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Website: www.scvasudeva.com

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS
ADI MEDIA PRIVATE LIMITED

Report on the Interim financial statements

1. We have audited the accompanying interim financial statements of **ADI MEDIA PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at December 31 ,2017, and the Statement of Profit and Loss and Cash Flow Statement for the nine months period then ended, and a summary of significant accounting policies and other explanatory information.

2. The interim financial statements have been prepared by the management and approved by the Board of Directors for the purpose of the compliance of the Clause I .A.2(f) of Annexure 1 of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March 2017, in relation to Demerger of Infrastructure Management Business pursuant to the scheme of demerger.

Management's Responsibility for the Interim financial statements

3. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these interim financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Accounting Standard (AS) 25 , "Interim Financial Reporting" as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standard) Amendment Rules, 2016 . 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 interim financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

4. Our responsibility is to express an opinion on these Interim financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the interim financial statements are free from material misstatement.

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

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

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the interim financial statements are prepared in compliance with AS 25 on " Interim Financial Reporting" 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 December 31, 2017 and its profit and its cash flows for the nine months period ended on that date.

Other Matter

8. The Report has been issued to the Company for the limited purpose of Compliance with Clause I.A.2(i) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March 2017 in relation to Demerger of Infrastructure Management Business pursuant to the scheme of demerger.

For S.C. Vasudeva & Co.
Chartered Accountants
Firm Reg. No: 000235N

Abhinav Khosla

Abhinav Khosla
Partner
Membership No.: 087010

Place: New Delhi
Dated: 12th March 2018

ADI MEDIA PRIVATE LIMITED

Balance Sheet as at December 31, 2017

Amount (Rs.)

Particulars	Note No.	As at December 31, 2017	As at March 31, 2017
I EQUITY AND LIABILITIES			
1. Shareholder's Funds			
a) Share Capital	3	2,080,000	2,080,000
b) Reserves and Surplus	4	146,402,096	142,159,491
		148,482,096	**144,239,491**
2. Non-Current Liabilities			
a) Long Term Provisions	5	690,589	769,604
		690,589	**769,604**
3. Current Liabilities			
a) Short Term Borrowings	6	3,000,000	-
b) Trade Payables	7	358,281	477,324
c) Other Current Liabilities	8	3,762,962	5,158,696
d) Short Term Provisions	9	5,519,866	4,894,584
		12,641,109	**10,530,604**
TOTAL		**161,813,794**	**155,539,699**
II ASSETS			
4. Non Current Assets			
a) Property ,Plant & Equipment	10		
i) Tangible Assets		28,997,456	41,662,537
ii) Intangible Assets		46,561	131,766
		29,044,017	**41,794,303**
b) Non Current Investments	11	94,540,345	74,833,076
c) Deferred Tax Asset - (Net)	12	6,630,329	7,540,625
d) Long Term Loans and Advances	13	688,994	738,994
e) Other Non Current Assets	14	63,228	44,478
		130,966,913	**124,951,476**
5. Current Assets			
a) Current Investments	15	20,000,000	20,778,580
b) Trade Receivables	16	6,329,884	4,695,566
c) Cash & Bank Balances	17	3,447,749	3,649,432
d) Short Term Loans and Advances	18	1,048,345	1,348,302
e) Other Current Assets	19	20,903	116,343
		30,846,881	**30,588,223**
TOTAL		**161,813,794**	**155,539,699**
Corporate Information	1		
Significant Accounting Policies	2		

The accompanying notes form part of the financial statements

As per our Separate Report of even date
For S.C. Vasudeva & Co.
Chartered Accountants
Firm's Registration No. 000235N

Abhinav Khosla

(Abhinav Khosla)
Partner
M. No. 087010
Place: New Delhi
Dated: March 12 ,2018

For and on behalf of the Board :

Anju Arora

Anju Arora
(Director)
DIN No: 00227675

Place - Noida
Date - 12-Mar-2018

Neha Rathor
(Director)
DIN No:01108673

ADI MEDIA PRIVATE LIMITED

Statement of Profit and Loss for the Period From 1 April 2017 to 31 December 2017

Amount (Rs.)

	Particulars	Note No.	Period ended December 31, 2017	Year ended March 31, 2017
i	Revenue from operations	20	24,927,141	29,343,221
ii	Other income	21	4,558,511	1,495,750
iii	**Total Revenue (i + ii)**		**29,485,652**	**30,838,971**
iv	**Expenses :**			
	Employees benefit expenses	22	13,383,059	17,636,762
	Depreciation and amortisation expenses	10 & 11A	1,880,598	2,059,248
	Other expenses	23	7,849,094	10,522,924
	Total Expenses		**23,112,751**	**30,218,934**
v	Profit before exceptional and extraordinary items and tax (iii - iv)		6,372,901	620,037
vi	Less : Exceptional items		-	-
vii	Profit before extraordinary items and tax (v - vi)		**6,372,901**	**620,037**
viii	Less : Extraordinary items		-	-
ix	Profit before tax (vii - viii)		**6,372,901**	**620,037**
x	**Profit for the year/period from operations**		6,372,901	620,037
xi	Tax expense :			
	Current Tax		1,220,000	290,000
	Deferred Tax		910,296	(326,609)
	Income Tax Paid for Earlier Years		-	708,472
xii	**Profit for the year/period from operations after tax(ix - x)**		**4,242,605**	**(51,826)**
xiii	**Profit for the year/ period (xii)**		**4,242,605**	**(51,825)**
	Earnings per equity share (Refer Note No 27) (Nominal value of equity share Rs. 10/- (Previous Year: Rs.10)) **Basic and Diluted**		20.40	(0.25)
	Corporate Information	1		
	Significant Accounting Policies	2		

The accompanying notes form part of the financial statements

As per our Separate Report of even date
For S.C. Vasudeva & Co.
Chartered Accountants
Firm's Registration No. 000235N

Abhinav Khosla

(Abhinav Khosla)
Partner
M. No. 087010
Place: New Delhi
Dated: March 12 ,2018

For and on behalf of the Board :

Anju Arora

Anju Arora
(Director)
DIN No: 00227675
Place - Noida
Date - 12-Mar-2018

Neha Rathor
(Director)
DIN No:01108673

ADI MEDIA PRIVATE LIMITED

Cash Flow Statement for the Period Ended December 31, 2017

Amount (Rs.)

	Particulars		As at December 31, 2017	As at March 31, 2017
(A)	**Cash Flow from Operating Activities:**			
	Profit / (Loss) Before Tax as per Statement of Profit and Loss		6,372,901	620,037
	Adjustments for:			
	- Depreciation		1,880,598	2,059,248
	- Dividend Income		(21,009)	(1,023,464)
	- Interest Income		(7,744)	(277,796)
			1,851,845	757,987
	Operating Profit before Working Capital Changes		8,224,746	1,378,025
	Adjustments for:			
	- Trade & Other Receivables		(1,570,165)	446,477
	- Trade & Other Payables		2,031,490	3,056,329
			461,325	3,502,806
	Cash generated from Operation		8,686,071	4,880,831
	- Direct Tax Paid / (Refund received)		838,756	492,453
	Net Cash from Operating Activities	**Total (A)**	**7,847,315**	**4,388,378**
(B)	**Cash Flow from/(used in) Investing Activities**			
	Purchase of Fixed Assets and Capital Work in Progress		(4,858,337)	(5,678,129)
	Sale of Fixed Assets		20,756	-
	Investments (Purchased) / Sold		(3,221,420)	(1,026,341)
	Interest Received		7,744	277,796
	Net Cash used in Investing Activities	**Total (B)**	**(8,051,257)**	(6,426,674)
(C)	**Cash Flow from Financing Activities**			
	Dividend Received		21,009	1,023,464
	Net Cash used in Financing Activities	**Total (C)**	**21,009**	1,023,464
	Net Increase in Cash and Bank balance		(182,933)	(1,014,832)
	Cash and Cash equivalents as at beginning of year		3,693,910	4,708,741
	Cash and Cash equivalents as at the end of year		**3,510,977**	**3,693,910**

Note: The Cash & Cash Equivalents Component include Non Current Bank Balance Refer Note 17 & 14 of the Notes to Financials Statements

Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard-3 on 'Cash Flow Statements' as specified in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

Corporate Information 1
Significant Accounting Policies 2

The accompanying notes form part of the financial statements

As per our Separate Report of even date
For S.C. Vasudeva & Co.
Chartered Accountants
Firm's Registration No. 000235N

Abhinav Khosla

(Abhinav Khosla)
Partner
M. No. 087010
Place: New Delhi
Dated: March 12 ,2018

For and on behalf of the Board :

Anju Arora

Anju Arora
(Director)
DIN No: 00227675

Place- Noida
Date- 12-March-2018

Neha Rathor

Neha Rathor
(Director)
DIN No: 01109873

ADI MEDIA PRIVATE LIMITED

Notes to the Financial Statements for the Period Ended December 31, 2017

3. SHARE CAPITAL

Particulars	As at December 31, 2017		As at March 31, 2017	
	Number of shares	Amount in Rs.	Number of shares	Amount in Rs.
Authorised Share Capital				
Equity Shares of Rs. 10/- each	2,500,000	25,000,000	2,500,000	25,000,000
	2,500,000	**25,000,000**	**2,500,000**	**25,000,000**
Issued , Subscribed and fully paid up				
Equity Shares of Rs. 10/- each	208,000	2,080,000	208,000	2,080,000
	208,000	**2,080,000**	**208,000**	**2,080,000**

(a) **Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at December 31, 2017		As at March 31, 2017	
	Number of shares	Amount	Number of shares	Amount
Equity Shares				
Opening balance	208,000	2,080,000	208,000	2,080,000
Add: Shares issued during the period / year	-	-	-	-
Shares outstanding at the end of the period / year	**208,000**	**2,080,000**	**208,000**	**2,080,000**

(b) **Terms/ rights attached to equity shares**

The company has one class of shares referred to as Equity Shares having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder's.

(c) The company has not issued any shares for consideration other than cash, bonus shares and no shares have been bought back during the period of five years immediately

(d) **Details of equity shares held by shareholders holding more than 5 % shares of the aggregate shares in the Company**

Particulars	As at December 31, 2017		As at March 31, 2017	
	Number	% shareholding	Number	% shareholding
Nishith Arora	104,000	50	104,000	50.00
Anju Arora	104,000	50	104,000	50.00

(f) There are no securities convertible into equity/preference shares.

4. RESERVES AND SURPLUS

Particulars		As at December 31, 2017 Amount in Rs.		As at March 31, 2017 Amount in Rs.
a) Securities Premium Account		17,820,000		17,820,000
b) Surplus i.e. Balance in the Statement of Profit and Loss				
Opening balance	124,339,491		124,391,319	
Add : Surplus/(Deficit) transferred from Statement of Profit and Loss	4,242,605	128,582,096	(51,828)	124,339,491
Total Reserves and Surplus		**146,402,096**		**142,159,491**

5. LONG TERM PROVISIONS

Particulars	As at December 31, 2017 Amount in Rs.	As at March 31, 2017 Amount in Rs.
Provision for employee benefits :		
- Gratuity	500,873	557,700
- Leave encashment	189,716	211,904
TOTAL	**690,589**	**769,604**

6. SHORT TERM BORROWINGS

Unsecured Loan*	3,000,000	-
TOTAL	**3,000,000**	-

* The Above Loan was taken from Mr. Nishith Arora (Key Mangement Personnel) during the financial period 2017-18 the above said loan has no covenants attached to repayment of the Loan.

7. **TRADE PAYABLES**

Particulars	As at December 31, 2017 Amount in Rs.	As at March 31, 2017 Amount in Rs.
Trade Payables		
Due to Micro, Small and Medium Enterprises	-	-
Due to Others	356,201	477,324
TOTAL	356,201	477,324

8. **OTHER CURRENT LIABILITIES**

Particulars	As at December 31, 2017 Amount in Rs.	As at March 31, 2017 Amount in Rs.
Advance from customers and others	1,640,546	2,285,274
Security deposits	48,540	36,570
Statutory Liabilities	357,267	252,256
Employees Benefit and imprest payable	337,901	1,296,843
Others	1,381,708	1,277,984
TOTAL	3,762,952	5,156,096

9. **SHORT TERM PROVISIONS**

Particulars	As at December 31, 2017 Amount in Rs.	As at March 31, 2017 Amount in Rs.
Provision for Employee Benefits:		
Gratuity	3,468,291	2,989,361
Leave encashment	2,051,575	1,905,223
TOTAL	5,519,866	4,894,584

11 **NON-CURRENT INVESTMENTS (valued at cost unless stated otherwise)**
(Long-Term Investments)

Particulars	As at December 31, 2017 Amount in Rs.	As at March 31, 2017 Amount in Rs.
11.A **Investment Property**	15,707,269	-
11.B **Non-Trade Investments**		
Unquoted		
(i) Investments in Equity Instruments		
9,90,375 (P.Y 9,90,375) equity shares of Rs 1/- each of "ADI BPO Services Limited"	19,807,500	19,807,500
TOTAL	19,807,500	19,807,500
(ii) Investments in Mutual Funds		
UnQuoted		
Nil Units (P.Y 15,00,000) of Rs 10 Each in Kotak FMP Series 154- Growth	-	15,000,000
5,87,001.44 Units (P.Y 5,87,001.44 Units) of Rs 25.55 of DSP Black Rock Income Oppurtunity Fund	15,000,000	15,000,000
Reliance Corporate Bond -Growth Plan 25,97,227 Units of Rs. 13.0909 Each (Previous Year P.Y 11,53,074.81 Units of Rs 13.0087 Each)	34,000,000	15,000,000
859,273 Units of Rs 11.67 each of Reliance Corporate Bond Fund- Growth Plan (Previous Year 859,273 Units of Rs 11.67 each of Reliance Corporate Bond Fund- Growth Plan)	10,025,576	10,025,576
TOTAL	59,025,576	55,025,576
Grand Total	94,540,345	74,833,076

ADI MEDIA PRIVATE LIMITED

Notes to the Financial Statements for the Period Ended December 31, 2017

10. PROPERTY , PLANT & EQUIPMENT

Description of Assets	Original Cost				Depreciation and Amortization				Net Book Value	
	As at April 1, 2017	Additions during the period	Deductions during the period	As at December 31, 2017	Up to March 31, 2017	For the period	Deductions / Adjustments	Up to December 31, 2017	As at December 31, 2017	As at March 31, 2017
i) Tangible Assets										
Land	8,458,842	-	-	8,458,842	-	-	-	-	8,458,842	8,458,842
Building -Owned	38,612,003	-	17,805,792	20,806,211	7,695,905	338,104	1,308,667	6,725,342	14,080,869	30,916,098
Office Equipment	6,521,423	147,640	-	6,669,063	5,159,173	225,459	-	5,384,632	1,284,431	1,362,250
Furniture & Fixture	2,104,232	-	-	2,104,232	1,884,192	25,544	-	1,909,736	194,496	220,040
Vehicles	4,636,324	4,610,126	54,877	9,191,573	4,392,811	175,306	34,121	4,533,996	4,657,577	243,513
Computer	5,909,986	100,571	-	6,010,557	5,448,192	241,124	-	5,689,316	321,241	461,794
Total (i)	66,242,810	4,858,337	17,860,669	53,240,478	24,580,273	1,005,537	1,342,788	24,243,022	28,997,456	41,662,537
ii) Intangible Assets										
Computer Software	340,820	-	-	340,820	209,054	85,205	-	294,259	46,561	131,766
Total (ii)	340,820	-	-	340,820	209,054	85,205	-	294,259	46,561	131,766
Grand Total (i+ii)	66,583,630	4,858,337	17,860,669	53,581,298	24,789,327	1,090,742	1,342,788	24,537,281	29,044,017	41,794,303
Previous Year	60,905,501	5,678,129	-	66,583,630	22,730,079	2,059,248	-	24,789,327	41,794,303	

* Building Office Space at Gurgaon is Transferred to Investment Property w.e.f from 1st April 2017.

ADI MEDIA PRIVATE LIMITED

Notes to the Financial Statements for the Period Ended December 31, 2017

11 A. Investment Property

	Original Cost				Depreciation and Amortization				Net Book Value	
	Transferred From Property , Plant & Equipment April 1, 2017	Additions during the period	Deductions during the period	As at December 31, 2017	Up to March 31, 2017	For the period	Deductions / Adjustments	Up to December 31, 2017	As at December 31, 2017	As at March 31, 2017
i) Investment Property										
Building (Gurgaon)	17,805,792	-	-	17,805,792	1,308,667	789,856	-	2,098,523	15,707,269	-
Total	**17,805,792**	-	-	**17,805,792**	**1,308,667**	**789,856**	-	**2,098,523**	**15,707,269**	-
Previous Year	-	-	-	-	-	-	-	-	-	

Aggregate Amount of Unquoted Investments	19,807,500	19,807,500
Net Asset Value of Units of Mutual Fund	94,143,956	91,331,381

12. DEFERRED TAX ASSET / (LIABILITY) - (NET)

Particulars	As at December 31, 2017	Movement during the period (including Reinstatement)	As at March 31 2017
Deferred Tax Assets:			
- On Account of Employee Benefits and Others	1,747,619	(180,737)	1,928,346
Deferred Tax Liabilities:			
- On Account of Depreciation	4,882,710	(729,569)	5,612,279
Net Deferred Tax Assets / (Liability)	**6,630,329**	**(910,296)**	**7,540,625**

13. LONG TERM LOANS & ADVANCES (Unsecured, considered good)

Particulars	As at December 31, 2017 Amount in Rs.	As at March 31, 2017 Amount in Rs.
Security Deposits	688,994	738,994
TOTAL	**688,994**	**738,994**

14. OTHER NON-CURRENT ASSETS

Others		
-Non Current Bank Balances (Held as Margin Money) (Refer Note 17)	63,228	44,475
TOTAL	**63,228**	**44,475**

15. CURRENT INVESTMENTS

Particulars	As at December 31, 2017 Amount in Rs.	As at March 31, 2017 Amount in Rs.
Investments in Mutual Funds		
-Unqouted(At cost or market value, whichever is less)		
216,236 Units of Rs 46.46 Each of Franklin India Dynamic Accrual Fund (Previous Year 216,236 Units of Rs 46.46 Each)	10,000,000	10,000,000
716,932.35 Units of Rs 13.95 of Franklin India Corporate Bond Opportunities Fund (Previous Year 716,932.35 Units of Rs 13.95 Each)	10,000,000	10,000,000
Nil Units Reliance Liquid Fund Treasury Plan - Daily Dividend (Previous Year 509.18 Units of Rs 1,528.74 Each)	-	778,580
	20,000,000	**20,778,580**
Aggregate Amount of Unquoted Investments	**20,000,000**	**20,778,580**
Net Asset Value of Units of Mutual Fund	**25,599,524**	**24,953,068**

16. TRADE RECEIVABLES (Unsecured, considered good)

Particulars	As at December 31, 2017 Amount in Rs.	As at March 31, 2017 Amount in Rs.
Outstanding for a period exceeding six months from the date they are due for payment		
- Secured, Considered Good		
- Unsecured, Considered Good	1,694,730	880,610
- Doubtful	576,414	576,414
Less: Provision for Doubtful Debts	(576,414)	(576,414)
Others trade receivables		
- Secured, Considered Good	68,059	-
- Unsecured, Considered Good	4,567,095	3,814,956
TOTAL	**6,329,884**	**4,695,566**

17. CASH AND BANK BALANCES

Particulars		As at December 31, 2017 Amount in Rs.		As at March 31, 2017 Amount in Rs.
Cash and cash equivalents				
i) Balances with banks	3,447,749		3,649,432	
ii) Cash on hand	-	3,447,749	-	3,649,432
Other Bank Balances				
Deposits with more than 12 Months Maturity	44,478		44,478	
Less: Amount disclosed under Non Current Assets (Refer Note 14)	44,478	-	44,478	-
TOTAL		**3,447,749**		**3,649,432**

18. SHORT TERM LOANS AND ADVANCES (Unsecured, considered good, unless otherwise stated)

Particulars		As at December 31, 2017 Amount in Rs.		As at March 31, 2017 Amount in Rs.
Advance to Employees		102,716		15,000
Advance to Suppliers		-		8,065
Dues from Statutory Authorities		22,083		-
Prepaid Expenses		57,070		77,517
Prepaid Taxes	31,236,747		30,397,991	
Less: Provision for Income Tax	(30,370,271)	866,476	(29,150,271)	1,247,720
TOTAL		**1,048,345**		**1,348,302**

19. OTHER CURRENT ASSETS (Unsecured, considered good, unless otherwise stated)

Particulars	As at December 31, 2017 Amount in Rs.	As at March 31, 2017 Amount in Rs.
Interest Accrued On Fixed Deposit	20,903	14,570
Interest Receivable on DLF Property Advance	-	101,773
TOTAL	**20,903**	**116,343**

ADI MEDIA PRIVATE LIMITED

Notes to the Financial Statements for the Period Ended December 31, 2017

	Particulars	Period ended December 31, 2017 Amount in Rs.	Year ended March 31, 2017 Amount in Rs.
20	**REVENUE FROM OPERATIONS**		
	Sale of Services	24,927,141	29,343,221
		24,927,141	**29,343,221**
21	**OTHER INCOME**		
	Capital Gain on Sale of Mutual Funds	4,253,276	-
	Dividend From Mutual Funds	21,009	1,023,464
	Interest Received on Fixed Deposits	6,332	10,827
	Royalty Income	62,710	109,603
	Interest Others	1,412	266,969
	Sale of Scrap	11,373	-
	Gain on Foreign Exchange Fluctutaion	23,676	3,817
	Miscellaneous Income	2,620	81,070
	License Fees (Rental Income)	176,000	-
		4,558,311	**1,495,750**
22	**EMPLOYEE BENEFIT EXPENSES**		
	Salaries to staff (including Gratuity & Leave Encashment)	12,896,412	16,901,323
	Contribution to Provident Fund & ESI Fund	434,716	600,001
	Staff Welfare	51,931	135,438
		13,383,059	**17,636,762**

ADI MEDIA PRIVATE LIMITED

Notes to the Financial Statements for the Period Ended December 31, 2017

Particulars		Period ended December 31, 2017 Amount in Rs.		Year ended March 31, 2017 Amount in Rs.
23 OTHER EXPENSES				
Paper Expenses		1,345,103		1,589,944
Printing Expenses		2,335,325		3,028,923
Mailig Expenses		61,229		82,048
Security Charges		158,271		230,692
Postage, Courier		368,129		379,049
Telephone & Internet Expenses		196,544		336,378
Office Expense		315,613		547,219
Packing Expenses		74,760		59,965
Legal & Professional Charges		378,914		754,615
Subscription & Membership Fee		40,990		48,856
Repair & Maintenance				
- Plant & Machinery	233,796		233,281	
- Vehicles	139,985		259,201	
- Others	337,656	711,398	410,434	902,916
Auditor's Remuneration				
- Audit Fee	103,750		143,750	
- Tax Audit Fee	-		28,750	
- Other Matters	-	103,750	44,390	216,890
Business Promotion Expenses		145,685		86,506
Donation		15,000		15,000
Diwali Expenses		28,793		22,330
Electricity & Water		504,807		685,256
Provision for Doubtful Debts		-		40,000
Conveyance Expenses		330,445		440,204
Printing And Stationery		58,823		105,732
Supervision Charges		195,480		258,766
Insurance		120,277		108,214
Traveling & Conveyance		214,997		373,577
Bank Charges		37,846		47,201
Interest Paid on Service Tax & TDS		262		75
Miscellaneous Expenses		3,048		11,863
Loss on Foreign Exchange Fluctuation		32,763		23,599
Property Tax		39,435		43,379
Water Charges		1,233		-
Income Tax Demand Paid		-		83,128
Prior Period Expense		19,059		-
Input Tax Recoverable Written off		4,200		-
Loss on Sale of Fixed Assets		3,859		-
Short & Excess		2,967		
		7,849,094		**10,522,924**

ADI MEDIA PRIVATE LIMITED

Notes to the Financial Statements

1. **Corporate Information**

ADI Media Private Limited ("the Company") is a company domiciled in India and incorporated under the provisions of the Companies Act 1956 (Now Companies Act 2013). The company is a B2B magazine publisher with four niche publications - TV Veopar Journal, Communications Today, Broadcast and Cablesat, and Medical Buyer, create rich business content and reach targeted business audiences via print, web, and exhibitions. ADI Media is committed to provide its readers with reliable news, research and analysis, and forecasts.

2. **Significant Accounting Policies**

i) **Basis of Preparation**

The financial statements of the company are prepared under the historical cost convention on accrual basis and in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Account) Rules, 2014, Companies (Accounting Standards) Amendment Rules 2016 and other Accounting Pronouncements of the Institute of Chartered Accountants of India.

All assets and liabilities have been classified as current and non-current as per normal operating cycle of the company. Based on the nature of business the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

ii) **Use of Estimates**

The preparation of financial statements, in conformity with the generally accepted accounting principles, require estimates and assumptions to be made that affect the reported amount of assets and liabilities as of the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results materialize

iii) **Revenue Recognition**

(a) Revenue is recognized only when services are rendered and where no significant uncertainty exists regarding the collection of amount of the consideration.

(b) Royalty is recognised on accrual basis in accordance with the terms of relevant agreement.

(c) Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

(d) Dividend income is recognized when the right to receive the dividend is established.

iv) **Property, Plant & Equipment**

Property, Plant & Equipment are stated at historical cost less accumulated depreciation and impairment losses if any.

v) **Depreciation**

Depreciation on Property, Plant & Equipment is provided on written down value method on the basis of useful life prescribed in Schedule II to the Companies Act, 2013.

vi) **Intangible Assets**

Intangible Assets are stated at cost less accumulated amortisation.

vii) **Amortisation**

(a) Intangible assets are amortised on straight line basis over the estimated useful life of the asset.

(b) The useful life of the Intangible Assets has been estimated to be three years.

viii) **Investments**

Long Term Investments are valued at cost of acquisition less diminution other than temporary, in the values, wherever applicable and Current Investments are carried at lower of cost and fair value. Cost of Investments include acquisition charges such as brokerage fees & duties.

ix) **Investment Property**

Investment Property is accounted in accordance with Accounting Standard (AS) 13 Accounting for Investments & Cost Model as prescribed in Accounting Standard (AS) 10 Property , Plant & Equipment.

x) **Employee Benefits**

Post Employment Benefits

Defined Contribution Plan

The Employer's Contribution to Provident Fund and Employee's Pension Scheme, a defined contribution plan is made in accordance with the Provident Fund Act, 1952 read with the Employee's Pension Scheme, 1995.

Defined Benefit Plan

For Defined Benefit Plans schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet Date. Actuarial Gains or Losses are recognized in full in the Statement of Profit & Loss for the period in which they occur. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation.

Long Term Employee Benefits

The liability for leave encashment is recognised on the basis of actuarial valuation made as at the end of the year.

xi) **Foreign Currency Transactions**

- Foreign currency transactions are recorded at exchange rates prevailing as at the date of the transaction.
- Monetary items denominated in a foreign currency are reported at the closing rate as on the date of balance sheet.

- Exchange differences arising on repayment /restatement of liabilities are recognized as an income or expense as the case may be.

xii) **Accounting for taxes on Income**

The accounting treatment followed for taxes on income is to provide for current tax and deferred tax. Current tax is the aggregate amount of Income tax determined to be payable in respect of taxable income for a period. Deferred tax is the tax effect of timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient taxable income will be available to realise such assets. In other situations, deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realise these assets.

The company offsets deferred tax assets and deferred tax liabilities, if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

xiii) **Earnings per share**

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

xiv) **Impairment of Assets**

At each balance sheet date an assessment is made whether an indication exists that an asset has been impaired. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of account.

xv) **Provisions, Contingent Liabilities and Contingent Assets**

A Provision is recognized (for liabilities that can be measured by using a substantial degree of estimation) when:

(i) the company has a present obligation as a result of a past event,

(ii) a probable outflow of resources embodying economic benefits is expected to settle the obligation; and

(iii) the amount of the obligation can be reliably measured

A Contingent Liability is disclosed in case there is:

(i) a possible obligation that arises from past events and 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 enterprise; or

(ii) a present obligation arising from past events but is not recognized

- When it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- A reliable estimate of the amount of the obligation cannot be made.

24. The Company is a **"Small and Medium Size Company"** (SMC) as defined in the General Instruction in respect of Accounting Standards notified under the Companies Accounting Standards Rules, 2006 read with Companies (Accounting Standards) Amendment Rules 2016 . Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

25. Related Party Disclosures

Disclosures pursuant to Accounting Standard (AS) 18 – "Related Party Transactions"

a) Related party and their relationship

S. No.	Relationship	Name of the Party
1	Key Management Personnel (KMP)	• Anju Arora • Nishith Arora
2	Relatives of Key Management Personnel	• Neha Rathor
3	Enterprises over which KMP is able to exercise significant influence	• ADI BPO Services Limited • MPS Limited

b) Transactions with Related Parties

Nature of Transaction	Financial Year / Period Ended	Key Management Personnel (KMP)	Relatives of Key Management Personnel	Enterprises over which KMP is able to exercise significant influence
Remuneration	April -December 2017	36,00,000	18,81,000	-
	2016-17	48,00,000	25,08,000	-
Medical Reimbursement	April -December 2017	9,548	-	-
	2016-17	14,140	-	-
License Fee Received	April -December 2017	-	-	1,76,000/-
	2016-17	-		-
Unsecured Loan Taken	April -December 2017	30,00,000	-	-
	2016-17		-	
Security Deposit Received	As at 31st December 2017	-	-	88,000/-
	As at 31st March 2017	-	-	-

Note: Rent Free space given out to MPS Limited at C-35 Sector 62, Noida 201301

26. Employee Benefits:

Post- Employment Benefits

Defined Contribution Plans:

The Company contributes at a specified percentage of basic salary towards the Employees Provident Fund (EPF) for all qualifying employees. The Provident Fund Plan is operated by the Regional Provident Fund Commissioner. Under the scheme, the company is required to contribute a specified percentage of payroll cost to the Provident Fund Scheme to fund the benefit. The company has recognized Rs.3,85,728/- (Previous Year Rs. 5,44,718/-) (for Provident Fund & Pension Fund Contribution)

The Company contributes at a specified percentage of basic salary towards the Employees' State Insurance for all qualifying employees. The company has recognized Rs. 48,988/- (Previous Year 55,283/-) for Employee State Insurance in the current year.

Defined Benefit Plans:

The Company provides the liability towards Gratuity as a non-funded defined benefit plan for qualifying employees. The actuarial valuation of the present value of the defined benefit obligation for gratuity was carried out with reference to 31st December 2017 by an actuary. The present value of the defined benefit obligations are measured using the Projected Unit Credit Method. The company has recognized Rs. 6,27,954/- (Previous Year 1,09,017/-) as a net amount required to be debited to Statement of Profit & Loss in the current period and present value obligation of Rs. 39,69,164 /- as on 31st December 2017 (Previous Year Rs. 35,47,061 /-) on account of gratuity has been provided in the books.

Long Term Employee Benefits:

The Company provides the liability towards Earned Leave Encashment as a non -funded defined benefit plan for qualifying employees. The actuarial valuation of the present value of the defined benefit obligation for Leave Encashment was carried out with reference to 31st December '2017 by an actuary. The present value of the defined benefit obligations are measured using the Projected Unit Credit Method. The company has debited to Rs. 1,81,363/- (Previous Year 2,83,241/-) to the Statement of Profit & Loss in the current year and present value obligation of Rs 22,41,291/- as on 31st December ' 2017 (Previous Year Rs. 21,17,127/-) on account of Leave Encashment has been provided in the books.

Following assumptions are used while measuring the present value obligation

Particulars	Period ended 31st December 2017	Year ended 31st March 2017
Discount Rate	7.76%	7.35%
Salary escalation rate	5.50%	5.50%

27. **Disclosure pursuant to Accounting Standard (AS) -20 "Earning Per Share (EPS)"**

The Basic & Diluted earning per share (EPS) disclosed in the statement of profit & loss has been calculated by dividing the net profit for the financial year attributable to equity shareholders by weighted average number of equity shares outstanding during the said financial year.

Particulars		Period Ended 31st December 2017	Year ended 31st March 2017
Profit / (Loss) after tax (Rs.)	(A)	42,42,605	(51,825)
Weighted average number of equity shares (No.)	(B)	2,08,000	2,08,000
Earning per share: Basic (A / B) (Rs.)		20.40	(0.25)

28. Contingent Liabilities not provided for is Rs. Nil (Previous Year Nil)

29. The company has no creditors who fall into the category of Micro, Small and Medium Enterprises as defined in "The Micro, Small and Medium Enterprises Development Act, 2006". Hence there are no amount due to Micro, Small and Medium Enterprises for the period ended 31st December 2017.

30. Additional information pursuant to Part II of Schedule III of the Companies Act 2013.

a) Information regarding raw material:

Particulars	31st Dec, 2017	Percentage	31st March, 2017	Percentage
Indigenous				
Paper	13,45,103	100%	15,89,944	100%
Imported				
Paper	-	0%	-	0%
Total	**13,45,103**	**100%**	**15,89,944**	**100%**

b) Expenditure in Foreign Currency (in Rs.)

Particulars	Period Ended 31.12.2017	Year ended 31.3.2017
Travelling	78,336/-	1,17,138/-

c) Earnings in Foreign Exchange (in Rs.)

Particulars	Period Ended 31.12.2017	Year ended 31.3.2017
Sale of Services	23,37,904/-	13,59,567/-
Subscription	2,628/-	19,053/-

31. The Information required as per Schedule III Division I Part -I Para 6 Clause X is not applicable for the current period.

32. The Board of Directors ("Board") of ADI Media Private Limited had in its meeting held on 21st January 2018, approved the Demerger of Infrastructure Management Business Undertaking of the Company into ADI Media Private Limited, pursuant to a Scheme of Demerger in terms of Chapter-1 of the Scheme ('defined hereunder') .

The Scheme contains two separate Chapters viz. Chapter 1 and Chapter 2. Chapter 1 of the Scheme deals with the proposed demerger of the Infrastructure Management Business Undertaking of the Transferor Company into ADI Media Private Limited ('Scheme of Demerger). Chapter 2 of the Scheme which deals with the proposed amalgamation of the Transferor Company (post demerger of its Infrastructure Management Business Undertaking) with the Transferee Company ('Scheme of Amalgamation').

With reference to this Scheme and pursuant to SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March 2017, there is a requirement to submit with the Stock Exchanges the Audited financials for the last 3 financial years and audited financials , not being more than 6 months old , of the unlisted entity .Accordingly, the Company has prepared and got the Audited Financials for the 9 months ended 31st December 2017 to comply with this requirement .

33. The Current period figures are for 9 months period, i.e., from 1st April 2017 to 31st December 2017 hence the previous year figures are not comparable with the current period figures.

34. Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current period classification / disclosure. All figures have been rounded off to the nearest Rupee.

As per our Separate Report of even date **For S.C. Vasudeva& Co.** **Chartered Accountants** **Firm Reg. No. 000235N**	**For and on behalf of the Board** **ADI Media Private Limited**	
(Abhinav Khosla) **Partner** **M. No. 087010**	**Anju Arora** **(Director)** **DIN No. 00227675**	**Neha Rathor** **(Director)** **DIN No. 01108673**

Plac - Noida
Date - 12-Mar-2018

Place: New Delhi
Dated: March 12 ,2018