

# VIDYA & CO.

CHARTERED ACCOUNTANTS

50, WESTON STREET, ROOM - 404

KOLKATA - 700 012

PHONE : 40085450

E-Mail : jnagar@gmail.com

## Independent auditors' report to the members of RPG Global Music Limited

The Board of Directors  
**RPG Global Music Limited**

1. We have audited (for management purposes) the accompanying Ind AS financial statements of **RPG Global Music Limited** ( the Company ), which comprise the Balance Sheet as at 31 March, 2019 and the Statement of Profit and Loss for the year then ended and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management and prepared by you in keeping with the generally accepted accounting principles followed in India. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Ind AS financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall Ind AS financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
4. In our opinion, proper books of account have been kept by the company so far as appears from our examination of those books ( including overseas locations not visited by us ) as made available to us in India.
5. The Balance Sheet and the Statement of Profit and Loss dealt with by this report are in agreement with books of account.



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6. In our opinion, and to the best of our information and according to the explanations given to us, the said Ind AS financial statements together with the notes thereon and attached thereto {in particular Note 1 (a)} Accounts regarding preparation of Ind AS financial statements on going concern basis give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2019, and
  - (ii) in the case of the Statement of Profit and Loss, of the **Loss** for the year ended on that date.

Place : Kolkata  
Date : 2<sup>nd</sup> May, 2019

For VIDYA & CO.  
Registration No. 308022E  
Chartered Accountants



*T. Nagar*  
**JITENDRA NAGAR**  
Partner  
Membership No: 55659

**RPG GLOBAL MUSIC LIMITED**  
**Balance Sheet as at 31st March, 2019**

Particulars	Notes	As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Intangible assets	3	-	-
<b>Total non-current assets</b>		-	-
<b>(2) Current assets</b>			
(a) Financial assets			
(i) Trade receivables	4.1	-	-
(ii) Cash and cash equivalents	4.2	491,858	788,555
<b>Total current assets</b>		<b>491,858</b>	<b>788,555</b>
<b>TOTAL ASSETS</b>		<b>491,858</b>	<b>788,555</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	5.1	102,620,060	102,620,060
Other equity	5.2	(146,975,506)	(146,678,809)
<b>Total equity</b>		<b>(44,355,446)</b>	<b>(44,058,749)</b>
<b>Liabilities</b>			
<b>(1) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	6.1	41,329,300	41,329,300
(iii) Other financial liabilities	6.2	3,136,941	3,136,941
(b) Other current liabilities	7	381,063	381,063
<b>Total current liabilities</b>		<b>44,847,304</b>	<b>44,847,304</b>
<b>TOTAL LIABILITIES</b>		<b>44,847,304</b>	<b>44,847,304</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>491,858</b>	<b>788,555</b>

The accompanying notes are an integral part of these Financial Statements

In terms of our report attached  
For and on behalf of  
Vidya & Co.  
Chartered Accountants  
Firm Registration No.308022E

*T. S. A.*  
Jitendra Nagar  
Partner  
Membership No. 55659.



On behalf of the Board

*B. L. Chandak*  
B. L. Chandak  
Director  
DIN-00057273

*Vineet Garg*  
Vineet Garg  
Director  
DIN-06935347

Place : Kolkata  
Date : 2nd May, 2019



**RPG GLOBAL MUSIC LIMITED**  
**Statement of Profit and Loss for the year ended 31st March, 2019**

Particulars	Notes	Year ended 31st March, 2019 Rs.	Year ended 31st March, 2018 Rs.
Other income	8	57,718	12,89,264
<b>Total income</b>		<b>57,718</b>	<b>12,89,264</b>
<b>Expenses</b>			
Depreciation and amortisation expense	3	-	-
Other expenses	9	3,54,415	3,51,070
<b>Total expenses</b>		<b>3,54,415</b>	<b>3,51,070</b>
<b>Profit before tax</b>		<b>(2,96,697)</b>	<b>9,38,194</b>
Income tax expense			
- Current tax		-	-
- Deferred tax [charge/(credit)]		-	-
<b>Total tax expense</b>		<b>-</b>	<b>-</b>
<b>Profit for the year</b>		<b>(2,96,697)</b>	<b>9,38,194</b>
<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period</b>		<b>(2,96,697)</b>	<b>9,38,194</b>
<b>Earnings per equity share: [Nominal value per share Rs.10 (Previous Year- Rs. 10)]</b>			
Basic (Rs.)		(0.13)	0.41
Diluted (Rs.)		(0.13)	0.41

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In terms of our report attached  
For and on behalf of  
Vidya & Co.  
Chartered Accountants  
Firm Registration No.308022E

On behalf of the Board

*T. Nagar*  
Jitendra Nagar  
Partner  
Membership No. 55659.



*B. L. Chandak*  
B. L. Chandak  
Director  
DIN-00057273

*Vineet Garg*  
Vineet Garg  
Director  
DIN-06935347

Place : Kolkata  
Date :2nd May, 2019

**RPG GLOBAL MUSIC LIMITED**

Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2019

**Statement of changes in equity**

(All amounts in Rs., unless otherwise stated)

**A. Equity share capital**

Description	Number	Amount
As at 1st April, 2017	2,314,885	102,620,060
Changes in equity share capital	-	-
<b>As at 31st March, 2018</b>	<b>2,314,885</b>	<b>102,620,060</b>
Changes in equity share capital	-	-
<b>As at 31st March, 2019</b>	<b>2,314,885</b>	<b>102,620,060</b>

**B. Other equity**

Description	Reserve and surplus	Total Other Equity
	Retained Earnings	
<b>Balance at 01 April 2017</b>	(147,617,003)	(147,617,003)
Profit for the year	938,194	938,194
Other comprehensive income (net of tax)	-	-
<b>Total comprehensive income for the year</b>	<b>938,194</b>	<b>938,194</b>
Others	-	-
<b>Balance at 31 March 2018</b>	<b>(146,678,809)</b>	<b>(146,678,809)</b>

Description	Reserve and surplus	Total Other Equity
	Retained Earnings	
<b>Balance at 01 April 2018</b>	<b>(146,678,809)</b>	<b>(146,678,809)</b>
Profit for the year	(296,697)	(296,697)
Other comprehensive income (net of tax)	-	-
<b>Total comprehensive income for the period</b>	<b>(146,975,506)</b>	<b>(146,975,506)</b>
Others	-	-
<b>Balance as at 31st March 2019</b>	<b>(146,975,506)</b>	<b>(146,975,506)</b>

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached  
 For and on behalf of  
 Vidya & Co.  
 Chartered Accountants  
 Firm Registration No. 308022E

On behalf of the Board

*Jitendra Nagar*  
 Jitendra Nagar  
 Partner  
 Membership No. 55659.



*B. L. Chandak*  
 B. L. Chandak  
 Director  
 DIN-00057273

*Vineet Garg*  
 Vineet Garg  
 Director  
 DIN-06935347

Place : Kolkata  
 Date : 2nd May, 2019



## Background

RPG Global Music Limited ("the Company") is a Company limited by shares, incorporated and domiciled in the Republic of Mauritius as the Global Company on January 7, 2000. The Company is engaged in the business of dealing with related music rights sub-licensed by its Holding Company, Saregama India Limited in Mauritius, Malaysia, Singapore, Dubai.

## 1 Significant Accounting Policies

### (a) Basis of Preparation

These financial statements have been prepared solely to enable Saregama India Limited, Holding Company to prepare its Consolidated financial statement to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Accounting Standards) Rules, 2015] and other provisions of the Act. The significant accounting policies applied by the Company in the preparation of these financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

#### (i) Current Versus Non-current Classification

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013 and Ind AS 1 - Presentation of financial statement based on the nature of products / service and the time between the acquisition of assets for processing / providing the services and their realisation in cash and cash equivalents. The Company has ascertained its operating cycle as 12 months for the purpose of current, non current classification of assets and liabilities.

### (b) Intangible Assets

Intangible assets has a finite useful life and are stated at cost less accumulated amortisation and accumulated impairment losses, if any.

Outright acquisition of music copyrights wherein future economic benefits are established are capitalised. They have finite useful lives and are subsequently carried at cost less accumulated amortisation and impairment losses.

#### Amortisation Method and Period

Music Copyrights are amortised on straight line basis over a period of 1-10 years. The Company reviews the expected future revenue potential at the end of each accounting period and recognises impairment loss, where required.

### (c) Revenue Recognition

Revenue from sales is recognised on transfer of significant risks and rewards of ownership to customers based on agreement with the customers, the amount of revenue can be measured reliably and recovery of the consideration is probable. Licence Fees represent income from music rights.

### (d) Borrowings

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

### (e) Foreign currency translation

The results and financial position of the Company having functional currency (USD) different from the presentation currency (INR) are translated into presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of that balance sheet.
- Income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in statement of profit and loss.

### (f) Royalty

Payments towards advances for music rights/licences to use rights are adjustable within 10 years over the licence period. Other royalty payments are charged at agreed rates on related sales.

2 The Company is a wholly owned subsidiary of Saregama India Limited (SIL) and enjoys financial and other supports from SIL. Despite erosion of the Company's net worth, management is confident as to the continuance of the Company.





**RPG GLOBAL MUSIC LIMITED**

Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2019

**3 Intangible assets**

(All amounts in Rs ,unless otherwise stated)

Description	Gross Block			Accumulated Amortisation			Net Block	
	Cost as at 1st April, 2018	Addition/ Adjustments	Deductions/ Adjustments	Cost as at 31st March, 2019	upto 1st April, 2018	For the Year	Deductions /Adjustments	Upto 31st March, 2019
Copyrights-Music	5,99,52,130	-	-	5,99,52,130	5,99,52,130	-	-	5,99,52,130
<b>Total</b>	<b>5,99,52,130</b>	<b>-</b>	<b>-</b>	<b>5,99,52,130</b>	<b>5,99,52,130</b>	<b>-</b>	<b>-</b>	<b>5,99,52,130</b>

**3.1 Intangible assets**

Description	Gross Block			Accumulated Amortisation			Net Block	
	Cost as at 1st April, 2017	Addition/ Adjustments	Deductions/ Adjustments	Cost as at 31 March, 2018	upto 1st April, 2017	For the Year	Deductions /Adjustments	Upto 31st March, 2018
Copyrights-Music	5,99,52,130	-	-	5,99,52,130	5,99,52,130	-	-	5,99,52,130
<b>Total</b>	<b>5,99,52,130</b>	<b>-</b>	<b>-</b>	<b>5,99,52,130</b>	<b>5,99,52,130</b>	<b>-</b>	<b>-</b>	<b>5,99,52,130</b>



**RPG GLOBAL MUSIC LIMITED****Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2019****4 Financial assets (current)****4.1 Trade Receivables**

Particulars	As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
Trade Receivables		
Unsecured, considered Good	-	-
Unsecured, considered Doubtful	97,06,228	97,06,228
Less: Provision for Doubtful Debts	(97,06,228)	(97,06,228)
<b>Total trade receivables</b>	<b>-</b>	<b>-</b>

**4.2 Cash and Cash Equivalents**

Particulars	As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
Bank Balances		
Current Accounts	4,91,858	7,88,555
<b>Total cash and cash equivalents</b>	<b>4,91,858</b>	<b>7,88,555</b>





**RPG GLOBAL MUSIC LIMITED**
**Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2019**

(All amounts in Rs ,unless otherwise stated)

**5.1 Equity Share Capital**

Particulars	As at 31st March, 2019 Number of Shares	As at 31st March, 2019	As at 31st March, 2018 Number of Shares	As at 31st March, 2018
<b>Authorised</b> Ordinary Shares of USD 1 each	40,00,000	\$ 40,00,000	40,00,000	\$ 40,00,000
<b>Issued</b> Ordinary Shares of USD 1 each	23,14,885	10,26,20,060	23,14,885	10,26,20,060
<b>Subscribed and fully paid up</b> Ordinary Shares of USD 1 each	23,14,885	10,26,20,060	23,14,885	10,26,20,060

**Reconciliation of number of ordinary shares outstanding**

	As at 31st March, 2019 Number of Shares	As at 31st March, 2019	As at 31st March, 2018 Number of Shares	As at 31st March, 2018
As at the beginning of the year	23,14,885	10,26,20,060	23,14,885	10,26,20,060
As at the end of the year	23,14,885	10,26,20,060	23,14,885	10,26,20,060

**Rights, preferences and restrictions attached to shares**

The Company has only one class of issued shares i.e. Ordinary shares par value of USD 1 each per share. Each holder of Ordinary shares is entitled one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

**Shares held by holding company**

Name of the Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	Number of shares held	Amount Rs.	Number of shares held	Amount Rs.
M/s. Saregama India Limited	23,14,885	10,26,20,060	23,14,885	10,26,20,060

**Details of Shares held by Shareholders holding more than 5 % of the aggregate shares in the Company**

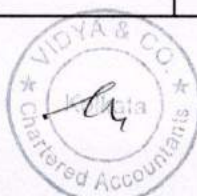
Name of the Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	Number of shares held	Holding percentage	Number of shares held	Holding percentage
Saregama India Limited	23,14,885	100%	23,14,885	100%

**5.2 Reserves and Surplus**

Particulars	As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
Retained earnings	(14,69,75,506)	(14,66,78,809)
<b>Total reserves and surplus</b>	<b>(14,69,75,506)</b>	<b>(14,66,78,809)</b>

(iv) Retained Earnings : This Reserve represents the cumulative profits/(losses) of the Company.

Particulars	As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
Balance at the beginning of the year	(14,66,78,809)	(14,76,17,003)
Net profit for the period	(2,96,697)	9,38,194
Others	-	-
<b>Balance at the end of the year</b>	<b>(14,69,75,506)</b>	<b>(14,66,78,809)</b>



**RPG GLOBAL MUSIC LIMITED**

Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2019

**6 Financial liabilities (Current)****6.1 Borrowings**

Particulars	As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
Unsecured, repayable on demand Loans from Related Parties	4,13,29,300	4,13,29,300
<b>Total Borrowings (Current)</b>	<b>4,13,29,300</b>	<b>4,13,29,300</b>

**6.2 Other financial liabilities**

Particulars	As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
Security Deposit from Dealers and Others	31,36,941	31,36,941
<b>Total Other Financial Liabilities</b>	<b>31,36,941</b>	<b>31,36,941</b>

**7 Other Current Liabilities**

Particulars	As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
Advance from Customers	3,81,063	3,81,063
<b>Total Other Current Liabilities</b>	<b>3,81,063</b>	<b>3,81,063</b>





**RPG GLOBAL MUSIC LIMITED**

Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2019

**8 Other Income**

	Year ended 31st March, 2019 Rs.	Year ended 31st March, 2018 Rs.
Liabilities/Provisions no longer required written back	-	6,05,571
Net Gain/ (loss) on foreign currency transactions and translation	57,718	6,83,693
<b>Total Other Income</b>	<b>57,718</b>	<b>12,89,264</b>

**10 OTHER EXPENSES**

	Year ended 31st March, 2019 Rs.	Year ended 31st March, 2018 Rs.
Provision for Doubtful debts	-	1,71,718
Legal/Consultancy Expenses	3,43,366	1,66,623
Miscellaneous Expense	11,049	12,729
<b>Total Other Expense</b>	<b>3,54,415</b>	<b>3,51,070</b>



**RPG GLOBAL MUSIC LIMITED**

(All amounts in Rs,unless otherwise stated)

**Notes forming part of the Standalone Financial Statements for the year ended 31st March, 2019**

**11.1 Related Party Disclosures in keeping with Ind AS 24**

Name of the Related Party	Nature of Relationship
Composure Services Pvt Ltd.( CSPL)	Ultimate Holding Company w.e.f. 29th March,2017
Saregama India Limited (SIL)	Holding Company with 100% holding
Saregama Plc.(SPLC)	Fellow Subsidiary Company
Saregama INC	Fellow Subsidiary Company
Kolkata Metro Networks Limited (KMNL)	Fellow Subsidiary Company
Open Media Network Pvt.Ltd. (OMNPL)	Fellow Subsidiary Company
Saregama FZE	Fellow Subsidiary Company

**Related Party Transactions**

(Rs.)

Particulars	Period	Fellow Subsidiaries	
		SPLC	KMNL
<b><u>Balance outstanding at year end.</u></b>			
<b>Short-Term Borrowings</b>	Current Period	<b>1,65,68,573</b>	<b>2,47,60,727</b>
	Previous Period	1,65,68,573	2,47,60,727

**11.2 Previous year's figures have been regrouped or rearranged, where considered necessary.**

For and on behalf of  
Vidya & Co.

**Chartered Accountants**

Firm Registration No.308022E

On behalf of the Board

*T. Nagar*  
(CA. Jitendra Nagar  
Membership No. 55659.  
Partner



*B. L. Chandak*  
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Place: Kolkata

Date : 2nd May, 2019