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# DIKSAT TRANSWORLD LTD

RegdOffice:No. 24,South Mada Street, Mylapore, Chennai – 600 004.

Telephone Nos.24640347

CIN:L63090TN1999PLC041707

**24<sup>th</sup> ANNUAL REPORT**

**FOR THE YEAR ENDED 31-03-2023**

**DATE OF MEETING:01-09-2023**

EMAIL: [diksat1999@gmail.com](mailto:diksat1999@gmail.com)

Website: [www.diksattransworldlimited.com](http://www.diksattransworldlimited.com)

## **CORPORATE INFORMATION**

### **Board of Directors**

Dr.T.Dhevanathan Yadav Chairman and Managing Director  
Mrs. Meenakshi Yadav Whole time Director  
Gunaseelan Rangabhasiyam Whole Time Director  
Mr. Devasenathipathy  
Mr.Praveen Kumari  
Mr. T.Arasakumar

**Chief Financial Officer Mr. K.Rajasekaran  
Company Secretary & Compliance Officer  
Muthukumar.B**

### **Statutory Auditor**

#### **DPV & Associates**

**151 Mambalam High Road  
T.Nagar  
Chennai**

#### **Banker of the Company**

LVB DBS Bank  
State Bank Of India

### **Registered Office**

I Floor, 24 South Mada Street  
Mylapore  
Chennai – 600 004  
Tel No.:+91-44-24640347  
Email : Diksatt1999@gmail.com  
Contact Person: Mr.Muthukumar.B  
Web Site :www.diksatttransworldlimited.com  
Registrar & Transfer Agent  
**BIGSHARE SERVICES PRIVATE LIMITED**  
PINNACLE BUSINESS PARK,  
Office No S6-2, 6th, Mahakali Caves Rd,  
next to Ahura Centre,  
Andheri East,  
Mumbai,  
Maharashtra 400093,  
India  
**Tel:+ 91-22-40430200**  
**Fax: +91-22-2847 5207**  
**Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)**  
**Website:www.bigshareonline.com**  
**Contact person: Mr. Prasad**

### **Committee of Board of Directors**

#### **Audit Committee**

Mr.Praveen kumar Baskar  
Mr.T.Arasakumar  
Dr.T.Dhevanathan Yadav Member

#### **Stakeholder's Relationship Committee**

Mr.Praveen Kumar Baskar  
Mr.B.T.Arasakumar  
Mrs. Meenakshi Yadav

#### **Nomination & Remuneration Committee**

Mr. P. Devasenathipathy  
Mr.B.T.Arasa Kumar  
Mr.Praveen Kumar Baskar

## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of Diksat Transworld Limited will be held at 1<sup>st</sup> Floor, 24 south Mada street, Mylapore, Chennai – 600 004 on Friday on 1<sup>st</sup> September 2023 at 4.15 P.M (IST), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Dr. T.Dhevanathan yadav (DIN: 01431689), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. P.Devasenathipathy (DIN: 00861338), who retires by rotation and being eligible, offers himself for re-appointment.

**BY ORDER OF THE BOARD,  
DIKSAT TRANSWORLD LIMITED**

**MUTHUKUMAR.B  
COMPANY SECRETARY**

**Registered Office:**

1<sup>ST</sup> Floor, 24 south Mada street,  
Mylapore  
Chennai – 600 004

**Place: Chennai**

**Date: 13<sup>th</sup> July 2023**

### **NOTES:**

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the Annual General Meeting( AGM) is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

2. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

3. Institutional / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) authorizing their representative to attend the Annual General Meeting authorized representatives with a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.

6. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses, as set out above is annexed hereto. Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.

7. The Register of Members and Share Transfer Books of the Company will be closed from 24.08.2023 to 01.09.2023 (both days inclusive).

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

10. The route map showing directions to reach the venue of the 24<sup>th</sup> AGM is provided at the end of this Notice.

11.. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Registrar of the Company to enable us to send you the communications via email.

12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, The Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. **Members may note that this Notice and the Annual Report 2022-23 will also be available on the Company's website viz. [www.diksatttransworldlimited.com](http://www.diksatttransworldlimited.com)**

13. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the

facility of voting at the AGM. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date by 28<sup>th</sup> July 2023.

**14. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Satellite Corporate services Private Limited. Members are further requested to update their current signature in Registrar's system. The Performa of updation of Shareholder information is provided at the end of Annual Report.**

15. In support of the "Green Initiative" measure taken by Ministry of Corporate Affairs (MCA), Government of India, New Delhi, enabling electronic delivery of documents and also in line with circular Ref. No. CIR/ CFD/DIL/7/2011 dated 05/11/2011 issued by Securities and Exchange Board of India (SEBI) and as prescribed under the relevant provisions under the Companies Act, 2013 and the Rules made thereunder, Company has sent Annual Reports in Electronic Mode to the shareholders who have registered their E-mail IDs either with the Registrar and Transfer Agents or with the depositories. Members who have not registered their email address with Company can register the same by submitting a duly filled-in E-Communication Registration Form available on the website of the Company [www.bigshareonline.com](http://www.bigshareonline.com) to M/s. Bigshare Services Private Limited (BSPL), or Investor Relation Cell of the Company at [compliance@diksattransworldlimited.com](mailto:compliance@diksattransworldlimited.com) Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members who have registered their email address are also entitled to receive such communication in physical form, upon request.

16. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.

17. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Registrar of the Company for assistance in this regard.

18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Registrar of the Company. Members holding shares in physical form may submit the same to Registrar of the Company. Members holding shares in electronic form may submit the same to their respective depository participant.

19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

20. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

21. All correspondence should be addressed to the Registrar and Share Transfer Agent of the Company - M/s. BIGSHARE SERVICES PRIVATE LIMITED, [www.bigshareonline.com](http://www.bigshareonline.com), email : [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

22. Members desirous of obtaining any information on any item of business of this meeting are requested to forward the same before 24<sup>th</sup> August 2023 to the Company Secretary at the Registered Office of the Company or email at [compliance@diksattransworldlimited.com](mailto:compliance@diksattransworldlimited.com) , so that the same may be attended appropriately. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days i.e., Monday to Friday, between 3:30 pm and 5:00 p.m. up to 31<sup>st</sup> August 2023, the date of the 24<sup>th</sup> Annual General Meeting.

23. Members are requested to notify immediately any change of address :

- i) To the DP in respect of shares held in dematerialized form, and
- ii) To the Company at its registered office or to its RTA in respect of their physical shares, quoting their folio number. Non-Resident members are requested to inform the RTA about:

- i) Change in their residential status on return to India for permanent settlement.
- ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the Bank with pin code number, if not furnished earlier, to enable Company to remit dividend to the said Bank Account directly.

24. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.

**Details of Director Seeking Re-appointment at the Annual General Meeting**  
(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	
<b>Name</b>	Dr. T.Dhevanathan Yadav
<b>DIN</b>	DIN: : 01431689
<b>Date of Birth</b>	30 <sup>th</sup> May 1961
<b>Date of Appointment</b>	9 <sup>th</sup> September 1999
<b>Educational Qualifications</b>	M.A, P.hd in Philosphy
<b>Expertise in specific functional areas - Job profile and suitability</b>	He has approximately more than two (3) decades of experience in varied businesses including businesses in sectors like Solar Energy, Real Estate, Finance and Media. He has a passion for reaching out to the general people with the events that affect them, and with this passion, he ventured in publication of newsprints and eventually incorporated our Company in the year 1999 with our flagship channel, Win TV (Tamil).,
<b>Directorships held in public companies</b>	1.Madras Race club 2.Adfarm Private Limited 3. Mylapore chits Private Limited 4. Tamilnadu Table Tennis Association 5 Dheva Chits (India) Private Limited 6. The Mylapore Hindu Permanent Fund Limited 7 .Dhevaratha cars India Private Limited 8.. Wintv Telegu Limited 9. Feefo Electro Products Private Limited
<b>Partnership In LLP</b>	Porkollan jewellers LLP
<b>Memberships / Chairmanships of committees of other public companies</b>	Nil
<b>Inter-se Relationship with other Directors.</b>	<b>Mrs. Meenakshi yadav – Wife Whole time Director</b>

\* Excluding foreign companies and Section 8 companies.

\*\*Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee

**Details of Director Seeking Re-appointment at the Annual General Meeting**  
(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	
<b>Name</b>	Mr.Devasenathipathy
<b>DIN</b>	DIN: 00861338
<b>Date of Birth</b>	7 <sup>th</sup> May 1961
<b>Date of Appointment</b>	20 <sup>th</sup> May 2016
<b>Educational Qualifications</b>	B.Com
<b>Expertise in specific functional areas - Job profile and suitability</b>	Knowledge in management of funds for effective utilization for more than 30 years.
<b>Directorships held in public companies</b>	1. The Mylapore Hindu Permanent Fund Limited 2. Dheva Forex Private Limited 3. Chamber of Nidhis
<b>Memberships / Chairmanships of committees of other public companies</b>	Nil
<b>Inter-se Relationship with other Directors.</b>	Nil

\* Excluding foreign companies and Section 8 companies.

\*\*Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee

**DIKSAT TRANSWORLD LIMITED  
DIRECTOR'S REPORT**

**To  
The Members  
Diksat Transworld Limited**

Your Directors have pleasure in presenting the 24<sup>th</sup> Board Report of the Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended March 31, 2023.

**FINANCIAL HIGHLIGHTS**

Particulars	Standalone Financial results 2022-23	Standalone Financial results 2021-22	Consolidated Financial results 2022-23	Consolidated Financial results 2021-22
Gross Income	4174.68	3316.28	4174.68	3316.29
Profit before Interest and Depreciation	310.93	211.10	310.49	208.07
Finance cost	0.78	2.55	0.78	2.55
Depreciation	125.36	135.42	126.39	136.76
Net Profit/(loss) before Tax	184.79	73.13	183.32	68.76
Tax expenses	(7.75)	(8.84)	(7.75)	8.84
Net Profit / (loss) after tax	192.54	81.97	191.07	77.60
Minority interest			0.52	1.55
Holding company			191.59	79.15
Balance of profit /(loss) brought forward	192.54	81.97	191.59	79.15
Dividend	Nil	Nil	Nil	Nil
Dividend Tax	Nil	Nil	Nil	Nil
Surplus carried to balance sheet	192.54	81.97	191.59	79.15

**Company's Financial Performance**

The turnover for the year under review increased from Rs. 3316.28 lakhs to Rs. 4174.68 lakhs which is an increase of 25.88% on year to year basis. The increase in revenue accounted due to business volume increase during the financial year. The company made a profit of Rs. 192.54 lakhs for this financial year comparing to a net profit after taxes of Rs. 81.97Lacs. The profits are due to effective management of business and controlled costs. The consolidated financial results is attached as per the provisions of the Companies Act 2013. Your Directors are optimistic of achieving better results in the coming year on improvement of business .

**Change In Nature Of Business**

Your Company continues to operate in same business segment of Media and entertainment. During the financial year 2022-23, the Company has made profits. The directors decided to not to give dividend for conserving resources for operations.

**Dividend**

During the financial year 2022-23, the Company has made profits and it was decided that the profits be maintained to improve the operations for the future period.



### **Transfer Of Unclaimed Dividend To Investor Education And Protection Fund**

There is no Unclaimed Dividend Amount in the Balance Sheet of the Company as on March 31,2023. Considering the above point there is no question of transferring the amount to the Investor Education And Protection Fund as per the provisions of Section 125(2) of the Companies Act, 2013, does not arise.

### **Transfer To Reserves**

Your Company has not transferred any amount to reserves.

### **Information About Subsidiary / JV / Associate Company**

As on March 31, 2023, the company is having a subsidiary M/s Adfarm Private Limited and a statement is attached with this report.

### **Board of Directors and Key Managerial Personnel:**

As per Section 152(6) of the Companies Act, 2013, the following directors retires by rotation and being eligible offers himself for re-appointment as the Director of the Company.

- a) Mr.Devasenathipathy
- b) Dr.T.Dhevanathan Yadav

The Board of Directors placed on record and wants to have their continued contribution for the growth of the company.

### **Constitution of Board:**

The Board of the Company comprises six Directors out of which two are Independent Directors and one women non independent whole time director, two whole time directors and one non independent non executive director. The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from requirement of having composition of Board as per Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

### **Meeting of the Board of Directors**

During the Financial Year 2022-23, the Company held 9 meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

<b>Sl.No</b>	<b>Meetings of the Board of Directors</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1	15 <sup>th</sup> April 2022	6	6
2	19 <sup>th</sup> May 2022	6	6
3	5 <sup>th</sup> July 2022	6	6
4	20 <sup>th</sup> September 2022	6	6
5	5 <sup>th</sup> November 2022	6	6
6	22 <sup>nd</sup> December 2022	6	6
7	16 <sup>th</sup> February 2023	6	6
8	23 <sup>rd</sup> March 2023	6	6

**Independent Directors:**

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has two Non-Promoter Independent Directors in line with the Companies Act, 2013. A separate meeting of Independent Directors was held on 16<sup>th</sup> February 2023 to review the performance of Non-Independent Directors and Board as whole and performance of Chairman of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board. *The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at [www.diksattransworldlimited.com](http://www.diksattransworldlimited.com).* The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013. The criteria on which Independent Directors were evaluated was, inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, opinion, judgment, estimate provided on key agenda items, exercise of objective independent judgment on strategy, performance, risk management etc. in the best interest of Company, confirmation of adequacy of internal control on financial reporting, maintenance of confidentiality of information of the Company obtained in capacity of Independent Director, initiative to maintain integrity, ethics and professional conduct, initiative to check conflict of interest and maintenance of independence, adherence to the applicable code of conduct for independent directors, managing relationships with fellow Board members and senior management. The criteria on which Non-Independent Director of the Company were evaluated were inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, knowledge of sector where company operates, various directions provided in key decision making of the Company, understanding key risk for the Company and avoidance of risk while executing functional duties, successful negotiations / deals, smooth functioning of business / internal operation, initiative to maintain corporate culture and moral values, commitment, dedication of time, leadership quality, attitude, initiatives and responsibility undertaken, decision making, achievements.

**Evaluation of Directors of the Company:**

The formal evaluation of Board as whole and Non-Independent Director of the Company and of the Independent Directors of the Company was done at the respective meetings of Independent Director and Board of Directors each held on 16<sup>th</sup> February 2023 conflict of interest and maintenance of independence, adherence to the applicable code of conduct for independent directors, managing relationships with fellow Board members and senior management. The criteria on which Non-Independent Director of the Company were evaluated were inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, knowledge of sector where company operates, various directions provided in key decision making of the Company, understanding key risk for the Company and avoidance of risk while executing functional duties, successful negotiations / deals, smooth functioning of business / internal operation, initiative to maintain corporate culture and moral values, commitment, dedication of time, leadership quality, attitude, initiatives and responsibility undertaken, decision making, achievements.

**Information on Directorate:**

During the financial year 2022-23, there was no change in the constitution of the Board. Further, in accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Mr.Devasenathipathy and Dr. T.Dhevanathan Yadav retires by rotation at the ensuing annual general meeting. They are being eligible, has offered himself for re-appointment as such. The Board of Directors recommends his appointment on the Board. The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-

appointment/ appointment as Director are also annexed to the Notice convening the annual general meeting. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors.

#### **Key Managerial Personnel:**

In accordance with Section 203 of the Companies Act, 2013, the Company is having the following Key Managerial Personnel :

1. Dr. T.Dhevanathan Yadav as Chairman and Managing Director
2. Mrs.Meenakshi Yadav whole time director
3. Mr. Gunaseelan ,Whole Time Director
4. Mr.Muthukumar.B, Company Secretary and Compliance officer
5. Mr.K.Rajasekaran, Chief Financial Officer

#### **Disclosure Of Remuneration:**

The information required under section 197 (12) of the Act read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as an **Annexure I.**

#### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Financial Statements of the Company, prepared in accordance with the relevant Accounting Standards of the Institute of Chartered Accountants of India, duly audited by the Statutory Auditors, form a part of the Annual Report and are reflected in the Consolidated Accounts. Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's associate in Form AOC-1 is annexed herewith as Annexure – II (A) for your kind perusal and information.

#### **Transactions with Related Parties:**

The Company has not entered into transaction with the company in which our Directors are Interested, which are falling within the purview of Section 188 of the Act, for which requisite approval of Board is taken. However, transaction entered with Companies wherein Directors are interested is at arm's length basis and in ordinary course of business hence, no approval from the Board or Shareholders is required. Information on transactions with related parties pursuant to section 134 (3) (h) of the Act read with rule 8 (2) of the Companies (Accounts) Rules, 2014 are given in Annexure II (B) in Form AOC-2 and the same forms part of this report.

#### **Material Changes And Commitments**

There have been no material changes and commitments, which is, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

#### **Extract Of Annual Return**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith as Annexure – III for your kind perusal and information.

#### **Directors' Responsibility Statement**

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts ongoing concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **Auditors And Report Thereon:**

M/s DPV & Associates (FRN:0116885 ), Chartered Accountants, Chennai were appointed by the shareholders in their meeting held on 1<sup>st</sup> September 2022 for a period of five years

The Auditors' Report on the accounts of the Company for the accounting year ended March 31, 2023 is self-explanatory and do not call for further explanations or comments that may be treated as adequate compliance of Section 134 of the Companies Act, 2013.

#### **SECRETARIAL AUDIT REPORT**

**The company is listed under the SME category which is exempted under the provisions of SEBI (LODR) 2015.**

#### **Corporate Governance**

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of para C, D and E of schedule V as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence no corporate governance report is not required. However, our company has adhered to corporate governance by having optimum combination of independent directors and executive directors on Board of our Company.

#### **Loans, Guarantees And Investments U/S 186 Of The Companies Act, 2013**

Not applicable

#### **Clarification for auditors qualifications in the Auditors report**

In Annexure B- vii of the auditors report the statutory auditor had made a comment that there is a contingent liability

A TDS Amount mentioned in the Traces as outstanding for an amount of Rs. . The company is taking steps to reconcile the same and reverse the outstanding TDS as Nil. Rectification process is taken up by the company.

B)Regarding the disputed liability of service tax for an amount of Rs.801.04 lakhs is relating to the financial years 2008-09 to 2012-13:

*The Board reviewed the comment and giving the following clarification :*

The company received show cause notices from the Service tax department for the following:

1. The company is making payment of taxes and filing returns for the media and broadcasting services .

2. The company is also in the field of paper publishing which is an exempted service from the service tax purview.

3. The department called for documents and the details were furnished to the department. The service tax department taken a view that details and auditors certificate is not adequate to conclude that publishing newspaper is not an exempted service. The matter was also taken up by the Principal commissioner of CGST and Central Excise. The Principal Commissioner passed an order after taking into account of the company's view and documents and the Departmental official and concluded the decision as follows as per the order dated 30th March 2022:

a) The company's documents , details and the chartered accountant certificate is not adequate to conclude that the company is engaged in the exempted service of publishing of newspapers.

b) The order gave references of the case laws and the department maintained that the documents is not adequate for the exempted service.

4. The company is confident of proving that it is an exempted service and the company is in discussion with the advocates for filing an appeal with the Central Excise and service Tax Tribunal. The amount involved in the dispute is given below:

a) Service Tax liability of Rs. 4,16,70,350/- (Rupees four crores sixteen lakhs and seventy thousand and three hundred and fifty only).

b) The company can adjust the service tax amount of Rs.32,46,349/- (Rupees thirty two lakhs and forty six thousand and three and forty nine only) which was deposited under the VCES scheme

c) Demand of interest on the service tax payable by the company upto the date of payment

d) Penalty of Rs.4,16,70,350/-(Rupees four crores sixteen lakhs and seventy thousand and three hundred and fifty only).

e) A penalty of Rs.10,000/- under section 77 of the Finance Act 1994

**The company filed an appeal in June 2022 contesting that the above taxes are not payable and the appeal is pending The appeal has been numbered as 403552022 filed on 29<sup>th</sup> June 2022. The case is pending for decision of Customs, Excise and Service Tax Appellate Tribunal, Chennai**

**Disclosure under the Sexual Harassment of women at workplace (prevention, prohibition, and redressal) Act 2013:**

An Internal complaints committee (ICC) is set up to redress complaints received regarding the sexual harassment and discrimination at work place. During the year ended March 31,2023 the ICC has received no complaints pertaining to sexual harassment /discrimination at work place.

**Management Discussion and Analysis Report**

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 is annexed as **Annexure V** of Board's Report.

**A. Conservation of Energy:\***

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:**

- i) Steps taken / impact on conservation of energy: N.A.
- ii) Steps taken by the company for utilizing alternate sources of energy including waste generated: Nil
- iii) Capital investment on energy conservation equipment: NIL

\* Your Company is in Business of Media and entertainment.

**B. Technology Absorption:\***

- i) The efforts made towards technology absorption; N.A.
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution; N.A.
- iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- N.A.

\* Your Company is in Business of Media and entertainment and the technology absorption is regularly being adopted.

**C. Foreign exchange earnings and Outgo (Amount in Rs.)**

There is no Foreign Exchange earned in terms of actual inflows.

The foreign exchange outflow during the year is given below:

Particulars	2022-23	2021-22
CIF value of Imports	Nil	Nil
Directors travel	4,58,000	Nil
Earnings	19,000	1,75,441

**Public Deposits:**

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2023

**Corporate Social Responsibility**

The provisions of Section 135(1) and 135(5) of the Companies Act, 2013 regarding constitution of Corporate Social Responsibility (CSR) Committee and spending of at least 2% of average net profit are not applicable to the Company.

**Risk Management**

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

**Nomination And Remuneration Policy**

In terms of Section 178(3) of the Companies Act, 2013 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a policy on Director's, Key Managerial Personnel and Senior Management Employee's appointment and remuneration including criteria for determining their qualifications, positive attributes, independence and other prescribed matters was formulated and recommended by

the Nomination and Remuneration Committee and adopted by the Board of Directors and it is followed by the company.

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 to the extent the transactions took place on those items during the year.

### **General Disclosures**

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 to the extent the transactions took place on those items during the year.

### **Acknowledgement**

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavors.

For and on behalf of Board of Directors  
**DIKSAT TRANSWORLD LIMITED**

**Dr. T.Dhevanathan Yadav**  
**Chairman and Managing Director**  
**(DIN: 01431689 )**  
**Date: 29<sup>th</sup> May 2023**  
**Place: CHENNAI**

## **Disclosure of Remuneration**

(pursuant to Section 197(12) read with Rule 5 of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended)

### **a) The ratio of remuneration of each director to the median remuneration of employees for the financial year:**

As the Managing Director and whole time director remuneration was by the shareholders at their meeting the remuneration the comparison is not applicable.

### **b) The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

The Managing Director , Whole time Director , Chief financial officer and company secretary was appointed in the Financial year 2015-16. **The salary of Dr.T.Dhevanathan Yadav Chairman and Managing Director was paid as per the approval of Shareholders which was approved in April 2022.**

### **c) The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of employees was increased by**6%**over the previous year.

### **d) The number of permanent employees on the rolls of the Company as on March 31, 2023: 16 (16)Employees**

### **e) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company –**

As the Company is in its developmental stage, the Key Managerial Personnel is drawing a very nominal remuneration as token for their work. So remuneration drawn is modest as compared with the performance of the company.

### **f) Average percentile increase in the Salaries of the Employees and Managerial Remuneration:**

The Average salaries of the employees of the Company was increased **by6% on account of 16(16 in the previous year)employees in the Company**, Annual increments are decided by the Nomination and Remuneration Committee.

### **g) Key parameters for any variable component of remuneration availed by the directors –**

There are no variable components in remuneration to the Directors during the financial year 2022-23.

### **h) Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year –Not Applicable**

### **i) Affirmation that the remuneration is as per the remuneration policy of the company –**

Yes, Affirmed.

### **B. Information as per Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report, which forms part of this Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company.



The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

For and on behalf of Board of Directors  
**For DIKSAT TRANSWORLD LIMITED**

**Dr. T.Dhevanathan Yadav**  
**Chairman and Managing Director**  
**(DIN: 01431689 )**

**Devasenathipathy**  
**Director**  
**(DIN: 00861338)**

**Annexure II (A)****Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Name of associates**

**Part "B": Associates Company**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate**

**Companies and Joint Ventures**

<b><u>Name of associates</u></b>	<b><u>Adfarm Private Limited</u></b>
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	<b>Not applicable</b>
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	<b>Not applicable</b>
<b><u>Share capital</u></b>	<b>Rs.1,01,43,000</b>
<b><u>Reserves &amp; surplus</u></b>	<b>Rs.</b>
<b><u>Total assets</u></b>	<b>Rs.</b>
<b><u>Total Liabilities</u></b>	<b>Rs.</b>
<b><u>Investments</u></b>	<b>Nil</b>
<b><u>Turnover</u></b>	<b>Rs.</b>
<b><u>Profit/(Loss) before taxation</u></b>	<b>Rs.</b>
<b><u>Provision for taxation</u></b>	
<b><u>Profit/(Loss) after taxation</u></b>	<b>Rs.</b>
<b><u>Proposed Dividend</u></b>	<b>Nil</b>
<b><u>% of shareholding</u></b>	<b>65%</b>

1. Names of associates or joint ventures which are yet to commence operations.: NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year.: Nil

**Part "B": Associates and Joint Ventures**

**Not applicable**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

<b>Name of Associates/Joint Ventures</b>	<b>Name 1</b>	<b>Name 2</b>	<b>Name 3</b>
<b>1. Latest audited Balance Sheet Date</b>			
<b>2. Shares of Associate/Joint Ventures held by the company on the year end</b>			
No.			
Amount of Investment in Associates/Joint Venture			
Extend of Holding %			
<b>Name of Associates/Joint Ventures</b>	<b>Name 1</b>	<b>Name 2</b>	<b>Name 3</b>
<b>3. Description of how there is significant influence</b>			
<b>4. Reason why the associate/joint venture is not consolidated</b>			
<b>5. Net worth attributable to Shareholding as per latest audited Balance Sheet</b>			
<b>6. Profit / Loss for the year</b>			
i. Considered in Consolidation			
i. Not Considered in Consolidation			

**For DPV Associates  
Chartered Accountants**

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

**Vairamuthu  
Partner**

**Chairman and Managing  
Director**

**Director**

**K.Rajasekaran Muthukumar.B  
CFO Company Secretary**

**Place : Chennai  
Date : 29<sup>th</sup> May 2023**

**Place :chennai  
Date : 29<sup>th</sup> May 2023**

**Form No. AOC-2****Particulars of Contracts/arrangements made with related parties**

(Pursuant to section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules,2014)

**Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto****A. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered in to by the Company during the financial year ended on March 31, 2023, which were not at arm's length basis.

**B. Details of material contracts or arrangement or transactions at arm's length basis:**

<b>Sr.No</b>	<b>Particulars</b>	<b>RPT – 1</b>
1.	Name(s) of the related party and nature of Relationship	<b>Dr.T.Dhevanathan Yadav</b>
2.	Nature of contracts/ arrangements/ transactions	Salary , Rent and loans given by Dr.T.Dhevanathanyadav
3.	Duration of the contracts / arrangements/ Transactions	As per Board resolutions
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
5.	Date(s) of approval by the Board	<b>01.09.2015 and 26<sup>th</sup> April 2022</b>
6.	Amount paid	<b>Salary : Rs. 47,50,000 Loans repaid: Rs. 99,01,000</b>

<b>Sr.No</b>	<b>Particulars</b>	<b>RPT – 2</b>
1.	Name(s) of the related party and nature of Relationship	Mrs. Meenakshi Yadav
2.	Nature of contracts/ arrangements/ transactions	For Salary, Rent
3.	Duration of the contracts / arrangements/ Transactions	As per Board Resolution
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
5.	Date(s) of approval by the Board	<b>26<sup>th</sup> April 2022</b>
6.	Amount paid	<b>Salary : Rs. 17,35,000</b>

<b>Sr.No</b>	<b>Particulars</b>	<b>RPT – 3</b>
1.	Name(s) of the related party and nature of Relationship	Mr.GunaseelanRengabhasin
2.	Nature of contracts/ arrangements/ transactions	Salary
3.	Duration of the contracts / arrangements/ Transactions	As per board resolution
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
5.	Date(s) of approval by the Board	<b>26<sup>th</sup> April 2022</b>
6.	Amount paid	<b>Rs.3,00,000</b>

<b>Sr.No</b>	<b>Particulars</b>	<b>RPT – 4</b>
1.	Name(s) of the related party and nature of Relationship	The Mylapore Hindu Permanent Fund Nidhi Limited
2.	Nature of contracts/ arrangements/ transactions	Rental agreements
3.	Duration of the contracts / arrangements/ Transactions	Monthly basis
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
5.	Date(s) of approval by the Board	<b>01.09.2015</b>
6.	Amount paid as advances, if any	<b>Rs.2,40,000</b>

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

**Chairman and Managing  
Director Director**

**Place :chennai  
Date : 29<sup>th</sup> May 2023**

**K.Rajasekaran Muthukumar.B  
CFO Company Secretary**

## FormNo.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st March 2023

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### **I. REGISTRATION AND OTHER DETAILS:**

<b>i.</b>	CIN	U63090TN1999PLC041707
<b>ii.</b>	Registration Date	8 <sup>TH</sup> JANUARY 1999
<b>iii.</b>	Name of the Company	DIKSAT TRANSWORLD LIMITED
<b>iv.</b>	Category/Sub-Category of the Company	LISTED COMPANY –SME
<b>v.</b>	Address of the Registered office and contact details	1st Floor, New No.24 & Old No. 32 South Mada Street, Mylapore, Chennai TAMIL NADU 600004 INDIA
<b>vi.</b>	Whether listed company	Yes/No
<b>vii.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited PINNACLE BUSINESS PARK, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093, India <b>Tel: + 91-22-40430200</b> <b>Fax: +91-22-2847 5207</b> <b>Email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a></b> <b>Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a></b> <b>Contact person: Mr. Prasad</b>

### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
<b>1</b>	Media and broad casting	<b>602</b>	<b>100%</b>

### **III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address Of The Company	CIN/ GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Adfarm Private limited		Subsidiary	65	







&ADRs									
GrandTotal (A+B+C)	<b>17501735</b>	<b>41140</b>	<b>17542875</b>	<b>100</b>	<b>17501735</b>	<b>41140</b>	<b>17542875</b>	<b>100</b>	<b>Nil</b>

### ii.Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
<b>1.</b>	Dr.T.Dhevana thanyadav	56,99628	32.49	Nil	5699628	32.49	Nil	<b>Nil</b>
<b>2.</b>	Ms. Harini yadav	2709596	15.45	Nil	2709596	15.45	Nil	<b>Nil</b>
<b>3.</b>	Ms. Karishma yadav	2709321	15.44	Nil	2709321	15.44	Nil	<b>Nil</b>
<b>4.</b>	Mrs. D.Meenakshiy adav	1413275	8.06	Nil	1413275	8.06	Nil	<b>Nil</b>
	<b>Total</b>	<b>12531820</b>	<b>71.44</b>	<b>Nil</b>	<b>12531820</b>	<b>71.44</b>	<b>Nil</b>	

### iii.Change in Promoters' Shareholding(please specify, if there is no change

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>12531820</b>	<b>71.44</b>	<b>12531820</b>	<b>71.44</b>
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): <b>offer for sale of shares to enable listing in the BSE SME platform</b>	<b>5011055</b>	<b>28.56</b>	<b>5011055</b>	<b>28.56</b>
	At the End of the year	<b>17542875</b>	<b>100</b>	<b>17542875</b>	<b>100</b>

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment : Nil

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total(i+ii+iii)				
Change in Indebtedness during the financial year				
- Addition				
- Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but notpaid iii) Interest accrued but not due				
Total (i+ii+iii)				

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1.	Gross salary (a)Salary as per provisions containedinsection17(1) of the Income-tax Act,1961 (b)Value of perquisites/s 17(2)Income-tax Act, 1961 (c)Profits in lieu of salary undersection17(3)Income-taxAct,1961	Dr. T.Dhevanathan Yadav 47,50,000	<u>Mrs. Meenakshi Yadav</u> 17,35,000	<u>Mr.GunaseelanRangabhshian</u> 3,00,000	67,85,000
2.	Stock Option	Nil		Nil	Nil
3.	Sweat Equity	Nil		Nil	Nil

<b>4.</b>	Commission- as %of profit - others, specify...	Nil		Nil	Nil
<b>5.</b>	Others, please specify	Nil		Nil	Nil
	Total(A)	47,50,000	17,35,000	3,00,000	67,85,000
<b>6.</b>	Ceiling as per the Act	50,00,000	21,00,000	12,00,000	83,00,000

**Remuneration to other directors: Nil**

<b>Sl. No.</b>	<b>ParticularsofRemuneration</b>	<b>NameofMD/WTD/ Manager</b>				<b>Total Amount</b>
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify					Nil
	Total(1)					
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify					
	Total(2)					
	Total(B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

**C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD**

<b>Sl. no.</b>	<b>Particulars of Remuneration</b>	<b>Key Managerial Personnel</b>			
		CEO	Company Secretary	CFO	Total
<b>1.</b>	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section17(3)Income-taxAct,1961		<b>6,00,000</b>	<b>4,02,000</b>	<b>10,02,000</b>

2.	Stock Option	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
3.	Sweat Equity	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
4.	Commission - as % of profit -others, specify...	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
5.	Others, please specify	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
6.	Total		6,00,000	4,02,000	10,02,000

**PENALTIES / PUNISHMENT / COMPOUNDING OFFENCES:** Nil

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment					
Compounding					
<b>D. Other Officers In Default</b>					
Penalty					
Punishment					
Compounding					

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## Introduction

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making significant strides. Proving its resilience to the world, Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenue. The industry has largely been driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

Media is consumed by audience across demographics and various avenues such as television, films, out-of-home (OOH), radio, animation, and visual effect (VFX), music, gaming, digital advertising, and print.

The digitization of content and on going innovations in technology will continue to drive growth and force changes in the media and entertainment industry. Publishers and broadcasters alike will continue to experiment with new revenue streams, particularly to reap the benefits from digital subscriptions and online advertisements. Overall, the media and entertainment industry is expected to grow to \$825 billion by 2023, an increase from \$717 billion in 2019, according to a PricewaterhouseCoopers report (PwC).

As per the latest report by the PwC, India's Media and entertainment Industry is expected to reach Rs. 4,30,401 crores (US\$ 53.99 billion) by 2026. Advertising revenue in India is projected to reach Rs. 394 billion (US\$ 5.42 billion) by 2024. India's SVOD subscriptions reached 130.2 million in 2022 compared to 110.5 million in 2021.

India's subscription revenue is projected to grow at a CAGR of 2% and reach Rs. 432 billion (US\$ 4.94 billion). Television would account for 40% of the Indian media market in 2024, followed by print media (13%), digital advertising (12%), cinema (9%), and the OTT and gaming industries (8%).

Within the M&E sector, Animation, Visual Effects, Gaming and Comic (AVGC) sector is growing at a rate of ~29%, while the audio-visual sector and services is rising at the rate ~25%; is recognised as one of the champion sectors by the Government of India. The AVGC sector is estimated to grow at ~9% to reach ~Rs. 3 lakh crore (US\$ 43.93 billion) by 2024, stated Union Minister of Commerce & Industry, Consumer Affairs & Food & Public Distribution and Textiles, Mr. Piyush Goyal.

In 2022 (January-July 2022), PE/VC investments in the media and entertainment industry was at US\$ 3,389 million. FDI inflows in the information and broadcasting sector (including print media) stood at US\$ 9.85 billion between April 2000-September 2022. India's subscription revenue is projected to grow at a CAGR of 2% and reach Rs. 432 billion (US\$ 4.94 billion). Key growth drivers included rising demand for content among users and affordable subscription packages.

The music industry is expected to reach US\$ 366 million by 2024 from US\$ 199 million in 2019. According to a study conducted by Kantar and VTION, an audience measurement and analytics company, Gaana, the streaming service owned by Times Internet Ltd., had 30% market share,

followed by Jio Saavn (24%), Wynk Music (15%), Spotify (15%), Google Play Music (10%), and others (6%) in 2020.

Growth of the sector is attributable to the trend of platform such as YouTube that continues to offer recent and video content-linked music for free, which is expected to drive the paid OTT music sector reaching ~5 million end-users by 2023, generating revenue of ~Rs. 2 billion (US\$ 27 million).

By 2025, the number of connected smart televisions are expected to reach ~40-50 million. 30% of the content viewed on these screens will be gaming, social media, short video and content items produced exclusively for this audience by television, print and radio brands. In the third quarter of 2022, smart TV shipments from India increased by 38% YoY, due to rising expansion activities adopted by original equipment manufacturers (OEMs) for their smart TV portfolios. By 2025, ~ 600-650 million Indians, will consume short-form videos, with active users spending up to 55 to 60 minutes per day.

As of 2020, India registered ~803 million online video viewers, including streaming services and videos on free platforms such as YouTube. Mobile video viewers stood at 356 million in 2020, driven by rising number of users preferring video content over the last few years.

## **RECENT DEVELOPMENT/INVESTMENTS**

Recent Developments in the Media and Entertainment Industry are

- In June 2022, the exclusive rights for the television broadcast of the Indian Premier League (IPL) from 2023-2027 was acquired by DisneyStar.
- In March 2022, Pocket FM in India raised US\$ 65 million and has plans to expand in new regional languages.
- In March 2022, Krafton infused US\$ 19.5 million in Indian audio content platform Kuku FM.
- In November 2021, media consulting firm Ormax Media, launched an OTT Brand Health Tracking Tool called Ormax Brand Monitor (OBM). The tool is based on syndicated research conducted every month among SVOD & AVOD audiences across India, to track the performance of 16 OTT platforms on key brand measures.
- In November 2021, social gaming platform WinZO, with Kalaari Capital announced a new investment initiative, 'Gaming Lab', to encourage and support India's gaming ecosystem.

## **GOVERNMENT INITIATIVES**

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to Fastrack the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Government have signed an audio-visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

In October 2021, Prasar Bharati decided to auction its archives with the hope of monetising the content through sale to television and OTT platforms.

In June 2021, the Union Ministry of Information and Broadcasting notified the Cable Television Network (Amendment) Rules, 2021, which aims to establish a three-layer statutory mechanism for citizens to raise grievances with respect to broadcasted content. As part of the expansion to include all digital platforms and digital (OTT) players under a single roof, in May 2021, the Indian Broadcasting Foundation (IBF) announced the move to be renamed as the Indian Broadcasting and Digital Foundation (IBDF).

As per the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021, IBDF would also form a self-regulatory body (SRB) soon. To ease filming in railways, the Film Facilitation Office (FFO) set up in the National Film Development Corporation (NFDC) collaborated with the Ministry of Railways to develop an integrated single window filming mechanism to streamline the permission process for filming across railway premises.

In November 2021, the government announced that it is working towards creating a National Centre of Excellence for AVGC (animation, visual effects, gaming and comics). On February 25, 2021, the government outlined the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules 2021 to establish a progressive institutional mechanism and a three-tier grievance redressal framework for news publishers and OTT platforms on the digital media.

In February 2021, the digital entertainment committee of the Internet and Mobile Association of India (IAMAI) finalised a code of conduct to form the basis for self-regulation code for OTT content. The code has been endorsed by 17 OTT platforms including Netflix, Amazon Prime Video, Disney+ Hotstar, ZEE5 and Voot. In February 2021, Prasar Bharati (India) and PSM (the official State Media of Maldives) inked an agreement to facilitate collaboration and capacity building in the field of broadcasting. Digital audio–visual content including films and web shows on over-the-top (OTT) streaming platforms, as well as news and current affairs on online platforms, have been brought under the Ministry of Information and Broadcasting in November 2020.

The Indian M&E industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. This can be majorly credited to rising incomes, increasing internet penetration and a growing push toward digital adoption.

In the long run, growth in the M&E industry is expected in retail advertisement on the back of several players entering the food and beverages segment, E-commerce gaining more popularity in the country, and domestic companies testing out the waters. India's rural regions are expected to be the next regions for growth. India has also gotten on board with 5G and is already planning for 6G well ahead of the future. This push towards digital adoption especially in the rural regions will provide advertisers and publishers with an immense opportunity to capture untapped markets and help grow India's media and entertainment industry forward.

**Note: Conversion rate used for February 2023 is Rs. 1 = US\$ 0.012**

**References:** Media Reports, Press Releases, Press Information Bureau, Department for Promotion of Industry and Internal Trade (DPIIT), Crisil report

Source: <https://www.ibef.org/industry/media-entertainment-india>

## Market Dynamics and growth

The Global Market Model, in its latest forecast for the media market, has kept the expected forecast growth, compound annual growth rate (CAGR) over the next ten years unchanged. The media market size is expected to grow at a CAGR of 8.8% from 2022 to 2032. The companies spending on media services was reduced due to budget constraints. The reduced consumer spending on these services due to lower discretionary income and the cost-of-living crisis was already taken into account during our previous forecast update. Hence, our forecasts for the global media industry are parallel to the media market share 2022 – 2023.

The Global Market Model allows further in-depth analysis on the following key industry indicators -

- Number of enterprises
- Number of employees

Source: <https://www.globenewswire.com/news-release/2023/05/09>

## Road Ahead

For the entertainment and media industries, 2022 marked an important inflection point. Total global entertainment and media (E&M) revenue rose 5.4% in 2022, to US\$2.32 trillion. That represents a sharp deceleration from the 10.6% growth rate in 2021, when economies and industries globally were starting to rebound from the upheaval caused by the covid-19 pandemic. And in each of the next five years, the rate of growth will decline sequentially, so that by 2027 revenue will grow just 2.8% from 2026. That's slower than the 3.1% rate of overall economic growth that the International Monetary Fund (IMF) projects for that year.

Source: <https://www.pwc.com/qx/en/industries>

**Government:** The government is controlling the Industry with suitable regulations for a fair play in the market. This gives full freedom to disclose the right information to the public. This gives the correct information to the public in full fairness.

### Threats:

The unacceptable information widely spread by other companies in the similar industry will try to manipulate the Media and entertainment market.

**Manpower:** One of the common problems of the industry is acquiring the right talent, training of its personnel, retention of the talented personnel.

**New Entrants:** More and more new organized players are entering into market which will increase competition among the TV viewers in organized sector also.

**High Competition Era:** The Media Industry has entered into the orbit of the high competition.

**Risk and concerns:** Stiff competition from the other players resulting in stiff competition in the market.

**Internal Financial Control Systems and their adequacy:**



The Company has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The Company has successfully laid down the framework and ensured its effectiveness. The Company has in place a well defined system to record data for accounting and management information purposes and connects to different locations for efficient exchange of information. It has continued its efforts to align all its processes and controls with global best practices.

Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the organization to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

DPV Associates, Chartered Accountants, the statutory auditors of the Company has audited the financial statements included in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The audit committee meets the statutory auditors of the Company to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major observations periodically. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2020, our internal financial controls were adequate and operating effectively.

**Material Developments in Human Resources / Industrial Relations Front, including number of people employed:**

The Company always recognizes the importance of manpower. Company promotes employees and encourages them to make contribution toward company, family and nation at large. Company also encourages the employees to offer their creative suggestions for development in their respective areas which are thoroughly discussed in periodical meetings. The company enjoyed excellent relationship with workers and staff during the last year As on March 31, 2022 the company has 16 employees at its broadcasting division and administrative office. The Company has been maintaining cordial and healthy Industrial Relations, which has helped to a great extent in achieving the upper growth.

**Cautionary Statement:**

Statement in this Management and Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statement and within the meaning of applicable laws and regulations. Actual results may or might differ materially from those either expressed or implied.

For and on behalf of Board of Directors  
**Diksat Transworld Limited**

**Dr.T.Dhevanathan Yadav**  
**Chairman and Managing Director**  
**(DIN:01431689 )**  
**Place: Chennai**  
**Date: 29<sup>th</sup> May 2023**



## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF DIKSAT TRANSWORLD LIMITED**

#### **Report on the Audit of the Standalone Financial Statements**

##### **Opinion**

We have audited the accompanying standalone financial statements of Diksat Transworld Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, Cash Flow statement for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and loss a statement and its cash flows for the year ended on that date.

##### **Basis for Opinion**

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

##### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information. Therefore we have nothing to report in this regard.

##### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding





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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.





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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of





our information and according to the explanations given to us:

- i. The Company has disclosed pending litigations which impact on its financial position in its standalone financial statements (Refer Notes to Accounts: No. 32).
- ii. The Company did not have long-term contracts including derivative contracts that have material foreseeable losses which require provision, as required under the applicable law or accounting standards.
- iii. There have been no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared or paid any dividend during the year Hence we have no comments on the compliance with section 123 of the Companies Act, 2013.





***DPV & Associates***  
Chartered Accountants

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Mambalam High Road | T. Nagar |  
Chennai 600 017 | India  
Phone No: + 91 - 44 - 2814 4763 / 64 / 65  
E-mail : ca\_dpv@yahoo.co.in

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

***For DPV & Associates***  
**Chartered Accountants**  
F.R.No.011688S

CA Vaira Mutthu K  
Partner  
M No.218791

Date:29-05-2023  
Place: Chennai  
UDIN: 23218791BGXWBM9925



## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Diksat Transworld Limited** of even date)

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

We have audited the internal financial controls over financial reporting of **Diksat Transworld Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial





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

### **Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

*For DPV & Associates*  
**Chartered Accountants**  
F.R.No.011688S

CA Vaira Mutthu K  
Partner  
M No.218791

Date:29-05-2023  
Place: Chennai  
UDIN:23218791BGXWBM9925







## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

### **(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of DIKSAT TRANSWORLD LIMITED of even date)**

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
  - (b) B). The Company has maintained proper records showing full particulars, including quantitative details of Intangible assets.
  - (c) The Company has physically verified the Plant & Equipment by the management once in the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (d) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
  - (e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - (f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder
- ii. (a). In our opinion and according to the information and explanation given to us, the inventories are rights purchased by the management and hence not subject to Physical verification.

(b) The Company has not availed any working capital loans at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has not made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which
  - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the order is not applicable.
  - (b) The company has not made investments (or) granted loan during the year, where the terms and conditions are prejudicial to the company's interest.
  - (c) The company has not granted loan during the year and hence reporting under this clause is not applicable.
  - (d) The company has not granted loan during the year and hence reporting under this clause is not applicable.
  - (e) The company has not renewed the any Loans and advances in the nature of Loans granted which has fallen due during the year and there is no renewed or extended or fresh Loans are issued to settle the over dues of existing loans given to the same party.





- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2023 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities except TDS payable of Rs.1,33,630 /-.
- (b) According to the records of the Company and according to the information and explanations given to us , there are no dues of Income tax and Goods and service Tax except as mentioned below

Name of the statute	Nature of dues	Amount (in Lacs)	Period	Forum where dispute is pending	Remarks
Service Tax Act, 1994	Service Tax	801.04	FY 2008-09 to 2012- 13	CIT(A)	The company has gone for appeal against the Dispute.

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not taken any loans or other borrowings from any lender during the year. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken term loan during the year and there are no outstanding term loans at the beginning of the year except vehicle loan and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-





term basis have, prima facie, been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) hence reporting under clause 3 (x)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi. (a) To the best of our knowledge and according to the information and explanations given to us, No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report

(c) The Company has not received any whistle blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company

xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has incurred not any cash losses during the financial year covered by our audit





- xviii. There has been no resignation of the statutory auditors of the Company during the year .
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due
- xx. (a) Since the Corporate Social Responsibility (CSR) are not applicable as per Companies Act, 2013. Accordingly, reporting under clause 3(xx)(a)(b) of the Order is not applicable for the year

*For DPV & Associates*  
**Chartered Accountants**  
F.R.No.011688S

CA Vaira Mutthu K  
Partner  
(M.No.218791)  
Date: 29-05-2023  
Place: Chennai  
UDIN : 23218791BGXWBM9925



**Diksat Transworld Limited**  
**(CIN: L63090TN1999PLC041707)**  
**(Address: 1st floor, No.24, South Mada street, Mylapore, Chennai, 600 004)**  
**Balance Sheet as at 31 March 2023**

(Rs in '000)

Particulars	Note	31 March 2023	31 March 2022
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	3	175,429	175,429
(b) Reserves and Surplus	4	66,193	46,939
<b>Total</b>		241,622	222,368
<b>(2) Non-current liabilities</b>			
(a) Long-term Borrowings	5	73,699	60,296
(b) Deferred Tax Liabilities (net)	6	-	553
(c) Other Long-term Liabilities	7	500	500
(d) Long-term Provisions	8	1,276	1,240
<b>Total</b>		75,475	62,589
<b>(3) Current liabilities</b>			
(a) Short-term Borrowings	9	3,002	1,639
(b) Trade Payables	10		
- Due to Micro and Small Enterprises		-	-
- Due to Others		99,401	65,282
(c) Other Current Liabilities	11	30,086	25,252
(d) Short-term Provisions	12	1,108	1,018
<b>Total</b>		133,597	93,191
<b>Total Equity and Liabilities</b>		450,694	378,148
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	13	62,191	61,980
(ii) Intangible Assets	13	34	41
(iii) Capital Work-in-progress	13	18,094	15,252
(b) Non-current Investments	14	41,996	41,996
(c) Deferred Tax Assets (net)	15	222	-
(d) Long term Loans and Advances	16	6,520	6,823
<b>Total</b>		129,057	126,092
<b>(2) Current assets</b>			
(a) Inventories	17	72,532	83,743
(b) Trade Receivables	18	181,419	117,965
(c) Cash and Cash Equivalents	19	4,969	2,155
(d) Short-term Loans and Advances	20	3,674	3,534
(e) Other Current Assets	21	59,043	44,659
<b>Total</b>		321,637	252,056
<b>Total Assets</b>		450,694	378,148

**See accompanying notes to the financial statements**

As per our report of even date

**For DPV & Associates**

Chartered Accountants

Firm's Registration No. 011688S

**For and on behalf of the Board**

**CA Vaira Mutthu K**

Partner

Membership No. 218791

UDIN: 23218791BGXWBM9925

Place: Chennai

Date: 29 May 2023

**DHEVANATHAN YADAV**

Managing Director

01431689

**PA DEVASENATHIPATHY**

Director

00861338

Place: Chennai

Date: 29 May 2023

**B.Muthukumar**  
Company secretary cum  
Compliance officer

**K.Rajasekaran**  
Chief Financial Officer

**Diksat Transworld Limited**  
**(CIN: L63090TN1999PLC041707)**  
**(Address: 1st floor, No.24, South Mada street, Mylapore, Chennai, 600 004)**  
**Statement of Profit and loss for the year ended 31 March 2023**

(Rs in '000)

Particulars	Note	31 March 2023	31 March 2022
Revenue from Operations	22	415,640	331,128
Other Income	23	1,828	501
<b>Total Income</b>		<b>417,468</b>	<b>331,629</b>
<b>Expenses</b>			
Cost of Material Consumed	24	347,551	272,718
Employee Benefit Expenses	25	12,710	10,249
Finance Costs	26	78	255
Depreciation and Amortization Expenses	27	12,536	13,542
Other Expenses	28	26,114	27,552
<b>Total expenses</b>		<b>398,989</b>	<b>324,316</b>
<b>Profit/(Loss) before Exceptional and Extraordinary Item and Tax</b>		<b>18,479</b>	<b>7,313</b>
Exceptional Item		-	-
<b>Profit/(Loss) before Extraordinary Item and Tax</b>		<b>18,479</b>	<b>7,313</b>
Extraordinary Item		-	-
<b>Profit/(Loss) before Tax</b>		<b>18,479</b>	<b>7,313</b>
Tax Expenses	29		
- Deferred Tax		(775)	(884)
<b>Profit/(Loss) after Tax</b>		<b>19,254</b>	<b>8,197</b>
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic	30	1.10	0.47
-Diluted	30	1.10	0.47

**See accompanying notes to the financial statements**

As per our report of even date

**For DPV & Associates**

Chartered Accountants

Firm's Registration No. 011688S

**For and on behalf of the Board**

**CA Vaira Mutthu K**

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Membership No. 218791

UDIN: 23218791BGXWBM9925

Place: Chennai

Date: 29 May 2023

**DHEVANATHAN YADAV**

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Chief Financial Officer

**Diksat Transworld Limited**  
**(CIN: L63090TN1999PLC041707)**  
**(Address: 1st floor, No.24, South Mada street, Mylapore, Chennai, 600 004)**  
**Cash Flow Statement for the year ended 31 March 2023**

(Rs in '000)

Particulars	Note	31 March 2023	31 March 2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit after tax		19,254	8,197
Depreciation and Amortisation Expense		12,536	13,542
Provision for tax		(775)	(884)
Finance Costs		78	255
<b>Operating Profit before working capital changes</b>		<b>31,093</b>	<b>21,110</b>
Adjustment for:			
Inventories		11,211	16,660
Trade Receivables		(63,454)	140,585
Other Current Assets		(14,221)	(41,868)
Trade Payables		34,119	(122,650)
Other Current Liabilities		4,834	351
Short-term Provisions		127	(391)
Cash generated from Operations		3,709	13,797
Tax paid(Net)		(0)	-
<b>Net Cash from Operating Activities</b>		<b>3,709</b>	<b>13,797</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Property, Plant and Equipment		(15,582)	(221)
<b>Net Cash (Used in) Investing Activities</b>		<b>(15,582)</b>	<b>(221)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Long Term Borrowings		13,403	(11,551)
Proceeds from Short Term Borrowings		1,363	(1,086)
Interest Paid		(78)	(255)
Net Cash (Used in) / Generated from Financing Activities		14,687	(12,892)
<b>Net (Decrease) in Cash and Cash Equivalents</b>		<b>2,814</b>	<b>684</b>
Opening Balance of Cash and Cash Equivalents		2,156	1,471
<b>Closing Balance of Cash and Cash Equivalents</b>	19	<b>4,970</b>	<b>2,156</b>

**Note:**

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

**See accompanying notes to the financial statements**

As per our report of even date

**For DPV & Associates**

Chartered Accountants

Firm's Registration No. 011688S

**For and on behalf of the Board**

**CA Vaira Mutthu K**

Partner

Membership No. 218791

UDIN: 23218791BGXWBM9925

Place: Chennai

Date: 29 May 2023

**DHEVANATHAN YADAV**

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00861338

Place: Chennai

Date: 29 May 2023

**B.Muthukumar**

Company secretary cum  
Compliance officer

**K.Rajasekaran**

Chief Financial Officer

Notes forming part of the Financial Statements

**1 COMPANY INFORMATION**

Diksat Transworld Limited ('WIN TV' or the Company) was incorporated 08 January 1999. The Company is engaged in producing and broadcasting satellite television programming in the Tamilnadu.

The Company currently operates television channels in Tamil language predominantly to viewers in Tamil Nadu. The Company's flagship channel is WIN TV and it also operates a youtube channel "Mtamil" The Company produces its own content / acquires the related rights.

**2 SIGNIFICANT ACCOUNTING POLICIES**

**a Basis of Preparation**

The financial statements are prepared under the historical cost convention on an accrual basis and comply with the accounting standards issued by the Institute of Chartered Accountants of India referred to in section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014, and guidelines issued by SEBI.

The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. In developing the assumptions and estimates relating to the uncertainties as at the Balance Sheet date in relation to the recoverable amounts of these assets, the Management has considered the global economic conditions prevailing as at the date of approval of these financial statements and has used internal and external sources of information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in future due to the impact of the pandemic.

**b Use of estimates**

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable fixed assets and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

**c Property, Plant and Equipment**

Tangible assets are stated at Cost of acquisition, inclusive of duties, taxes and incidental expenses, up to the date the asset is put to use. Any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenditure is incurred.



Notes forming part of the Financial Statements

**d Depreciation / amortisation**

Depreciation on Tangible Assets are provided for as under:

- a) All the assets are depreciated on SLM basis at the rates prescribed in schedule II of the Companies Act, 2013 as amended.
- b) Depreciation is provided on pro-rata basis from the month of addition of Fixed Assets.

Type of Assets	Period
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years

**e Intangible Assets**

Intangible assets are recorded at the consideration paid to acquisition of such assets and are carried at cost less accumulated amortization. Amortization on intangible assets (Channel Logo Designs) has been provided 1/10th every year.

**f Impairment**

As per Accounting standard 28, the company assesses at each balance sheet date whether there is any indication that an asset including goodwill is impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than the carrying amount then carrying amount is reduced to recoverable amount. The reduction is treated as impairment and recognized in profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. In respect of goodwill the impairment loss will be reversed only when it was caused by specific external events and their effects have been reversed by subsequent events. During the year no such impairment has occurred.

**g Investments**

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

**h Revenue recognition**

**Advertisement receipts:**

Advertisement receipts are recognized on the basis of invoices raised on the customer in respect of advertisement telecasted on the Channel and newspaper.

**Slot Receipts:**

Slot Receipts are recognized on the basis of agreement entered with Slot hirers.

**Other Income:**

Other Income by way of display receipts, facilities for software recording, providing facilities for software modifications, facilities for editing are accounted on accrual basis.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Notes forming part of the Financial Statements

**i Taxation**

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Provision is made for income tax on an annual basis, under the tax payable method, based on the tax liability as computed after taking credit for allowances and exemptions. Sufficient future taxable income will be available against which such deferred tax assets can be realized as per AS -22 "Accounting for taxes on income" issued by the institute of chartered accountants of India.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

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.

**j Foreign currency transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Statement. In respect of foreign currency transactions in fixed asset, the exchange gain or loss is adjusted in the carrying amount of fixed assets and accordingly depreciation is charged.

**k Inventories**

Inventories are valued at cost or net realizable value whichever is lower. In respect Films the same has been written off over the period of 10 years. In respect of serials the same has been written off over the period of 10 years. In respect of news clippings and other programs the same has been written off over the period of 10 years.

**l Provisions, Contingent liabilities and Contingent assets**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

**m Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Notes forming part of the Financial Statements

**n Contingencies and Events Occurring after Balance Sheet Date**

Due consideration for events occurring after balance sheet date but till the date of attestation has been ensured; No significant contingent aspect was identified.

**o Borrowing costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred.

**p Segment Reporting**

The company is operating in a single segment and the risk and reward is same for the segment in all the location and hence the segment reporting is not applicable to the company.

As per our report of even date

**For DPV & Associates**

Chartered Accountants

Firm's Registration No. 011688S

**For and on behalf of the Board**

**CA Vaira Mutthu K**

Partner

Membership No. 218791

UDIN: 23218791BGXWBM9925

Place: Chennai

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Managing Director

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Place: Chennai

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**B.Muthukumar**

Company secretary cum  
Compliance officer

**K.Rajasekaran**

Chief Financial Officer

Diksat Transworld Limited

Notes forming part of the Financial Statements

3 Share Capital

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Authorised Share Capital</b>		
Equity Shares, Rs. 10 par value, 25000000 (Previous Year -25000000) Equity Shares	250,000	250,000
<b>Issued, Subscribed and Fully Paid up Share Capital</b>		
Equity Shares, Rs. 10 par value 17542875 (Previous Year -17542875) Equity Shares paid up	175,429	175,429
<b>Total</b>	<b>175,429</b>	<b>175,429</b>

(i) Reconciliation of number of shares

Particulars	31 March 2023		31 March 2022	
	No. of shares	(Rs in '000)	No. of shares	(Rs in '000)
Equity Shares				
Opening Balance	17,542,875	175,429	17,542,875	175,429
Issued during the year	-	-	-	-
Deletion during the year	-	-	-	-
<b>Closing balance</b>	<b>17,542,875</b>	<b>175,429</b>	<b>17,542,875</b>	<b>175,429</b>

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31 March 2023		31 March 2022	
	No. of shares	In %	No. of shares	In %
<b>Name of Shareholder</b>				
T Dhevanathan	5,699,628	32.49%	5,699,628	32.49%
D Meenakshi	1,413,275	8.06%	1,413,275	8.06%
D Karishma Yadav	2,709,321	15.45%	2,709,321	15.45%
D Harini Yadav	2,709,596	15.45%	2,709,596	15.45%

(iv) Shares held by Promoters at the end of the year 31 March 2023

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the year
T Dhevanathan	Equity	5,699,628	32.49%	0.00%
D Meenakshi	Equity	1,413,275	8.06%	0.00%
D Karishma Yadav	Equity	2,709,321	15.45%	0.00%
D Harini Yadav	Equity	2,709,596	15.45%	0.00%
Gunaseelan	Equity	9,090	0.05%	0.00%
T Thiyaharajhan	Equity			

Diksat Transworld Limited

Notes forming part of the Financial Statements

Shares held by Promoters at the end of the year 31 March 2022

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the year
T Dhevanathan	Equity	5,699,628	32.49%	4.85%
D Meenakshi	Equity	1,413,275	8.06%	0.00%
D Karishma Yadav	Equity	2,709,321	15.45%	0.00%
D Harini Yadav	Equity	2,709,596	15.45%	0.00%
Gunaseelan	Equity	9,090	0.05%	0.00%
T Thiyaharajhan	Equity	-	0.00%	-4.85%

4 Reserves and Surplus

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Securities Premium</b>		
Opening Balance	70,181	70,181
Closing Balance	70,181	70,181
<b>Statement of Profit and loss</b>		
Balance at the beginning of the year	(23,242)	(31,439)
Add: Profit during the year	19,254	8,197
<b>Balance at the end of the year</b>	(3,988)	(23,242)
<b>Total</b>	<b>66,193</b>	<b>46,940</b>

5 Long term borrowings

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Secured Term loans from banks	6,998	-
Unsecured Term loans from other parties	66,701	60,296
<b>Total</b>	<b>73,699</b>	<b>60,296</b>

Particulars of Borrowings

Name of Lender/Type of Loan	Nature of Security	Rate of Interest	Monthly Installments	No of Installment
Axis Bank Limited	Vehicles	8.5	307,487	37

6 Deferred tax liabilities Net

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Deferred tax liabilities Net	-	553
<b>Total</b>	<b>-</b>	<b>553</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

**7 Other Long term liabilities**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Others -Other Payables	500	500
<b>Total</b>	<b>500</b>	<b>500</b>

**8 Long term provisions**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Provision for employee benefits	1,276	1,240
<b>Total</b>	<b>1,276</b>	<b>1,240</b>

**9 Short term borrowings**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Current maturities of long-term debt	3,002	1,639
<b>Total</b>	<b>3,002</b>	<b>1,639</b>

Current Maturities of long term debt includes loan taken from Bank on Hypotheiciation of Vehicle payable at equated monthly instalments (EMIs)

**10 Trade payables**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Due to others	99,401	65,282
<b>Total</b>	<b>99,401</b>	<b>65,282</b>

**10.1 Trade Payable ageing schedule as at 31 March 2023**

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yea	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	92,359			7,042	99,401
Disputed dues- MSME					-
Disputed dues- Others	-	-			-
Sub total					<b>99,401</b>
MSME - Undue					
Others - Undue					
<b>Total</b>					<b>99,401</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

10.2 Trade Payable ageing schedule as at 31 March 2022

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	58,240			7,042	65,282
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					65,282
MSME - Undue					
Others - Undue					
<b>Total</b>					<b>65,282</b>

11 Other current liabilities

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Other payables</b>		
-Duties and Taxes	4,545	4,131
-Outstanding Expenses Payables	11,223	11,403
-Salary Payable	14,302	9,718
Outstanding Expenses Payables	16	-
<b>Total</b>	<b>30,086</b>	<b>25,252</b>

12 Short term provisions

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Provision for employee benefits	1,108	1,018
<b>Total</b>	<b>1,108</b>	<b>1,018</b>





Diksat Transworld Limited

Notes forming part of the Financial Statements

**14 Non current investments**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Unquoted Trade Investments in Equity Instruments	41,996	41,996
<b>Total</b>	<b>41,996</b>	<b>41,996</b>

**14.1 Details of Investments**

(Rs in '000)

Name of Entity	No of Shares	31 March 2023	No of Shares	31 March 2022
Adfarm Private Limited , Unquoted Equity shares of Rs 10 eac	655,100	41,996	655,100	41,996

\* out of 655100 eq shares 5100 equity shares are purchased @6960/- per share and 650000 equity shares @10/- purchased by the Company

**15 Deferred tax assets net**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Deferred Tax Assets	222	-
<b>Total</b>	<b>222</b>	<b>-</b>

**16 Long term loans and advances**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Other loans and advances (Secured, considered good)</b>		
-IPO Expenses	1,212	1,515
-Others	5,308	5,308
<b>Total</b>	<b>6,520</b>	<b>6,823</b>

**17 Inventories**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Program Rights Others	72,532	83,743
<b>Total</b>	<b>72,532</b>	<b>83,743</b>

**18 Trade receivables**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Secured considered good	181,419	117,965
<b>Total</b>	<b>181,419</b>	<b>117,965</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

18.1 Trade Receivables ageing schedule as at 31 March 2023

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered	137,277	6,462	6,889	4,448	23,243	178,320
Undisputed Trade Receivables- considered						-
Disputed Trade Receivables considered good					3,099	3,099
Disputed Trade Receivables considered doubtful						-
Sub total						<b>181,419</b>
Undue - considered good						
<b>Total</b>						<b>181,419</b>

18.2 Trade Receivables ageing schedule as at 31 March 2022

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered	79,153	7,052	4,715	1,475	22,471	114,866
Undisputed Trade Receivables- considered						-
Disputed Trade Receivables considered good				3,099		3,099
Disputed Trade Receivables considered doubtful						-
Sub total						<b>117,965</b>
Undue - considered good						
<b>Total</b>						<b>117,965</b>

19 Cash and cash equivalents

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Cash on hand	177	118
Balances with banks in current accounts	4,792	2,037
<b>Total</b>	<b>4,969</b>	<b>2,155</b>

20 Short term loans and advances

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Others</b>		
-Lease Deposits	855	695
-Other loans and advances	600	600
-Salary advance	-	20
-Security Deposits	2,219	2,219
<b>Total</b>	<b>3,674</b>	<b>3,534</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

**21 Other current assets**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Balances with Revenue Authorities	360	562
Prepaid Expense	-	1,400
TCS Receivables	103	-
TDS Receivables	58,580	42,697
<b>Total</b>	<b>59,043</b>	<b>44,659</b>

**22 Revenue from operations**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Sale of services	415,640	331,128
<b>Total</b>	<b>415,640</b>	<b>331,128</b>

**23 Other Income**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Other non-operating income (net of expenses)	-	501
<b>Others</b>		
-Advertisement Revenue	51	-
-Interest on IT Refund	1,705	-
-Old Exchange	72	-
<b>Total</b>	<b>1,828</b>	<b>501</b>

**24 Cost of Material Consumed**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Cost of Production of Programs</b>		
Opening stock	-	-
Purchases	347,551	272,718
Less: Closing stock	-	-
<b>Total</b>	<b>347,551</b>	<b>272,718</b>
<b>Total</b>	<b>347,551</b>	<b>272,718</b>

**25 Employee benefit expenses**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Salaries and wages	10,930	9,353
Contribution to provident and other funds	756	624
Staff welfare expenses	1,024	272
<b>Total</b>	<b>12,710</b>	<b>10,249</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

**26 Finance costs**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Interest expense	74	248
Other borrowing costs	4	7
<b>Total</b>	<b>78</b>	<b>255</b>

**27 Depreciation and amortization expenses**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Depreciation and amortization expenses	12,536	13,542
<b>Total</b>	<b>12,536</b>	<b>13,542</b>

**28 Other expenses**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Auditors' Remuneration	250	250
Freight outward	1	1
Insurance	476	526
Power and fuel	46	9
Professional fees	344	334
Rent	540	615
Repairs to machinery	47	26
Repairs others	1,334	432
Rates and taxes	513	504
Selling & Distribution Expenses	2,687	2,213
Other Business Administrative Expenses	3,710	2,441
Travelling Expenses	2,034	425
Miscellaneous expenses	594	213
Accessories Purchase	873	427
Legal Fees	500	-
Printing and Stationery	19	7
Studio Setup Expense	37	1,502
Telephone and Internet Charges	595	665
Write Off Expenses	303	302
Write Off Programme	11,211	16,660
<b>Total</b>	<b>26,114</b>	<b>27,552</b>

**29 Tax Expenses**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Deferred Tax	(775)	(884)
<b>Total</b>	<b>(775)</b>	<b>(884)</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

**30 Earning per share**

Particulars	31 March 2023	31 March 2022
Profit attributable to equity shareholders (Rs in '000)	19,254	8,197
Weighted average number of equity shares	17,542,875	17,542,875
Earnings per share basic (Rs)	1.10	0.47
Earnings per share diluted (Rs)	1.10	0.47
Face value per equity share (Rs)	10	10

**31 Auditors' Remuneration**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Payments to auditor as</b>		
- Auditor	250	250
<b>Total</b>	<b>250</b>	<b>250</b>

**32 Contingent Liabilities and Commitments**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Claims against the Company not acknowledged as debt		
- Indirect tax demands	80,104	80,104
<b>Total</b>	<b>80,104</b>	<b>80,104</b>

Disputed Service Tax Demand for the FY 2008-09 to 2012-13 but the Company has gone for Appeal on the Same and Mangement is expressed its view the outcome will be in the company's favor

**33 Earnings in Foreign Currencies**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Advertisement revenue	19	175
<b>Total</b>	<b>19</b>	<b>175</b>

**34 Expenditure made in Foreign Currencies**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Administration Expenses	458	
<b>Total</b>	<b>458</b>	<b>-</b>

**Diksat Transworld Limited**

**Notes forming part of the Financial Statements**

**35 Related Party Disclosure**

**(i) List of Related Parties**

	<b>Relationship</b>
Adfarm Private Limited	Subsidiary
Dhevanathan Yadav	Managing Director
Gunaseelan Rangabashiam	Director
Meenakshi Yadav	Director
The Mylapore Hindu Permanent Fund Nidhilimited	Entites in which KMP is related

**(ii) Related Party Transactions**

(Rs in '000)

<b>Particulars</b>	<b>Relationship</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
Rent			
- Dhevanathan Yadav	Managing Director	-	-
- Meenakshi Yadav	Director	-	83
- The Mylapore Hindu Permanent Fund Nidhilimited	Entites in which KMP is related	240	259
Remuneration			
- Dhevanathan Yadav	Managing Director	3,309	3,360
- Meenakshi Yadav	Director	1,352	739
- Gunaseelan Rangabashiam	Director	277	279
Repayment of Loan			
- Dhevanathan Yadav	Managing Director	(9,901)	(31,230)

**(iii) Related Party Balances**

(Rs in '000)

<b>Particulars</b>	<b>Relationship</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
Remuneration Payable			
- Dhevanathan Yadav	Managing Director	10,953	7,644
- Meenakshi Yadav	Director	3,027	1,675
- Gunaseelan Rangabashiam	Director	23	23
Rent Payable			
- Dhevanathan Yadav	Managing Director	6,273	6,273
- Meenakshi Yadav	Director	959	1,259
- The Mylapore Hindu Permanent Fund Nidhilimited	Entites in which KMP is related	1,613	1,591
Loans Taken			
- Dhevanathan Yadav	Managing Director	66,701	60,296

**Diksat Transworld Limited**

**Notes forming part of the Financial Statements**

**36 Ratio Analysis**

Particulars	Numerator/Denominator	31 March 2023	31 March 2022	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	2.41	2.70	-10.99%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Equity}}$	0.32	0.28	13.97%
(c) Debt Service Coverage	$\frac{\text{Earning available for Debt Service}}{\text{Interest + Installments}}$	26.50	13.10	102.29%
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	8.30%	2.49%	233.56%
(e) Inventory turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Inventories}}$	5.32	3.60	47.91%
(f) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Account Receivable}}$	2.78	1.76	57.86%
(g) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Account Payable}}$	4.22	2.15	95.95%
(h) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Net Working Capital}}$	2.21	2.08	6.05%
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	4.63%	2.48%	87.13%
(j) Return on Capital employed	$\frac{\text{Net Profit}}{\text{Capital Employed}}$	6.05%	2.88%	109.78%
(k) Return on investment	$\frac{\text{Return on Investment}}{\text{Total Investment}}$	0.00%	0.00%	109.78%

c) Debt Service Coverage Ratio - Increase in Turnover and decrease in Installment of Loan due to Repayment of Principal

d) Return on Equity Ratio - Increase in Turnover

e) Inventory Turnover Ratio - Increase in Turnover and Whole Program Rights has been completely written off

f) Trade Receivable Turnover Ratio - Increase Turnover and increase in liquidity due to increase in collection of debtors

g) Trade Payables Turnover Ratio - Increase in purchases of contents and production expenses

i) Net Profit Ratio - Increase in Turnover and Reduction in Expenses

j) Return on Capital Employed - Increase in Turnover and Reduction in Expenses

k) Return on Investment - Increase in Turnover and Reduction in Expenses

**37 Regrouping**

Corresponding previous year's figures, have been regrouped and reclassified wherever necessary in the financial statements

**For DPV & Associates**

Chartered Accountants  
Firm's Registration No. 011688S

**CA Vaira Mutthu K**

Partner  
Membership No. 218791  
UDIN: 23218791BGXWBM9925  
Place: Chennai  
Date: 29 May 2023

**DHEVANATHAN YADAV**

Managing Director  
01431689

**B.Muthukumar**  
Company secretary cum  
Compliance officer

**For and on behalf of the Board**

**PA DEVASENATHIPATHY**

Director  
00861338

Place: Chennai  
Date: 29 May 2023

**K.Rajasekaran**  
Chief Financial Officer



## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF DIKSAT TRANSWORLD LIMITED**

#### **Report on the Audit of the Consolidated Financial Statements**

##### **Opinion**

We have audited the accompanying Consolidated financial statements of Diksat Transworld Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries referred together as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounts) Rules, 2014, and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Company as at March 31, 2023, the Consolidated profit and loss statement and its Consolidated cash flow statement for the year ended on that date.

##### **Basis for Opinion**

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

##### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Parent's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information, Compare with the financial statements of subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work the other auditors. Other information so far it relates to the subsidiaries is traced from their financial statements audited by the other auditors. Therefore we have nothing to report in this regard.







## **Management's Responsibility for the Financial Statements**

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, cash flows of the Group in accordance with the AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Group's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or





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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other matters**

- a) We did not the audit of the financial information of subsidiary Ad Farm Private Limited whose financial statements reflect Total Assets of Rs.1649.89 Thousands as at 31<sup>st</sup> March, 2023, Total Revenue of Rs. Nil and Net cash outflows amounting to Rs.7.36 Thousands for the year ended on that date, as considered in the Consolidated financial Statements
- b) These Financial statements have been audited by other auditors whose reports have been furnished to us by the management and in our opinion the consolidated financial statements, in so far as it amounts and disclosures included in respect of these subsidiaries and associate, and our report in the terms of the sub-section (3) and (11) of the section 143 of the act in so far as it relates to the aforesaid subsidiaries and associate, is based solely upon the report of the other auditors and management representations.
- c) Our Opinion on the consolidated financial statements and our report on Other legal and regulatory requirements below, is not modified in the respect of the above matters with respect to our reliance on the work done and reports of the other auditors and the financial statements/information certified by the management.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.





- b) In our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid Consolidated financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of Parent as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Parent and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group has disclosed pending litigations Which impact on its financial position in its Consolidated financial statements (Refer Notes to Accounts 31).
  - ii. The Group did not have long-term contracts including derivative contracts that have material foreseeable losses which require provision, as required under the applicable law or accounting standards.
  - iii. There has been no amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.
  - iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;





(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared or paid any dividend during the year Hence we have no comments on the compliance with section 123 of the Companies Act, 2013

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

***For DPV & Associates***  
**Chartered Accountants**  
F.R.No.011688S

CA Vaira Mutthu K  
Partner  
M No.218791

Date:29-05-2023  
Place: Chennai  
UDIN: 23218791BGXWBN6135





## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **DIKSAT TRANSWORLD LIMITED** of even date)

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

We have audited the internal financial controls over financial reporting of **Diksat Transworld Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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





## **Meaning of Internal Financial Controls Over Financial Reporting**

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

## **Limitations of Internal Financial Controls Over Financial Reporting**

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

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

*For DPV & Associates*  
**Chartered Accountants**  
F.R.No.011688S

CA Vaira Mutthu K  
Partner  
M No.218791

Date: 29-05-2023  
Place: Chennai  
UDIN: 23218791BGXWBN6135



**Diksat Transworld Limited**  
**(CIN: L63090TN1999PLC041707)**  
**(Address: 1st floor, No.24, South Mada street, Mylapore, Chennai, 600 004)**  
**Consolidated Balance Sheet as at 31 March 2023**

(Rs in '000)

Particulars	Note	31 March 2023	31 March 2022
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	3	175,429	175,429
(b) Reserves and Surplus	4	55,357	36,198
<b>Total</b>		230,786	211,627
<b>(2) Minority Interest</b>			
		(2,949)	(2,897)
<b>(3) Non-current liabilities</b>			
(a) Long-term Borrowings	5	74,707	61,304
(b) Deferred Tax Liabilities (net)	6	-	553
(c) Other Long-term Liabilities	7	500	500
(d) Long-term Provisions	8	1,276	1,240
<b>Total</b>		76,483	63,597
<b>(4) Current liabilities</b>			
(a) Short-term Borrowings	9	9,344	7,749
(b) Trade Payables	10		
- Due to Micro and Small Enterprises		-	-
- Due to Others		100,136	66,033
(c) Other Current Liabilities	11	31,980	27,325
(d) Short-term Provisions	12	1,108	1,018
<b>Total</b>		142,568	102,125
<b>Total Equity and Liabilities</b>		446,888	374,452
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	13	62,197	62,090
(ii) Intangible Assets	13	34	41
(iii) Capital Work-in-progress	13	18,094	15,252
(iv) Goodwill on Consolidation		36,540	36,540
(b) Deferred Tax Assets (net)	14	222	-
(c) Long term Loans and Advances	15	7,758	8,053
<b>Total</b>		124,845	121,976
<b>(2) Current assets</b>			
(a) Inventories	16	72,532	83,743
(b) Trade Receivables	17	181,597	118,143
(c) Cash and Cash Equivalents	18	4,985	2,179
(d) Short-term Loans and Advances	19	3,674	3,542
(e) Other Current Assets	20	59,255	44,869
<b>Total</b>		322,043	252,476
<b>Total Assets</b>		446,888	374,452

**See accompanying notes to the financial statements**

As per our report of even date

**For DPV & Associates**

Chartered Accountants

Firm's Registration No. 011688S

**CA Vaira Mutthu K**

Partner

Membership No. 218791

UDIN: 23218791BGXWBN6135

Place: Chennai

Date: 29 May 2023

**DHEVANATHAN YADAV**

Managing Director

01431689

**B.Muthukumar**

Company secretary cum

Compliance officer

**For and on behalf of the Board**

**PA DEVASENATHIPATHY**

Director

00861338

Place: Chennai

Date: 29 May 2023

**K.Rajasekaran**

Chief Financial Officer

**Diksat Transworld Limited**  
**(CIN: L63090TN1999PLC041707)**  
**(Address: 1st floor, No.24, South Mada street, Mylapore, Chennai, 600 004)**  
**Consolidated Statement of Profit and loss for the year ended 31 March 2023**

(Rs in '000)

Particulars	Note	31 March 2023	31 March 2022
Revenue from Operations	21	415,640	331,128
Other Income	22	1,828	501
<b>Total Income</b>		<b>417,468</b>	<b>331,629</b>
<b>Expenses</b>			
Cost of Material Consumed	23	347,551	272,718
Employee Benefit Expenses	24	12,711	10,249
Finance Costs	25	78	255
Depreciation and Amortization Expenses	26	12,639	13,676
Other Expenses	27	26,157	27,855
<b>Total expenses</b>		<b>399,136</b>	<b>324,753</b>
<b>Profit/(Loss) before Exceptional and Extraordinary Item and Tax</b>		<b>18,332</b>	<b>6,876</b>
Exceptional Item		-	-
<b>Profit/(Loss) before Extraordinary Item and Tax</b>		<b>18,332</b>	<b>6,876</b>
Extraordinary Item		-	-
<b>Profit/(Loss) before Tax</b>		<b>18,332</b>	<b>6,876</b>
Tax Expenses	28		
- Deferred Tax		(775)	(884)
<b>Profit/(Loss) after Tax</b>		<b>19,107</b>	<b>7,760</b>
<b>Profit/(Loss) for the period (before Minority interest adjustment)</b>		<b>19,107</b>	<b>7,760</b>
Less: Minority interest in (Profit)/losses		(52)	(155)
<b>Profit/(Loss) for the period (after Minority interest adjustment)</b>		<b>19,159</b>	<b>7,915</b>
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic	29	1.09	0.45
-Diluted	29	1.09	0.45

**See accompanying notes to the financial statements**

As per our report of even date

**For DPV & Associates**

Chartered Accountants

Firm's Registration No. 011688S

**For and on behalf of the Board**

**CA Vaira Mutthu K**

Partner

Membership No. 218791

UDIN: 23218791BGXWBN6135

Place: Chennai

Date: 29 May 2023

**DHEVANATHAN YADAV**

Managing Director

01431689

**PA DEVASENATHIPATHY**

Director

00861338

Place: Chennai

Date: 29 May 2023

**B.Muthukumar**  
Company secretary cum  
Compliance officer

**K.Rajasekaran**  
Chief Financial Officer



**Diksat Transworld Limited**  
**(CIN: L63090TN1999PLC041707)**  
**(Address: 1st floor, No.24, South Mada street, Mylapore, Chennai, 600 004)**  
**Consolidated Cash Flow Statement for the year ended 31 March 2023**

(Rs in '000)

Particulars	Note	31 March 2023	31 March 2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit after tax		19,107	7,760
Depreciation and Amortisation Expense		12,639	13,676
Provision for tax		(775)	(884)
Finance Costs		78	255
<b>Operating Profit before working capital changes</b>		<b>31,049</b>	<b>20,807</b>
Adjustment for:			
Inventories		11,211	16,660
Trade Receivables		(63,454)	140,585
Other Current Assets		(14,222)	(41,923)
Trade Payables		34,102	(122,673)
Other Current Liabilities		4,654	327
Short-term Provisions		127	(391)
Cash generated from Operations		3,468	13,392
Tax paid(Net)		(0)	-
<b>Net Cash from Operating Activities</b>		<b>3,468</b>	<b>13,392</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Property, Plant and Equipment		(15,582)	(221)
<b>Net Cash (Used in) Investing Activities</b>		<b>(15,582)</b>	<b>(221)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Long Term Borrowings		13,403	(11,551)
Proceeds from Short Term Borrowings		1,595	(763)
Interest Paid		(78)	(255)
Net Cash (Used in) / Generated from Financing Activities		14,920	(12,568)
<b>Net (Decrease) in Cash and Cash Equivalents</b>		<b>2,806</b>	<b>603</b>
Opening Balance of Cash and Cash Equivalents		2,179	1,576
<b>Closing Balance of Cash and Cash Equivalents</b>	18	<b>4,985</b>	<b>2,179</b>

**Note:**

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

**See accompanying notes to the financial statements**

As per our report of even date

**For DPV & Associates**

Chartered Accountants

Firm's Registration No. 011688S

**CA Vaira Mutthu K**

Partner

Membership No. 218791

UDIN: 23218791BGXWBN6135

Place: Chennai

Date: 29 May 2023

**DHEVANATHAN YADAV**

Managing Director

01431689

**PA DEVASENATHIPATHY**

Director

00861338

Place: Chennai

Date: 29 May 2023

**B.Muthukumar**

Company secretary cum  
Compliance officer

**K.Rajasekaran**

Chief Financial Officer

Notes forming part of the Financial Statements

**1 COMPANY INFORMATION**

Diksat Transworld Limited ('WIN TV' or the Company) was incorporated 08 January 1999. The Company is engaged in producing and broadcasting satellite television programming in the Tamilnadu.

The Company currently operates television channels in Tamil language predominantly to viewers in Tamil Nadu. The Company's flagship channel is WIN TV and it also operates a youtube channel "Mtamil" The Company produces its own content / acquires the related rights.

**2 SIGNIFICANT ACCOUNTING POLICIES**

**a Basis of Preparation**

The consolidated financial statements relate to Diksat Transworld Limited (the 'Parent') and of the consolidated financial statements of its subsidiary Adfarm Private Limited. (Collectively referred to as the 'Group'). The consolidated financial statements have been prepared on the following basis:

1. The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as that of the Parent i.e. 31 March, 2023.
2. The financial statements of the Company and its subsidiary company have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses after eliminating intra group balances, intra group transactions and resulting unrealized profits or losses, unless cost cannot be recovered.
3. Following subsidiary have been considered in the preparation of the consolidated financial statements:

Name Of the Company	Relationship	Percentage of holding and voting power	As at 31 March, 2023	As at 31 March, 2022
Adfarm Private Limited	Subsidiary	64.59%		

The Consolidated financial statements are prepared under the historical cost convention on an accrual basis and comply with the accounting standards issued by the Institute of Chartered Accountants of India referred to in section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014, and guidelines issued by SEBI.

**b Use of estimates**

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable fixed assets and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

**c Property, Plant and Equipment**

Tangible assets are stated at Cost of acquisition, inclusive of duties, taxes and incidental expenses, up to the date the asset is put to use. Any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenditure is incurred.

Notes forming part of the Financial Statements

**d Depreciation / amortisation**

Depreciation on Tangible Assets are provided for as under:

- a) All the assets are depreciated on SLM basis at the rates prescribed in schedule II of the Companies Act, 2013 as amended.
- b) Depreciation is provided on pro-rata basis from the month of addition of Fixed Assets.

Type of Assets	Period
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years

**e Intangible Assets**

Intangible assets are recorded at the consideration paid to acquisition of such assets and are carried at cost less accumulated amortization. Amortization on intangible assets (Channel Logo Designs) has been provided 1/10th every year.

**f Impairment**

As per Accounting standard 28, the company assesses at each balance sheet date whether there is any indication that an asset including goodwill is impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than the carrying amount then carrying amount is reduced to recoverable amount. The reduction is treated as impairment and recognized in profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. In respect of goodwill the impairment loss will be reversed only when it was caused by specific external events and their effects have been reversed by subsequent events. During the year no such impairment has occurred.

**g Investments**

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

**h Revenue recognition**

**Advertisement receipts:**

Advertisement receipts are recognized on the basis of invoices raised on the customer in respect of advertisement telecasted on the Channel and newspaper.

**Slot Receipts:**

Slot Receipts are recognized on the basis of agreement entered with Slot hirers.

**Other Income:**

Other Income by way of display receipts, facilities for software recording, providing facilities for software modifications, facilities for editing are accounted on accrual basis.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Notes forming part of the Financial Statements

**i Taxation**

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Provision is made for income tax on an annual basis, under the tax payable method, based on the tax liability as computed after taking credit for allowances and exemptions. Sufficient future taxable income will be available against which such deferred tax assets can be realized as per AS -22 "Accounting for taxes on income" issued by the institute of chartered accountants of India.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

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.

**j Foreign currency transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Statement. In respect of foreign currency transactions in fixed asset, the exchange gain or loss is adjusted in the carrying amount of fixed assets and accordingly depreciation is charged.

**k Inventories**

Inventories are valued at cost or net realizable value whichever is lower. In respect Films the same has been written off over the period of 10 years. In respect of serials the same has been written off over the period of 10 years. In respect of news clippings and other programs the same has been written off over the period of 10 years.

**l Provisions, Contingent liabilities and Contingent assets**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

**m Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Notes forming part of the Financial Statements

**n Contingencies and Events Occurring after Balance Sheet Date**

Due consideration for events occurring after balance sheet date but till the date of attestation has been ensured; No significant contingent aspect was identified.

**o Borrowing costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred.

**p Segment Reporting**

The company is operating in a single segment and the risk and reward is same for the segment in all the location and hence the segment reporting is not applicable to the company.

As per our report of even date

**For DPV & Associates**

Chartered Accountants

Firm's Registration No. 011688S

**For and on behalf of the Board**

**CA Vaira Mutthu K**

Partner

Membership No. 218791

UDIN: 23218791BGXWBN6135

Place: Chennai

Date: 29 May 2023

**DHEVANATHAN YADAV**

Managing Director

01431689

**PA DEVASENATHIPATHY**

Director

00861338

Place: Chennai

Date: 29 May 2023

**B.Muthukumar**

Company secretary cum  
Compliance officer

**K.Rajasekaran**

Chief Financial Officer

Diksat Transworld Limited

Notes forming part of the Financial Statements

**3 Share Capital**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Authorised Share Capital</b>		
Equity Shares, Rs. 10 par value, 25000000 (Previous Year -25000000) Equity Shares	250,000	250,000
<b>Issued, Subscribed and Fully Paid up Share Capital</b>		
Equity Shares, Rs. 10 par value 17542875 (Previous Year -17542875) Equity Shares paid up	175,429	175,429
<b>Total</b>	<b>175,429</b>	<b>175,429</b>

**(i) Reconciliation of number of shares**

Particulars	31 March 2023		31 March 2022	
	No. of shares	(Rs in '000)	No. of shares	(Rs in '000)
Equity Shares				
Opening Balance	17,542,875	175,429	17,542,875	175,429
Issued during the year	-	-	-	-
Deletion during the year	-	-	-	-
<b>Closing balance</b>	<b>17,542,875</b>	<b>175,429</b>	<b>17,542,875</b>	<b>175,429</b>

**(ii) Rights, preferences and restrictions attached to shares**

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company**

Equity Shares	31 March 2023		31 March 2022	
	No. of shares	In %	No. of shares	In %
Name of Shareholder				
T Dhevanathan	5,699,628	32.49%	5,699,628	32.49%
D Meenakshi	1,413,275	8.06%	1,413,275	8.06%
D Karishma Yadav	2,709,321	15.45%	2,709,321	15.45%
D Harini Yadav	2,709,596	15.45%	2,709,596	15.45%

**(iv) Shares held by Promoters at the end of the year 31 March 2023**

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the year
T Dhevanathan	Equity	5,699,628	32.49%	0.00%
D Meenakshi	Equity	1,413,275	8.06%	0.00%
D Karishma Yadav	Equity	2,709,321	15.45%	0.00%
D Harini Yadav	Equity	2,709,596	15.45%	0.00%
Gunaseelan	Equity	9,090	0.05%	0.00%
T Thiyaharajhan	Equity			

Diksat Transworld Limited

Notes forming part of the Financial Statements

**Shares held by Promoters at the end of the year 31 March 2022**

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the year
T Dhevanathan	Equity	5,699,628	32.49%	4.85%
D Meenakshi	Equity	1,413,275	8.06%	0.00%
D Karishma Yadav	Equity	2,709,321	15.45%	0.00%
D Harini Yadav	Equity	2,709,596	15.45%	0.00%
Gunaseelan	Equity	9,090	0.05%	0.00%
T Thiyaharajhan	Equity	-	0.00%	-4.85%

**4 Reserves and Surplus**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Securities Premium</b>		
Opening Balance	70,181	70,181
Closing Balance	70,181	70,181
<b>Statement of Profit and loss</b>		
Balance at the beginning of the year	(33,984)	(41,898)
Add: Profit during the year	19,159	7,915
<b>Balance at the end of the year</b>	(14,825)	(33,983)
<b>Total</b>	<b>55,357</b>	<b>36,198</b>

**5 Long term borrowings**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Secured Term loans from banks	6,998	-
Unsecured Term loans from other parties	67,709	61,304
<b>Total</b>	<b>74,707</b>	<b>61,304</b>

**Particulars of Borrowings**

Name of Lender/Type of Loan	Nature of Security	Rate of Interest	Monthly Installments	No of Installment
Axis Bank Limited	Vehicles	8.5	307,487	37

**6 Deferred tax liabilities Net**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Deferred tax liabilities Net	-	553
<b>Total</b>	<b>-</b>	<b>553</b>

**7 Other Long term liabilities**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Others		
-Other Payables	500	500
<b>Total</b>	<b>500</b>	<b>500</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

**8 Long term provisions**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Provision for employee benefits	1,276	1,240
<b>Total</b>	<b>1,276</b>	<b>1,240</b>

**9 Short term borrowings**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Current maturities of long-term debt	3,001	1,639
Unsecured Loans and advances from related parties	6,343	6,110
<b>Total</b>	<b>9,344</b>	<b>7,749</b>

Current Maturities of long term debt includes loan taken from Bank on Hypotheiciation of Vehicle payable at equated monthly instalments (EMIs)

**10 Trade payables**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Due to others	100,136	66,033
<b>Total</b>	<b>100,136</b>	<b>66,033</b>

**10.1 Trade Payable ageing schedule as at 31 March 2023**

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	92,359	21	221	7,535	100,136
Disputed dues- MSME					-
Disputed dues- Others	-	-			-
Sub total					<b>100,136</b>
MSME - Undue					
Others - Undue					
<b>Total</b>					<b>100,136</b>

**10.2 Trade Payable ageing schedule as at 31 March 2022**

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	58,261	221	509	7,042	66,034
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					<b>66,034</b>
MSME - Undue					
Others - Undue					
<b>Total</b>					<b>66,034</b>



Diksat Transworld Limited

Notes forming part of the Financial Statements

**11 Other current liabilities**

(Rs in '000)

<b>Particulars</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
<b>Other payables</b>		
0	-	200
-Duties and Taxes	4,579	4,165
-Outstanding Expenses Payables	11,323	11,483
-Salary Payable	16,061	11,477
Outstanding Expenses Payables	17	-
<b>Total</b>	<b>31,980</b>	<b>27,325</b>

**12 Short term provisions**

(Rs in '000)

<b>Particulars</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
Provision for employee benefits	1,108	1,018
<b>Total</b>	<b>1,108</b>	<b>1,018</b>





Diksat Transworld Limited

Notes forming part of the Financial Statements

17.2 Trade Receivables ageing schedule as at 31 March 2022

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	79,153	7,052	4,893	1,475	22,471	115,044
Undisputed Trade Receivables- considered						-
Disputed Trade Receivables considered good				3,099		3,099
Disputed Trade Receivables considered doubtful						-
Sub total						<b>118,143</b>
Undue - considered good						
<b>Total</b>						<b>118,143</b>

18 Cash and cash equivalents

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Cash on hand	178	119
Balances with banks in current accounts	4,807	2,060
<b>Total</b>	<b>4,985</b>	<b>2,179</b>

19 Short term loans and advances

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Others</b>		
-Lease Deposits	855	695
-Other loans and advances	600	608
-Salary advance	-	20
-Security Deposits	2,219	2,219
<b>Total</b>	<b>3,674</b>	<b>3,542</b>

20 Other current assets

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Balances with Reveune Authorites	571	772
Prepaid Expense	-	1,400
TCS Receivables	104	-
TDS Receivables	58,580	42,697
<b>Total</b>	<b>59,255</b>	<b>44,869</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

**21 Revenue from operations**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Sale of services	415,640	331,128
<b>Total</b>	<b>415,640</b>	<b>331,128</b>

**22 Other Income**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Other non-operating income (net of expenses)	-	501
<b>Others</b>		
-Advertisement Revenue	51	-
-Interest on IT Refund	1,705	-
-Old Exchange	72	-
<b>Total</b>	<b>1,828</b>	<b>501</b>

**23 Cost of Material Consumed**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Cost of Production of Programs</b>		
Opening stock	-	-
Purchases	347,551	272,718
Less: Closing stock	-	-
<b>Total</b>	<b>347,551</b>	<b>272,718</b>
<b>Total</b>	<b>347,551</b>	<b>272,718</b>

**24 Employee benefit expenses**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Salaries and wages	10,930	9,353
Contribution to provident and other funds	756	624
Staff welfare expenses	1,025	272
<b>Total</b>	<b>12,711</b>	<b>10,249</b>

**25 Finance costs**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Interest expense	74	248
Other borrowing costs	4	7
<b>Total</b>	<b>78</b>	<b>255</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

**26 Depreciation and amortization expenses**

(Rs in '000)

<b>Particulars</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
Depreciation and amortization expenses	12,639	13,676
<b>Total</b>	<b>12,639</b>	<b>13,676</b>

**27 Other expenses**

(Rs in '000)

<b>Particulars</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
Auditors' Remuneration	250	250
Freight outward	1	1
Insurance	476	526
Power and fuel	46	9
Professional fees	381	365
Rent	540	615
Repairs to machinery	47	26
Repairs others	1,334	432
Rates and taxes	513	504
Selling & Distribution Expenses	2,687	2,276
Other Business Administrative Expenses	3,710	2,441
Telephone expenses	4	208
Travelling Expenses	2,034	425
Miscellaneous expenses	596	214
Accessories Purchase	873	427
Legal Fees	500	-
Printing and Stationery	19	7
Studio Setup Expense	37	1,502
Telephone and Internet Charges	595	665
Write Off Expenses	303	302
Write Off Programme	11,211	16,660
<b>Total</b>	<b>26,157</b>	<b>27,855</b>

**28 Tax Expenses**

(Rs in '000)

<b>Particulars</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
Deferred Tax	(775)	(884)
<b>Total</b>	<b>(775)</b>	<b>(884)</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

**29 Earning per share**

Particulars	31 March 2023	31 March 2022
Profit attributable to equity shareholders (Rs in '000)	19,159	7,915
Weighted average number of equity shares	17,542,875	17,542,875
Earnings per share basic (Rs)	1.09	0.45
Earnings per share diluted (Rs)	1.09	0.45
Face value per equity share (Rs)	10	10

**30 Auditors' Remuneration**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
<b>Payments to auditor as</b>		
- Auditor	250	250
<b>Total</b>	<b>250</b>	<b>250</b>

**31 Contingent Liabilities and Commitments**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Claims against the Company not acknowledged as debt		
- Indirect tax demands	80,104	80,104
<b>Total</b>	<b>80,104</b>	<b>80,104</b>

Disputed Service Tax Demand for the FY 2008-09 to 2012-13 but the Company has gone for Appeal on the Same and Mangement is expressed its view the outcome will be in the company's favor

**32 Earnings in Foreign Currencies**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Advertisement revenue	19	175
<b>Total</b>	<b>19</b>	<b>175</b>

**33 Expenditure made in Foreign Currencies**

(Rs in '000)

Particulars	31 March 2023	31 March 2022
Administration Expenses	458	
<b>Total</b>	<b>458</b>	<b>-</b>

Diksat Transworld Limited

Notes forming part of the Financial Statements

**34 Related Party Disclosure**

**(i) List of Related Parties**

**Relationship**

Adfarm Private Limited	Subsidiary
Dhevanathan Yadav	Managing Director
Gunaseelan Rangabashiam	Director
Meenakshi Yadav	Director
The Mylapore Hindu Permanent Fund Nidhilimited	Entites in which KMP is related

**(ii) Related Party Transactions**

(Rs in '000)

Particulars	Relationship	31 March 2023	31 March 2022
Rent			
- Dhevanathan Yadav	Managing Director	-	-
- Meenakshi Yadav	Director	-	83
- The Mylapore Hindu Permanent Fund Nidhilimited	Entites in which KMP is related	240	259
Remuneration			
- Dhevanathan Yadav	Managing Director	3,309	3,360
- Meenakshi Yadav	Director	1,352	739
- Gunaseelan Rangabashiam	Director	277	279
Repayment of Loan			
- Dhevanathan Yadav	Managing Director	(9,901)	(31,230)

**(iii) Related Party Balances**

(Rs in '000)

Particulars	Relationship	31 March 2023	31 March 2022
Remuneration Payable			
- Dhevanathan Yadav	Managing Director	10,953	7,644
- Meenakshi Yadav	Director	3,027	1,675
- Gunaseelan Rangabashiam	Director	23	23
Rent Payable			
- Dhevanathan Yadav	Managing Director	6,273	6,273
- Meenakshi Yadav	Director	959	1,259
- The Mylapore Hindu Permanent Fund Nidhilimited	Entites in which KMP is related	1,613	1,591
Loans Taken			
- Dhevanathan Yadav	Managing Director	66,701	60,296



**Diksat Transworld Limited**

**Notes forming part of the Financial Statements**

**35 Ratio Analysis**

Particulars	Numerator/Denominator	31 March 2023	31 March 2022	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	2.26	2.47	-8.63%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Equity}}$	0.36	0.33	11.62%
(c) Debt Service Coverage	$\frac{\text{Earning available for Debt Service}}{\text{Interest + Installments}}$	26.44	13.10	101.84%
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	8.66%	2.40%	260.52%
(e) Inventory turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Inventories}}$	5.32	3.60	47.91%
(f) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Account Receivable}}$	2.77	1.76	57.67%
(g) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Account Payable}}$	4.18	2.15	94.20%
(h) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Net Working Capital}}$	2.32	2.20	5.15%
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	4.61%	2.39%	92.85%
(j) Return on Capital employed	$\frac{\text{Net Profit}}{\text{Capital Employed}}$	6.09%	2.82%	115.80%
(k) Return on investment	$\frac{\text{Return on Investment}}{\text{Total Investment}}$			

c) Debt Service Coverage Ratio - Increase in Turnover and decrease in Installment of Loan due to Repayment of Principal

d) Return on Equity Ratio - Increase in Turnover

e) Inventory Turnover Ratio - Increase in Turnover and Whole Program Rights has been completely written off

f) Trade Receivable Turnover Ratio - Increase Turnover and increase in liquidity due to increase in collection of debtors

g) Trade Payables Turnover Ratio - Increase in purchases of contents and production expenses

i) Net Profit Ratio - Increase in Turnover and Reduction in Expenses

j) Return on Capital Employed - Increase in Turnover and Reduction in Expenses

k) Return on Investment - Increase in Turnover and Reduction in Expenses

**36 Regrouping**

Corresponding previous year's figures, have been regrouped and reclassified wherever necessary in the financial statements

**For DPV & Associates**

**For and on behalf of the Board**

Chartered Accountants

Firm's Registration No. 011688S

**CA Vaira Mutthu K**

Partner

Membership No. 218791

UDIN: 23218791BGXWBN6135

Place: Chennai

Date: 29 May 2023

**DHEVANATHAN YADAV**

Managing Director

01431689

**PA DEVAENATHIPATHY**

Director

00861338

Place: Chennai

Date: 29 May 2023

**B.Muthukumar**  
Company secretary cum  
Compliance officer

**K.Rajasekaran**  
Chief Financial Officer

**Form No. MGT-11**  
**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U63090TN1999PLC041707

Name of the Company: DIKSAT TRANSWORLD LIMITED

Registered office: NO.24 SOUTH MADA STREET, MYLAPORE, CHENNAI – 600 004

Name of the Member(s):

Registered address:

I/ We being the member of ....., holding.....shares, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature:

or failing him

2. Name: .....

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at .....Annual General Meeting of members of the Company, to be held on .....at the.....registered office of the Company at..... ,and at any adjournment thereof in respect of such resolutions as are indicated below:

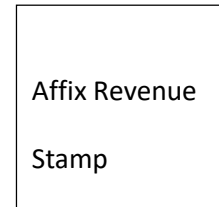
Resolution No.

1 .....

2 .....

3 .....

4 .....



Signed this ..... day of August 2023

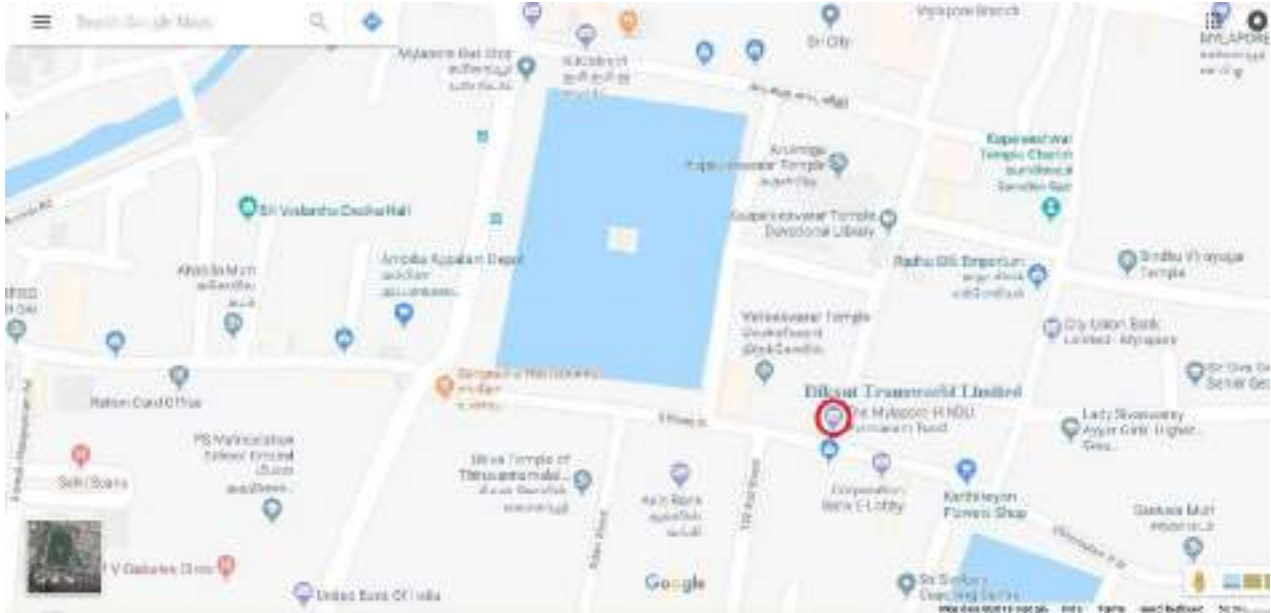
Signature of Shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, 48 HOURS before the commencement of the Annual General Meeting.**

## ROUTE MAP TO THE AGM VENUE

**Venue Address:** 1st Floor, New No. 24 & Old No. 32, South Mada Street, Mylapore, Chennai, Tamil Nadu – 600 004



**SPEED POST**