

RELIANCE

Broadcast Network

**Annual Report
2019-20**



Padma Vibhushan
Shri Dhirubhai H. Ambani
(28th December, 1932 - 6th July, 2002)
Reliance Group - Founder and Visionary

Reliance Broadcast Network Limited

Board of Directors	Contents	Page No.
Mr. Darius Kakalia – (DIN: 00029159)		
Mr. Sushilkumar Agrawal – (DIN: 00400892)		
Ms. Maya Nair – (DIN: 08429182) (Resigned w.e.f. April 30, 2020)	Notice of Annual General Meeting	4
Mrs. Kala Agarwal – (DIN: 08015576) (Appointed w.e.f. July 10, 2020)		
Key Managerial Personnel		
Mr. Abraham Koppa Thomas – Chief Executive Officer	Directors' Report	11
Mr. Asheesh Chatterjee – Chief Financial Officer		
Ms. Pooja Sutradhar – Company Secretary (ACS No.: 40807) (Resigned w.e.f. December 16, 2019)	Independent Auditors' Report on the Financial Statements	29
Ms. Kinjal Vyas – Company Secretary (ACS No.: 35527) (Appointed w.e.f. March 26, 2020)		
Auditors	Balance Sheet	34
For Pathak H.D. & Associates LLP		
Registered Office		
Unit No. 503, 5 th Floor, ARC Plaza Industrial Estate, 48 Oshiwara Village, Jogeshwari (West), Mumbai - 400102, Maharashtra, India CIN : U64200MH2005PLC158355 Tel. : +91 22 2632 8397 Email : investors@radiobigfm.com Website : www.reliancebroadcast.com	Statement of Profit and Loss	35
	Cash Flow Statement	36
Registrar and Transfer Agent		
Kfın Technologies Private Limited Unit: Reliance Broadcast Network Limited Selenium, Tower B, Plot No - 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad - 500032, Telangana, India Website: www.kfintech.com	Statement of changes in equity for the year ended March 31, 2020	38
Investor Helpdesk	Notes to the Financial Statements	39
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**16th Annual General Meeting on Saturday, September 26, 2020 at 10:00 a.m. (IST)
through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').**

This Annual Report can be accessed at www.reliancebroadcast.com

Reliance Broadcast Network Limited

Notice

Notice is hereby given that the 16th Annual General Meeting of the Members of **Reliance Broadcast Network Limited** ('RBNL' / 'the Company') will be held on Saturday, September 26, 2020 at 10:00 a.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon;

Special Business:

2. **Re-appointment of Mr. Darius Jehangir Kakalia, (DIN: 00029159) as an Independent Director of the Company for a second term of 5 (five) years**

To consider and, if thought fit, to pass the resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Darius Jehangir Kakalia, (DIN: 00029159), who was appointed as an Independent Director and holds office up to October 5, 2019 and who has given his consent for the appointment as an Independent Director submitted a declaration that he meets the criteria for independence under Section 149 of the Act and is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from October 5, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary, Chief Financial Officer of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

3. **Appointment of Ms. Kala Agarwal (DIN: 08015576) as an Independent Director of the Company for a term of 5 (five) years**

To consider and, if thought fit, to pass the resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Kala Agarwal (DIN: 08015576), who was appointed as an Additional, Independent, Non-Executive Director by the Board of Directors of the Company pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, who holds office up to the date of this Annual General Meeting ('AGM') and who qualifies for being appointed as an Independent

Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5(five) consecutive years commencing from July 10, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary, Chief Financial Officer of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **Remuneration to Cost Auditor**

To consider and, if thought fit, to pass the resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the financial year 2020-21 to M/s. N Ritesh & Associates, Cost Accountants (Firm Registration No. 100675), appointed by the Board of Directors as Cost Auditors to conduct audit of the cost records, amounting to Rs. 50,000 (Rupees Fifty Thousand only) p.a., for each year be and is hereby ratified and confirmed."

By Order of the Board of Directors

Kinjal Sudhir Vyas
Company Secretary

Registered Office:

Unit No. 503, 5th Floor, ARC Plaza Industrial Estate,
48 Oshiwara Village, Jogeshwari (West),
Mumbai - 400102, Maharashtra, India
CIN: U64200MH2005PLC158355
Website: www.reliancebroadcast.com
August 21, 2020

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), in respect of the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members

Notice

- has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Corporate Members are required to send a scanned copy (.pdf / .jpg Format) of its Board or governing body Resolution/ Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to M/s. KFin Technologies Private Limited (Kfintech), Registrar and Transfer Agent, by e-mail through its registered e-mail address to rbtnl@kfintech.com.
 5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Central Depository Services (India) Limited ('CDSL') or National Securities Depository Ltd ('NSDL') ('Depositories'). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.reliancebroadcast.com and on the website of Kfintech at www.kfintech.com
 6. Members whose email address are not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail ID by contacting on investors@radiobigfm.com and / or rbtnl@kfintech.com, by providing the requisite details of their holdings and documents for registering their e-mail address; and
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ('DPs') for receiving all communications from the Company electronically.
 7. The Company has engaged the services of M/s. Kfin Technologies Private Limited, Registrar and Transfer Agent as the authorized agency ('Kfintech') for conducting of the e-AGM and providing e-voting facility.
 8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 10. Members holding shares in electronic mode are requested to:
 - (a) Intimate immediately any change in their addressor bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
 - (b) are requested to contact their Depository Participant directly for recording their nomination.
 - (c) Members holding shares in physical form are requested
 - (i) to advise any change of address or bank mandates immediately to the Company/Registrar and Transfer Agent, Kfin Technologies Private Limited.
 - (ii) are advised to register the nomination in respect of their shareholding in the Company. Nomination form (SH-13) is placed on the Company's website and can be accessed at http://www.reliancebroadcast.com/investors-desk/inv-grie_forms.html
 - (d) Non-Resident Indian members are requested to inform Kfin Technologies Private Limited, the Company's Registrar and Transfer Agent immediately on:
 - (i) the change in the residential status on return to India for permanent settlement; and
 - (ii) the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 - (e) Members are requested to fill in and submit online the Feedback Form provided in the "Contact us" section on the Company's website <http://www.reliancebroadcast.com/php/contactus.html> to aid the Company in its constant endeavour to enhance the standards of service to investors.
 - (f) Members who hold shares in physical form, in multiple folios, in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent for consolidation into a single folio.
 - (g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
 - (h) Instructions for attending the AGM and e-voting are as follows:
 - A. Instructions for attending the AGM:**
 1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the One Time Password ('OTP') based login for logging into the e-voting system.
 2. Facility of joining the AGM through VC / OAVM shall open 15 (fifteen) minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com/>. Facility of joining AGM will be closed on expiry of 15 (fifteen) minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only

be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

3. Facility of joining the AGM through VC / OAVM shall be available for 1000 (One Thousand) members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, if any, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
4. Members, who need technical assistance before or during the AGM with the using of technology, can contact Kfintech at <https://ris.kfintech.com/agmqa/agmqa/login.aspx>.

B. Instructions for e-voting

1. In compliance with the provisions of Section 108 of the Act read with Rules made there under, the Company is offering e-voting facility to all Members of the Company and business may be transacted through such voting. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Friday, September 18, 2020 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. Kfintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 10.00 A.M (IST) on Tuesday September, 22 2020 to 5.00 P.M (IST) on Friday, September 25, 2020. At the end of remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
4. The procedure and instructions for e-voting are as follows:

- a. Open your web browser during the remote e-voting period and navigate to "<https://evoting.karvy.com>".
- b. Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No. / DP ID No. / Client ID No. will be your User- ID
User – ID for Members holding shares in Demat Form-
For NSDL: 8 Character DP ID followed by 8 Digits Client ID
For CDSL: 16 digits beneficiary ID
User – ID for Members holding shares in Physical Form:-
Event Number followed by Folio No. registered with the Company
Password: Your unique password is sent via e-mail forwarded through the electronic notice
Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons
- c. After entering these details appropriately, click on "LOGIN".
- d. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,\$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Kfintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, system will prompt you to select the 'Event' i.e. 'Company Name'.

Notice

- g. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login ID and password are to be used.
 - h. On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.
 - i. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - j. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
5. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board or governing body Resolution / Authorisation together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com' (Details are given in point 4 above). The file / scanned image of the Board Resolution / authority letter should be in the naming format 'Corporate Name Event no.'
6. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Friday, September 18, 2020.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM.
7. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://evoting.karvy.com/> to reset the password.
8. The Board of Directors have appointed Mr. Anil Lohia or in his absence Mr. Chandrahas Dayal, Partner, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.

The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result declared along with the scrutinizer's report for the voting will be placed on the website of the Company at www.reliancebroadcast.com and also on the website of Kfintech at <https://evoting.karvy.com>.
9. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Kfintech's website <https://evoting.karvy.com> or contact toll free no. 1800 4250 999.

Reliance Broadcast Network Limited

Statement pursuant to Section 102 (1) of the Companies Act, 2013, to the accompanying Notice dated August 21, 2020.

Statement pursuant to Section 102 (1) of the Companies Act, 2013, to the accompanying Notice dated August 21, 2020.

Item No. 2: Re-appointment of Mr. Darius Jehangir Kakalia, (DIN: 00029159) as an Independent Director of the Company for a second term of 5 (five) years

Mr. Darius Jehangir Kakalia was appointed as an Independent Director of the Company on October 6, 2014 for a term of 5 (five) consecutive years to hold office up to October 5, 2019.

On the basis of the report of performance evaluation, the Nomination and Remuneration Committee has recommended and the Board of Directors has proposed the re-appointment of Mr. Darius Jehangir Kakalia as an Independent Director, for a second term of 5 (five) consecutive years from the date on which his present term as an Independent Director expires, subject to the Member's approval as required under section 149 read with Schedule IV of the Act.

Accordingly, based on the performance evaluation of Mr. Darius Jehangir Kakalia and given the background and experience and contributions made by him during his tenure, the continued association would be beneficial to the Company.

Mr. Darius Jehangir Kakalia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received declarations from him confirming that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act. In the opinion of the Board, he fulfills the conditions for re-appointment as Independent Director and is independent of the management.

The Company has also received notice from a Member under Section 160 of the Act proposing his re-appointment as Director.

This notice may be treated as information to the members about his candidature to the office of Directorship of the Company under section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The terms and conditions of appointment of Mr. Darius Jehangir Kakalia shall be available electronically and shall be open for inspection by the Members upto the date of the Annual General Meeting.

Mr. Darius Jehangir Kakalia is interested in the resolution set out at the Item No. 2 of the Notice in regards to his re-appointment. The relatives of Mr. Darius Jehangir Kakalia may be deemed to be interested in the resolution set out in Item No. 2, of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except as above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

Approval of Members is accordingly sought for re-appointment of Mr. Darius Jehangir Kakalia as an Independent Director as set out in the resolution at Item No. 2 of the accompanying Notice.

The Board accordingly recommends the Special Resolution as set out in Item No. 2 of the accompanying Notice for the approval of the Members.

The details of Mr. Darius Jehangir Kakalia as required under Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are mentioned below:

Name of Director	Mr. Darius Jehangir Kakalia
DIN	00029159
Brief Resume	<p>Mr. D. J. Kakalia, 71 years, is a Commerce and Law Graduate from the University of Mumbai. He is an Advocate & Solicitor of Bombay High Court & Solicitor, Supreme Court of India. He also qualified as a Solicitor of the Supreme Court of England & Wales and Hong Kong. He has developed practice as a Commercial Lawyer and has built an extensive transaction and court practice, having extensive experience in corporate and commercial matters, setting up of Joint Ventures, Mergers and Acquisitions issue of, ADR's and GDR's. His practice also extends to real estate transactions, dispute resolution and litigation related to these sectors and areas of practice. He also attends to matters relating to Electricity law and appears before the Electricity Tribunals. He also has an extensive practice in Insolvency and Bankruptcy law.</p> <p>He is a senior partner of reputed law firm of Messrs. Mulla & Mulla & Craigie, Blunt & Caroe.</p> <p>He is a Director on the board of Companies of repute and member of various Committee of those Companies. He is a Former Lecturer in law at K.C. Law College (University of Mumbai) and was also appointed as an examiner in the subject of drafting, pleading and conveyancing for final year law by the University of Mumbai. He is in charge of updating and editing the legal updates in the Mulla & Mulla and Craigie Blunt & Caroe team that annually contributes to the Internationally acclaimed Martindale Hubbell Law Digest. He is also on the panel of Arbitrators of the Hon'ble Bombay High Court.</p>
Date of Birth	19/12/1948
Age	71 years
Date of first appointment on the Board	30/06/2009
Qualifications	Commerce and Law Graduate from University of Mumbai and a qualified solicitor of the Supreme Court of England and Wales and Hong Kong.
Experience	40 +
Terms and conditions of re-appointment	Terms and conditions of re-appointment - Terms of appointment is as per the provisions of the Companies Act, 2013

Statement pursuant to Section 102 (1) of the Companies Act, 2013, to the accompanying Notice dated August 21, 2020.

Remuneration sought to be paid	Remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participation in the Board and other meetings.
Remuneration last drawn	Remuneration by way of fee for attending meetings of the Board or Committees thereof within the limits of the Companies Act, 2013 and rules thereunder
Relationship with other Directors, and Key Managerial Personnel of the company	Not related to any Directors and Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the year	8
Number of shares held in the Company (as on March 31, 2020)	NIL
List of Directorships held in other Companies	1. Aditya Birla Finance Limited 2. Reliance Power Limited 3. Reliance Broadcast Network Limited 4. Rosa Power Supply Company Limited
Chairman/ Member in Committees of Board of companies in which he is a Director	<p>Rosa Power Limited: Audit Committee - Chairman. Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Chairman.</p> <p>Reliance Power Limited : Audit Committee - Member Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member Stake Holders & Relationship Committee - Chairman Risk Management Committee - Chairman.</p> <p>Aditya Birla Finance Limited : Nomination & Remuneration Committee - Member Finance Committee - Member Audit Committee - Member Stakeholder & Relationship Committee - Member</p>

Item No. 3: Appointment of Ms. Kala Agarwal (DIN: 08015576) as an Independent Director of the Company for a term of 5 (five) years

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Kala Agarwal (DIN: 08015576) as an Additional (Independent) Director on July 10, 2020. In terms of section 161 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, she holds office as an Additional (Independent) Director only up to the date of the forthcoming Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had proposed her appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years from July 10, 2020, subject to approval of shareholders, as required under Schedule IV of the Act, in the ensuing Annual General Meeting.

Ms. Kala Agarwal is not disqualified from being appointed as a director under section 164 of the Act and has also given her consent to act as Director. The Company has received a declaration from her that she meets the criteria of independence prescribed under subsection (6) of Section 149 of the Act.

The Company has received a notice from a Member under Section 160 of the Act, proposing her candidature for the office of Independent Director of the Company.

In the opinion of the Board, she fulfils the conditions for her appointment as an Independent Director as specified in Companies Act, 2013, the Rules made thereunder, and is independent of the management and possesses appropriate skills, experience and knowledge that will enable her to discharge his duties, roles and function as an Independent Director.

This notice may be treated as information to the members about his candidature to the office of Directorship of the Company under section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The terms and conditions of appointment of Ms. Kala Agarwal shall be available electronically and shall be open for inspection by the Members upto the date of the Annual General Meeting.

Ms. Kala Agarwal is interested in the resolution set out at the Item No. 3 of the Notice in regards to her appointment. The relatives of Ms. Kala Agarwal may be deemed to be interested in the resolution set out in Item No. 3, of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and Except as above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the Notice.

Approval of Members is accordingly sought for appointment of Ms. Kala Agarwal as an Independent Director as set out in the resolution at Item No. 3 of the accompanying Notice

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 3 of the accompanying Notice for the approval of the Members.

The details of Ms. Kala Agarwal as required under Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are mentioned below:

Reliance Broadcast Network Limited

Statement pursuant to Section 102 (1) of the Companies Act, 2013, to the accompanying Notice dated August 21, 2020.

Name of Director	Ms. Kala Agarwal
DIN	08015576
Brief Resume	Ms. Kala Agarwal is a Fellow Member of Institute of Company Secretaries of India. She is a Practicing Company Secretary since 2003 and has vast experience of more than 15 years. Her area of service includes Company Law and Secretarial Compliance, RBI & Forex Laws Compliance and Corporate Advisory. She appears before National Company Law Tribunal (NCLT), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Representation before Regional Directors (RD) of multiple regions, Representation before Regional Directors (RD) of multiple regions, Representation before various Stock Exchanges.
Date of Birth	15/06/1971
Age	49 years
Date of first appointment on the Board	10/07/2020
Qualifications	Fellow Member of the Institute of Company Secretaries of India
Experience	20 +
Terms and conditions of appointment	Terms of appointment is as per the provisions of the Companies Act, 2013
Remuneration sought to be paid	Remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participation in the Board and other meetings.
Remuneration last drawn	N/A
Relationship with other Directors, Key Managerial Personnel of the company	Not related to any Directors and Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the year	N/A

Number of shares held in the Company (as on July 10, 2020)	NIL
List of Directorships held in other Companies	Pranavaditya Spinning Mills Limited
Chairman/ Member in Committees of Board of companies in which she is a Director	Pranavaditya Spinning Mills Limited

Item No. 4: Remuneration to cost auditors of the Company

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration for the financial year 2020-21 of M/s. N Ritesh & Associates, Cost Accountants (Firm Registration No. 100675), to conduct the audit of the cost records of the Company.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor for each financial year is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors for the Financial Year 2020-21.

None of the Directors, Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

By Order of the Board of Directors

Kinjal Sudhir Vyas
Company Secretary

Registered Office:
Unit No. 503, 5th Floor, ARC Plaza Industrial Estate,
48 Oshiwara Village, Jogeshwari (West),
Mumbai - 400102, Maharashtra, India
CIN: U64200MH2005PLC158355
Website: www.reliancebroadcast.com
August 21, 2020

Board's Report

Dear Shareowners,

Your Directors have pleasure in presenting the 16th Annual Report and the audited financial statement for the financial year ended March 31, 2020.

Financial Performance and State of Company's Affairs

The performance of the Company for the financial year ended March 31, 2020 is summarised below:

Particulars	Financial Year ended	Financial Year ended
	March 31, 2020	March 31, 2019
	(₹ in lakhs)	(₹ In lakhs)
Total income	23,667.86	31,456.14
Gross profit/(loss) before depreciation, amortisation and exceptional items	(6,265.63)	(7,603.33)
Less:		
a. Depreciation and amortization	4,632.63	3,453.55
b. Exceptional items and other adjustments (Profit)/Loss before tax	2,288.13	(194.39)
Less: Provision for:		
Current tax/Excess provision for Tax of earlier years	-	-
Profit/(Loss) after tax	(8,610.13)	(10,862.50)
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Re-measurements of post-employment benefit obligations	(12.85)	(51.58)
Add : Income tax relating to these items	-	-
Other comprehensive income for the year, net of tax	(12.85)	(51.58)
Total comprehensive income/ (loss) for the year	(8,622.98)	(10,914.08)
Add : Balance brought forward from previous year Profit/(Loss) available for appropriation	(124,824.91)	(113,910.83)
Appropriations:		
Proposed Dividend on equity shares	-	-
Impact of adoption of Ind AS 116	(655.80)	-
Dividend Tax	-	-
Transfer (from) /to General Reserve	-	-
Transfer to Debenture Redemption	-	-
Balance carried to Balance Sheet	(134,103.69)	(124,824.91)

*Figures of previous year have been regrouped and reclassified, wherever required

Financial Performance

The Company's total income for the financial year ended March 31, 2020 was ₹ 23,667.86 lakhs as against ₹ 31,456.14 lakhs in the previous year. The Net Loss stood at ₹ 8,622.98 lakhs, as compared to the Net loss of ₹ 10,914.08 lakhs for the previous year.

Dividend

During the year under review, the Board of Directors has not recommended any dividend on the equity shares of the Company.

Business Operations

Marking another glorious year in its endeavour to become an audio entertainment brand with a purpose in the country, BIG FM celebrated the on-set of its 13th year in 2019-2020 in a refreshed avatar with a new brand repositioning 'Dhun Badal Ke Toh Dekho'. Leveraging the message of changing perceptions amongst society for the better, BIG FM has exemplified a high sense of purpose and responsibility with the launch of several initiatives built around social issues that affect millions of lives.

With the onus towards creating a positive change in the country, the network through thought provoking content, urged the audience to take a second look at the situation and develop fresh new perspectives on them.

BIG FM relentless journey towards evolving into a holistic audio entertainment company has seen it create various touch-points for its audiences, connecting with them through initiatives and campaigns that they best relate to. Its unique content and continuous efforts to engage, inform and entertain listeners across cities based on local insights and extensive research has paved the path of success for the radio network. It also took a significant step towards digitization earlier in the year by transforming Bigfm.com into an OTT-esque platform enabling easier access to its audio and video podcasts etc. As one of the leading radio networks in the country, with a large bank of 'timeless' non-music content, the brand has explored opportunities to expand the reach of its powerful content IP's to newer audiences. One such collaboration being with Spotify, which sees some of BIG FM's most-loved shows and marquee properties be available on

Reliance Broadcast Network Limited

Board's Report

the audio streaming platform. The brand intends to distribute their content to newer audiences through similar associations in the future.

The radio network has always kept purpose at the core of all its endeavours ensuring a perfect confluence of its brand philosophy and innovations. Known to take distinctive routes to raise awareness about various causes, BIG FM headlined numerous campaigns that brought about a remarkable social change. Believing in the power of radio and its credibility which helps bring about the positive influence on the perspective of listeners, the radio network drove its brand philosophy across initiatives that created an exceptional impact. Reiterating the need amongst listeners to be eco-friendly, BIG FM joined hands with Bangalore International Airport Limited (BIAL), operator of the Kempegowda International Airport, Bengaluru (BLR Airport) and FMCG major ITC's Foods Division for their initiative #PlasticBeku. This one-of-a-kind initiative enabled and encouraged the citizens of Bengaluru to take ownership of the rising pollution in the city by giving their plastic waste to build roads within the BLR Airport campus. Garnering an unprecedented response by collecting 50 tons of plastic waste, BIAL used the plastic waste collected through this drive to pave its over 50km of its internal roads. To amplify the campaign message, the Bengaluru radio station created a music video that featuring a host of dedicated RJs from the city that struck the right chord amongst Bengaluru citizens.

In another of its endeavour to do their bit for the environment, BIG FM partnered with IDFC FIRST Bank for the launch of 'Tree Public'. The cause, which supported plantation of trees and threw light on the importance of plantation, was launched by renowned actress Mouni Roy. As part of the collaboration, IDFC FIRST Bank pledged to plant a sapling for every new Savings Account opened. During the campaign, BIG FM successfully engage with 33 school across different cities, reaching out to 15,000 + young minds and 22,000+ parents motivating them to make a difference for the better. The overwhelming response garnered by the campaign saw a resounding 70,000 + trees being planted all over India in a span of just a few weeks!

Recognizing the need to create awareness around self acceptance and not bowing down to the abundance of filters present on apps, BIG FM initiated the #NoFilter campaign where RJs passed on the campaign's message to celebrities and listeners, asking them to share their 'No Filter' picture. Former Miss World Yukta Mookhey was also roped in who shared her views on #NoFilter urging people to embrace the inner beauty that lies within. In another initiative, BIG FM addressed the rise in cyber frauds and internet crimes by partnering with Omidyar Network India to launch 'Zindagi Mobile' with India's favourite story-teller Neelesh Mishra. The show was built around the idea of keeping people informed, by sensitising and equipping them to deal with this rising threat and saving themselves from being a potential victim to this menace.

Highlighting the power of the medium during the festive season, BIG FM eradicated darkness from the lives of the individuals in distress by initiating the campaign #IGiftEyeSight on Diwali by gifting eye corrective surgeries to the needy and light up their

lives. Associating with the NGO HelpAge India, BIG FM surpassed its target collection of **INR 25,02,500 going on to collect INR 30 lakhs**. The proceeds collected were further used for the eyesight correction treatment of more than **1100** patients across the country. For the 12th year running, BIG FM also celebrated 'Ramky's BIG Green Ganesh' promoting the use of eco-friendly Ganesh idols. 15 lucky winners were felicitated by a Tree Ganesh at an event graced by actress Dia Mirza. The campaign was also celebrated in Hyderabad with those opting for a Green Ganesh being lauded as Green Heroes.

In another innovative and effective campaign, BIG FM associated with HDFC ERGO General Insurance Company for the 'High Beam - Not OK Please' campaign that highlighted the fact that High Beams used by vehicles are a major cause of many road accidents. As a call-to-action in their hope to put an end to this growing menace, the campaign urged listeners to sign a petition along with photo booths being installed as a social experiment that mirrored the jarring effect of the high beam from the opposite direction.

The radio station further stayed true to its philosophy of 'Dhun Badal ke Toh Dekho', by collectively changing the 'dhun' of radio in order to entertain those in the community with a hearing impairment. Launching 'FREQUEN-SEE', the world's first initiative to make radio accessible for the hearing-impaired community. It further demonstrated a first-hand experience of Frequen-see to people that are under the care of Suniye Foundation in Delhi and invited students from the TEACH Foundation to their Mumbai studio

BIG FM has been pioneering initiatives that not only bring about a social change but also deliver value to partners through 360 degree campaigns. Some campaigns that accentuated the strength of radio were Suraksha Bandhan which was in association with Gulf Oil for the occasion of Raksha Bandhan, which was targeted at truck drivers and their families, aiming to bring these families closer by reducing the distance between them and their sisters on this festival. BIG FM celebrated the special day by organising on-ground events across 10 prominent transport nagars across India. With the message being heartfelt, at the same time simple and sincere, the campaign went on to enter the prestigious Guinness Book of World Records with as many as 20,691 postcards being sent by truck drivers to their sisters countrywide. Through another campaign 'Ek Festival Aisa Bhi' during Diwali for HDFC Bank, the network saw its RJs across 20 cities take one person - either a guard, maid, driver, helper to shop for themselves and their families using HDFC Bank cards.

Our RJs being our most powerful local influencers undertook exemplary work by taking the brand philosophy a step higher by front lining innovations and conversations around initiatives closest to their hearts. Taking a stand against body shaming, RJ Shruti encouraged people to open up and participate in positive conversations about social challenges and prevalent issues in society with 'Muthoot Blue Yochane Yaake, Change Ok'. 'Hawa Tight Hai', was another campaign centered around the environment led by RJ Khurafati Nitin in Delhi & RJ Vrajesh Hirjee in Mumbai. The two-month campaign laid impetus towards looking at the issue of pollution from the perspective of a child. Taking

Board's Report

this thought forward, the station curated a theme song 'Hawa Tight Hai' that featured a host of child artists who brought to attention the rising pollution levels in the country and its adverse effects. RJ Jyonita, one of the most recognizable faces on the network played a telling role in the 'School Ki Taiyarri' campaign where she visited 'Little School', a slum area school in Pune with dilapidated walls and infrastructure, helped in painting the walls and building a new computer lab with 5 desktop machines and accessories much to the delight of the underprivileged kids. She also added another feather to her cap by seeing the radio network enter the Asia Book of Records by going 'Live from Sky connected by Vodafone'. The remarkable achievement witnessed the RJ doing a 1 hour live show from the sky, approximately 2,000 ft above the ground.

Striving to make a difference for the better, RJ Abhilash spearheaded a campaign to fight cancer in association with the Indian Cancer Society. The campaign helped raise a resounding amount of INR 10 lakh in the span of less than a week. With the proceeds going to the Indian Cancer Society, RJ Abhilash further added a smile to the faces of many by inviting a couple of children to the Mumbai office for a meet and greet session with actress Tapsee Pannu.

BIG FM also celebrated the season of love through its 'Pyaar ka Utsav' campaign in Chandigarh. Presented by Green Lotus, the campaign, in association with the Department of Social Welfare Chandigarh Administration, invited love stories from couples who have stood by each other's side against all odds. The campaign culminated with none other than renowned personality Neelesh Misra's live in concert wherein the popular storyteller performed live with his musical band and narrated the journey of love in his soulful voice.

Owing to the overwhelming responses and phenomenal success, BIG FM reprised its marquee intellectual property, 'BIG Golden Voice' for its 7th season in association with IDFC First Bank. The talent hunt featured music director Himesh Reshammiya as the celebrity judge who also mentored the winners from each city in their journey to the finale. Judging participants purely on the basis of their vocals, the show provides an amazing platform for budding singers to showcase their talents. Such stiff was the competition, that the season saw not one but two participants being declared as winners. The show touched over 30.1 million listeners in RAM and IRS Markets (Source: RAM & IRS | TG: 12+ MF ABC Week: 47 '18- 10 '19 | Mon- Sun 0700-2200 Markets: 58) and garnered a reach of over 50 million across digital platforms.

The network continued to entertain its listeners with the launch of 'BIG RETRO SWAG with DJ RINK' that featured the eminent DJ playing lounge mixes every Saturday night from 9pm to midnight. The property's success saw an extension 'BIG Retro Swag Nights' being created that saw the certified sound engineer and music producer entertain his fans live by performing in clubs.

Standing true to its ethos, BIG FM, once again put its best foot forward towards introducing a positive change in modern-day society. This was seen during Durga Pujo with the radio network creating a 40-minute rendition of the original 90-minute

Mahalaya, as a part of the campaign 'BIG Mahalaya - Mahalaya ki Nayi Dhun'. The idea was not to create a comparison with the masterpiece, by Birendra Krishna Bhadra that has been ruling the hearts of those in Kolkata for 87 years, but to create a rendition which allowed radio station to put forward an inclusive approach with equal opportunities. Backed on the radio and digital front, the radio network presented the BIG Mahalaya not only in Kolkata but all across Delhi, Mumbai, Ranchi, Jamshedpur, Patna, Muzaffarpur, Kanpur, Lucknow, Varanasi, Allahabad, Bareilly, Guwahati, Gorakhpur, Pune, Surat and Kota.

With multiple avant-garde initiatives being undertaken by BIG FM across its 58 stations, the radio network has consistently worked towards maintaining its leadership position in key markets. According to the RAM ratings, we are No.1 in Kolkata, No.2 in Mumbai & Bangalore. Source : RAM | Jan - March 2020 : Wk Avg Week 1 - 13 2020 | TG - 25+ All | Mon - Sun 00 -00

As one of the leading radio networks in the country that showcases a high sense of innovativeness in its strategies, Big FM has maintained leadership across 35 out of 44 markets. With an overall listenership of 1.05 Cr, the radio station has also moved from Rank 2 (as per IRS 2019_Q3) to Rank 1 (as per IRS 2019_Q4) in the 37 BIG FM markets combined. Taking the lead in the metro cities, the station topped the charts at no. 1 in Bengaluru while maintaining 2nd spot in Kolkata and Mumbai followed by third place in Delhi NCR. BIG FM, as a network, continues to dominate its presence across South, East & North Zone sans Delhi NCR, where we are at no.1, while we are at no.2 in the West Zone. Source: IRS 2019_Q3 & Q4 | 25+ All | Last 1 Week Listenership Rank | Pvt FM Stations | Leadership: Top 3 ranks | List of Combined 37 stations common in IRS Q3 & Q4 : Agra, Ajmer, Aligarh, Allahabad, Amritsar, Asansol, Bangalore, Bareilly, Bhopal, Bhubaneswar, Bikaner, Chandigarh, Chennai, Delhi NCR, Guwahati, Gwalior, Hyderabad, Indore, Jalandhar, Jammu, Jamshedpur, Jhansi, Jodhpur, Kanpur, Kolkata, Kota, Mangalore, Mumbai, Mysore, Puducherry, Rajkot, Ranchi, Raurkela, Solapur, Surat, Thiruvananthapuram, Vadodara.

The shows on the network too continue to rule the roost in their respective regions. The popular show 'Mumbai Maska Marke' hosted by Vrajesh Hirjee from 7-11 am, Bengaluru's 'Pataki Mornings' by Shruti from 7-11 am, 'Retro Savaari' by Rashmi from 11am - 2 pm along with three Kolkata shows - 'Khaas Adda' by RJ Koushik from 7-11 am, 'Chirodiner Sur' by RJ Pamela from 11 am - 2 pm and 'Hrano Sur' by RJ Sumanta from 2-5 pm ranked number one. Source: RAM | Jan - March 2020 : Wk Avg Week 1 - 13 2020 | TG - 25+ All | Weekdays : Mon - Fri

Through its campaigns, properties and initiatives, BIG FM has strived to entertain, inform and engage its audience whilst providing wholesome audio experience to the listeners. Embracing technology, the radio network further aims to connect with the audience by curating content that best resonates with them while also being thought provoking.

The registered office of the Company has been shifted to Unit No 503, 5th Floor, ARC Plaza Industrial Estate, 48 Oshiwara Village, Jogeshwari (West), Mumbai 400102 w.e.f 21st August, 2020.

Reliance Broadcast Network Limited

Board's Report

Deposits

The Company has neither accepted nor renewed any fixed deposits during the year. There are no unclaimed deposits, unclaimed /unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on March 31, 2020.

Depository system

Your Company's equity shares are available for dematerialisation through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2020, 99.99 per cent of the equity shares of your Company were held in demat form.

Share Capital

During the year, the Authorised Share Capital of the Company was increased from ₹ 150,00,00,000 (Rupees One Hundred and Fifty Crores only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of ₹ 5 (Rupees Five) each and 10,00,00,000 (Ten Crore) Preference Shares of ₹ 5 (Rupees Five) each to ₹ 1500,00,00,000 (Rupees One Thousand and Five Hundred Crores only) divided into 290,00,00,000 (Two Hundred and Ninety Crores) Equity shares of ₹ 5 (Rupees Five) each and 10,00,00,000 (Ten Crore) Preference Shares of ₹ 5 (Rupees Five) each.

The Board of Directors at its meeting held on May 27, 2019, had approved issuance of 1,20,00,00,000 (One Hundred and Twenty Crores) Equity shares of ₹ 5 each on preferential basis to Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited). The Members granted their approval at the Extra-ordinary General Meeting held on June 21, 2019. Pursuant to authority granted to Board by the members of the Company, the Board of Directors on August 30, 2019 approved allotment of 1,20,00,00,000 (One Hundred and Twenty Crores) Equity shares to Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) for consideration other than cash.

Adoption of new set of Articles of Association

The members are informed that the Company has executed various agreements between the Company, Reliance Capital Limited (Existing shareholder), Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) (Existing shareholder) and Music Broadcast Limited (Investor). Pursuant to the agreements that were executed, it would necessitate on the part of the Company to carry out amendment in the Articles of Association (AOA) of the Company. Hence, was considered desirable and simpler to adopt a comprehensive new set of Articles of the Company, in substitution of the present Articles of the Company as per the provisions of Section 14 of the Companies Act, 2013, which required approval of shareholders of the Company by way of Special Resolution. The Board of Directors at their meeting held on May 27, 2019 had approved the adoption of new set of Articles of the Company subject to approval of Members. Further the Members adopted the new set of AOA at the Extra-Ordinary General Meeting held on June 21, 2019 effective from the completion date of Shareholders Agreement.

Particulars of Loans, Guarantees or Investments

Particulars of loans given, investment made, guarantees given and securities provided are provided in the financial statement.

Subsidiaries, joint venture or associate companies

The Company continues to be a subsidiary of Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited).

During the Financial Year, the Following Companies have ceased to be subsidiary companies as on 31st March, 2020:

1. Wavelength Entertainment Limited
2. Vrushvik Broadcast Network Private Limited
3. RBN US LLC
4. Opulent Management Advisory Private Limited
5. Azalia Broadcast Private Limited (Subsidiary of Vrushvik Broadcast Network Private Limited)

The Company does not have any Joint venture or Associate Company.

Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under the Act.

During the year under review, Ms. Maya Nair (DIN: 08429182) resigned w.e.f August 27, 2019. With her consent and disclosures, the Board appointed her as an Additional Non Executive Director (Woman Director) of the Company w.e.f. September 27, 2019 subject to the approval in the 16th Annual General Meeting. Further Ms. Maya Nair ceased to be Director w.e.f. April 30, 2020. The Board places on record its deep sense of appreciation for the valuable contribution and support made by her during her tenure as Director of the Company.

Mr. Darius Kakalia (DIN : 00029159), Independent Director of the Company was re-appointed for a second term of 5 (five) consecutive years w.e.f. October 5, 2019 subject to approval of members at the ensuing Annual General Meeting. The Company has received notice under Section 160 of the Act from member proposing his candidature for the office of Director of the Company. The declaration under Section 149(7) of the Companies Act, 2013 has been received from Mr. Darius Kakalia qualifying him to be re-appointed as Independent Director of the Company.

Mrs. Kala Agarwal (DIN : 08015576) was appointed as an Additional Independent Woman Director w.e.f. July 10, 2020. She will hold office till the ensuing Annual General Meeting. The Company has received notice under Section 160 of the Act from member proposing her candidature for the office of Director of the Company. Further the Company was in receipt of letter dated July 10, 2020 from Ministry of Information and Broadcasting approving her appointment on the Board.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are the persons of high integrity and repute. They fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under and are independent of the management.

Board's Report

Pursuant to Section 152(6) of the Companies Act, 2013, considering the composition of Board of Directors of the Companies, there are no directors which shall be liable to retire by rotation. Hence, the said provisions are not applicable.

Key Managerial Personnel

During the year, Ms. Pooja Sutradhar, Company Secretary of the Company resigned w.e.f. December 16, 2019.

The Board places on record its deep sense of appreciation for the valuable contribution made by her during her tenure as Company Secretary of the Company.

Ms. Kinjal Sudhir Vyas, member of the Institute of Company Secretaries of India having Membership Number 35527 was appointed as the Company Secretary of the Company w.e.f. March 26, 2020.

Mr. Abraham Koppa Thomas, Chief Executive Officer and Mr. Asheesh Chatterjee, Chief Financial Officer of the Company continue to hold their office for the financial year ended March 31, 2020.

Evaluation of Directors, Board and Committees

The Company has devised a policy for performance evaluation of the individual directors, Board and its Committees, which includes criteria for performance evaluation.

Pursuant to the provisions of the Act, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Committees of the Board. The Board performance was evaluated based on inputs received from all the Directors after considering criteria such as Board composition and structure, effectiveness of Board/Committee processes, and information provided to the Board, etc.

Further pursuant to General Circular No. 11 /2020, Special Measures under Companies Act, 2013 (CA-2013) and Limited Liability Partnership Act, 2008 in view of COVID-19 outbreak, issued by the Ministry of Corporate Affairs, a separate meeting of the Independent Directors was dispensed with during the year.

The Board has also reviewed the performance of the individual directors based on their knowledge, level of preparation and effective participation in Meetings, understanding of their roles as directors etc.

Policy on appointment and remuneration for Directors, Key Managerial Personnel and Senior Management Employees

The Nomination and Remuneration Committee of the Board has devised a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Employees and their Remuneration. The Committee has formulated the criteria for determining qualifications, positive attributes and independence of a Director. The policy on the above is attached as Annexure – A.

The details of top ten employees as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure – B

Directors' Responsibility Statement

Pursuant to the requirements under Section 134(5) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- 1) In the preparation of the annual financial statement for the financial year ended March 31, 2020, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- 2) 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 as at March 31, 2020 and of the loss of the Company for the year ended on that date;
- 3) The Directors had taken proper and sufficient care for the 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 fraud and other irregularities;
- 4) The Directors had prepared the annual financial statements for the financial year ended March 31, 2020 on a 'going concern' basis.
- 5) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Contracts and Arrangements with Related Parties

All contracts /arrangements/ transactions entered into/ by the Company during the financial year under review with related parties were on an arm's length basis and in the ordinary course of business. In accordance with Section 188 of the Companies Act, 2013, there were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which could have a potential conflict with the interest of the Company at large.

None of the Directors has any pecuniary relationship or transactions vis-a-vis the Company.

The details of related party transactions are disclosed in Notes to Accounts.

Material Changes and Commitments, if any, affecting the financial position of the Company

During the financial year under review, the Company had defaulted in repayment of principal installments of Secured Rated Redeemable Non Convertible Debentures and the term loan as more particularly described in Note no. 17 of the Financial Statements for the financial year ended 31st March, 2020. There has been delay in payment of interest on such Non Convertible Debentures as stated in the Note No. 17. Further, the Company has also applied for Moratorium period from 1st March, 2020 and hence Principal Installment due on 31st March, 2020 along with interest was not paid.

The Net worth of the Company has been eroded due to losses incurred, its current liabilities exceeds current assets and Company

Reliance Broadcast Network Limited

Board's Report

having defaulted in repayment of its dues to lenders. These events and conditions along with matters stated in the aforesaid note indicate material uncertainty that exists which may cast a significant doubt on the Company's ability to continue as a going concern. Considering the Covid-19 scenario, the management evaluation on impact of the COVID-19 pandemic on the future of the Company is more particularly described under Note 43 of the Financial Statement.

Meetings of the Board

During the Financial year, Eight Board Meetings were held.

Committees of Directors

The Company has constituted various committees of the Board, namely, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Composition of Board Level Committees:-

A. Audit Committee

The Audit Committee constitutes of Mr. Darius Kakalia (Independent Director), Mr. Sushilkumar Agrawal (Independent Director) and Ms. Maya Nair, Non-Executive (Woman) Director as its members. Further, on appointment of Mrs. Kala Agarwal as Independent Women Director, the Audit Committee was reconstituted as Mr. Darius Kakalia, Mr. Sushilkumar Agrawal and Mrs. Kala Agarwal as members.

The terms of reference of the Audit Committee are in accordance with the provisions of the Act, as amended from time to time. During the year, all recommendations made by the Audit Committee were accepted by the Board.

The Audit committee met four times during the financial year.

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee constitutes Mr. Darius Kakalia (Independent Director), Mr. Sushilkumar Agrawal (Independent Director) and Ms. Maya Nair, Non-Executive (Woman) Director as its members. Further, on appointment of Mrs. Kala Agarwal as Independent Women Director, the Nomination and Remuneration Committee was reconstituted as Mr. Darius Kakalia, Mr. Sushilkumar Agrawal and Mrs. Kala Agarwal as members.

The terms of reference of Nomination and Remuneration Committee are in accordance with the provisions of the Act, as amended from time to time.

The Nomination and Remuneration Committee met three times during the financial year.

C. Stakeholders Relationship Committee

The Stakeholders Relationship Committee constitutes of Mr. Darius Kakalia (Independent Director), Mr. Sushilkumar Agrawal (Independent Director) and Ms. Maya Nair, Non-Executive (Woman) Director as its members.

The committee was re-constituted as Mr. Darius Kakalia (Independent Director), Ms. Maya Nair, Non-Executive and Mr. Abraham Koppa Thomas as its members in Board Meeting 16th December, 2019.

Further, on appointment of Ms. Kala Agarwal as Independent

Women Director, the Stakeholders Relationship Committee was reconstituted as Mr. Darius Kakalia, Mr. Abraham Koppa Thomas and Ms. Kala Agarwal as members.

The terms of reference of Stakeholders Relationship Committee are in accordance with the provisions of the Act, as amended from time to time.

The Stakeholders Relationship Committee met one time during the financial year.

D. Corporate Social Responsibility Committee

Pursuant to Section 135(1) of the Companies Act, 2013 read with rule 3 of The Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company had net losses for preceding three consecutive years. Hence, the Board of Directors had dissolved the Corporate Social Responsibility Committee w.e.f August 30, 2019.

Secretarial Standards

Your Directors state that the company is in compliance with the applicable secretarial standards as issued by the Institute of Company Secretaries of India and approved by Central Government under Section 118(10) of the Companies Act, 2013.

Auditors and Auditors' Report

M/s. Pathak H.D. & Associates LLP (Firm Registration No.: 107783W/W100593), Chartered Accountants was appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 14th AGM up to the conclusion of the 19th AGM of the Company.

The observations and comments given by Auditors in their report read together with notes on financial statements are self explanatory and hence do not call for any further comments under Section 134 of the Act.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Bhatt & Associates, Company Secretaries LLP, to undertake the Secretarial Audit of the Company. The Audit Report of the Secretarial Auditor is attached as Annexure – C.

The secretarial audit report is qualified due to defaults in repayment of NCDs and Term Loan resulting into submission, intimations delay to debenture trustees, filings with Registrar of Companies. Further, the Company is regulated by the Ministry of Information and Broadcasting (MIB) on account of which appointment of Director requires prior MIB approval. Due to delay in receipt of New Director's approval, there has been default in Composition of Board for certain period. Also, due to technical issues with filing of Form MGT-7 with Registrar of Companies, the Company could not file the same for the Financial Year ended 31st March, 2019. Following the best practices, the Company has uploaded the same on the website of the Company for member's reference. However, the Company is in process of compounding the related provisions of the Companies Act, 2013 with Registrar of Companies. The issuance of Equity Shares against the assignment of IndusInd Bank loan to Reliance

Board's Report

Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) - Need to keep it same all over. has been repaid and the charge with IndusInd Bank has been satisfied with Registrar of Companies.

Extract of Annual Return

As required under Section 134(3)(a) of the Act, the Annual Return is put up on the Company's website and can be accessed at https://www.reliancebroadcast.com/investors-desk/annual_reports.html. Extract of the Annual Return of the Company in form MGT - 9 is attached as Annexure - D.

Cost Auditor

M/s. N Ritesh & Associates, Cost Accountants (Firm Registration No. 100675), were appointed as the Cost Auditor for the financial year 2019-20 to conduct the audit of the cost records of the Company. The firm has been reappointed as the Cost Auditor for the financial year 2020-21 by the Board of Directors. In terms of the provisions of Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors shall be ratified by the Members of the Company. Accordingly, the Board seeks ratification at the ensuing AGM for the remuneration payable to the Cost Auditors for the financial year 2020-21.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

As the Company is a multi-media entertainment Company and does not involve in any manufacturing activity, most of the information as required under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable. However, the information as applicable has been given in the Annexure - E forming part of this Report.

Vigil Mechanism

Pursuant to Section 177 (9) of the Act and Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014, the Company has a vigil mechanism policy named Whistle Blower Policy. The Audit Committee periodically monitors the policy. The policy can be accessed on the Company's website.

Risk Management Policy

The Company has laid down Risk Management Policy, defining Risk profiles involving Strategic, Technological, Operational, Financial, Organizational, Legal and Regulatory risks within a well defined framework. The Risk Management Policy acts as an enabler of growth for the Company by helping its businesses to identify the inherent risks, assess, evaluate and monitor these risks continuously and undertake effective steps to manage these

risks. The Board reviews periodically the risk assessment and minimization procedures in the areas of business.

Compliance with provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The company has complied with constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company is committed to uphold and maintain the dignity of woman employees and it has in place a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. During the year there was one compliant received which was duly resolved.

Order, if any, passed by Regulator or Courts or Tribunals

No orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations.

Internal Financial Controls and their adequacy

The Company has in place adequate internal financial controls across the organisation. The same is subject to review periodically. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Acknowledgement

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from shareholders, debenture holders, debenture trustees, bankers, financial institutions, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff during the year.

For and on behalf of the Board of Directors

Darius Kakalia
Director

DIN: 00029159

Sushilkumar Agrawal
Director

DIN: 00400892

Mumbai
August 21, 2020

Policy on appointment and remuneration for Directors, Key Managerial Personnel and Senior Management Employees

1. Introduction

- 1.1 Reliance Broadcast Network Limited considers human resources as invaluable assets of the Company. The policy aims to harmonise the aspirations of the directors/ employees with the goals of the Company.
- 1.2 Human capital is a strategic source of value creation and an important asset of our Company. As part of progressive HR Philosophy, it is necessary to have in place a comprehensive Compensation Policy, which is in line with the industry trend and is employee friendly.

2. Objectives

- 2.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate human resources and to run the Company successfully.
- 2.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- 2.3 Ensure that annual compensation review considers industry/ business outlook and strategies adopted by industry peers, differentiates employees based on their merits and also protects employees, particularly those in junior cadre, against inflationary pressures;
- 2.4 Retention of high performers at all levels and those playing critical roles.

3. Scope and Exclusion

The Board has constituted the "Nomination and Remuneration Committee" in line with the requirements under the provisions of the Companies Act, 2013. This Policy sets out the broad guiding principles for the Committee for recommending to the Board for the appointment and remuneration of the directors, key managerial personnel, senior managerial personnel of the Company.

4. Definitions

- 4.1 "Director" means a director appointed to the Board of the Company.
- 4.2 "Key Managerial Personnel" means
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed under the Companies Act, 2013.
- 4.3 "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, if any.

5. Policy

5.1. Appointment of Directors/ Key Managerial / Senior Management Personnel

The Nomination and Remuneration Committee, inter alia, considers qualifications, positive attributes, areas of expertise, number of directorships and memberships held in various committees of other companies by such persons for selection. The Board considers the recommendation of the Nomination and Remuneration Committee and takes appropriate decision. The Company also considers the requirement of skills and effectiveness of persons contributing to the Company's business and policy decisions of the Company.

5.2 Remuneration to Directors/ Key Managerial Personnel

- 5.2.1 The remuneration of the Directors/ Managing Directors/ Whole-Time Directors and Managers etc. will be governed as per provisions contained in the Companies Act, 2013 and rules made therein from time to time.
- 5.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof as approved by the Board of Directors from time to time. The Non-Executive Directors shall also be entitled to profit related Commission, if approved by the Board, in addition to the sitting fees.
- 5.2.3 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Directors / Key Managerial Personnel/ Senior Management Personnel of the Company within the overall limits, if any, approved by the shareholders.
- 5.2.4 The remuneration structure shall include the following components:
 - (i) Basic Pay
 - (ii) Perquisites and Allowances

Board's Report

- (iii) Stock Options, if any.
- (iv) Commission (Applicable in case of Executive Directors/ Directors)
- (v) Retiral Benefits
- (vi) Performance Linked Incentives

5.2.5 The Annual Plan, Objectives, financial results of the Company shall be reviewed by the Nomination and Remuneration Committee and Annual Performance Incentives, increment, revision in remuneration etc. will be proposed based on the achievements.

5.3 Remuneration to other employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience, performance and prevailing remuneration levels for equivalent jobs.

6. Retention Features as part of Compensation Package

Based on the organizational need for retaining performing employees and those in critical roles, certain retention features may be rolled out as part of the overall compensation package. These may take form of Retention Bonuses (RBs); Special Monetary Programs (SMPs), Long-term Incentives (LTIs), Employee Stock Options etc.

7. Performance Evaluation

The performance evaluation of the entire Board, its committees and individual Directors shall be carried out by the Board pursuant to Section 178(2) of the Companies Act, 2013. The evaluation shall be based on the contribution, attendance, inputs, business opinions, value addition and such other objects and shall be effectively carried out in such manner physically/ electronically. The Committee shall review the manner of performance evaluation carried by the Board.

8. Modification and Amendment

The policy is subject to modification, amendment and alterations by the management at any time without assigning any reasons.

Annexure B

Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Name of the Employee	Designation of the employee	Remuneration received (₹ in lakhs)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The age of such employment	The last employment held by such employee before joining the Company	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub - rule (2) below***	Whether any such employee is a relative of any director or manager of the company and if so, name of such managing director
Abraham Thomas Koppala	Chief Executive Officer	298.73	Full - time	B.Pharm and MDBA Management	12- Oct - 2018	56	Radio City	Nil	No
Asheesh Chatterjee	Chief Financial Officer	180.92	Full - time	B.Com, CA, ICWA	14- April - 11	47	Moser Baer India Limited	Nil	No

*** The Company does not have a Managing Director or whole - time Director or Manager who holds by himself or along with his spouse and dependant children, not less than two percent of the equity shares of the Company.

Form No. MR-3
Secretarial Audit Report
For the financial year ended March 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Reliance Broadcast Network Limited

Unit No. 503, 5th Floor, ARC Plaza Industrial Estate,
48 Oshiwara Village, Jogeshwari (West),
Mumbai – 400102, Maharashtra, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Reliance Broadcast Network Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on the verification of Company's books, papers, minute books (on basis of draft minutes), forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has followed proper Board – processes and have required compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020, according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder for compliance in respect of Overseas Direct Investment and Foreign Direct Investment. External Commercial Borrowings are not applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;

We have also examined compliance with applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of the Company Secretaries of India for General Meetings, Board and Committees Meetings (i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee) as confirmed by the management.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Not Applicable.

On account of pandemic "COVID 2019" and nationwide lockdown imposed by governments, the audit process has been modified, wherein documents /records etc were verified in electronic mode, and have relied on the representations received from the Company for its accuracy and authenticity. The Company's scope for conducting secretarial audit is limited to the Companies Act, 2013 and above laws as stated. No other laws, regulatory laws are included in the scope of conducting secretarial Audit.

The Company is in process of filing Form BEN-2 with the Registrar of Companies. Due to technical difficulties Form MGT-7 for the Financial Year ended 31st March, 2019 could not be filed.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standard, etc. mentioned above except followings:

1. Compliances pertaining to Debenture trustees like delay in payment of Interest, redemption on Non-Convertible Debentures, submissions of reports, Form CHG-9 pertaining to modification of debenture trustee charge is yet to be filed;

Reliance Broadcast Network Limited

Board's Report

2. Members have approved the issuance of Equity shares under preferential basis at a price Rs 5/- per Equity Shares. However, as per authority given by members to the Board, the Board has approved the allotment of equity shares against assignment of loan to Reliance Entertainment Networks Private Limited under Section 42, 62(1)(c) of the Companies Act, 2013.
3. The Loan amounting to Rs 600 crores obtained from IndusInd Bank was assigned to Reliance Entertainment Networks Private Limited (RENPL) for which modification of charge is not filed with Ministry of Corporate Affairs. However, the transaction has been closed with repayment of entire loan to IndusInd Bank and charge is satisfied.
4. Compliance under Section 149(1) and second proviso to the said section was complied for the period 11th July, 2019 to 26th August, 2019 and thereafter from 27th September, 2019 till Financial year ended 31st March, 2020.
5. Section 134(1) of the Companies Act, 2013 pertaining to signing of Financial Statement for the Financial Year ended March 31, 2019 is complied, however, inadvertently, mentioning of CEO as signatory to financial statement has been missed in filings.

We further report that,

The Board of Directors of the Company is constituted with proper balance of Non – Executive Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice, agenda and detailed notes were given to all Directors to schedule the Board Meetings as stated by the management representative. A system exist for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. However, documents pertaining to above system could not be verified.

The decisions at Board Meetings and Committee Meetings are carried out and recorded in the minutes of the Board of Directors and Committee of the Board accordingly.

We further report that there are general systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

1. Member's approval for following transactions:
 - a) Increase in Authorized Share Capital of the Company;
 - b) Issue and allotment of Equity Shares on Preferential Basis;
 - c) Adoption of new set of Articles of Association, pursuant to various Shareholders Agreements entered by the Company;
 - d) Appointment of Mr. Sushilkumar Agrawal as Independent Director of the Company.
2. The Company had entered into Share Subscription Agreement, Share Purchase Agreement and Shareholding Agreements, dated June 12, 2019 with Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited), Reliance Capital Limited and Music Broadcast Limited (MBL).
3. Approval for availing Inter corporate deposits;
4. Assignment of bank loan to Reliance Entertainment Networks Private Limited;
5. Issuance of Equity shares against assignment of loan to Reliance Entertainment Networks Private Limited;
6. Revision in the credit ratings of the Company;
7. Disinvestments in Subsidiaries;
8. Re-constitution of various committees;
9. Dissolution of Corporate Social Responsibility Committee;
10. Appointment of Ms. Maya Nair as an Additional Director (Woman Director);
11. Re-appointment of Mr. Darius Kakalia for second term as Independent Director subject to approval in ensuing Annual General Meeting;
12. Resignation and Appointment of Company Secretary.

For **Bhatt & Associates Company Secretaries LLP**

Bhavika Bhatt

Designated Partner

ACS No.: 36181

COP No.: 13376

UDIN: A036181 B000603616

Mumbai
August 21, 2020

Board's Report

This Report is to be read with our letter annexed as Appendix A, which forms integral part of this report.

APPENDIX A

To,

The Members,

Reliance Broadcast Network Limited

Our report of even date is to be read along with this letter.

1. The responsibility of maintaining Secretarial record is of the management and based on our audit, we have expressed our opinion on these records.
2. We are of the opinion that the audit practices and process adopted to obtain assurance about the correctness of the Secretarial records were reasonable for verification on test check basis.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The management is responsible for compliances with corporate and other applicable laws, rules, regulations, standards etc. our examination was limited to the verification of procedure on test basis and wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations etc.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. The Minutes given by the Company were in draft and therefore are subjected to be changed in future, considering the uncertainty of transactions taken in the minutes, the opinion of this Secretarial Audit report also may change depending upon subsequent alterations or modifications in signed minutes.

For **Bhatt & Associates Company Secretaries LLP**

Bhavika Bhatt

Designated Partner

ACS No.: 36181

COP No.: 13376

UDIN: A036181B000603616

Mumbai
August 21, 2020

Reliance Broadcast Network Limited

Board's Report

Annexure -D

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended March 31, 2020

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

I. REGISTRATION & OTHER DETAILS:

i) CIN	U64200MH2005PLC158355
ii) Registration Date	December 27, 2005
iii) Name of the Company	Reliance Broadcast Network Limited
iv) Category/Sub-category of the Company	Public Company/ Limited by Shares
v) Address of the Registered office	Unit No 503, 5 th Floor, ARC Plaza Industrial Estate, 48 Oshiwara Village, Jogeshwari (West), Mumbai 400 102, Maharashtra, India
vi) Contact details	Tel.: +91 22 2632 8397 Email: investors@radiobigfm.com Website: www.reliancebroadcast.com
vii) Whether listed company	No
viii) Name, Address & contact details of the Registrar & Transfer Agent, if any.	Kfin Technologies Private Limited Unit: Reliance Broadcast Network Limited Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad - 500032, Telangana, India Toll free no.: 1800 4250 999 Tel.: +91 40 6716 1500 E-mail: rbnl@kfintech.com Website: www.kfintech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Radio Broadcasting	601	97.73%

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)	Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) Manek Mahal, 6 th Floor, 90 Veer Nariman Road, Mumbai - 400020, Maharashtra, India	U74110MH1993PTC218677	Holding	98.38	2(46)

IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	74514797	0	74514797	93.79	1274514797	0	1274514797	99.61	5.83
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (1)	74514797	0	74514797	93.79	1274514797	0	1274514797	99.61	5.83

Board's Report

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign	0	0	0	0.00	0	0	0	0.00	0.00
a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
TOTAL (A)	74514797	0	74514797	93.79	1274514797	0	1274514797	99.61	5.83
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	50	0	50	0.00	50	0	50	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	50	0	50	0.00	50	0	50	0.00	0.00
2) Non-Institutions									
a) Bodies Corporate									
i) Indian	247119	0	247119	0.31	223420	0	223420	0.02	-0.29
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i. Individual shareholders holding nominal share capital upto ₹ 1 lakh	4390230	28520	4418750	5.56	4412508	29382	4441890	0.35	-5.21
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	186903	0	186903	0.24	186903	0	186903	0.01	-0.22
c) Others (specify)									
Non Resident Indians	83501	50	83551	0.11	84060	50	84110	0.01	-0.10
Sub-Total(B)(2):	4907753	28570	4936323	6.21	4906891	29432	4936323	0.39	-5.83
Total Public (B)	4907803	28570	4936373	6.21	4906941	29432	4936373	0.39	-5.83
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	79422600	28570	79451170	100.00	1279421738	29432	1279451170	100.00	0.00

ii) Shareholding of Promoter

Sl. No.	Shareholders Name	Shareholding at the beginning of the year (March 31,2019)			Shareholding at the end of the year (March 31,2020)			% change in shareholding 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	
1.	Reliance Capital Limited	15727957	19.80	0.00	15727957	1.23	0.00	-18.57
2.	Reliance Entertainment Networks Private Limited	58786840	73.99	31.45	1258786840	98.38	1.84	24.39
	Total	74514797	93.79	31.45	1274514797	99.61	1.84	5.83

(iii) Change in Promoters' Shareholding (please specify, if there is no change) :

Reliance Broadcast Network Limited

Board's Report

Sl. No.	Shareholder's name	Date of Debit / Credit	Shareholding at the beginning of the year (April 01, 2019)		Cumulative shareholding during the year (March 31, 2020)	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
i)	Reliance Land Private Limited					
	At the beginning of the year		58786840	73.99		
	Allotment of shares on preferential basis	30/08/2020	1200000000	93.79	1258786840	98.38
	At the End of the year				1258786840	98.38
ii)	Reliance Capital Limited					
	At the beginning of the year		15727957	19.80		
	Allotment of shares on preferential basis	-	-	-	15727957	1.23
	At the End of the year				15727957	1.23

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN.	For each of the Top 10 shareholders	Shareholding at the beginning of the year (01.04.2019)		Increase / Decrease	Cumulative Shareholding during the year (31.03.2020)	
		No. of shares	% of total shares		No. of shares	% of total shares
1	Sanjay Lunawat	68118	0.09	0	68118	0.01
2	Ramesh Damani	50000	0.06	0	50000	0.00
3	Nupur Pramod Mundhra	25000	0.03	0	25000	0.00
4	Ruchira Damani	22555	0.03	0	22555	0.00
5	Daksha Dilip Sheth	21230	0.03	0	21230	0.00
6	Umesh Chandulal Gandhi	26500	0.03	0	26500	0.00
7	Sristhi Industries Pvt Ltd	20000	0.03	0	20000	0.00
8	Hiten Chandrakant Zaveri	10025	0.01	8120	18145	0.00
9	Manishaben Dharmesh Patel	17120	0.02	0	17120	0.00
10	Shakuntla Devi	15050	0.02	0	15050	0.00

(v) **Shareholding of Directors and Key Managerial Personnel:** None of the Directors and Key Managerial Personnel are holding any shares in the Company at the beginning of the year as well as at the end of the year.

(V) Indebtedness of the Company including interest outstanding/accrued but not due for payment: (₹ In lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	107,521.89	24,161.12	-	131,683.01
ii) Interest due but not paid	365.17	-	-	365.17
iii) Interest accrued but not due	1,259.49	3,930.44	-	5,189.93
Total (i+ii+iii)	109,146.55	28,091.56	-	137,238.11
Change in Indebtedness during the financial year				
* Addition	3,814.00	28,444.73	-	32,258.73
* Reduction	(77,234.79)	(20,299.35)	-	(97,534.14)
Net Change	(73,420.79)	8,145.38	-	(65,275.41)
Indebtedness at the end of the financial year				
i) Principal Amount	34,101.10	32,306.50	-	66,407.60
ii) Interest due but not paid	740.13	-	-	740.13
iii) Interest accrued but not due	679.20	2,408.62	-	3,087.83
Total (i+ii+iii)	35,520.44	34,715.12	-	70,235.56

Board's Report

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. Remuneration to Managing Director, Whole-time Directors and/or Manager:

There were no Managing Director, Whole-time Directors and/or Manager appointed in the Company during the year.

2. Remuneration to other Director

(₹ in lakh)

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount
1	Independent Directors	Mr. Darius Kakalia	Mr. Sushilkumar Agrawal	
	Fee for attending board committee meetings	3.60	3.60	7.20
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL
2	Other Executive Directors	Ms. Maya Nair		-
	Fee for attending board committee meetings	NIL		NIL
	Commission	NIL		NIL
	Others, please specify	NIL		NIL
	Total (2)	NIL		NIL
	Total (B)=(1+2)	NIL		NIL
	Total Managerial Remuneration	NIL		NIL
	Overall Ceiling as per the Act	NIL		NIL

C. Remuneration to key managerial personnel other than MD / Manager / WTD

SN.	Particulars of Remuneration	Key Managerial Personnel				Total Amount (₹ In Lakh)
	Name	Mr. Abraham Koppara	Mr. Asheesh Chatterjee	Ms. Pooja Sutradhar*	Ms. Kinjal Vyas**	
	Designation	Chief Executive Officer	Chief Financial Officer	Company Secretary	Company Secretary	
1	Gross salary	298.72	180.92	12.23	0.28	492.16
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total	298.72	180.92	12.23	0.28	492.16

Note:

*Resigned w.e.f. December 16, 2019.

**Appointed w.e.f. March 26, 2020.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences to the Company, directors and other officers of the Company during the year ended March 31, 2020

(a) Conservation of energy:

The steps taken or impact on conservation of energy

The steps taken by the Company for utilising alternate sources of energy

The capital investment on energy conservation equipments

The Company requires energy for its operations and the Company is making all efforts to conserve energy by monitoring energy costs and periodically reviews of the consumption of energy. It also takes appropriate steps to reduce the consumption through efficiency in usage and timely maintenance/ installation/ upgradation of energy saving devices.

(b) Technology, Absorption, Adoption and Innovation:

(i) The efforts made towards technology absorption

The Company uses latest technology and equipments into the business. Further the Company is not engaged in any manufacturing activities.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

(a) The details of technology imported The year of import

(b) Whether technology been fully absorbed?

(c) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof.

(iv) The expenditure incurred on research and development

The company has not spent any amount towards research and development activities and has been active in harnessing and tapping the latest and the best technology in the industry.

(c) Total foreign exchange earnings and outgo:

a. Total Foreign Exchange earnings

Nil

b. Total Foreign Exchange outgo

₹ 79.80 lakhs

Independent Auditors' Report on the Financial Statements

To
The Members,
Reliance Broadcast Network Limited

Opinion

We have audited the accompanying financial statements of **Reliance Broadcast Network Limited** ("the Company"), which comprise of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020; its loss and total Comprehensive Income, Change in Equity and its cash flows for the year ended on that date.

Basis for opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 45 of the financial statements, which fully describes that the Net worth of the Company has been fully eroded due to losses incurred, its current liabilities exceeds current assets and Company having defaulted in repayment of its dues to lenders. These events and conditions along with matters stated in the aforesaid note indicate material uncertainty that exists which may cast a significant doubt on the Company's ability to continue as a going concern. However, for the reasons more fully described in the aforesaid note the accounts of the Company have been prepared on a Going Concern basis. Our opinion is not modified in respect of this matter.

Emphasis of Matter

a. We draw attention to Note 15(f) of the financial statements, as regards the issue of 120,00,00,000 equity shares at a face value of ₹ 5 each totaling to ₹ 60,000 lakhs on a preferential basis to Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) in terms of the deed of assignment with RENPL whereby RENPL agreed to take the aforesaid term loan of the Company in consideration of issue of fully paid equity shares pending approval of the Lender Bank. The transaction entered pursuant to the deed of assignment has been considered as valid and shares are issued for valid consideration by the Company since, the entire term loan was fully repaid as fully described in the said note.

b. We draw attention to Note 44 of the financial statements, as regards to the management evaluation of the impact of COVID -19 on the future performance of the Company.

Our Opinion on the matter is not modified in respect of the above matters.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the "Director's Report" including Annexures to Director's Report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

Management's 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 financial statements that give a true and fair view of the financial position, financial performance, change in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

Reliance Broadcast Network Limited

Independent Auditors' Report on the Financial Statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the statement of change in equity dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting standards) Rules, 2015, as amended.
- e) The matter described under the Material Uncertainty related to Going Concern paragraph and Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164(2) of the Act.
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- h) 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 by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2020 on its financial position in its financial statements as referred to in Note 36 of the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company for the year ended March 31, 2020.

For **Pathak H. D. & Associates LLP**
Chartered Accountants

Firm Registration no. 107783W/W100593

Vishal D. Shah

Partner

Membership No. 119303

UDIN No.: 20119303AAAAEV1406

Place: Mumbai

Date: August 21, 2020

Annexure A to the Independent Auditors' Report on the Financial Statements

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS OF Reliance Broadcast Network Limited

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirement' section of our Report of even date)

- 1) In respect of its fixed assets :
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
 - b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme certain fixed assets were physically verified during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
 - c) The Company do not have any immovable properties, thus paragraph 3(i)(c) of the Order is not applicable.
- 2) The Company's inventory consist unamortized cost of content. Therefore, Physical verification of inventory is not required. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories.
- 3) According to the information and explanations given to us, the Company has granted unsecured loans, to its subsidiary covered in the Register maintained under Section 189 of the Companies Act, 2013 ("the Act"). In respect of such loans:
 - a) The rate of interest and other terms and conditions on which the loans had been granted to its subsidiary Company listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
 - b) In the case of the loans granted to its subsidiary company listed in the register maintained under Section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
 - c) There are no overdue amounts for more than ninety days in respect of the loan granted to its subsidiary Company listed in the register maintained under Section 189 of the Act.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities. The Company has not granted any loans to any director or any person in whom director is interested as specified under Section 185 of the Act and hence clause (iv) of paragraph of the Order is not applicable to the Company to that extent.
- 5) According to information and explanations given to us, the Company has not accepted any deposits under the provisions of section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under. Accordingly, the provisions of Clause (v) of the Order are not applicable to the Company.
- 6) Pursuant to rules made by the Central Government of India, the Company is required to maintain cost records as prescribed under section 148(1) of the Act, in respect of its services. We have broadly reviewed the same, and are of the opinion that, prima facie; the prescribed accounts and records have been made and maintained. However, we have not made the detailed examination of the records with a view to determine whether they are accurate or complete.
- 7) In respect of Statutory dues:
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company for the year ended March 31, 2020, amount deducted / accrued in the books of account in respect of undisputed statutory dues, including Provident Fund, Professional Tax, Income Tax (tax deducted at source), Goods and Service Tax (GST) and Employee State Insurance dues and other statutory dues have not generally been regularly in depositing with the appropriate authorities where the delays range from one day to three hundred forty two days. According to the information and explanations given to us and records examined by us, except for the dues of Professional Tax of ₹ 11.52 lakhs and Labour welfare fund of ₹ 0.89 lakhs there are no other undisputed amounts payable in respect of Provident Fund, Goods and Service Tax, Employee State Insurance dues, Income Tax and other statutory dues were in arrears as at March, 2020 for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us and based on the records examined by us, the particulars of dues of Service Tax, Sales Tax and Income Tax as at March 31, 2020 which have not been deposited on account of any dispute are as follows. There were no dues of Goods and Service Tax, Customs Duty, Excise Duty and Value Added Tax which have not been deposited on account of any dispute

Reliance Broadcast Network Limited

Annexure A to the Independent Auditors' Report on the Financial Statements

Name of statute	Nature of the dues	Period to which the amount relates	Forum where dispute is pending	Amount (₹ in lakhs)
Central Excise Act, 1944	Service Tax	2006-07 and 2007-08	Bombay High Court	1,243.49
Central Excise Act, 1944	Service Tax	2006-07 and 2007-08	Commissioner, Service Tax, Mumbai	4.29
The Jammu & Kashmir General Sales Tax Act, 1962	General Sales Tax	2007-08 and 2008-09	High Court of Jammu & Kashmir, Jammu	68.04
Income Tax Act, 1961	Tax deducted at source	2009-10 to 2017-18	Commissioner of Income Tax	23.49

- 8) Based on our audit procedures and according to the information and explanations given to us, the Company has not taken loan or borrowing from Government. There have been no defaults in repayment of loan or borrowing to banks and financial institutions and dues to debenture holders except for the following instances of defaults in repayment of principal amount and interest amount [refer note no. 35]:

Particulars	Principal	Interest	Total	Period of Default
Indusind Bank Limited	4,798.09	194.93	4,993.02	1-91 days
Non-Convertible Debentures – L&T Investment Management Limited	8,500.00	450.75	8,950.75	1-175 days

- 9) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion and according to the information and explanation given to us, the term loans taken by the Company have been applied for the purpose for which they were raised.
- 10) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practice in India and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit, nor have we been informed of any such case by the management.
- 11) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12) In our opinion company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the company.
- 13) In our opinion and according to the information and explanations given to us the Company's transactions with its related party are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) In our opinion and according to the information and explanations given to us, the Company has made preferential allotment / private placement of equity shares which is not in full compliance of the requirements of Section 42 of the Act as the members approved the issuance of the Equity shares under preferential basis at a price of ₹ 5/- each, whereas the Board approved the issuance of equity shares against the assignment of loan. Refer Note 15(f) of the financial statements with respect to allotment of the said equity shares and its utilisation of the above allotment. The Company has not made any private placement / preferential issue of Debentures.
- 15) 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 with him and hence reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.
- 16) In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Pathak H. D. & Associates LLP**
Chartered Accountants
 Firm Registration no. 107783W/W100593

Vishal D. Shah
 Partner
 Membership No. 119303
 UDIN No.: 20119303AAAAEV1406

Place: Mumbai
 Date: August 21, 2020

Annexure B to the Independent Auditor's Report on the Financial Statements

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

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

We have audited the Internal Financial Control with reference to financial statements of **Reliance Broadcast Network Limited** ("the company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year then ended.

Management Responsibility for the Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements 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 the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **Pathak H. D. & Associates LLP**
Chartered Accountants

Firm Registration no. 107783W/W100593

Vishal D. Shah

Partner

Membership No. 119303

UDIN No.: 20119303AAAAEV1406

Place: Mumbai

Date: August 21, 2020

Reliance Broadcast Network Limited

Balance Sheet as at March 31, 2020

(₹ in lakhs)

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	2	2,835.30	3,432.83
Capital work-in-progress	2A	11.92	11.92
Right-of-use assets	2B	2,417.72	-
Intangible assets	3	29,165.33	31,790.48
Intangible assets under development	3A	-	124.25
Financial assets			
Investments	4	-	101.00
Loans	5	1,492.50	8,818.43
Other non-current financial assets	6	1,213.32	560.61
Income tax assets		1,062.95	1,521.23
Other non-current assets	7	146.85	135.27
Total non current assets		38,345.89	46,496.02
Current assets			
Inventories	8	140.32	167.30
Financial assets			
Trade receivables	9	9,021.63	10,806.77
Cash and cash equivalents	10	1,679.15	3,626.54
Bank balance other than cash and cash equivalent above	11	357.67	3,749.76
Loans	12	296.63	-
Other financial assets	13	72.93	274.40
Other current assets	14	2,524.57	2,146.93
Total current assets		14,092.90	20,771.70
TOTAL ASSETS		52,438.79	67,267.72
II. EQUITY AND LIABILITIES			
Equity			
Equity Share capital	15	63,972.56	3,972.56
Other equity	16	(93,088.19)	(83,809.41)
Total equity		(29,115.63)	(79,836.85)
Non current liabilities			
Financial liabilities			
Lease Liabilities	2B	2,051.58	-
Borrowings	17	7,090.91	21,886.41
Other financial liabilities	17(b)	57.36	-
Provisions	18	305.66	281.41
Deferred tax liabilities (net)	32	-	-
Other non-current liabilities	19	-	358.54
Total non-current liabilities		9,505.51	22,526.36
Current liabilities			
Financial liabilities			
Lease Liabilities	2B	1,170.49	-
Borrowings	20	27,147.84	69,182.54
Trade payables	21	-	-
(A) total outstanding dues of micro enterprises and small enterprises		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		6,524.20	6,413.04
Other financial liabilities	22	36,050.64	46,184.19
Other current liabilities	23	965.72	2,607.09
Provisions	24	190.02	191.35
Total current liabilities		72,048.91	124,578.21
TOTAL EQUITY AND LIABILITIES		52,438.79	67,267.72

The accompanying notes form an integral part of these financial statements 1 to 45

As per our report of even date attached

For and on behalf of the Board of Directors

For Pathak H.D. & Associates LLP

Reliance Broadcast Network Limited

Chartered Accountants

Firm Registration No.: 107783W/W100593

Vishal D. Shah

Partner

Membership No.: 119303

Darius Kakalia

Director

DIN: 00029159

Sushilkumar Agrawal

Director

DIN: 00400892

Abraham Thomas Koppara

Chief Executive Officer

Asheesh Chatterjee

Chief Financial Officer

Kinjal Vyas

Company Secretary

FCS: A35527

Place: Mumbai

Date: August 21, 2020

Place: Mumbai

Date: August 21, 2020

Reliance Broadcast Network Limited

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

(₹ in lakhs)

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
Income			
Revenue from operations	25	23,055.08	30,743.36
Other income	26	612.78	712.78
Total income		23,667.86	31,456.14
Expenses			
Employee benefits expenses	27	6,701.53	6,962.19
Finance cost	28	12,214.47	16,396.62
Depreciation and amortization expenses	29	4,632.63	3,453.55
Operating and other expenses	30	11,017.49	15,700.67
Total expenses		34,566.12	42,513.03
Loss before exceptional items and tax		(10,898.26)	(11,056.89)
Exceptional items - (Income) /Expenses (net)	31	(2,288.13)	(194.39)
Loss before tax		(8,610.13)	(10,862.50)
Tax expense:			
Current Tax	32	-	-
Deferred Tax expense /(income)	32	-	-
Total tax expense		-	-
Loss for the year		(8,610.13)	(10,862.50)
Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss:			
Remeasurements of the defined benefit plans		(12.85)	(51.58)
Other comprehensive income/(loss)		(12.85)	(51.58)
Total comprehensive income/ (loss) for the year		(8,622.98)	(10,914.08)
Earnings per equity share (in ₹) (Face Value of ₹ 5)			
Basic	39	(1.10)	(16.67)
Diluted		(1.10)	(16.67)

The accompanying notes form an integral part of these financial statements 1 to 45

As per our report of even date attached

For Pathak H.D. & Associates LLP
Chartered Accountants
Firm Registration No.: 107783W/W100593

Vishal D. Shah
Partner
Membership No.: 119303

Place: Mumbai
Date: August 21, 2020

For and on behalf of the Board of Directors

Reliance Broadcast Network Limited

Darius Kakalia
Director
DIN: 00029159

Asheesh Chatterjee
Chief Financial Officer

Place: Mumbai
Date: August 21, 2020

Sushilkumar Agrawal
Director
DIN: 00400892

Abraham Thomas Koppara
Chief Executive Officer

Kinjal Vyas
Company Secretary
FCS: A35527

Reliance Broadcast Network Limited

Cash Flow Statement for the year ended March 31, 2020

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
A Cash Flow from Operating Activities		
Loss before tax	(8,610.13)	(10,862.50)
Adjustments for :		
Less: Interest Income	(501.53)	(585.51)
Less: Exceptional item (net)	(424.75)	-
Add: Interest Expense	12,214.47	16,396.62
Add: Depreciation, amortisation and impairment expense	4,632.63	3,453.55
Add: Provision for Doubtful debts	-	330.00
Add: Deposits/Advances Written Off	14.34	1,242.71
Add: Provision for Gratuity and leave encashment	124.18	145.81
Less: Gain/Loss on Termination/Remeasurement	(13.60)	-
Less: Dividend	-	(10.15)
Add/Less: Foreign Exchange Gain (net)	(0.19)	(19.13)
Less: Liabilities/ provisions no longer required written back	(452.37)	(1,304.59)
Add: Loss on sale/disposal of assets (net)	120.25	24.42
Operating profit before working capital changes	7,103.30	8,811.23
(Increase)/ Decrease in Inventories	26.98	59.35
(Increase)/ Decrease in Loans, other financial assets and other assets	(586.06)	(2197.26)
(Increase)/ Decrease in Debtors	1,785.13	(1,208.18)
Increase/(Decrease) in Current Liabilities and Provisions	(1,437.43)	4710.56
Net working capital changes	(211.38)	1,364.47
Taxes Paid (net of refunds)	458.27	(449.95)
Net cash generated from / (used in) operating activities (A)	7,350.19	9,725.75
B Cash flows from investing activities		
Purchase of Property, plant and equipment, Capital work-in-progress, Intangible assets and Intangible assets under development	(258.39)	(117.38)
Sale Proceeds from Property, plant and equipment	31.33	19.32
Purchase of Investments	-	(100.00)
Sale of Investments	558.00	174.47
Refund of Loan / (Loan Given) (Net)	6,961.35	(7,063.05)
Dividend received	-	17.35
Redemption / (Purchase) of Fixed deposits with Bank	2,717.53	(194.68)
Interest Received	844.93	446.36
Net cash (used in) / generated from investing activities (B)	10,854.75	(6817.62)
C Cash Flow from Financing Activities		
Proceeds/(Repayment) of Short Term Borrowings (net)	14,831.48	60,744.17
Principal Payment of lease liabilities	(935.34)	-
Interest paid on lease liabilities	(425.36)	-
Repayment of Long Term Loans (net)	(23,240.71)	(48,238.11)
Interest Paid	(10,382.41)	(13,255.26)
Net cash used by Financing activities (C)	(20,152.34)	(749.20)
Net Increase/(decrease) in cash and cash equivalents (A) + (B) + (C)	(1,947.39)	2,158.95
Cash and Cash Equivalents at the beginning of the year	3,626.54	1,467.59
Cash and Cash Equivalents at the end of the year	1,679.15	3,626.54
	(1,947.39)	2,158.95
Components of Cash and Cash Equivalents (Refer Note 10)		
Balance with Bank - Current Account	1,679.15	3,626.54

Reliance Broadcast Network Limited

Cash Flow Statement for the year ended March 31, 2020

(₹ in lakhs)

Changes in liabilities arising from financing activities Disclosure pursuant to para 44A to E of Ind AS 7 – Statement of Cash flow

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Long Term Borrowings (including Current Maturities)		
Opening Balances	62,500.47	110,738.57
Availed during the year	8,105.00	-
Repaid During the year	(30,613.48)	(49,442.02)
Impact of Non Cash Items		
- Impact of Effective Rate of Interest	(732.24)	1,203.92
Closing Balances	39,259.76	62,500.47
Short Term Borrowings		
Opening Balances	69,182.54	8,438.37
Availed during the year	20,406.07	142,359.89
Interest converted to principal	3,133.83	-
Repaid During the year	(6,007.73)	(81,182.59)
Impact of Effective Rate of Interest	433.13	(433.13)
Loan assigned against equity shares (Refer note 15)	(60,000.00)	-
Closing Balances	27,147.84	69,182.54
Interest Expenses		
Interest Accrued – Opening Balances	5,555.10	2,413.74
Interest Expenses	11,235.43	14,107.36
Interest paid to Lenders and Lessors	10,807.77	13,255.26
Interest converted to principal	3,133.83	-
Impact of Effective Rate of Interest	979.04	2,289.27
Interest Accrued – Closing Balances	3,827.97	5,555.10

The accompanying notes form an integral part of these financial statements (1 to 45).

Note: Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

As per our report of even date attached

For Pathak H.D. & Associates LLP
Chartered Accountants
Firm Registration No.: 107783W/W100593

Vishal D. Shah
Partner
Membership No.: 119303

Place: Mumbai
Date: August 21, 2020

For and on behalf of the Board of Directors

Reliance Broadcast Network Limited

Darius Kakalia
Director
DIN: 00029159

Asheesh Chatterjee
Chief Financial Officer

Place: Mumbai
Date: August 21, 2020

Sushilkumar Agrawal
Director
DIN: 00400892

Abraham Thomas Koppara
Chief Executive Officer

Kinjal Vyas
Company Secretary
FCS: A35527

Reliance Broadcast Network Limited

Statement of changes in equity for the year ended March 31, 2020

(₹ in lakhs)

(a) Equity share capital

Particulars	No. of shares	Amount
As at March 31, 2018	79,451,170	3,972.56
Changes in equity share capital during the year	-	-
As at March 31, 2019	79,451,170	3,972.56
Changes in equity share capital during the year	1,200,000,000	60,000.00
As at March 31, 2020	1,279,451,170	63,972.56

(b) Other equity

Particulars	Reserves and surplus					Other comprehensive income	Total
	Securities premium	Capital reserve	Debenture redemption reserve	General reserve	Retained earnings		
As at March 31, 2018	29,766.74	3,497.24	7,751.53	-	(113,865.48)	(45.35)	(72,895.33)
Loss for the year	-	-	-	-	(10,862.50)	-	(10,862.50)
Other comprehensive income (Remeasurements of the defined benefit plans)	-	-	-	-	-	(51.58)	(51.58)
As at March 31, 2019	29,766.74	3,497.24	7,751.53	-	(124,727.98)	(96.93)	(83,809.41)
Loss for the year	-	-	-	-	(8,610.13)	-	(8,610.13)
Transfer to General reserve	-	-	(5,433.53)	5,433.53	-	-	-
Other comprehensive income (Remeasurements of the defined benefit plans)	-	-	-	-	-	(12.85)	(12.85)
IND AS 116 - Opening Lease Adjustment	-	-	-	-	(655.80)	-	(655.80)
As at March 31, 2020	29,766.74	3,497.24	2,318.00	5,433.53	(133,993.91)	(109.78)	(93,088.19)

The accompanying notes form an integral part of these financial statements (Note 1 - 45).

As per our report of even date attached

For Pathak H.D. & Associates LLP

Chartered Accountants
Firm Registration No.: 107783W/W100593

Vishal D. Shah

Partner
Membership No.: 119303

Place: Mumbai
Date: August 21, 2020

For and on behalf of the Board of Directors

Reliance Broadcast Network Limited

Darius Kakalia

Director
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Place: Mumbai
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Sushilkumar Agrawal

Director
DIN: 00400892

Abraham Thomas Koppara

Chief Executive Officer

Kinjal Vyas

Company Secretary
FCS: A35527

Notes to the Financial Statements for the year ended March 31, 2020

Corporate Information

Reliance Broadcast Network Limited ('the Company') is a public limited company domiciled in India and is incorporated under the Provisions of the Companies Act applicable in India. The Company was incorporated on December 27, 2005 and has registered office at Unit No. 503, 5th Floor, ARC Plaza Industrial Estate, 48 Oshiwara Village, Jogeshwari (West), Mumbai - 400102, Maharashtra, India. The Company operates FM radio broadcasting stations in 58 Indian cities under the brand name 'BIG FM'.

These financial statements were authorised for issue by the Company's Board of Directors on August 21, 2020.

1 Basis of preparation and significant accounting policies

1.1 Basis of preparation of financial statements

a. Basis of preparation:

The financial statements of the Company have been prepared and comply in all material aspects with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) notified under Section 133 of the Act read with relevant rules and other accounting principles. The policies set out below have been consistently applied during the years presented.

These financial statements are presented in 'Indian Rupees', which is also the Company's functional currency and all amounts, are rounded to the nearest lakhs, unless otherwise stated.

The financial statements have been prepared in accordance with the requirements of the information and disclosures mandated by Schedule III to the Act, applicable Ind AS, other applicable pronouncements and regulations.

These financial statements have been prepared under the historical cost convention, except for certain financial instruments measured at fair value and defined benefit plans measured on actuarial basis, as explained in the accounting policies.

b. Key estimates and assumptions

The preparation of the Company's financial statement requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities and the accompanying disclosures along with contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustments to the carrying amount of assets or liabilities affected in future periods. The accounting estimates and assumptions considered to be critical are as follows:

Note 2 - measurement of useful life and residual values of property, plant and equipment and the assessment as to which components of the cost may be capitalized

Note 2B - Recognition of Right-of-use assets

Note 32 - recognition of deferred tax assets

Note 33 - measurement of fair values and Expected Credit Loss (ECL)

Note 36 - judgement is required to ascertain whether it is probable or not that an outflow of resources embodying economic benefits will be required to settle the taxation disputes and legal claim.

Note 38 - recognition and measurement of defined benefit obligations

Note 43 - COVID-19 impact

c. Current and non-current classifications

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- i. Expected to be realised or intended to be sold or consumed in normal operating cycle;
- ii. Held primarily for the purpose of trading;
- iii. Expected to be realised within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

1.2 Significant Accounting Policies

a. Revenue Recognition

Ind AS 115 'Revenue from Contracts with Customers' The Companies (Indian Accounting Standards) Amendment Rules, 2018 issued by the Ministry of Corporate Affairs (MCA) notified Ind AS 115 "Revenue from Contracts with Customers" related to revenue recognition which replaces all existing revenue recognition standards and provide a single, comprehensive model for all contracts with customers. The revised standard contains principles to determine the measurement of revenue and timing of when it is recognised. Revenue is recognised to the extent it is probable that economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. The amount recognised has revenue net of trade discount and Goods and service tax.

All revenues are accounted on accrual basis except to the extent stated otherwise.

- i) Broadcasting revenue – Radio broadcasting advertisement revenue is recognised on accrual basis when the related advertisement or commercial appears before the public i.e. on airing.
- ii) Sale of media content – Revenue is recognised when the significant risks and rewards have been transferred to the customers in accordance with the agreed terms.
- iii) Revenue from other services is recognised as and when such services are completed / performed.
- iv) Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate (EIR) applicable.
- v) Dividend income is recognised when the Company's right to receive dividend is established.
- vi) Rent income is recognised on accrual basis as per the agreed terms on straight line basis.

b. Property, plant and equipment

Property, plant and equipment are stated at their cost, less depreciation and any impairment losses. The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition and installation.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance costs are recognised in the statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset (after its use) is included in the cost of the respective asset if the recognition criteria for a provision are met.

Expenditure incurred on property, plant and equipment not ready for their intended use is disclosed as capital work-in-progress.

Property, plant and equipment are eliminated from the financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

Depreciation on property, plant & equipment is provided on a pro-rata basis on straight line method over the useful life of the assets as prescribed under Schedule II of the Companies Act, 2013; which also reflects the technical assessment of the useful life made by the company.

Leasehold improvements are depreciated over the lease term, on a straight line basis.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

c. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets are amortised on straight line method as under:

Software, which is not an integral part of the related hardware, is treated as an intangible asset and is amortised over its useful economic life, not exceeding ten years, as determined by management.

Non-refundable one time migration fees paid by the Company for existing FM radio licenses upon migration to Phase III of the licensing policy and non-refundable one time entry fees paid by the Company for acquiring new FM radio licenses have been capitalised as an intangible asset. Cost is amortized over the license term of 15 years from the date of operationalisation of the FM radio license.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each financial year end.

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

Notes to the Financial Statements for the year ended March 31, 2020

d. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that a non-financial asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of such asset. If recoverable amount of such asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. 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 carrying value.

e. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that a company incurs in connection with the borrowing of funds.

f. Leases

For year ended 31 March 2019 – Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

For year ended 31 March 2020 – Transition to Ind AS 116 Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116–Leases effective 1st April, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognised on the date of initial application (1st April, 2019). Accordingly, previous period information has not been restated.

The Company's lease asset classes primarily consist of leases for Land and Buildings and Plant & Machinery. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straightline basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows

g. Investment in Subsidiaries

Investment in subsidiaries is carried at cost less any impairment in the value of investment.

h. Financial Instruments

Financial instruments (assets and liabilities) are recognised when the Company becomes a party to a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Classification

The Company classifies financial assets as subsequently measured at amortized cost on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Debt instruments

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortization is included in other income in the statement of profit and loss.

De-recognition

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

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

Fair value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Impairment of financial assets

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss ('ECL') model for recognition and measurement of impairment loss on the following financial assets and credit risk exposure:

- a) Trade receivables
- b) Financial assets that are debt instruments, and are measured at amortized cost e.g. deposits and bank balances

Notes to the Financial Statements for the year ended March 31, 2020

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through statement of profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the Statement of Profit and Loss.

Originated credit impaired financial assets are treated differently because the assets are credit impaired at initial recognition. For these assets the Company recognises all changes in the life time ECL since initial recognition as a loss allowance with any changes recognised in statement of statement of profit and loss. A favourable change of such assets create an impairment gain.

Interest income

Interest income is recognised using the effective interest method.

ii. Classification of debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

iii. Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and loans and borrowings.

Classification

The Company classifies all financial liabilities as subsequently measured at amortized cost.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or transaction costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

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

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

i. Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost of content which does not create any rights are charged to the statement of profit and loss on exploitation.

Where the content rights are available till perpetuity, costs are amortised at 60% in the year of commercial exploitation and 40% in the next year.

j. Employee benefits

Defined contribution plans:

The Company has defined contribution plans for post employment benefits such as provident fund. The Company contributes to a government administered provident fund on behalf of its employees and has no further obligation beyond making its contribution. The Company's contribution to the provident fund is recognized in the statement of profit and loss every year.

Defined benefit plans:

The Company has defined benefit plans namely gratuity for all its employees. Liability for defined benefit plans is provided based on valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by an independent actuary for measuring the liability is the projected unit credit method. Actuarial losses and gains are recognized in other comprehensive income and shall not be reclassified to the statement of profit and loss in a subsequent period. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the statement of profit and loss as past service costs.

Other long-term benefits

The Company has other long term benefits namely compensated absences for all its employees. The liabilities in respect of compensated absences which are expected to be encashed/utilised within twelve months from the balance sheet date are classified as current. Other such liabilities are considered non-current.

k. License Fees

As per the policy guidelines on expansion of FM radio broadcasting services through private agencies (Phase-III) and grant of permission agreements signed by the Company, license fees are payable at the rate of 4% of gross revenue for the year or 2.5% of non-refundable one time entry fees (NOTEF) for the concerned city, whichever is higher. NOTEF refers to the successful bid amount arrived at through an ascending e-auction process.

Gross revenue for this purpose shall mean revenue on the basis of billing rates without deduction of taxes and agency commission and net of discounts to advertisers. Barter advertising contracts shall also be included in the gross revenue on the basis of relevant billing rates.

l. Functional and presentation currency

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupees (rounded off to lakhs; one lakh equals one hundred thousand), which is the Company's functional and presentation currency.

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transactions. Exchange differences arising on subsequent fluctuations are accounted for on actual payment or realisation in the statement of profit and loss of the year. Monetary items denominated in foreign currency as at the balance sheet date are converted at the exchange rates prevailing on that day. Exchange differences are recognized in the statement of profit and loss.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

m. Earning Per Share

Basic earnings per share ('EPS') is computed by dividing the profit after tax or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to dilutive potential equity shares, by the weighted average number of equity shares considered for deriving the basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all the dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity would decrease the net profit per share from continuing ordinary operations.

n. Taxation

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantially enacted as at the reporting date. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised in 'Other Comprehensive Income' or directly in equity, in which case the tax is recognised in 'Other Comprehensive Income' or directly in equity, respectively. Current tax assets and liabilities are offset only if:

- a) there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority; and
- b) there is intention either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets are recognized for deductible temporary differences (if any) to the extent that it is probable that future taxable profits will be available against which they can be used. In absence of any evidence that sufficient taxable profits will be available in future, the Company has recognised deferred tax assets to the extent of deferred tax liability. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Notes to the Financial Statements for the year ended March 31, 2020

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets and liabilities are offset only if the entity has a legal enforceable right to set off current tax assets/liabilities and they relate to income taxes levied by the same taxation authority on the same taxable entity.

o. Provisions:

Provisions: Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to its present value, unless the time value of money is material.

p. Contingent Liabilities and Contingent Assets:

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

A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the notes to financial statements. A Contingent asset is not recognized in financial statements, however, the same is disclosed where an inflow of economic benefit is probable.

q. Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise of cash on hand, demand deposits with Banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

r. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of noncash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

s. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

2 Property, plant and equipment

Description	Plant and machinery	Furniture and fixtures	Vehicles	Office equipment	Data processing machines	Leasehold improvements	Total
Cost							
As at March 31, 2018	4,356.63	37.91	8.69	152.65	196.11	409.20	5,161.19
Additions during the year	279.05	0.26	-	14.28	24.26	-	317.85
Disposals during the year	83.75	1.65	5.87	-	-	48.96	140.23
As at March 31, 2019	4,551.93	36.52	2.82	166.93	220.37	360.24	5,338.81
Additions during the year	166.89	1.51	-	33.17	5.86	10.88	218.31
Disposals/Adjustments during the year	164.41	-	0.36	4.55	-	10.98	180.30
As at March 31, 2020	4,554.41	38.03	2.46	195.55	226.23	360.14	5,376.82
Accumulated depreciation							
As at March 31, 2018	926.15	22.16	3.71	50.83	44.97	248.64	1,296.46
Depreciation charge for the year*	540.47	3.11	1.50	33.39	34.27	36.78	649.52
Disposals during the year	62.37	1.14	3.71	-	-	29.27	96.49
As at March 31, 2019	1,404.25	24.13	1.50	84.22	79.24	256.15	1,849.49
Depreciation charge for the year	539.84	3.39	0.44	37.33	37.07	29.30	647.38
Disposals during the year	4.80	-	0.36	2.46	-	4.21	11.83
As at March 31, 2020	1,939.29	27.52	1.58	119.09	116.31	281.24	2,485.04
Impairment charge for the year*							
As at March 31, 2020	56.49	-	-	-	-	-	56.49
As at March 31, 2019	56.49	-	-	-	-	-	56.49
As at March 31, 2020	2,558.64	10.51	0.88	76.46	109.92	78.91	2,835.30
As at March 31, 2019	3,091.19	12.39	1.32	82.71	141.13	104.09	3,432.83

*Impairment loss of ₹ 56.49 lakhs pertains to Plant & Machinery which are lying idle, damaged and having no future use.

Addition Plant and Machinery includes borrowing cost ₹ Nil (March 31, 2019: ₹ 30.31 lakhs).

2A Capital work-in-progress (CWIP)

Particulars	Year	Opening	Addition	Capitalisation	Closing
CWIP Movement	2019-20	11.92	-	-	11.92
CWIP Movement	2018-19	97.59	0.63	86.30	11.92

i) Capital work in progress includes borrowing cost ₹ 11.92 lakhs (March 31, 2019: ₹ 11.92 lakhs)

ii) Leasehold improvements are amortised over the lease term which ranges between 3 to 9 years.

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

2B Right-of-use assets

Description	Plant and machinery	Building	Total
As at March 31, 2019	-	-	-
Addition on account of Transition to Ind AS 116 - 1st April, 2019	2,184.52	1,803.40	3,987.92
Additions during the year	-	1,151.38	1,151.38
Disposals during the year	-	233.16	233.16
As at March 31, 2020	2,184.52	2,721.62	4,906.14
Accumulated depreciation			
As at March 31, 2019	-	-	-
Addition on account of Transition to Ind AS 116 - 1st April, 2019	902.29	584.02	1,486.31
Depreciation charge for the year	437.37	758.42	1,195.79
Disposals during the year	-	193.68	193.68
As at March 31, 2020	1,339.66	1,148.76	2,488.42
Net block as at March 31, 2020	844.86	1,572.86	2,417.72

Lease liabilities

Description	Plant and machinery	Building	Total
As at March 31, 2019	-	-	-
Addition on account of Transition to Ind AS 116 - 1st April, 2019	1,753.84	1,332.88	3,086.72
Additions during the year	-	1,123.62	1,123.62
Finance charge	186.03	239.32	425.36
Repayments	(493.33)	(867.37)	(1,360.70)
Modification	-	(52.93)	(52.93)
Others	-	-	-
As at March 31, 2020	1,446.54	1,775.53	3,222.07

Notes:

- On transition, the Company recognised a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement of the lease, but discounted using the lessee's incremental borrowing rate as at April 1, 2019. Accordingly, a right-of-use asset of ₹ 3,987.92 lakhs, accumulated depreciation on right-of-use asset of ₹ 1,486.31 lakhs and a corresponding lease liability of ₹ 3,086.76 lakhs has been recognized. The incremental borrowing rate as on April 01, 2019 has also been applied to Security deposit which has been reduced by ₹ 70.69 lakhs. The cumulative effect on transition in retained earnings is ₹ 655.80 lakhs. The principal portion of the lease payments have been disclosed under cash flow from financing activities. The lease payments for operating leases as per Ind AS 17 Leases, were earlier reported under cash flow from operating activities.
- The weighted average incremental borrowing rate of 11.74% has been applied to lease liabilities and security deposits recognised in the balance sheet at the date of initial application.
- On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-of-use asset and finance cost for interest accrued on lease liability.
- The difference between the future minimum lease rental commitments towards non-cancellable operating leases reported as at March 31, 2019 compared to the lease liability as accounted as at April 1, 2019 is primarily due to inclusion of present value of the lease payments for the cancellable term of the leases, reduction due to discounting of the lease liabilities as per the requirement of Ind AS 116 and exclusion of the commitments for the leases to which the Company has chosen to apply the practical expedient as per the standard.
- The Company incurred ₹ 144.61 lakhs for the year ended March 31, 2020 towards expenses relating to short-term leases and leases of low-value assets. The total cash outflow for leases is ₹ 1,637.73 lakhs for the year ended March 31, 2020, including cash outflow of short-term leases and leases of low-value assets. Interest on lease liabilities is ₹ 425.36 lakhs for the year ended March 31, 2020.

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

3 Intangible assets

Description	Radio license	Computer software	Copyrights	Total
Cost				
As at March 31, 2018	38,977.66	211.33	22.25	39,211.24
Additions during the year	-	46.50	-	46.50
Disposals during the year	-	-	-	-
As at March 31, 2019	38,977.66	257.83	22.25	39,257.74
Additions during the year	-	164.31	-	164.31
Disposals during the year	-	-	-	-
As at March 31, 2020	38,977.66	422.14	22.25	39,422.05
Accumulated depreciation				
As at March 31, 2018	4,565.65	145.03	9.03	4,719.71
Amortisation for the year	2,711.23	32.80	3.52	2,747.55
Disposals during the year	-	-	-	-
As at March 31, 2019	7,276.88	177.83	12.55	7,467.26
Amortisation for the year	2,716.46	69.49	3.51	2,789.46
Disposals during the year	-	-	-	-
As at March 31, 2020	9,993.34	247.32	16.06	10,256.72
Net Book Value				
As at March 31, 2020	28,984.32	174.82	6.19	29,165.33
As at March 31, 2019	31,700.78	80.00	9.70	31,790.48

3A Intangible assets under development

Description	Year	Opening	Addition	Capitalisation	Closing
Intangible Movement	2019-20	124.25	-	124.25	-
Intangible Movement	2018-19	-	124.25	-	124.25

Note:

The intangible assets are other than internally generated assets.

Balance useful life of intangible asset is 10 to 12 years.

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

4. Non-current investments

	As at March 31, 2020	As at March 31, 2019
A. Investments in subsidiaries		
(a) Investment in equity instruments of subsidiaries (Unquoted) valued at cost		
Wavelength Entertainment Limited Nil (31 March 2019: 50,000) equity shares of ₹ 10 each, fully paid up	-	5.00
Less: Allowance for impairment	-	(5.00)
	-	-
Vrushvik Broadcast Network Private Limited Nil (31 March 2019: 10,000) equity shares of ₹ 10 each, fully paid up	-	1.00
RBN US LLC (100% Ownership Interest)	-	279.70
Less: Allowance for impairment	-	(279.70)
	-	-
Opulent Management Advisory Private Limited Nil (31 March 2019: 1,000,000) equity shares of ₹ 10 each, fully paid up	-	100.00
Total (a)	-	101.00
(b) Investment in preference shares of subsidiary (Unquoted) valued at cost		
Wavelength Entertainment Limited Nil (31 March 2019: 559,150,000) 8% cumulative non convertible redeemable preference shares of ₹ 10 each fully paid up	-	57,581.67
Less: Allowance for impairment	-	(57,581.67)
	-	-
Total (b)	-	-
Total non-current investments (a+b)	-	101.00
Aggregate book value of unquoted non-current investments	-	57,967.37
Aggregate amount of impairment in value of investments	-	(57,866.37)
	-	101.00

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

5. Non-current financial assets - loans

(Unsecured and considered good unless otherwise stated)

	As at March 31, 2020	As at March 31, 2019
Security deposits		
Considered good	1,492.50	1,584.18
Credit impaired	357.18	456.39
	<u>1,849.68</u>	<u>2,040.57</u>
Less: Allowance for doubtful security deposits	<u>(357.18)</u>	<u>(456.39)</u>
	<u>1,492.50</u>	<u>1,584.18</u>
Loans to related parties		
Considered good	-	8.30
Credit impaired	-	715.49
Less: Allowance for doubtful loans and advances	-	(715.49)
	<u>-</u>	<u>8.30</u>
Loans to others		
Considered good	-	7,225.95
Credit impaired	-	439.15
Less: Allowance for doubtful loans	-	(439.15)
	<u>-</u>	<u>7,225.95</u>
	<u>1,492.50</u>	<u>8,818.43</u>
Sub-classification of Loans:		
Loan Receivables considered good – Secured	-	-
Loan Receivables considered good – Unsecured	1,492.50	8,818.72
Loan Receivables which have significant increase in Credit Risk	-	-
Loan Receivables – credit impaired	357.18	1,707.19

Note: During the year the Company has sold all its investments. On account of this Loan to related party as at 31 March 2019 of ₹ 8.30 lakhs (Net of provision of ₹ 715.48 lakhs) and Interest receivable from related parties of ₹ 0.29 lakhs (Net of provision of ₹ 96.16 lakhs) has been disclosed as Loan to Others in Note 12 and as Interest accrued on loans & advances to others in Note 13 as these parties are not related parties.

6. Other non-current financial assets

	As at March 31, 2020	As at March 31, 2019
Margin money with banks #	1,200.91	375.75
Interest accrued on Margin money deposits	12.41	34.26
Interest accrued but not due on loans & advances to related parties		
Considered good	-	0.29
Considered doubtful	-	96.16
Less: Provision for doubtful receivable	-	(96.16)
	<u>-</u>	<u>0.29</u>
Interest accrued but not due on loans to others	-	150.31
Less: Provision for doubtful	-	-
	<u>-</u>	<u>150.31</u>
	<u>1,213.32</u>	<u>560.61</u>

Balances in margin money accounts represent fixed deposits with banks with maturity of more than twelve months and marked as lien.

7. Other non-current assets

	As at March 31, 2020	As at March 31, 2019
Capital advances	135.27	135.27
Prepaid expenses	11.58	-
	<u>146.85</u>	<u>135.27</u>

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

8. Inventories

(valued at lower of cost and net realisable value)

	As at March 31, 2020	As at March 31, 2019
Events/ Contents	140.32	167.30
	<u>140.32</u>	<u>167.30</u>

9. Trade receivables

	As at March 31, 2020	As at March 31, 2019
Unsecured		
Considered good	9,021.63	10,806.77
Credit Impaired	1,952.91	2,050.03
	<u>10,974.54</u>	<u>12,856.79</u>
Less: Allowance for doubtful debts	(1,952.91)	(2,050.03)
	<u>9,021.63</u>	<u>10,806.77</u>
Trade Receivables – Considered Good – Secured	-	-
Trade Receivables – Considered Good – Unsecured	9,021.63	10,806.77
Less: Allowance for expected credit loss	(1,952.91)	(2,050.03)
Trade receivables which have significant increase in credit risk	-	-
Trade receivables – credit impaired	1,952.91	2,050.03
	<u>9,021.63</u>	<u>10,806.77</u>

10. Cash and cash equivalents

	As at March 31, 2020	As at March 31, 2019
Balances with banks		
– In current accounts	1,679.15	3,626.54
	<u>1,679.15</u>	<u>3,626.54</u>

11. Bank balances other than cash and cash equivalents

	As at March 31, 2020	As at March 31, 2019
Margin money with banks #	357.67	3,749.76
	<u>357.67</u>	<u>3,749.76</u>

Balances in margin money accounts represent fixed deposits with banks with maturity of less than twelve months and marked as lien.

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

12. Current financial assets – loans

(Unsecured, considered good)

	As at March 31, 2020	As at March 31, 2019
Security deposits		
Considered good	49.63	-
Credit impaired	2.06	2.06
Less: Allowances for doubtful deposits	<u>(2.06)</u>	<u>(2.06)</u>
	49.63	-
Loans to others		
Considered good	247.00	-
Credit impaired	1,180.58	-
Less: Allowance for doubtful loans	<u>(1,180.58)</u>	<u>-</u>
	<u>247.00</u>	<u>-</u>
	296.63	-
Sub-classification of Loans:		
Loan Receivables considered good – Secured	-	-
Loan Receivables considered good – Unsecured	296.63	-
Loan Receivables which have significant increase in Credit Risk	-	-
Loan Receivables – credit impaired	1,182.64	2.06

13. Other financial assets

	As at March 31, 2020	As at March 31, 2019
Other receivables	-	30.21
Advance to employees		
Considered good	38.57	11.26
Considered doubtful	25.69	25.69
Less: Allowances for doubtful employee advances	<u>(25.69)</u>	<u>(25.69)</u>
	38.57	11.26
Interest accrued on loans & advances to others		
Considered good	8.98	-
Considered doubtful	102.46	-
Less: Provision for doubtful interest receivable	<u>(102.46)</u>	<u>-</u>
	8.98	-
Interest accrued on Margin money deposit	<u>25.38</u>	<u>232.93</u>
	72.93	274.40

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

14. Other current assets

	As at March 31, 2020	As at March 31, 2019
(Unsecured, considered good unless otherwise stated)		
Prepaid expense		
Considered good	882.84	1,211.27
Considered doubtful	360.00	360.00
Less: Allowance for doubtful prepaid	(360.00)	(360.00)
	882.84	1,211.27
GST Credit	460.44	-
Advance to vendors		
Considered Good	1,181.29	935.66
Considered Doubtful	807.65	827.52
Less: Provision for doubtful advances	(807.65)	(827.52)
	1,181.29	935.66
Claims and other receivables - Considered Doubtful	1,763.68	1,763.68
Less: Allowance for doubtful advances	(1,763.68)	(1,763.68)
	-	-
	2,524.57	2,146.93

15. Equity share capital

a. Details of authorised, issued and subscribed share capital

	March 31, 2020		March 31, 2019	
	Number	Amount	Number	Amount
Authorised capital				
Equity shares of ₹ 5/- each	2,900,000,000	145,000.00	200,000,000	10,000.00
Preference shares of ₹ 5/- each	100,000,000	5,000.00	100,000,000	5,000.00
	3,000,000,000	150,000.00	300,000,000	15,000.00
Issued, subscribed and fully paid up				
Equity shares of ₹ 5/- each fully paid up	1,279,451,170	63,972.56	79,451,170	3,972.56
	1,279,451,170	63,972.56	79,451,170	3,972.56

Note - During the year, the Company has increased its authorised share capital by passing resolution in Extra Ordinary general meeting on June 7, 2019.

b. Reconciliation of number of shares at the beginning and at the end of the year

	March 31, 2020		March 31, 2019	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	79,451,170	3,972.56	79,451,170	3,972.56
Add: Shares issued during the year	1,200,000,000	60,000.00	-	-
Shares outstanding at the end of the year	1,279,451,170	63,972.56	79,451,170	3,972.56

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

c. Shares held by holding company

Name of shareholders	Relationship	March 31, 2020		March 31, 2019	
		No. of equity shares held	Percentage	No. of equity shares held	Percentage
Reliance Entertainment Networks Private Limited (Formerly Known As Reliance Land Private Limited) (Equity shares of ₹ 5 each)	Holding company	1,258,786,840	98.38%	58,786,840	73.99%

d. Particulars of shareholders holding more than 5% of shares in the Company

Name of shareholders	March 31, 2020		March 31, 2019	
	No. of equity shares held	Percentage	No. of equity shares held	Percentage
Reliance Entertainment Networks Private Limited (Formerly Known As Reliance Land Private Limited)	1,258,786,840	98.38%	58,786,840	73.99%
Reliance Capital Limited	15,727,957	1.23%	15,727,957	19.80%

e. Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend, if proposed by the Board of Directors, will be subject to the approval of the shareholders in the ensuing Annual General Meeting except interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

f. Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date

The Company had obtained a term loan from IndusInd Bank Limited on March 19, 2019 amounting to ₹ 60,000 lakhs which was assigned to Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) (RENPL) in terms of the deed of assignment with RENPL on August 2, 2019 whereby RENPL agreed to take the aforesaid term loan of the Company and in consideration the Company agreed to issue and allot fully paid equity shares. In terms of the same the Company at its Extra Ordinary General Meeting held on June 21, 2019 passed a special resolution for issue of 120,00,00,000 equity shares at a face value of ₹ 5 each at ₹ 5 each totalling to ₹ 60,000 lakhs on a preferential basis to Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) (RENPL). Members have approved the issuance of Equity shares under preferential basis at a price ₹ 5/- per Equity Shares. The Board, has approved the allotment of equity shares against assignment of loan to Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) under Section 42, 62(1)(c) of the Companies Act, 2013. The Company was in the process of obtaining the approval of the said assignment from IndusInd Bank Limited. Pending which, the Company in accordance with the above deed of assignment allotted the equity shares on August 30, 2019 to RENPL. Necessary forms in compliance with the above sections were filed with the Registrar of Companies on October 17, 2019. Post allotment of the said equity shares, the entire term loan of IndusInd Bank of ₹ 60,000 lakhs was fully repaid on September 27, 2019 the Company has also received the No Dues Certificate in this regard. The transaction entered pursuant to the deed of assignment has been considered as valid and shares issued for valid consideration by the Company since, the entire term loan was fully repaid.

Name of shareholders	Relationship	March 31, 2020	March 31, 2019
		No. of equity shares held	No. of equity shares held
Reliance Entertainment Networks Private Limited (Formerly Known As Reliance Land Private Limited)	Holding company	1,200,000,000	-

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

16. Other equity

	As at March 31, 2020	As at March 31, 2019
Capital reserve	3,497.24	3,497.24
Securities premium	29,766.74	29,766.74
Debenture redemption reserve	2,318.00	7,751.53
General reserve	5,433.53	-
Retained earnings	(1,33,993.93)	(124,727.99)
Other Comprehensive Income	(109.77)	(96.93)
	<u>(93,088.19)</u>	<u>(83,809.41)</u>

Refer statement of changes in equity for detailed movement in other equity balance.

Capital reserve

Capital reserve was created pursuant to an amalgamation scheme. The said reserve is not available for distribution as dividend.

Securities premium

The amounts received in excess of the par value of equity shares issued have been classified as securities premium. In accordance with the provisions of Section 52 of the Act, the securities premium account can only be utilised for the purposes of issuing bonus shares, repurchasing the Company's shares and offsetting direct issue costs and discount allowed for the issue of shares.

Debenture redemption reserve

Debenture redemption reserve is a statutory reserve (as per Companies Act, 2013) created out of profits of the Company available for payment of dividend for the purpose of redemption of debentures issued by the Company.

Retained earnings

Retained earnings represents Company's cumulative earnings/ losses.

Other Comprehensive Income

Other Comprehensive income includes remeasurement gains / (losses) arising on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss.

17. Long-term borrowings

	As at March 31, 2020	As at March 31, 2019
Secured		
Non-convertible debentures (refer notes a,b,d,f)	-	9,831.56
Term loan from banks (refer notes g,h,i)	-	1,494.49
Unsecured		
Term loan from body corporate (refer notes j)	7,090.91	-
Non-convertible debentures (refer notes a,b,c,e)	-	10,560.36
	<u>7,090.91</u>	<u>21,886.41</u>

- a. The Company had issued 9.5% 1,500 Unlisted Secured Rated Redeemable Non Convertible Debentures (Debentures) (₹ 5,417.69 lakh (31st March 2019 - ₹ 10,519.12 Lakh)), having face value of ₹ 10.00 lakh each on a private placement basis on 13th May 2015. The said debentures were secured by a first pari passu charge by way of hypothecation over i) all movable properties and fixed assets of the Company, both present and future and ii) all current assets (including loans and advances) and non current assets of the company both present and future, which assets and properties are of a value sufficient to provide a minimum asset cover of 1x time the principle amount of the Debentures under all series and applicable coupon and redemption premium thereon along with unconditional and irrevocable mandatory PUT in favour of the debenture trustee on behalf of debenture holder for timely repayment of all amounts, from one of the promotor of the Company. The debentures are redeemable in three equal instalments at the end of 3 years and 1 day, 4 years and 5 years from date of allotment. During the year ended 31st March 2018, upon prior consent of the debenture trustee and majority debenture holders, all encumbrances on the assets of the Company are vacated and released. During the year ended 31st March 2019, the encumbrances on the assets of the Company were reinstated with respect to Series B.
- b. The Company had issued 9.5% 2,000 Unlisted Secured Rated Redeemable Non Convertible Debentures (Debentures) (₹ 7,080.66 lakh (31st March 2019 - ₹ 13,847.15 Lakh)), having face value of ₹ 10.00 lakh each on a private placement basis on 20th July 2015. The said debentures were secured by a first pari passu charge by way of hypothecation over i) all movable properties and fixed assets of the Company, both present and future and ii) all current assets (including

loans and advances) and non current assets of the company both present and future, which assets and properties are of a value sufficient to provide a minimum asset cover of 1x time the principle amount of the Debentures under all series and applicable coupon and redemption premium thereon along with unconditional and irrevocable mandatory PUT in favour of the debenture trustee on behalf of debenture holder for timely repayment of all amounts, from one of the promoter of the Company. The debentures are redeemable in three equal instalments at the end of 3 years, 4 years and 5 years from date of allotment. During the year ended 31st March 2018, upon prior consent of the debenture trustee and majority debenture holders, all encumbrances on the assets of the Company are vacated and released. During the year ended 31st March 2019, the encumbrances on the assets of the Company were reinstated with respect to Series B and C.

- c. The Company had issued 9.5% 1,500 Unlisted Secured Rated Redeemable Non Convertible Debentures (Debentures) (₹ Nil (31st March 2019 - ₹ 10,759.15 Lakh)), having face value of ₹ 10.00 lakh each on a private placement basis on 6th August 2015. The said debentures were secured by a first pari passu charge by way of hypothecation over i) all movable properties and fixed assets of the Company, both present and future and ii) all current assets (including loans and advances) and non current assets of the company both present and future, which assets and properties are of a value sufficient to provide a minimum asset cover of 1x time the principle amount of the Debentures under all series and applicable coupon and redemption premium thereon along with an undertaking from one of the promoter of the Company that any shortfall in maintenance of the DSRA for the facility shall be maintained by that Promotor. The obligation of the promoter shall be at maximum limited to the DSRA support undertaking amount. The debenture are redeemable in three equal instalments at the end of 2 years 10 months 22 days, 4 years and 5 years from date of allotment. During the year ended 31st March 2018, upon prior consent of the debenture trustee and majority debenture holders, all encumbrances on the assets of the Company are vacated and released. Further, DSRA support undertaking given by one of the promoter of the Company was replaced by corporate guarantee for the repayments of the entire outstanding amounts.
- d. The Company had issued 11.6% 1,000 Unlisted Secured Rated Redeemable Non Convertible Debentures (Debentures) (₹ 6,470.56 lakh (31st March 2019 - ₹ 6,404.46 Lakh)), having face value of ₹ 10.00 lakh each on a private placement basis on 8th October 2015. The said debentures are secured inter alia by a first pari passu charge by way of hypothecation over i) all movable properties and fixed assets of the Company, both present and future and ii) all current assets (including loans and advances) and non current assets of the company both present and future, which assets and properties are of a value sufficient to provide a minimum asset cover of 1x time the principle amount of the Debentures under all series and applicable coupon thereon along with an undertaking from one of the promoter of the Company that any shortfall in maintenance of the DSRA for the facility shall be maintained by that promoter. The Obligation of the promoter shall be at maximum limited to the DSRA support undertaking amount. The debentures are redeemable in three equal instalments at the end of 3 years, 4 years and 5 years from date of allotment. The Company defaulted in repayment of principal instalment due on 08th Oct, 2019 of ₹ 3,500 lakhs along with delay interest to the extent of ₹ 199.53 lakhs payable as on 31st March, 2020.
- e. The Company had issued 9.4% 250 Unlisted Secured Rated Redeemable Non Convertible Debentures (Debentures) (₹ Nil (31st March 2019 - ₹ 2,568.39 Lakh)), having face value of ₹ 10.00 lakh each on a private placement basis on 13th April 2016. The said debentures were secured inter alia by a first pari passu charge by way of hypothecation over i) all movable properties and fixed assets of the Company, both present and future and ii) all current assets (including loans and advances) and non current assets of the company both present and future, along with unconditional and irrevocable mandatory PUT in favour of the debenture trustee on behalf of debenture holder for timely repayment of all amounts, from one of the promoter of the Company. The debentures are redeemable at the end of 3 years from the deemed date of allotment. During the year ended 31st March 2018, upon prior consent of the debenture trustee and majority debenture holders, all encumbrances on the assets of the Company are vacated and released.
- f. The Company had issued 10.25% 500 Unlisted Secured Rated Redeemable Non Convertible Debentures (Debentures) (₹ 5,008.42 lakh (31st March 2019 - ₹ 4,958.22 Lakh)), having face value of ₹ 10.00 lakh each on a private placement basis on 14th September 2016. The said debentures are secured by a first pari passu charge by way of hypothecation over i) all movable fixed assets of the Company, both present and future and ii) all current assets (including loans and advances) and non current assets of the company both present and future, which assets and properties are of a value sufficient to provide a minimum asset cover of 1x time the principle amount of the Debentures and applicable coupon thereon along with an undertaking from one of the promoter of the Company that any shortfall in maintenance of the DSRA for the facility shall be maintained by that Promotor. The obligation of the promoter shall be at maximum limited to the DSRA support undertaking amount. The debentures are redeemable at the end of 3 years from the deemed date of allotment. The Company defaulted in repayment of instalment due on 10th Oct, 2019 of ₹ 5,000 lakhs along with delay interest due to the extent of ₹ 251.22 lakhs payable as on 31st March, 2020. The Company has not filed particulars for modification of charges towards extension of due date of repayment from 13th Sep, 2019 to 10th Oct, 2019 in eForm CHG-9 to concerned RoC.
- g. Loan from bank of ₹ 3,333.33 Lakh (31st March 2019 - ₹ 3,227.10 lakh) carries interest rate of Indusind Bank Base Rate, payable monthly. The loan is for a tenure of 5 years from the date of first disbursement with a moratorium of 2 years. Loan is repayable in 3 equal instalments at the end of 3rd, 4th and 5th year from the date of first disbursement

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

- i.e. 16 February, 2015. The loan is secured by first Pari-Passu charge on entire non-current assets and current assets of the company and on all movable fixed assets of the company. The Company defaulted in repayment of instalment due on 16th February, 2020 of ₹ 3,333.30 lakhs along with delay interest due to the extent of ₹ 97.66 lakhs payable as on 31st March, 2020.
- h. Loan from bank of ₹ 4,858.19 lakh (31st March 2019 - ₹ 10,216.88 lakh) carries interest rate of Indusind Bank Base Rate payable monthly. The loan is for a tenure of 5 years from the date of each disbursement with a moratorium of 2 years and repayable in 11 quarterly equal instalment starting from the end of 30th month from the date of disbursement i.e. 31 March, 2015. The loan is secured by first Pari-Passu charge on entire non-current assets and current assets of the company and on all movable fixed assets of the company. During the year, Company had delayed payment of Principal Instalment due on 30th Sep, 2019 for ₹ 1,818.26 lakhs. This default was made good by the Company in the month of Oct'19 & Dec'19. In addition to this, instalment due on 31st Dec, 2019 for ₹ 1,464.74 lakhs is still not paid by the Company along with the interest due to the extent of ₹ 97.27 lacs payable as on 31st March, 2020. Further, the Company has applied for Moratorium period starting 1st March, 2020 and hence Principal Instalment & Interest of ₹ 1,867.65 lakhs initially due on 31st March, 2020 got extended as per the terms of the RBI circular issued. Hence, this instalment and interest due in March 2020 is not a default made by the Company.
- i. The Company delayed in payment of instalment of Principal of ₹ 1,449.35 lakhs and Interest of ₹ 128.45 lakhs, in respect of Term loan received from Bank, which was due on March 30, 2019. Subsequently, the payments were made on April 5, 2019. Further, in absence of any communication from Bank, there are no changes in the original terms of the loans and therefore in view of management there is no need for any reclassification of this Term loan.
- j. Loan from body corporate ₹ 7,090.91 Lakh (31st March 2019 - ₹ Nil lakhs) is carrying interest rate in the range of 11.74% to 12.50%. Repayment period is two years to five years from date of borrowing.

17(b) Other non-current financial liabilities

	As at March 31, 2020	As at March 31, 2019
Interest accrued on borrowings	57.36	-
	<u>57.36</u>	<u>-</u>

18. Non-current provisions

	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits: (refer note 38)		
Gratuity	225.24	208.84
Compensated absences	80.42	72.57
	<u>305.66</u>	<u>281.41</u>

19. Other non-current liabilities

	As at March 31, 2020	As at March 31, 2019
Lease rent liability	-	358.54
	<u>-</u>	<u>358.54</u>

20. Short-term borrowings

	As at March 31, 2020	As at March 31, 2019
Secured		
Loans repayable on demand from banks (Refer note a)	3,999.95	3,944.91
Loans from banks (Refer note b,c)	-	59,566.87
Loans from body corporates (Refer note d)	3,350.00	50.00
Unsecured		
Loans from body corporates (Refer note e)	19,797.89	5,620.76
	<u>27,147.84</u>	<u>69,182.54</u>

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

- Working capital Loan from bank ₹ 3,999.95 lakh (31st March 2019 - 3,944.91 lakh) is secured by first pari passu charge on, the whole of the current assets (both present and future) and on whole of moveable fixed assets including plant and machinery both present and future along with an unconditional and irrevocable corporate guarantee from one of the promoter of the Company. It is repayable on demand bearing interest rate at 1 year MCLR + 335 BPS p.a. (31st March 2019 - 1 year MCLR + 335 BPS p.a.). The Company has applied for Moratorium period starting 1st March, 2020 and hence Interest of ₹ 45 lakhs initially due on 31st March, 2020 got extended as per the terms of the RBI circular issued. Hence interest due in March 2020 is not a default made by the Company.
- Loan from bank of ₹ Nil (31st March 2019 - ₹ 59,566.87 lakh) carries interest rate of Indusind Bank 1 year MCLR Rate + spread of 2.10% p.a. payable monthly. The loan is for a tenure of 1 year from the date of each disbursement. The loan is secured by subservient charge on current and movable non-current assets of the company. Indusind Bank Ltd will have Put option at the end of 6 months and company will have Call option at any time in 1 year.
- The Company delayed in payment of Interest of ₹ 236.71 lakhs, which was due on March 30, 2019. Subsequently, the payments were made on April 5, 2019. Further, in absence of any communication from Bank, there are no changes in the original terms of the loan.
- Secured loan from body corporate ₹ 3,350 Lakh (31st March 2019 - ₹ 50 lakhs) is carrying interest at the rate of 13.5% and repayable on 1st April, 2020. Secured by subservient charge on all current asset.
- Unsecured loan from body corporate ₹ 19,797.81 Lakh (31st March 2019 - ₹ 5,620.76 lakhs) is carrying interest in the range of 11.74% to 13.50%.

21. Trade payables

	As at March 31, 2020	As at March 31, 2019
Total outstanding due to micro and small enterprises (refer note below)	-	-
Total outstanding due to creditors other than micro and small enterprises.	6,524.20	6,413.04
	6,524.20	6,413.04
Particulars		
Principal amount remaining unpaid	-	-
Interest due thereon	-	-
Interest paid by the company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-
Interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
Interest accrued and remaining unpaid	-	-
Further interest remaining due and payable even in the succeeding period until such date when the interest dues as above are actually paid to the small enterprise.	-	-

22. Other current financial liabilities

	As at March 31, 2020	As at March 31, 2019
Current maturities of long-term borrowings (refer note 17)	32,168.85	40,614.06
Interest accrued on borrowings	3,770.60	5,555.10
Other current financial liabilities		
Payable to Employees	111.19	15.03
	36,050.64	46,184.19

23. Other current liabilities

	As at March 31, 2020	As at March 31, 2019
Advance from customers	610.15	86.27
Statutory dues	355.57	320.82
Other advances (refer note 43)	-	2,200.00
	965.72	2,607.09

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

24. Current provisions

	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits: (refer note 38)		
Gratuity	126.20	130.22
Compensated absences	63.82	61.13
Deferred compensation	-	-
	<u>190.02</u>	<u>191.35</u>

25. Revenue from operations

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Sale of radio airtime	22,530.71	28,862.30
Other operating income		
Management fee	72.00	72.00
Content sale	-	216.33
Liabilities/ provisions no longer required written back	452.37	1,304.59
Others	-	288.13
	<u>23,055.08</u>	<u>30,743.36</u>

26. Other Income

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Interest income		
- on bank deposits	173.53	433.13
- on loans	306.69	149.61
- on income Tax Refund	92.88	-
- unwinding of Interest on security deposit	21.31	2.77
Dividend Income - on preference shares	-	10.15
Rental income	-	32.96
Gain/Loss on Termination/Remeasurement	13.60	-
Foreign exchange gain (net)	0.19	19.13
Miscellaneous income	4.58	65.04
	<u>612.78</u>	<u>712.78</u>

27. Employee benefits expense

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Salaries, wages and bonus	6,129.34	6,337.30
Contribution to provident and other funds [refer note 38]	296.34	301.86
Gratuity expense (refer Note 38)	80.02	84.27
Compensated absences	44.16	61.53
Staff welfare	151.67	177.23
	<u>6,701.53</u>	<u>6,962.19</u>

28. Finance Costs

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Interest on borrowings measured at amortised cost	7,622.50	8,056.05
Interest on Debentures	4,018.31	8,241.47
Other finance costs	148.30	99.11
Interest on Lease Liability	425.36	-
	<u>12,214.47</u>	<u>16,396.62</u>

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

29. Depreciation and amortization expense

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Depreciation of property, plant and equipment (refer note 2)	647.38	649.52
Amortisation of intangible assets (refer note 3)	2,789.46	2,747.55
Impairment loss (refer note 2)	-	56.48
Depreciation on Right of Use Assets (refer 2B)	1,195.79	-
	<u>4,632.63</u>	<u>3,453.55</u>

30. Operating and other expenses

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Revenue sharing license fee	1,956.93	2,210.27
Music royalty	673.86	637.95
Programming expenses	1,905.66	2,298.53
Loss on sale/discard of property, plant and equipment (net)	120.25	24.42
Rent, rates and taxes	1,488.97	2,917.69
Power and fuel	1,152.00	1,249.49
Advertisements	494.09	616.76
Business promotion and conference expense	57.67	81.22
Communication expenses	331.85	402.18
Repairs and maintenance		
- Machinery	323.72	345.31
- Others	601.26	653.71
Software expenditure	47.94	76.70
Housekeeping and security charges	382.69	427.56
Travelling and conveyance	241.63	452.61
Payments to auditors (refer note below)	44.00	44.00
Legal and professional expenses	810.90	1,259.01
Allowance for doubtful debts (net of doubtful debts written off March 31, 2020 ₹ 97.11 lakhs ,Previous year ₹ 227.93 lakhs)	-	330.00
Deposits/ advances written-off	14.34	1,242.71
Directors' sitting fee	6.80	4.20
Bank charges	37.45	68.22
Miscellaneous expenses	325.48	358.12
	<u>11,017.49</u>	<u>15,700.67</u>

Payment to auditors

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Audit fee	35.00	35.00
Other services	9.00	9.00
Total	<u>44.00</u>	<u>44.00</u>

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

31. Exceptional items

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Profit on sale of Investment in subsidiaries (Refer note 31(b) below)	(457.00)	-
Refund of Security Deposit	(1,863.38)	-
Allowances of impairment of investments and loans:		
- Subsidiaries (refer note (a) below)	32.25	(168.97)
- Others (refer note (a) below)	-	(25.42)
	<u>(2,288.13)</u>	<u>(194.39)</u>

a) Allowances of impairment of investments and loans:

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
RBN US LLC (interest accrued)	-	(171.23)
RBN US LLC (loan)	-	2.26
Reliance Big Broadcasting Private Limited	25.94	-
Reliance Big Broadcasting Private Limited (Interest)	6.31	-
Zee Entertainment Enterprise Limited (loan receivable)	-	(25.42)
Total	<u>32.25</u>	<u>(194.39)</u>

(b) During the year the Company has sold investment in Wavelength Entertainment Limited, Vrushvik Broadcast Network Private Limited, RBN US LLC and Opulent Management Advisory Private Limited at a price of ₹ 558 lakhs. The carrying amount at the date of sale was ₹ 101 lakhs (net of provision of ₹ 57,866.37 lakhs), accordingly, a profit on sale of investment of ₹ 457 lakhs (net of reversal of provision for impairment) has been recognised in Statement of Profit and Loss.

32 Tax expense

(a) Amounts recognised in profit and loss

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Current income tax		
Current Year	-	-
Deferred tax expense	-	-
Income Tax expense reported in statement of profit and loss	<u>-</u>	<u>-</u>

(b) Amounts recognised in other comprehensive income

	For the year ended March 31, 2020			For the year ended March 31, 2019		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss						
Net Gain / (Loss) on remeasurements of the defined benefit plans	(12.85)	-	(12.85)	(51.58)	-	(51.58)
	<u>(12.85)</u>	<u>-</u>	<u>(12.85)</u>	<u>(51.58)</u>	<u>-</u>	<u>(51.58)</u>

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

(c) Reconciliation of effective tax rate

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Loss before tax	(8,610.13)	(10,862.50)
Statutory income tax rate	27.82%	31.20%
Expected income tax expense at statutory tax rate	2,395.34	3,389.10
Tax effect of:		
Non deductible expenses for tax purpose	11.16	24.58
Tax effect of Brought Forward Losses/ Unabsorbed Depreciation of current year on which no deferred tax asset is recognised	2,938.29	4,687.35
Temporary differences in current year on which no deferred tax asset is recognised	(554.11)	(1,322.84)
Net Effective income tax	-	-

(d) Components of deferred tax assets and (liabilities) recognised in the balance sheet , statement of profit and loss and statement of other comprehensive income

	For The Year Ended March 31, 2020	For The Year Ended March 31, 2019
Deferred Tax Liability	(3,707.79)	(4,449.73)
Deferred Tax Assets	3,707.79	4,449.73
Net deferred tax assets /(Liability)	-	-

For the year ended March 31, 2020	Opening	Recognised in profit or loss	Recognised in OCI	Closing
Property, Plant and equipment	(4,449.73)	741.93	-	(3,707.79)
Trade receivables	639.61	(96.31)	-	543.30
Retirement benefits	125.62	12.28	-	137.90
Lease rent liability	-	896.38	-	896.38
Capital loss	-	950.84	-	950.84
Provision for investment and advances	3,684.50	(2,505.13)	-	1,179.37
Total	-	-	-	-

For the year ended March 31, 2019	Opening	Recognised in profit or loss	Recognised in OCI	Closing
Property, Plant and equipment	(3,575.22)	(874.51)	-	(4,449.73)
Trade receivables	601.93	37.68	-	639.61
Retirement benefits	154.77	(29.15)	-	125.62
Provision for investment and advances	2,818.52	865.98	-	3,684.50
Total	-	-	-	-

Unused tax losses, unabsorbed depreciation and Other temporary differences on which no deferred tax asset is recognised in Balance Sheet

	As at 31 March 2020	As at 31 March 2019
Unused Tax Losses	101,401.78	39,451.47
Unabsorbed Tax depreciation	39,277.71	34,474.51
Other temporary differences	-	49,510.07
Total	140,679.49	1,23,436.05

- (1) Unabsorbed depreciation does not have any expiry period under the Income Tax Act, 1961.
- (2) The tax benefits for the losses would expire if not utilised starting from financial year 2020-21 to 2026-27.
- (3) No deferred tax benefit is recognised in absence of reasonable certainty that taxable income will be generated by the company to offset the losses.

33 Financial instruments – Fair values and risk management

Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support the Company's operations. The Company's principal financial assets comprise investments, cash and bank balance, trade and other receivables. The Company has not entered into any derivative contracts during the year. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Company is exposed to various financial risks such as market risk, credit risk and liquidity risk. A team of qualified finance professionals with appropriate skills and experience provides assurance to the management that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives

(1) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

a. Currency risk

Foreign currency risk arises due to the fluctuations in foreign currency exchange rates. The Company's exposure to the foreign currency risk is limited to amounts disclosed in the table below:

	Currency	March 31, 2020	March 31, 2019
Financial assets (A)			
Loans	USD	<u>811.65</u>	<u>811.65</u>
		811.65	811.65

Above loan is fully provided as at 31 March 2020 and 31 March 2019.

Sensitivity analysis

A reasonably possible strengthening or weakening of the Indian Rupee against USD and GBP at March 31 would have affected the measurement of financial instruments denominated in foreign currencies and affected profit or loss by the amounts shown in the below table. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in INR	March 31, 2020		March 31, 2019	
	Strengthening	Weakening	Strengthening	Weakening
5% movement				
USD	(40.58)	40.58	(40.58)	40.58

b. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

	March 31, 2020	March 31, 2019
Fixed-rate instruments		
Financial assets	1,852.35	11,777.56
Financial liabilities	60,991.69	57,835.66
Variable-rate instruments		
Financial liabilities	12,465.94	79,402.45

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

Cash flow sensitivity analysis for variable rate instruments

A reasonably possible change of 50 bps in interest rates at the reporting date would have increased/ (decreased) equity and profit or loss by the amounts shown below :

	50 bps Increase	50 bps decrease
March 31, 2020	(62.33)	62.33
March 31, 2019	(397.01)	397.01

Fair value sensitivity analysis for fixed rate instruments

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(2) Liquidity Risk

A. Categories of financial instruments and carrying amount thereof

	As at 31 March 2020	As at 31 March 2019
Financial Assets measured at amortised cost		
Non-current financial assets		
Loans	1,492.50	8,818.43
Other non-current financial assets	1,213.32	560.61
Current financial assets		
Trade receivables	9,021.63	10,806.77
Cash and cash equivalents	1,679.15	3,626.54
Bank balances other than cash and cash equivalents	357.67	3,749.76
Loans	296.63	-
Others current financial assets	72.93	274.40
	14,133.83	27,836.51
Financial liabilities measured at amortised cost		
Non-current financial liabilities		
Long-term borrowings	7,090.91	21,886.41
Lease Liabilities	2,051.58	-
Other non-current financial liabilities	57.36	-
Current financial liabilities		
Lease Liabilities	1,170.49	-
Short-term borrowings	27,147.84	69,182.54
Trade payables	6,524.20	6,413.04
Other current financial liabilities	36,050.64	46,184.19
	80,093.02	143,666.18

B. Fair value of financial instruments measured at amortised cost

- The carrying amounts of the financial assets and financial liabilities carried at amortised cost are a reasonable approximation of their fair values and hence does not include fair value information for those items except as mentioned in (b) below.
- Fair value hierarchy of financial liabilities measured at amortised cost is as shown below:

	Carrying amount	Level 1	Level 2	Level 3
Fixed rate borrowings				
As at March 31, 2020	54,216.13	-	-	54,658.37
As at March 31, 2019	54,577.74	-	-	56,495.96

Valuation techniques and key inputs used

The fair values of the financial liabilities included in the level 3 category above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant input being the discount rate that reflects the current borrowing rate of the company including own credit risk.

Transfers between levels

There have been no transfers between levels during the reporting periods.

Liquidity risk

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

Maturities of financial liabilities

The amounts disclosed in the table are the undiscounted contractual cash flows

As at March 31, 2020	Carrying amount	Contractual cash flows				
		Total	Upto 1 year	1-3 years	3-5 years	More than 5 years
Non-derivative financial liabilities						
Non-current borrowings	7,090.91	7,090.91	-	6,590.91	500.00	-
Non-current Lease liability	2,051.58	2,051.58	-	1,143.77	376.23	531.58
Non current interest payable	57.36	57.36	-	-	57.36	-
Current lease liability	1,170.49	1,170.49	1,170.49			
Current borrowings	27,147.84	27,147.84	27,147.84	-	-	-
Trade payables	6,524.20	6,524.20	6,524.20	-	-	-
Other current financial liabilities	36,050.64	36,050.64	36,050.64	-	-	-
Total	80,093.02	80,093.02	70,893.17	7,734.68	933.59	531.58
As at March 31, 2019	Carrying amount	Contractual cash flows				
		Total	Upto 1 year	1-3 years	3-5 years	More than 5 years
Non-derivative financial liabilities						
Non-current borrowings	21,886.41	21,886.41	-	21,886.41	-	-
Current borrowings	69,182.54	69,182.54	69,182.54	-	-	-
Trade payables	6,413.04	6,413.04	6,413.04	-	-	-
Other current financial liabilities	46,184.19	46,184.19	46,184.19	-	-	-
Total	143,666.18	143,666.18	121,779.77	21,886.41	-	-

(3) Credit risk

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company undertakes a detailed review of the credit worthiness of clients before extending credit. Outstanding customer receivables are regularly monitored. Management monitors the Company's net liquidity position through rolling forecasts based on expected cash flows.

Trade receivables comprise a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation, credit limit of each customer is defined. Net Trade receivables as on March 31, 2020 is ₹ 9,021.63 lakhs (March 31, 2019 - ₹ 10,806.77 lakhs). The Company believes the concentration of risk with respect to trade receivables is low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

The Company uses the expected credit loss model as per Ind AS 109 - 'Financial Instruments' to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix considers available external and internal credit risk factors and the Company's historical experience in respect of customers. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 9.

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

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

	March 31, 2020	March 31, 2019
Balance as at 1 April	2,050.03	1,947.99
Amounts written off	97.11	227.96
Provision reversed	-	-
Additional provision made	-	330.00
Balance at 31 March	1,952.91	2,050.03

The movement in the allowance for impairment in respect of investment in shares is as follows:

	March 31, 2020	March 31, 2019
Balance as at 1 April	57,866.37	57,866.37
Additional provision made	-	-
Provision reversed	(57,866.37)	-
Balance at 31 March	-	57,866.37

34 Capital management

For the purpose of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The Company manages its capital structure to ensure that it will be able to continue as a going concern while maximising the return to the stakeholders.

The capital structure of the Company is based on the management's judgement of its strategic and day to day needs with a focus on a total equity so as to maintain investor, creditors and market confidence. The calculation of capital for the purpose of capital management is below :

	As at March 31, 2020	As at March 31, 2019
Equity share capital	63,972.56	3,972.56
Other equity	(93,088.19)	(83,809.41)
Total capital	(29,115.63)	(79,836.85)

Notes:

- Adjusted Net debt to equity ratio is not calculated as the total equity value are (-)ve.
 - Except as mentioned in note (iii) below, the Company has made timely payment of principal and interest liabilities, however is not in compliance with certain quantitative financial covenants such as maintenance of specified ratios, positive net worth etc. The Company is of the view that these are very minor in nature and no debt reclassification is required.
- 35** As at March 31, 2020, the Company has overdue of ₹ 13,298.09 lakhs included in current maturities of long term debts in Note No 22 and ₹ 645.68 lakhs included in interest accrued in Note No 22. Further the Company has delayed payments of interest and principal to the lenders as detailed below:

Particulars	Dues as at 31 March 2020			
	Amount of Default (₹ in lakhs)		Maximum days of Default	
Name of the lender	Principal	Interest	Principal	Interest
Indusind Bank Limited - the Bank	4,798.09	194.93	91	60
L&T Investment Management Ltd - Debenture Holder	8,500.00	450.75	175	152

Particulars	Dues as at 31 March 2020			
	Amount of delay (₹ in lakhs)		Maximum days of Delay	
Name of the lender	Principal	Interest	Principal	Interest
Indusind Bank Limited - the Bank	2,171.71	78.39	83	92

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

36 Contingent liabilities

	March 31, 2020	March 31, 2019
Bank Guarantee	3,203.83	3,033.83
Claims against the company not acknowledged as debt	741.29	741.29
Disputed Service tax demand (excluding penal interest)*	4.29	4.29
Disputed Income tax demand**	23.49	21.95
Disputed Stamp duty	6.70	6.70
Disputed Property Tax	2,465.30	2,465.30
Disputed Sales tax	68.04	68.04
Total	6,512.94	6,341.40

The Company is a party to various legal proceedings in the normal course of business and does not expect the outcome of these proceedings to have any adverse effect on its financial conditions, results of operations or cash flows.

*The Company is in receipt of favourable order in relation to service tax demand of ₹ 1,243.49 lakhs. However, the department has preferred appeal against this order before higher appellate authority

** The Company has paid ₹ 13.51 lakhs against this dues.

Other commitments

The Company has capital commitment of ₹ Nil as at March 31, 2020 (March 31, 2019 : ₹ 81 lakhs)

For the commitment relating to lease arrangement refer note 2B.

37 Related party transactions

Holding Company

Reliance Entertainment Networks Private Limited (Formally Known As Reliance Land Private Limited)

Parties where control exists

Subsidiaries and step down subsidiaries companies

Azalia Distribution Private Limited (upto September 1, 2018)

Azalia Broadcast Private Limited (upto June 30, 2019)

Wavelength Entertainment Limited (formerly known as 'Big Magic Limited') (upto June 30, 2019)

RBN US LLC (upto July 15, 2019)

Vrushvik Broadcast Network Private Limited (VBNPL) (formerly known as Vrushvik Advertising Private Limited) (upto June 30, 2019)

Opulent Management Advisory Private Limited (w.e.f. 19th November 2018 and upto July 15, 2019)

Other related parties with whom transactions have taken place during the year

Key Management Personnel

Name	Designation
K Abraham Thomas	Chief Executive Officer (wef 10th October 2018)
Tarun Katial	Chief Executive Officer (upto 15th May 2018)
Asheesh Chatterjee	Chief Financial Officer
Kevin Gala	Company Secretary (wef 26th February 2018 and upto 25th June 2018)
Pooja Sutradhar	Company Secretary (wef 17th September 2018 upto 16 December 2019)
Kinjal Vyas	Company Secretary (wef 26 March 2020)

Fellow Subsidiary Companies

Vrushvik Entertainment Private Limited

Azalia Media Services Private Limited

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

Transactions with Related Parties

Particulars	March 31, 2020	March 31, 2019
Holding Company		
Reliance Entertainment Networks Private Limited (Formally Known As Reliance Land Private Limited)		
Issue of Equity Shares (Refer note 15)	60,000	-
Subsidiaries		
Wavelength Entertainment Limited (formerly known as 'Big Magic Limited')		
Loan given		
Opening Balance	8.30	-
Given during the year	-	8.30
Interest Income	0.19	0.26
Repaid during the year	8.30	-
Closing Balance	-	8.30
Closing Balance		
Investment in equity shares ₹ Nil (Previous year ₹ Nil net of provision of ₹ 5 Lakh)	-	-
Investment in Preference shares ₹ Nil (Previous year ₹ Nil net of loss on fair valuation of ₹ 55,915 lakhs)	-	-
Interest receivable	-	0.26
Vrushvik Broadcast Network Private Limited		
Investment in equity shares	-	1.00
Loan taken		
Opening Balance	-	176.75
Taken during the year	-	5.84
Repaid during the year	-	182.59
Closing Balance	-	-
Interest Expense	-	15.27
RBN US LLC		
Loan Given		
Closing Balance (net of provision ₹ 715.48 Lakh (previous year: ₹ 715.48 Lakh))	-	-
Interest receivable (net of provision ₹ 96.16 lakhs; Previous year : ₹ 96.16 lakhs)	-	-
Interest received	-	284.17
Closing Balance		
Investment in membership rights (Previous year ₹ Nil net of provision ₹ 279.70 Lakh)	-	-
VRUSHVIK ENTERTAINMENT PVT LTD		
Loan taken		
Opening balance	71.26	521.26
Taken during the year	87.11	70.00
Interest Expense	16.80	73.51
Repaid during the year	-	520.00
Closing balance	158.37	71.26
Interest payable	13.48	91.97

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Rent Expense	536.34	406.40
Trade Payable	-	5.26
Trade Receivable	81.72	40.68
Management fees	36.00	36.00
Advance to Vendor	43.89	-
AZALIA MEDIA SERVICES PVT LTD		
Sale of investment	1.01	-
Loan taken		
Opening balance	50.00	950.00
Taken during the year	118.54	-
Interest expense	17.22	119.33
Repaid during the year	-	900.00
Closing balance	168.54	50.00
Interest payable	14.34	119.32
Management fees	36.00	36.00
Trade Receivable	41.04	40.68
Opulent Management Advisory Private Limited		
Reimbursement of Expenses	4.96	4.21
Investment in equity shares	-	100.00
Other receivables	-	4.97
Key Managerial Personnel #		
Remuneration to K Abraham Thomas	298.73	143.95
Remuneration to Tarun Katial	-	119.14
Remuneration to Asheesh Chatterjee	180.92	220.59
Remuneration to Kevin Gala	-	3.67
Remuneration to Pooja Sutradhar	12.23	9.52
Remuneration to Kinjal Vyas	0.28	-

The Gratuity expense is based on actuarial valuations, the same cannot be computed for individual employees and hence not included.

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

38 Employee benefits

(a) Defined benefits plan

The Company has gratuity as defined benefit retirement plan for its employees. Details of the same as at year end are as follows:

The plan provides for a lump sum payment to vested employees, at retirement, death while in employment or on termination of employment, of an amount equivalent to 15 days salary for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of continuous service. The liability in respect of gratuity is uncapped and is not restricted to ₹ 20 lakhs.

A. Amount recognised in the balance sheet

	March 31, 2020	March 31, 2019
Present value of unfunded obligation	351.44	339.05
Net liability recognised in the balance sheet	351.44	339.05
Classified as :		
Non-current	225.24	208.84
Current	126.20	130.22

B. Reconciliation of defined benefit obligation (DBO)

	March 31, 2020	March 31, 2019
Net defined benefit obligation at the beginning of the year	339.05	370.48
Current service cost	61.94	64.01
Interest cost	18.08	20.26
Actuarial (gain)/ loss	12.85	51.59
Past service cost	-	-
Benefits paid	(80.48)	(167.29)
Defined benefit obligation at the end of the year	351.44	339.05

C. Amount recognised in the statement of profit and loss

	March 31, 2020	March 31, 2019
Current service cost	61.94	64.01
Past service cost	-	-
Interest on net defined benefit liability/ (asset)	18.08	20.26
Expenses recognised in the statement of profit and loss	80.02	84.27

D. Amount recognised in other comprehensive income

	March 31, 2020	March 31, 2019
Actuarial (gain)/loss	12.85	51.58
	12.85	51.58

E. Significant actuarial assumptions used

	March 31, 2020	March 31, 2019
Discount rate (p.a.)	5.10%	6.60%
Salary escalation rate (p.a.)	7.00%	7.00%
Retirement Age	65 years	65 years
Mortality Rate (Indian Assured Lives Mortality)	2012-14 (Ultimate)	2012-14 (Ultimate)
Attrition Rate	40%	40%

The weighted average duration of the defined benefit obligation is 2.67 years.

The estimates for rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors.

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

F. Sensitivity analysis

Impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points is shown below :

	March 31, 2020		March 31, 2019	
	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
Impact of increase in 50 bps on DBO	-1.32%	1.32%	-1.25%	1.27%
Impact of decrease in 50 bps on DBO	1.35%	-1.30%	1.28%	-1.25%

G. Projected plan cash flows

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date.

	March 31, 2020	March 31, 2019
Less than a year	126.20	130.22
Between 1-2 years	86.98	90.28
Between 2-5 years	139.82	133.71
Over 5 years	53.51	52.43
Total	406.51	406.64

(b) Defined contribution plan

The Company contributes towards statutory provident fund as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and towards employee state insurance as per the Employees' State Insurance Act, 1948. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The amount of contribution to provident fund and Employee State Insurance Scheme recognised as expenses during the period ended March 31, 2020 is ₹ 296.35 lakhs (31 March 2019: ₹ 301.86 lakhs).

(c) Other long term benefits

Other long term employee benefits comprises encashment of leave and deferred compensation plan. The obligations for leave encashment and deferred compensation plan are recognised based on actuarial valuation carried out using the Projected Unit Credit Method. The compensated absences and deferred compensation expense recognised in the Statement of Profit and Loss during the year ended March 31, 2020 is ₹ 44.16 lakhs (Previous Year: 61.53 lakhs) and ₹ Nil (Previous Year : ₹ Nil) respectively.

39 Earnings per share ('EPS')

	March 31, 2020	March 31, 2019
Net profit/ (loss) attributable to equity shareholders	(8,610.13)	(13,243.17)
Weighted average number of equity shares outstanding during the Year (Nos)	783,012,814	79,451,170
Basic and diluted earnings per share (in ₹)	(1.10)	(16.67)
Nominal value per share (in ₹)	5	5

40 Details of loans given, Investment made and guarantees given covered under section 186(4) of The Companies Act, 2013.

Name of the Company	Purpose	March 31, 2020	31-Mar-19
Wavelength Entertainment Limited (Formerly known as Big Magic Limited)	Refer note (a)	-	8.30
RBN US LLC (net of provision ₹ 715.48 Lakh (previous year: ₹ 715.48 Lakh))	Refer note (a)	-	-
Reliance Big Entertainment Private Limited	Refer note (a)	-	5,200.00
Reliance Power Limited	Refer note (a)	-	2,000.00
Reliance Big Broadcasting Private Limited (net of provision ₹ 25.99 Lakh (previous year: ₹ Nil))	Refer note (a)	-	25.99

a) The above loans given to Companies are for "General Business Purpose". Refer note 37 for the loans given during the year to subsidiary companies. b) Refer note 4 for Investment.

Reliance Broadcast Network Limited

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

41 Disclosure of Segment Reporting under Ind AS 108

Particulars	Radio Broadcasting		Others		Total	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Segment Revenue	22,947.18	29,658.15	107.90	1,085.21	23,055.08	30,743.36
Inter Segment Revenue	-	-	-	-	-	-
Total Income	22,947.18	29,658.15	107.90	1,085.21	23,055.08	30,743.36
Other Income	160.92	54.81	11.42	22.28	172.34	77.09
Other Unallocated Revenue	-	-	-	-	440.44	635.70
Total Revenue	23,108.10	29,712.96	119.32	1,107.48	23,667.86	31,456.14
Result						
Segment Result	1,410.36	5,968.73	(296.17)	(886.42)	1,114.19	5,082.31
Unallocated Corporate Expenses (Net of Unallocated Income)	-	-	-	-	202.02	257.42
Interest Expenses	-	-	-	-	12,214.47	16,396.62
Exceptional items - Income	-	-	-	-	2,288.12	194.39
Loss before Tax					(8,610.13)	(10,862.50)
Tax					-	-
Loss after Tax					(8,610.13)	(10,862.50)
Other Information						
Segment Assets	47,502.04	49,283.43	9.46	13.46	47,511.50	49,296.89
Segment Liabilities	22,100.78	37,782.23	1,029.35	1,142.18	23,130.13	38,924.41
Unallocated Corporate Liabilities (Net of Unallocated Corporate Assets)	-	-	-	-	53,497.02	90,209.32
Capital Expenditure	258.38	402.92	-	-		
Depreciation and amortisation	4,630.76	3,452.56	1.87	0.99		
Non Cash Item	134.59	1,597.14				

- Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM).
- The Group has two principal operating and reporting segments; viz Radio Business and Others.
- Radio operations primarily consist of FM radio broadcasting services in the cities where the Group have been allotted radio broadcasting licenses. The businesses, which were not reportable segment during the year have been grouped under "Others" segment. This mainly comprises of Production, Outdoor, and Other Services.
- Segment Revenues, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each segment as also the amounts allocable on a reasonable basis. Income and Expenses which are not directly attributable to any Business segment are shown as unallocated corporate income / expenses. Assets and Liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively. The Company's operations are mainly confined within India. The Company does not have material earnings outside India.
- Detail of customer contributing 10% or more of Total Revenue

Particulars	March 20		March 19	
	Total Sale Value	% of Revenue	Total Sale Value	% of Revenue
Directorate of Advertising & Visual Publicity	529.61	2.30%	3,706.29	12.06%

42 - Update on Transaction with Music Broadcast Limited

The Company had entered into Share Subscription Agreement, Share Purchase Agreement and Shareholding Agreements, dated June 12, 2019 with Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited), Reliance Capital Limited and Music Broadcast Limited (MBL). Pursuant to these agreements MBL would acquire 24% equity share capital in the Company by way of a preferential allotment and thereafter subject to the receipt of all regulatory approvals

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

and conditions precedent as specified in the agreements. MBL will acquire all of the remaining equity stake held by the promoters of the Company, post expiry of the lock-in period on March 31, 2020, for a consideration which will be derived from a total enterprise value of ₹ 1,050 crores. As on the date of the financial statements approval long stop date under definitive documents has since expired. The Company had made application to Ministry of Information and Broadcasting (MIB) on 3 July 2019 for granting approval for this transaction. MIB has not yet approved the proposed acquisition. The Parties may engage for discussion in future course of action once approval from MIB is received.

- 43** During the previous year, the Company had entered into Business Transferred Agreement (BTA), dated December 5, 2018 with Opulent Management Advisory Private Limited (OMPAL), the wholly owned subsidiary of the Company. Pursuant to this agreement, the Company agreed to sell its Trivandrum (TVM) Radio business by way of slump sale, for a consideration of ₹ 2,100 lakhs subject to the receipt of all regulatory and other necessary approvals. Further, during the year, the Company entered into Share Purchase Agreement (SPA), dated December 5, 2018 with Malayala Manorama Company Limited (MMCL) and Opulent Management Advisory Private Limited (OMPAL). Pursuant to this agreement, MMCL agreed to purchase the entire share capital of OMPAL, from the Company, for a consideration of ₹ 2,200 lakhs subject to necessary approvals. MMCL paid the said consideration, in advance, to the Company on October 30, 2018.

However subsequently, based on mutual discussions between the Company and OMPAL, the BTA has been irrevocably and unconditionally terminated in its entirety on and from June 28, 2019. Further, based on mutual discussions between the Company and MMCL, the SPA has been irrevocably and unconditionally terminated in its entirety on and from June 28, 2019. The Company refunded the consideration of ₹ 2,200 lakhs to MMCL on July 1st, 2019.

44 Estimation of uncertainties relating to the global health pandemic (COVID-19)

The COVID-19 pandemic is spreading throughout the world, including India, which led to nation-wide lockdown from 25 March 2020. Consequently, the advertisement revenue and the profitability for the quarter and financial year ended 31 March 2020 have been adversely affected. However, we have kept all radio stations running despite the lockdown. Further, there have been no changes in the controls and processes which are key to our ability to run our operation in this conditions.

Based on its review and current indicators of future economic conditions, the Company has taken various steps aimed at augmenting liquidity, conserving cash including various cost saving initiatives. The Company has assessed the estimate of the expected credit loss provision required for trade receivables based on estimate of the future results and various internal and external information up to the date of approval of these financial statement. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The estimates as at the date of approval of these financial statement may differ based on the ongoing impact of the pandemic and the timing of the improvement in the economy. The Company will continue to closely monitor any material changes arising on account of future economic conditions and impact on its business.

45 Note on going concern

The Company has a negative net worth due to losses incurred in past and in current year which are primarily due to high finance costs. The Company's current liabilities also exceed its current assets by ₹ 57,956.01 lakhs. Further, the Company has also defaulted in repayment of principal and interest payable to lenders aggregating to ₹ 13,943.77 lakhs in respect of its term loan and debentures as on March 31, 2020. The aforesaid conditions indicate liquidity stress and existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Board of directors has evaluated these conditions and has advised the management to take measures to improve liquidity condition of the Company. During the year, the Company also repaid term loan of ₹ 60,000 lakhs by issuing equity shares as fully described in Note 15. Further on completion of the transaction as mentioned in Note 42 above, the Company will be able to scale up its operations and meet the remaining financial obligations and these measures are contingent upon the approval of the MIB. The Company's ability to continue as a going concern is solely dependent on successful outcome of the aforesaid management's plans. The Management is expecting necessary approval from MIB as stated above for raising adequate resources to meet its financial obligations and continuing business operations in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis and no adjustments have been made to the carrying values of assets and liabilities.

As per our report of even date attached

For and on behalf of the Board of Directors

For Pathak H.D. & Associates LLP

Reliance Broadcast Network Limited

Chartered Accountants

Firm Registration No.: 107783W/W100593

Vishal D. Shah

Partner

Membership No.: 119303

Darius Kakalia

Director

DIN: 00029159

Sushilkumar Agrawal

Director

DIN: 00400892

Abraham Thomas Koppara

Chief Executive Officer

Asheesh Chatterjee

Chief Financial Officer

Kinjal Vyas

Company Secretary

FCS: A35527

Place: Mumbai

Date: August 21, 2020

Place: Mumbai

Date: August 21, 2020

