

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF INDIANROOTS RETAIL PRIVATE LIMITED**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Indianroots Retail Private Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the 'financial statements').

#### **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 Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order

to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017, its loss and its cash flows for the year ended on that date.

## **Emphasis of matter**

Without qualifying our opinion, we draw attention to Note 2.2 to the financial statements, which explains that the Company has incurred significant losses in the current year and in the previous years, as a result the net worth of the company is fully eroded as on 31 March 2017. Based on current business plans and projections prepared by the management and approved by the Board of Directors, operational losses are expected in the subsequent year as well. Subsequent to the year-end, subject to the approval of the shareholders of the Company, the board of directors of the Company have approved the sale of entire equity stake held by NDTV Ethnic Retail Limited to an external investor pursuant to which the complete business of the Company will be transferred to the external investor.

These conditions as set forth in Note 2.2 indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

## **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 enclose in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the order.
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 it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- (e) The going concern matter described under the 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 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations as at 31 March 2017;
  - ii. The Company did not have any long-term contracts including derivative contracts outstanding as at 31 March 2017 for which there were any material foreseeable losses;
  - iii. The Company does not have any dues on account of Investor Education and Protection Fund; and
  - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the management. Refer Note 20 to the financial statements.

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

Place: Gurgaon  
Date: 12 May 2017

**Rakesh Dewan**  
*Partner*  
Membership number: 092212

**Annexure A referred to in our Independent Auditor's Report of even date to the members of Indianroots Retail Private Limited on the financial statements for the year ended 31 March 2017.**

- (i) According to the information and explanations given to us, the Company does not hold any fixed assets. Accordingly, paragraph 3(i) of the Order is not applicable.
- (ii) Inventories have been physically verified by the management during the year. According to the information and explanations given to us, the procedures for physical verification of inventories followed by the management during the year are reasonable and adequate in relation to the size of the Company and the nature of its business. As informed to us, the discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly adjusted in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the Order is not applicable.
- (iv) According to the information and explanations given to us, the Company has not entered into any transactions related to loans, investments, guarantees and securities to which the provisions of Section 185 and Section 186 of the Act are applicable. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) As per the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for any of the products sold by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including income-tax, sales tax, value added tax, cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company does not have any dues on account of duty of excise, provident fund, employees' state insurance, service tax and duty of customs.

According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, sales tax, value added tax, cess and other statutory dues were in arrears as at 31 March 2017, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax and value added tax which have not been deposited with the appropriate authorities on account of any dispute.
  
- (viii) According to the information and explanations given to us, the Company did not have any loans and borrowings from any financial institutions, banks, government or debenture holders during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company
  
- (ix) According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
  
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
  
- (xi) The provisions of section 197 of the Companies Act 2013 are not applicable to the Company. Accordingly, paragraph 3 (xi) of the Order is not applicable to the Company.
  
- (xii) According to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
  
- (xiii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
  
- (xiv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
  
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or person connected with him covered by Section 192 of the Act. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

***For B S R & Associates LLP***

*Chartered Accountants*

Firm registration number: 116231W/ W-100024

Place: Gurgaon  
Date: 12 May 2017

**Rakesh Dewan**

*Partner*

Membership number: 092212

**Annexure B to the Independent Auditor's Report of even date on the financial statements of Indianroots Retail Private Limited for the year ended 31 March 2017**

**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 controls over financial reporting of Indianroots Retail Private Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditor's Responsibility**

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

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

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

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

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

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

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting, issued by the ICAI.

**For B S R & Associates LLP**

*Chartered Accountants*

Firm registration number: 116231W/ W-100024

Place: Gurgaon  
Date: 12 May 2017

**Rakesh Dewan**

*Partner*

Membership number: 092212



**Indianroots Retail Private Limited**

(Amount in Rupees million)

| Balance sheet  | Notes | As at           |                 |
|--|-------|-----------------|-----------------|
|  |       | March 31, 2017  | March 31, 2016  |
| <b>Equity and liabilities</b>  |       |                 |                 |
| <b>Shareholder's funds</b>   |       |                 |                 |
| Share capital  | 3     | 0.10            | 0.10            |
| Reserves and surplus   | 4     | (321.63)        | (291.04)        |
|  |       | <b>(321.53)</b> | <b>(290.94)</b> |
| <b>Current liabilities</b>   |       |                 |                 |
| Trade payables   | 5     | -               | -               |
| - Total outstanding dues of micro enterprises and small enterprises; and                 |       | 326.00          | 298.95          |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | 6     | 2.17            | 2.53            |
| Other current liabilities  |       |                 |                 |
|  |       | <b>328.17</b>   | <b>301.48</b>   |
| <b>TOTAL</b>   |       | <b>6.64</b>     | <b>10.54</b>    |
| <b>Current assets</b>  |       |                 |                 |
| Inventories  | 8     | 2.18            | 1.01            |
| Cash and bank balances   | 9     | 0.10            | 1.57            |
| Short-term loans and advances  | 7     | 4.36            | 7.96            |
|  |       | <b>6.64</b>     | <b>10.54</b>    |
| <b>TOTAL</b>   |       | <b>6.64</b>     | <b>10.54</b>    |
| Significant accounting policies  | 2     |                 |                 |

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached.

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

For and on behalf of the Board of Directors  
**Indianroots Retail Private Limited**

**Rakesh Dewan**  
Partner  
Membership Number : 092212

**Ajay Mankotia**  
Director

**Ravi Asawa**  
Director

**K V L Narayan Rao**  
Group Chief Executive Officer

**Saurav Banerjee**  
Director, Finance and Group CFO

Place : Gurgaon  
Date : 12 May 2017

Place : New Delhi  
Date : 02 May 2017

**Indianroots Retail Private Limited**

(Amount in Rupees million except per share data)

| Statement of Profit and Loss  | Notes | Year ended        |                    |
|---|-------|-------------------|--------------------|
|   |       | March 31, 2017    | March 31, 2016     |
| <b>Income</b>   |       |                   |                    |
| Revenue from operations   | 10    | 5.38              | 68.44              |
| Other income  | 11    | 1.61              | -                  |
| <b>Total revenue (I)</b>  |       | <b>6.99</b>       | <b>68.44</b>       |
| <b>Expenses</b>   |       |                   |                    |
| Purchase of stock in trade  |       | 5.00              | 83.27              |
| Changes in inventories of stock in trade  | 12    | (1.17)            | 3.16               |
| Operations and administration expenses  | 13    | 31.91             | 156.08             |
| Marketing, distribution and promotion expenses  | 14    | 1.84              | 5.69               |
| Finance costs   | 15    | -                 | 0.04               |
| <b>Total (II)</b>   |       | <b>37.58</b>      | <b>248.24</b>      |
| <b>Loss for the year (I)-(II)</b>   |       | <b>(30.59)</b>    | <b>(179.80)</b>    |
| <b>Loss per equity share [nominal value of share Rs 10 (Previous year Rs 10)]<br/>Basic and diluted</b> | 16    | <b>(3,058.80)</b> | <b>(17,980.26)</b> |
| Significant accounting policies   | 2     |                   |                    |

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached.

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

For and on behalf of the Board of Directors  
**Indianroots Retail Private Limited**

**Rakesh Dewan**  
Partner  
Membership Number : 092212

**Ajay Mankotia**  
Director

**Ravi Asawa**  
Director

**K V L Narayan Rao**  
Group Chief Executive Officer

**Saurav Banerjee**  
Director, Finance and Group CFO

Place : Gurgaon  
Date : 12 May 2017

Place : New Delhi  
Date : 02 May 2017

**Indianroots Retail Private Limited**

(Amount in Rupees million)

| Cash Flow Statement  | Notes | Year ended            |                       |
|--|-------|-----------------------|-----------------------|
|  |       | March 31, 2017        | March 31, 2016        |
| <b>Loss before tax</b>   |       | <b>(30.59)</b>        | <b>(179.80)</b>       |
| Adjustments for:   |       |                       |                       |
| Provision for doubtful advances                                    |       | 0.99                  | -                     |
| Finance costs  |       | -                     | 0.04                  |
| <b>Operating loss before working capital changes</b>               |       | <b>(29.60)</b>        | <b>(179.76)</b>       |
| Movements in working capital :                                     |       |                       |                       |
| Increase in trade payables   |       | 27.05                 | 194.14                |
| Decrease in other current liabilities                              |       | (0.36)                | (24.79)               |
| Decrease in trade receivables                                      |       | -                     | 12.23                 |
| (Decrease) / increase in inventories                               |       | (1.17)                | 3.17                  |
| Decrease in long-term loans and advances                           |       | -                     | 0.58                  |
| Decrease/ (increase) in short-term loans and advances              |       | 2.61                  | (4.15)                |
| <b>Net cash (used in)/ generated from operating activities (A)</b> |       | <b>(1.47)</b>         | <b>1.42</b>           |
| <b>Cash flows from financing activities</b>                        |       |                       |                       |
| Finance cost   |       | -                     | (0.04)                |
| <b>Net cash used in financing activities (B)</b>                   |       | <b>-</b>              | <b>(0.04)</b>         |
| <b>Net (decrease)/increase in cash and cash equivalents (A+B)</b>  |       | <b>(1.47)</b>         | <b>1.38</b>           |
| Cash and cash equivalents at the beginning of the year             |       | 1.57                  | 0.19                  |
| <b>Cash and cash equivalents at the end of the year</b>            |       | <b>0.10</b>           | <b>1.57</b>           |
|  |       | <b>As at</b>          |                       |
| <b>Components of cash and cash equivalents</b>                     |       | <b>March 31, 2017</b> | <b>March 31, 2016</b> |
| Cash in hand   |       | -                     | 0.08                  |
| With banks   |       |                       |                       |
| On current account   |       | 0.10                  | 1.49                  |
| <b>Total cash and cash equivalents</b>                             |       | <b>0.10</b>           | <b>1.57</b>           |

Summary of significant accounting policies

2

**Notes :**

1. The above cash flow statement has been prepared under the indirect method set out in Accounting Standard-3 "Cash Flow Statements" as specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rule 2014.
2. Figures in brackets indicate cash outflow.

As per our report of even date attached.

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

For and on behalf of the Board of Directors  
**Indianroots Retail Private Limited**

**Rakesh Dewan**  
Partner  
Membership Number : 092212

**Ajay Mankotia**  
Director

**Ravi Asawa**  
Director

**K V L Narayan Rao**  
Group Chief Executive Officer

**Saurav Banerjee**  
Director, Finance and Group CFO

Place : Gurgaon  
Date : 12 May 2017

Place : New Delhi  
Date : 02 May 2017

## **Indianroots Retail Private Limited**

### **Notes to financial statements for the year ended March 31, 2017**

#### **1. Corporate information**

The Company was incorporated on November 14, 2013 as JA Ethnic Retail Private Limited, the name was changed to Indianroots Retail Private Limited w.e.f. January 27, 2014 on receipt of approval from the Registrar of Companies, NCT of Delhi and Haryana. The Company was acquired by NDTV Ethnic Retail Limited on November 28, 2013. The Company operates e commerce business of sale of various products on the platform www.indianroots.in in India. The Company commenced its operations from March 6, 2014.

#### **2. Summary of significant accounting policies**

##### **2.1 Basis of preparation**

These financial statements have been prepared and presented under the historical convention on a going concern basis, on the accrual basis of accounting and comply with the Accounting Standards specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, pronouncements of the Institute of Chartered Accountants of India and other accounting principles generally accepted in India, to the extent applicable. The financial statements are presented in Indian rupees rounded off to the nearest million.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other relevant criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product and the time between the acquisition of assets for processing and their realization 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.

##### **2.2 Going Concern**

The Company has incurred significant losses in the current year and in the previous years, as a result the net worth of the Company is fully eroded as on March 31, 2017. Based on current business plans and projections prepared by the management and approved by the Board of Directors, operational losses are expected in the subsequent year as well. Subsequent to the year-end, subject to the approval of the shareholders of the Company, the board of directors of the Company have approved the sale of entire equity stake held by NDTV Ethnic Retail Limited to an external investor pursuant to which the complete business of the Company will be transferred to the external investor.

##### **2.3 Use of estimates**

In the preparation of the financial statements, the management of the Company makes appropriate estimates and assumptions [in conformity with the applicable accounting principles in India that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, and the useful lives of fixed assets and intangible assets provisions and liabilities to be transferred and written.

**Provisions:** Provisions are recognised when there is a present obligation as a result of a past event's. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there it is possible and make 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 their present value.

**Contingent liability:** 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.

##### **2.4 Leases**

As a lessee:

Assets taken on leases where significant risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Statement of Profit and Loss on a straight line basis over the lease term.

##### **2.5 Revenue recognition**

Revenue from online sale of goods are recognized when the goods have been delivered and all the risk and rewards of ownership has been transferred to the buyer.

##### **2.6 Foreign currency transaction**

Transactions in foreign currency are recorded at the rates of exchange in force at the time the transactions are effected. All monetary assets and liabilities denominated in foreign currency are restated at the year-end exchange rate. All non-monetary assets and liabilities are stated at the rates prevailing on the dates of the transactions. Gains / (losses) arising out of fluctuations in the exchange rates are recognised as income / expense in the period in which they arise.

## **Indianroots Retail Private Limited**

### **Notes to financial statements for the year ended March 31, 2017**

#### **2.7 Inventories**

##### **Stock in trade**

Inventories related to stock in trade are stated at the lower of cost and net realisable value. The value of stock has been specific to the order placed by the customer. The stock in trade comprises apparels, dresses and fashion accessories. Net realisable value is estimated selling price in the ordinary course of business less the estimated cost to make the sale.

#### **2.8 Earning per share ( EPS )**

##### **Basic EPS**

The earnings considered in ascertaining the Company's basic EPS comprise the net profit/ (loss) after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

##### **Diluted EPS**

The net profit/ (loss) after tax and the weighted average number of shares outstanding during the year are adjusted for all the effects of dilutive potential equity shares for calculating the diluted EPS.

#### **2.9 Taxes on income**

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Income-tax expense is recognised in profit or loss except that tax expense related to items recognised directly in reserves is also recognised in those reserves.

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognised in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

#### **2.10 Cash and cash equivalents**

In the cash flow statement, cash and cash equivalents includes cash in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

**Indianroots Retail Private Limited**
**Notes to financial statements for the year ended March 31, 2017**
**3. Share capital**

(Amount in Rupees million except number of shares)

|   | As at          |                |
|---|----------------|----------------|
|   | March 31, 2017 | March 31, 2016 |
| <b>Authorised shares</b>  |                |                |
| 10,000 Equity Shares (Previous year 10,000 Equity Shares) of Rs.10 each | 0.10           | 0.10           |
| <b>Issued, subscribed and fully paid-up</b>                             |                |                |
| 10,000 Equity Shares (Previous year 10,000 Equity Shares) of Rs.10 each | 0.10           | 0.10           |
| <b>Total issued, subscribed and fully paid-up share capital</b>         | <b>0.10</b>    | <b>0.10</b>    |

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

(Amount in Rupees million except number of shares)

| Equity shares                      | As at March 31, 2017 |                | As at March 31, 2016 |                |
|------------------------------------|----------------------|----------------|----------------------|----------------|
|                                    | Number               | Rs in millions | Number               | Rs in millions |
| Opening balance                    | 10,000               | 0.10           | 10,000               | 0.10           |
| Outstanding at the end of the year | 10,000               | 0.10           | 10,000               | 0.10           |

**(b) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates**

(Amount in Rupees million except number of shares)

|   | As at March 31, 2017 |                | As at March 31, 2016 |                |
|---|----------------------|----------------|----------------------|----------------|
|   | Number               | Rs in millions | Number               | Rs in millions |
| Equity shares of Rs. 10 each fully paid                     |                      |                |                      |                |
| NDTV Ethnic Retail Limited, Holding Company and its nominee | 10,000               | 0.10           | 10,000               | 0.10           |
| 10,000 Equity Shares ( Previous year 10,000 )               |                      |                |                      |                |

**(c) Details of shareholders holding more than 5% shares in the Company**

(Amount in Rupees million except number of shares)

| Name of the shareholder   | As at March 31, 2017 |           | As at March 31, 2016 |           |
|---|----------------------|-----------|----------------------|-----------|
|   | Numbers              | % holding | Numbers              | % holding |
| Equity shares of Rupees 10 each fully paid held by NDTV Ethnic Retail Limited and its Nominee | 10,000               | 100%      | 10,000               | 100%      |

**(d) Rights, preferences and restrictions**

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

**4. Reserves and surplus**

(Amount in Rupees million)

|  | As at           |                 |
|--|-----------------|-----------------|
|  | March 31, 2017  | March 31, 2016  |
| <b>Deficit in the Statement of Profit and Loss</b> |                 |                 |
| Balance as at the beginning of the year            | (291.04)        | (111.24)        |
| Loss for the year                                  | (30.59)         | (179.80)        |
| <b>Net deficit in Statement of Profit and Loss</b> | <b>(321.63)</b> | <b>(291.04)</b> |

**Indianroots Retail Private Limited**
**Notes to financial statements for the year ended March 31, 2017**

| 5. Trade payables   | (Amount in Rupees million) |                |
|---|----------------------------|----------------|
|   | As at                      |                |
|   | March 31, 2017             | March 31, 2016 |
| <b>Trade payables</b>   |                            |                |
| -total outstanding dues of micro enterprises and small enterprises; (refer note 19)     | -                          | -              |
| -total outstanding dues of creditors other than micro enterprises and small enterprises | 326.00                     | 298.95         |
|   | <b>326.00</b>              | <b>298.95</b>  |

| 6. Other current liabilities | (Amount in Rupees million) |                |
|------------------------------|----------------------------|----------------|
|                              | As at                      |                |
|                              | March 31, 2017             | March 31, 2016 |
| Advances from customers      | 1.65                       | 1.97           |
| Statutory dues               | 0.52                       | 0.56           |
|                              | <b>2.17</b>                | <b>2.53</b>    |

| 7. Loans and advances                                  | (Amount in Rupees million) |                |                |                |
|--|----------------------------|----------------|----------------|----------------|
|  | As at                      |                | As at          |                |
|  | Long-term                  |                | Short-term     |                |
|  | March 31, 2017             | March 31, 2016 | March 31, 2017 | March 31, 2016 |
| Unsecured and considered good, unless otherwise stated |                            |                |                |                |
| Security deposit                                       | -                          | -              | -              | 0.58           |
| Advances recoverable in cash or kind                   | -                          | -              | 0.54           | 0.52           |
| Recoverable from logistics partners                    | -                          | -              | 3.66           | 6.73           |
| Due from government authorities                        | -                          | -              | 0.16           | 0.13           |
|  | -                          | -              | 4.36           | 7.96           |
| Doubtful recoverable from logistics partners           |                            |                |                |                |
| Unsecured, considered doubtful                         | -                          | -              | 0.99           | -              |
|  | -                          | -              | 0.99           | -              |
| Provision for doubtful recoverable                     | -                          | -              | (0.99)         | -              |
|  | -                          | -              | -              | -              |
| <b>Total</b>   | <b>-</b>                   | <b>-</b>       | <b>4.36</b>    | <b>7.96</b>    |

| 8. Inventories (lower of cost and net realisable value)                            | (Amount in Rupees million) |                |
|--|----------------------------|----------------|
|  | As at                      |                |
|  | March 31, 2017             | March 31, 2016 |
| Stock in trade (Includes stock in transit Rs Nil (Previous year Rs 0.02 million))* |                            |                |
| Apparels   | 1.83                       | 1.01           |
| Others   | 0.35                       | -              |
|  | <b>2.18</b>                | <b>1.01</b>    |

\* Net off provision for inventory of Rs 0.50 million (Previous year Rs 1.39 million).

**Indianroots Retail Private Limited**  
**Notes to financial statements for the year ended March 31, 2017**

| 9. Cash and bank balances   | (Amount in Rupees million) |                |
|-----------------------------|----------------------------|----------------|
|                             | As at                      |                |
|                             | March 31, 2017             | March 31, 2016 |
| Cash and cash equivalents   |                            |                |
| <b>Balances with banks:</b> |                            |                |
| – On current accounts       | 0.10                       | 1.49           |
| <b>Cash on hand</b>         | -                          | 0.08           |
|                             | <b>0.10</b>                | <b>1.57</b>    |

| 10. Revenue from operations    | (Amount in Rupees million) |                |
|--------------------------------|----------------------------|----------------|
|                                | Year ended                 |                |
|                                | March 31, 2017             | March 31, 2016 |
| <b>Revenue from operations</b> |                            |                |
| Sale of goods                  | 5.38                       | 68.44          |
|                                | <b>5.38</b>                | <b>68.44</b>   |

| 11. Other income             | (Amount in Rupees million) |                |
|------------------------------|----------------------------|----------------|
|                              | Year ended                 |                |
|                              | March 31, 2017             | March 31, 2016 |
| Foreign exchange fluctuation | 1.61                       | -              |
|                              | <b>1.61</b>                | <b>-</b>       |

| 12. Changes in inventories of stock in trade  | (Amount in Rupees million) |                |
|---|----------------------------|----------------|
|   | Year ended                 |                |
|   | March 31, 2017             | March 31, 2016 |
| Stock at the beginning of the year  | 1.01                       | 4.17           |
| Less: stock at the end of the year (includes stock in transit Rs Nil (Previous year Rs 0.02 million ))* | 2.18                       | 1.01           |
|   | <b>(1.17)</b>              | <b>3.16</b>    |

\* Netoff provision for inventory of Rs 0.50 million (Previous year Rs Rs 1.39 million).

| 13. Operations and administration expenses | (Amount in Rupees million) |                |
|--|----------------------------|----------------|
|  | Year ended                 |                |
|  | March 31, 2017             | March 31, 2016 |
| Rent (refer note 17)                       | 0.20                       | 1.23           |
| Rates and taxes                            | 0.01                       | -              |
| Auditors' remuneration*                    | 0.29                       | 0.25           |
| Communication                              | 0.01                       | -              |
| Provision for doubtful advances            | 0.99                       | -              |
| Legal, professional and consultancy        | 30.32                      | 153.75         |
| Foreign exchange loss                      | -                          | 0.34           |
| Bank charges                               | -                          | 0.11           |
| Miscellaneous                              | 0.05                       | -              |
| Postage and courier                        | 0.04                       | 0.40           |
|  | <b>31.91</b>               | <b>156.08</b>  |

| * Auditors' remuneration         | (Amount in Rupees million) |                |
|----------------------------------|----------------------------|----------------|
|                                  | Year ended                 |                |
|                                  | March 31, 2017             | March 31, 2016 |
| <b>As auditors:</b>              |                            |                |
| Audit fee                        | 0.20                       | 0.20           |
| <b>Reimbursement of expenses</b> |                            |                |
| Out of pocket expenses           | 0.09                       | 0.05           |
|                                  | <b>0.29</b>                | <b>0.25</b>    |

| 14. Marketing, distribution and promotion expenses | (Amount in Rupees million) |                |
|--|----------------------------|----------------|
|  | Year ended                 |                |
|  | March 31, 2017             | March 31, 2016 |
| Marketing expense                                  | -                          | 0.03           |
| Shipping expense                                   | 1.84                       | 5.66           |
|  | <b>1.84</b>                | <b>5.69</b>    |

| 15. Finance costs | (Amount in Rupees million) |                |
|-------------------|----------------------------|----------------|
|                   | Year ended                 |                |
|                   | March 31, 2017             | March 31, 2016 |
| Interest expense  | -                          | 0.04           |
|                   | <b>-</b>                   | <b>0.04</b>    |



**Indianroots Retail Private Limited**  
**Notes to financial statements for the year ended March 31, 2017**

**16. Loss per share (LPS)**

(Amount in Rupees million except per share data)

|   | Year ended     |                |
|---|----------------|----------------|
|   | March 31, 2017 | March 31, 2016 |
| Loss attributable to equity shareholders  | (30.59)        | (179.80)       |
| Number of equity shares outstanding at year end (Nos.)                                    | 10,000         | 10,000         |
| Weighted average number of Equity Shares outstanding during the year for Basic LPS (Nos.) | 10,000         | 10,000         |
| Basic and diluted loss per equity share (Rs.)   | (3,058.80)     | (17,980.26)    |
| Nominal value per share (Rs.)   | 10             | 10             |

**17. Operating leases**

The Company has taken commercial premises under non-cancellable operating leases. The rental expense for the current year, in respect of operating leases was Rs. 0.20 million (Previous year Rs 1.23 million). The future minimum lease payments in respect of such leases are as follows:

(Amount in Rupees million)

|   | As at          |                |
|---|----------------|----------------|
|   | March 31, 2017 | March 31, 2016 |
| Within one year                             | -              | 0.39           |
| After one year and not more than five years | -              | -              |
| More than five years                        | -              | -              |
| <b>Total minimum lease payments</b>         | <b>-</b>       | <b>0.39</b>    |

**18. Related party disclosures**

Names of related parties, where control exists or with whom transactions were carried out during each year and description of relationship as identified and certified by the management:

**I. Names of the related parties and nature of relationship**

|                              |   |                          |
|------------------------------|---|--------------------------|
| New Delhi Television Limited | : | Ultimate Holding Company |
| NDTV Ethnic Retail Limited   | : | Holding Company          |

**Key management personnel and their relatives**

|                 |                                 |
|-----------------|---------------------------------|
| Ajay Mankotia   | Director                        |
| KVL Narayan Rao | Group Chief Executive Officer   |
| Saurav Banerjee | Director, Finance and Group CFO |
| Ravi Asawa      | Director                        |

**II. Disclosure of related party transactions**

The following table provides the total amount of transactions that have been entered into with related parties, in the ordinary course of business for the year ended March 31,2017

(Amount in Rupees million)

| Nature of relationship / transaction                   | Holding Company |                | Total          |                |
|--|-----------------|----------------|----------------|----------------|
|  | March 31, 2017  | March 31, 2016 | March 31, 2017 | March 31, 2016 |
| <b>Shared service cost *</b>                           |                 |                |                |                |
| NDTV Ethnic Retail Limited                             | 29.61           | 153.11         | 29.61          | 153.11         |
| <b>Collection on behalf of Company</b>                 |                 |                |                |                |
| NDTV Ethnic Retail Limited                             | 8.63            | 48.19          | 8.63           | 48.19          |
| <b>Receipt against Collection on behalf of Company</b> |                 |                |                |                |
| NDTV Ethnic Retail Limited                             | 5.62            | 120.02         | 5.62           | 120.02         |
| <b>Balance at the period end</b>                       |                 |                |                |                |
| Trade receivable                                       | -               | -              | -              | -              |
| Trade payable  | 309.47          | 283.39         | 309.47         | 283.39         |

\* Includes service tax charged by Holding Company.

**Indianroots Retail Private Limited****Notes to financial statements for the year ended March 31, 2017****19. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006**

(Amount in Rupees million)

| Particulars  | As at          |                |
|--|----------------|----------------|
|  | March 31, 2017 | March 31, 2016 |
| (a) The amounts remaining unpaid to micro, small and medium enterprises as at the end of the year  |                |                |
| - Principal  | Nil            | Nil            |
| - Interest   | Nil            | Nil            |
| (b) The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006.  | Nil            | Nil            |
| (c) The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.  | Nil            | Nil            |
| (d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprises Development Act, 2006.   | Nil            | Nil            |
| (e) The amount of interest accrued and remaining unpaid at the end of each accounting year.  | Nil            | Nil            |
| (f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the Micro Small and Medium Enterprises Development Act, 2006. | Nil            | Nil            |

**20. Segment Information**

The Company considers its business segment i.e. e-commerce selling outside india as its primary segment. The entire operations are governed by the similar set of risks and returns and hence, the same has been considered as representing a single primary segment. The Company does not have operations in economic environments with different risks and returns; hence, it is considered as operating in a single geographical segment.

Since the Company's business activity falls within a single business and geographical segment, there are no additional disclosures to be provided under Accounting Standard – 17.

**21. Disclosure on Specified Bank Notes (SBNs) :**

During the year, the Company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308 ( E ) dated March 31, 2017 on the details of Specified Bank Notes(SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below :

(Amount in Rupees)

| Particulars   | SBNs* | Other denomination notes | Total |
|---|-------|--------------------------|-------|
| Closing cash in hand as on November 08, 2016        | 8,000 | 270                      | 8,270 |
| (+) Permitted receipts                              | -     | -                        | -     |
| (-) Permitted payments                              | -     | -                        | -     |
| (-) Amount deposited in banks                       | 8,000 | -                        | 8,000 |
| <b>Closing cash in hand as on December 30, 2016</b> | -     | 270                      | 270   |

\* For the purpose of this clause, the term "specified bank notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407 ( E ) dated November 8, 2016.

As per our report of even date attached.

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

For and on behalf of the Board of Directors  
**Indianroots Retail Private Limited**

**Rakesh Dewan**  
Partner  
Membership Number : 092212

**Ajay Mankotia**  
Director

**Ravi Asawa**  
Director

**K V L Narayan Rao**  
Group Chief Executive Officer

**Saurav Banerjee**  
Director, Finance and Group CFO

Place : Gurgaon  
Date : 12 May 2017

Place : New Delhi  
Date : 02 May 2017