

B.K.R. & ASSOCIATES

Chartered Accountants

1st Floor, Topaz Complex, K.S. Rao Road, Mangalore - 575 001.

Tel : 6360680632

Email : bkrassts@yahoo.in

13.09.2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPEARHEAD MEDIA PVT. LTD.

Report on the Audit of the Financial Statements Qualified Opinion

We have audited the Financial Statements of **SPEARHEAD MEDIA PVT. LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2023, statement of Profit and Loss for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the incomplete disclosure of the information referred to in the Basis for Qualified Opinion section and matters mentioned in Emphasis of Matter Paragraph of our Report, 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,

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2023, and
- (b) In the case of Profit & Loss, of the Loss of the Company for the year ended on that date.

Basis for Qualified Opinion

We draw attention to the Note No.24 in the Financial Statements. The Company has posted net loss of Rs.74,28,600/- during the year ended 31st March 2023 and as of that date and had accumulated losses aggregate to Rs.3,53,32,200/- resulting in complete erosion of its net worth. Further, as of that date, company's current liabilities exceeded its current assets by Rs.107,60,400/-.

We draw attention to the Note No.26 in the Financial Statements. The Company had issued 9000 Convertible Debentures of Rs.1000/- each, with Interest @ 12% Simple Interest. As per the terms of issue Interest is payable at the Time of Maturity, which after the compulsory LOCK – IN period of 3 (Three) years. As the Lock In period of 3 years was over during the current Financial Year, Interest amounting to Rs.32,40,000/- was paid during the year to all the Debenture Holders. Interest is paid by Converting the amount of Interest to Shares and issuing Shares to the Debenture Holders.

Though the Company has raised funds by allotment of Equity Shares and by issue of Debentures, the Company is unable to effectively utilise the funds. Deferred tax Asset comprises major portion of the assets of the Company. Consequently, the Company's assets (net of deferred tax asset) are insufficient to cover the Liabilities resulting in Negative Net Assets as follows,



Financial Year	Loss Incurred During The Year	Net Assets As On Balance Sheet Date
2013-14	5,61,083	2,30,917
2014-15	15,67,420	5,76,988
2015-16	31,30,343	9,28,112
2016-17	40,64,179	(12,79,952)
2017-18	58,93,261	(42,75,078)
2018-19	53,32,157	(41,09,683)
2019-20	46,10,445	(92,06,324)
2020-21	25,89,171	(119,64,379)
2021-22	(Profit) 16,56,224	(109,38,382)
2022-23	74,29,276	(86,43,582)

This situation indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not adequately disclose this matter. The Management has represented that since during the year under audit the Company has posted profit and the operations are on for revival of the Company to make it a profitable one.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 Companies Act, 2013 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.

Emphasis of Matter:

- We draw attention to the Note no.24 in the Financial Statements. The Company had invested in the equity shares of Spearhead Publication Pvt. Ltd., during the FY 2018-19, in excess of the limit specified u/s.186 of the Companies Act 2013 which is approved by shareholders of the Company by passing special Resolution at the extra-ordinary General Meeting of the Company held on 27th day of March 2018. The Subsidiary Company, M/S SPEARHEAD PUBLICATION PRIVATE LIMITED was wound up during the year and the balances in the Investment account and Loss accumulated are transferred to the General Reserve of the Company. Our opinion is not qualified in respect of this matter.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.
- Obtain sufficient appropriate evidence regarding the financial information of the entity or business activity within the Group to express an opinion on the consolidated financial statement, of which we are the Independent Auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.

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 the 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 Companies Act, 2013, the said order does not apply to Group since the Parent Company along with the Subsidiary Company fulfils all the conditions specified in that Para. Hence, we have not reported on the issues mentioned in that para.
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. The Company has no branches.
 - (c) The Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



SPEARHEAD MEDIA PRIVATE LIMITED

CIN: U22219KA2013PTC072197

Balance Sheet As On 31st March, 2023

Particulars	Note No.	Figures as at the end of current reporting Rs.	Figures as at the end of previous reporting Period Rs.
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	1,18,57,500	1,03,09,400
(b) Reserves and surplus	2	(1,23,02,300)	(1,28,15,500)
(b) Money Received against share warrents		-	-
2 Share application money pending allotments		-	-
3 Non-current liabilities			
(a) Long-term borrowings	3	-	90,00,000
(b) Deferred tax liabilities (net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long term provision		-	-
4 Current liabilities			
(a) Short Term Borrowings	4	74,19,100	73,39,500
(b) Trade payables	5		
(A) total outstanding dues of micro enterprises and small enterprises		42,44,200	2,71,300
(B) total outstanding dues of Creditors other than micro enterprises and small enterprises		-	-
(c) Other current liabilities	6	-	-
(d) Short-term provisions	7	21,80,600	11,97,800
TOTAL		1,33,99,100	1,53,02,500
B ASSETS			
1 Non-current assets			
(i) Property, Plant and Equipment	8	11,88,700	4,04,200
(ii) Intangible assets		8,46,100	10,18,800
(iii) Capital Work in progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-current investments	9	1,000	14,92,000
(c) Deferred Tax Assets		81,98,800	84,32,500
(d) Long term loans and Advances	11	81,000	75,000
(e) Other Non Current Assets			
2 Current assets			
(a) Current Investments	10	-	-
(b) Inventories		-	-
(c) Trade receivables	12	13,17,000	23,73,500
(d) Cash and cash equivalents	13	38,400	3,03,800
(e) Short-term loans and advances	14	10,90,000	5,51,200
(f) Other Current Assets	15	6,38,100	6,51,500
TOTAL		1,33,99,100	1,53,02,500

See accompanying notes forming part of the financial statements

FOR SPEARHEAD MEDIA PRIVATE LIMITED

For BKR & ASSOCIATES,
Chartered Accountants

Partner

Place: Mangaluru

Date: 13/09/2023

UDIN : 23029528BGPKEU1183



BRIAN DAVID ASHOK FERNANDIS
(DIRECTOR)
DIN: 07214058

BRIJESH M. GOKHALE
(DIRECTOR)
DIN: 08928595
For SPEARHEAD MEDIA PVT. LTD.

For SPEARHEAD MEDIA PVT. LTD.

Director

Director

SPEARHEAD MEDIA PRIVATE LIMITED

CIN: U22219KA2013PTC072197

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2023

(Figures in lakhs)

Particulars	Note No.	Figures for the current reporting period	Figures for the previous reporting period
		Rs.	Rs.
I Revenue from operations (gross)	16	1,10,95,700.00	73,47,900.00
Less: Excise Duty		-	-
Revenue from operations (net)		1,10,95,700.00	73,47,900.00
II Other Income	17	1,07,700.00	60,300.00
III Total Income (I+II)		1,12,03,400.00	74,08,200.00
IV Expenses			
(a) Cost of materials consumed	18	-	-
(b) Purchase of Stock in Trade			
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	-	-
(d) Employee benefits expenses	20	68,29,000.00	31,69,900.00
(e) Finance costs	21	37,61,100.00	4,87,300.00
(f) Depreciation and amortisation expenses		7,34,900.00	3,01,000.00
(g) Other expenses	22	70,73,700.00	24,24,400.00
Total Expenses		1,83,98,700.00	63,82,600.00
V Profit before exceptional and extraordinary item and tax		(71,95,300.00)	10,25,600.00
VI Exceptional Items		-	-
VII Profit before extraordinary item and tax		(71,95,300.00)	10,25,600.00
VIII Extraordinary Items		-	-
IX Profit before Tax		(71,95,300.00)	10,25,600.00
X Tax Expense:			
(a) Current tax expense		-	-
(b) Deferred tax		2,33,300.00	(6,30,300.00)
XI Profit / (Loss) for the period from continuing operations		(74,28,600.00)	16,55,900.00
XII Profit / (Loss) from discontinuing operations		-	-
XIII Tax from discontinuing operations		-	-
XIV Profit/ (Loss) from discontinuing operations		-	-
XV Profit / (Loss) for the Period		(74,28,600.00)	16,55,900.00
XVI Earning per equity share:			
(1) Basic		(6.00)	2.00
(2) Diluted		(6.00)	1.00

In terms of our report attached.
FOR BKR & ASSOCIATES,
Chartered Accountants

Place: Mangaluru

Date: 13/09/2023

UDIN : 23029528BGPKZUT183

BRIAN DAVID ASHOK FERNANDIS
(DIRECTOR)
DIN: 07214058

For SPEARHEAD MEDIA PVT. LTD.

[Signature]
Director

FOR SPEARHEAD MEDIA PRIVATE LIMITED

[Signature]
BRIJESH M. GOKHALE
(DIRECTOR)
DIN: 08928595

For SPEARHEAD MEDIA PVT. LTD.

Director

SPEARHEAD MEDIA PRIVATE LIMITED				
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET				
Note -1. SHARE CAPITAL				
Particulars	Figures as at the end of current reporting		Figures as at the end of previous reporting	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised 20,00,000 Equity shares of Rs.10/- each with voting rights	20,00,000	2,00,00,000	20,00,000	2,00,00,000
(b) Issued, Subscribed and Paid up 11,85,750 Equity shares of Rs.10 each with voting rights	11,85,750	1,18,57,500	10,30,935	1,03,09,400
Total	11,85,750	1,18,57,500	10,30,935	1,03,09,400
List of Shareholders holding more than 5% share capital				
Name of Shareholders	No. of Shares	%	Value/Share	Total Value
Valerian Dalmaida	3,15,109	26.57%	10	31,51,100
Roque D'souza	1,00,000	8.43%	10	10,00,000
Richard Castellino	67,091	5.66%	10	6,70,900
TOTAL	4,82,200			48,22,000

NOTE 1A. SHARES HELD BY PROMOTORS

Current Reporting Period				
Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year

Previous reporting Period				
Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year

NOTE- 1B. STATEMENTS OF CHANGES IN EQUITY

Current Reporting Period				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
1,03,09,400			15,48,100	1,18,57,500

Previous reporting Period				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
1,03,09,400				1,03,09,400

In terms of our report attached.

For BKR & ASSOCIATES,
Chartered Accountants.

Partner
Place: Mangaluru
Date: 13/09/2023



BRIAN DAVID ASHOK FERNANDIS
(DIRECTOR)
DIN: 07214058

BRIJESH M. GOKHALE
(DIRECTOR)
DIN: 08928595

For SPEARHEAD MEDIA PVT. LTD.

For SPEARHEAD MEDIA PVT. LTD.

[Signature]
Director

Director

SPEARHEAD MEDIA PRIVATE LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Note 2 RESERVES AND SURPLUS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
(A) Securities premium account		
Opening balance	1,32,76,500	1,32,76,500
Add: Transfer during the year	97,53,400	
Closing balance	2,30,29,900	1,32,76,500
(B) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	-2,60,91,800	-2,77,47,900
Add: Profit / (Loss) for the year	-74,28,600	16,55,900
Less: Loss on Investment SPPL	-18,11,800	
Closing balance	-3,53,32,200	-2,60,92,000
Total	-1,23,02,300	-1,28,15,500

Note 3 LONG TERM BORROWINGS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
12% Debentures (9000 Debentures of Rs.1000/- each)		90,00,000
TOTAL	-	90,00,000

Note 4 SHORT TERM BORROWINGS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
<u>SECURED LOANS</u>		
OD A/C	41,17,800	37,81,800
CASH CREDIT	-	-
<u>UNSECURED LOANS</u>		
<u>Loan from Director & Relatives</u>		
Felix Vincent Lobo USL	2,42,900	2,42,900
Valerian Dalmaida USL	28,56,000	25,04,600
Nelson Cutinha USL	-	1,01,200
Anil Pinto USL	2,02,400	3,03,600
Clevy Leo Rodrigues USL		3,03,600
Jenevieve Pushpa Baretto USL		1,01,200
Sherly Paulose USL		600
TOTAL	74,19,100	73,39,500

Note 6 OTHER CURRENT LIABILITIES

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
Creditors For Advance	-	-
Expenses Payable	-	-
Others	-	-
Total	-	-

Note 5 TRADE PAYABLES

Figures For the Current Reporting Period

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	42,57,800	-13,600	-	-	42,44,200
Dispute dues-MSME	-	-	-	-	-
Others	-	-	-	-	-
Total					42,44,200

Figures For Previous Reporting Period

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	1,31,700.0	73,500.0	66,100.0	-	2,71,300.0
Dispute dues-MSME	-	-	-	-	-
Others	-	-	-	-	-
Total					2,71,300.0

Note 12 TRADE RECEIVABLES

Figures For the Current Reporting Period

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables-Considered Goods	10,25,400	58,200	1,49,300	-	-	12,32,900
Undisputed Trade Receivables-Considered Doubtful	-	-	-	18,400	65,700	84,100
Disputed Trade Receivables-Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-

Figures For Previous Reporting Period

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables-Considered Goods	21,52,900	38,500	85,700	-	-	22,77,100
Undisputed Trade Receivables-Considered Doubtful	-	-	-	66,400	30,000	96,400
Disputed Trade Receivables-Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-

In terms of our report attached.

For BKR & ASSOCIATES,
Chartered Accountants

Partner
Place: Mangaluru
Date: 13/09/2023

FOR SPEARHEAD MEDIA PRIVATE LIMITED

BRIAN DAVID ASHOK FERNANDIS

For SPEARHEAD MEDIA PVT. LTD.

DIN: 07214058

Director

BRIJESH M. GOKHALE

(DIRECTOR)

DIN: 08928595

For SPEARHEAD MEDIA PVT. LTD.

Note 7 SHORT TERM PROVISIONS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
(a) Provision for employee benefits		
ESI Employees Contribution Payable	3,300	1,300
ESI Employers Contribution Payable	14,200	5,500
PF Employees Contribution Payable	40,900	
PF Employers Contribution Payable	40,900	
PF Admin Charges Payable	1,700	
PF EDLI Payable	1,700	
Professional Tax	3,800	1,000
Wages Payable		-
Salary Payable	13,92,900	10,13,800
Welfare Fund A/c	54,800	62,800
(b) Provision - for TAX		
Provision for Income Tax(Prior Years)		-
Provision for Income Tax(Current Years)		-
TDS Payable		-
On Payment to NRI	3,85,200	
On Rent	-	6,400
On Professional Services	51,900	11,800
On Contract	1,800	
On Commission	2,700	
On Salary	12,300	
(c) Provision - Others		
Office Rent and Maintenance Payable	33,100	-
Telephone Exp. Payable	4,000	4,600
GST Payable		-
IGST	21,200	26,600
CGST	39,000	38,500
SGST	39,000	40,700
Other Payables		-
Commission/incentive	36,200	-15,200
Total	21,80,600	11,97,800

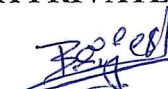
In terms of our report attached.

FOR SPEARHEAD MEDIA PRIVATE LIMITED**For BKR & ASSOCIATES,**

Chartered Accountants



BRIAN DAVID ASHOK FERNANDIS
(DIRECTOR)
DIN: 07214058

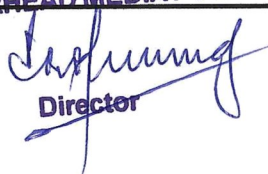


BRIJESH M. GOKHALE
(DIRECTOR)
DIN: 08928595

Place: Mangaluru

Date: 13/09/2023

For SPEARHEAD MEDIA PVT. LTD.


Director

For SPEARHEAD MEDIA PVT. LTD.

Director

Note - 8

SPEARHEAD MEDIA PRIVATE LIMITED
STATEMENT OF FIXED ASSETS, AS ON 31 ST MARCH 2023

PARTICULARS	RATE OF DEPRECIATION	G R O S S ----- B L O C K					DEPRECIATION		N E T -- B L O C K		
		AS ON 01-04-2022	ADDITIONS Before 30.09.2022	ADDITIONS After 30.09.2022	SALE during the year	AS ON 31.3.2023	UP TO 01.04.2022	FOR THE YEAR	AS ON 31.03.2023	AS ON 31.03.2023	AS ON 31.03.2022
Air Conditioner	18.10%	87,600	-	-	-	87,600	77,300	1,900	79,200	8,500	10,300
Camera	18.10%	3,43,700	3,100	-	-	3,46,900	2,09,600	24,800	2,34,400	1,12,500	1,34,100
CCTV	18.10%	13,400	-	-	-	13,400	600	2,300	2,900	10,500	12,800
Computer	63.16%	11,11,400	4,70,300	8,01,200	-	23,82,800	10,22,200	4,88,100	15,10,300	8,72,500	89,200
Electrical Fittings	25.89%	2,61,300	2,800	5,200	-	2,69,300	1,98,600	17,100	2,15,700	53,600	62,700
Furniture & Fixtures	25.89%	7,23,400	-	-	-	7,23,400	7,03,100	5,300	7,08,400	15,000	20,300
Motor Cycle	25.89%	72,100	-	-	-	72,100	45,300	6,900	52,200	19,900	26,800
Tent	26.10%	3,900	-	-	-	3,900	3,600	100	3,700	200	300
Mobile Phones	18.10%	29,200	29,800	33,000	-	92,100	5,000	9,500	14,500	77,600	24,200
Tabular Battery	18.10%	32,000	-	-	-	32,000	19,800	2,200	22,000	10,000	12,200
Curtain	25.89%	15,800	-	-	-	15,800	4,500	2,900	7,400	8,400	11,300
TOTAL		26,93,800	5,06,000	8,39,400	-	40,39,300	22,89,600	5,61,100	28,50,700	11,88,700	4,04,200
PREVIOUS YEAR		24,90,700	36,500	1,70,800	4,200	26,93,800	21,64,700	1,25,000	22,89,600	4,04,200	3,26,000

As per our report of even date attached

As per our report of even date attached

For BKR & ASSOCIATES,

Chartered Accountants

Partner
Place: Mangaluru
Date: 13/09/2023



BRIAN DAVID ASHOK FERNANDIS
(DIRECTOR)
DIN: 07214058

For SPEARHEAD MEDIA PVT. LTD.

FOR SPEARHEAD MEDIA PRIVATE LIMITED

BRIJESH M. GOKHALE
(DIRECTOR)
For SPEARHEAD MEDIA PVT. LTD.

Director

(Signature)
Director

Note - 8

SPEARHEAD MEDIA PRIVATE LIMITED

STATEMENT OF FAS ON 31 ST MARCH 2022

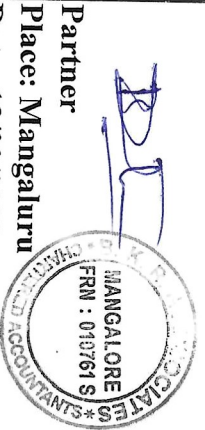
PARTICULARS	Useful life (years)	G R O S S ----- B L O C K				AMORTISATION				N E T -- B L O C K	
		AS ON	ADDITIONS		SALE during the year	AS ON	UP TO	FOR THE YEAR	AS ON	AS ON	AS ON
		01-04-2022	Before 30.09.2022	After 30.09.2022		31.3.2023	01.04.2022		31.03.2023	31.03.2023	31.03.2022
Mobile App	10	10,48,000	-	-	-	10,48,000	5,31,100	1,04,800	6,35,900	4,12,100	5,16,900
Trademarks	10	56,000	-	1,100	-	57,100	28,500	5,600	34,100	23,000	27,600
Goodwill	5	37,800	-	-	-	37,800	32,400	5,400	37,800	-	5,300
Website Development	10	5,79,900	-	-	-	5,79,900	1,10,900	58,000	1,68,900	4,11,000	4,69,000
TOTAL		17,21,700	-	1,100	-	17,22,800	7,02,900	1,73,800	8,76,700	8,46,100	10,18,800
PREVIOUS YEAR		13,03,800	4,17,900	17,21,700	-	34,43,300	5,26,900	1,75,900	7,02,900	10,18,800	7,76,800

As per our report of even date attached

FOR SPEARHEAD MEDIA PRIVATE LIMITED

For BKR & ASSOCIATES,

Chartered Accountants



Partner

Place: Mangaluru

Date: 13/09/2023

BRIAN DAVID ASHOK FERNANDIS
(DIRECTOR)
DIN: 07214058

BRIJESH M. GOKHALE
(DIRECTOR)
DIN:08928595

For SPEARHEAD MEDIA PVT. LTD.

For SPEARHEAD MEDIA PVT. LTD.

[Signature]
Director

Director

SPEARHEAD MEDIA PRIVATE LIMITED

Note 9 NON CURRENT INVESTMENTS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
Shares of Bharat Bank	1,000	1,000
Shares in Spearhead Publication Pvt Ltd		14,91,000
Total	1,000	14,92,000

Note INVENTORIES

(At lower of cost and net realisable value)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
Finished Goods	-	-
Raw Material (including Packing Material)	-	-
W I P	-	-
Stock with Consignee	-	-
Total	-	-

Note 11 LONG TERM LOANS AND ADVANCES

Particulars	#REF!	#REF!
	Rs.	Rs.
Security Deposit:	-	-
Rent Deposits	75,000	75,000
NSC Karnataka Today Canute JP(SPPL)	6,000	-
Total	81,000	75,000

Note 13 CASH AND CASH EQUIVALENTS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
A) Cash In Hand	6,200	26,700
B) Bank Balance	-	
Bharath Bank, Current A/c No.002512100007666	-	22,700
Bharath Bank, Current A/c No.	3,000	5,900
ICICI Bank Current A/c No.056105000353	17,800	47,500
Recurring Deposit No.0025261800011172	-	1,69,500
Recurring Deposit No.002526180005711	-	100
Bank of Baroda A/c No.73650200001366	2,900	14,200
M C C Bank current a/c	3,700	17,200
HDFC Bank A/c	4,800	
Total	38,400	3,03,800

Note 14 SHORT TERM LOANS AND ADVANCES

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
Security Deposit with Vodafone	200	200
Security Deposit with Jio	3,500	3,500
Security Deposit with BSNL	7,700	7,700
GST INPUT	-	-
Others		
Spearhead Publications Private Ltd		4,59,300
Village tv	10,37,200	36,800
TDS Receivable P.Y		43,700
TDS Receivable A.Y 2022-23	41,400	
Total	10,90,000	5,51,200

Note 15 OTHER CURRENT ASSETS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	Rs.	Rs.
A) Preliminary exps. w/off		-
B) fixed assets scrap		-
C) other		
Deferred Business Promotion Expenses	4,27,800	4,27,800
Brokerage Fees Paid in Advance	46,800	46,800
Advance Business Promotion Expenses	1,18,000	41,600
Advance Consultancy Fees	-	1,00,000
Reseller Club (Domain Renewal)	7,500	7,500
Prepaid Canva Subscription	3,000	3,000
Prepaid Fire and Burglary Insurance	3,000	
Prepaid Internet Expenses	4,600	
Prepaid Trade License	2,600	
Provision for Doubtful Debt	24,800	24,800
Total	6,38,100	6,51,500

In terms of our report attached.

FOR SPEARHEAD MEDIA PRIVATE LIMITED**For BKR & ASSOCIATES,**
Chartered Accountants


BRIAN DAVID ASHOK FERNANDIS
(DIRECTOR)
DIN: 07214058



BRIJESH M. GOKHALE
(DIRECTOR)
DIN: 08928595

Place: Mangaluru

Date: 13/09/2023

FOR SPEARHEAD MEDIA PVT. LTD.**For SPEARHEAD MEDIA PVT. LTD.**


Director

Director

Note 16 REVENUE FROM OPERATIONS

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
Video Coverage	50,000	1,37,000
Advertising	19,12,900	11,56,400
Newspaper Earning Charges	1,84,100	1,78,500
Online Advertisement Service	10,04,000	41,42,900
Designing & Printing	-	-18,000
Magazine sale and subscription	3,62,800	2,14,000
Advertorial	21,27,200	15,37,100
Franchisee fees	53,73,700	
Live streaming and live events	13,500	
Studio Hiring Rent	16,000	
Video Editing Fees	51,500	
Total - Sales	1,10,95,700	73,47,900

Note 17 OTHER INCOME

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
Interest on IT Refund	1,600	
Interest on R.D.	5,400	6,600
Discount Received	-	
Dividend Received	100	
<u>Duties, taxes & cess on supply</u>		
IGST		
CGST		
SGST		-
Prior Period Adjustments		1,100
Round Off	500	-
Profit/Loss on foreign exchange transactions	-	900
Profit on sale of asset	-	38,300
Water Filter Deposit Refund	200	
Other income	99,900	13,400
Total	1,07,700	60,300

Note 18 COST OF MATERIALS CONSUMED

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
Opening stock	-	-
Add: Purchases		
Domestic	-	-
Less: Closing stock	-	-
Cost of material consumed	-	-

Note 19 CHANGE IN INVENTORIES

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
<u>Inventories at the end of the year:</u>		
Finished goods	-	
Work-in-progress	-	
	-	
<u>Inventories at the beginning of the year:</u>		
Finished goods	-	
Work-in-progress	-	
	-	
Net (increase) / decrease	-	

Note 20 EMPLOYEE BENEFIT EXPENSES

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
Salaries and wages	67,20,600	31,23,800
ESI Employees Contribution	85,700	46,100
Staff Welfare	22,700	
Bonus		-
Total	68,29,000	31,69,900

Note 21 FINANCE COST

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
Bank Charges	14,800	7,700
Interest on Unsecured loan	2,40,200	2,22,600
Interest on Debentures	32,40,000	
Bank Interest	2,66,100	2,57,000
Total	37,61,100	4,87,242



Note 22 OTHER EXPENSES

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	Rs.	Rs.
(A) DIRECT EXPENSES		
Registration & Renewals		
Domain Renewal	20,000	
Email Subscription	1,26,500	63,600
Server & Website Hosting	-	
Server & Hosting Charges	2,56,400	1,45,100
Franchisee Fee	25,31,900	
Software Expenses	-	
Transmission and video graphic	-	
Website Expenses	4,80,700	10,400
Live streaming charges	3,000	46,500
Board Shifting Charges	-	6,200
Social Media Promotion	3,100	
Producton Expenses	4,02,800	1,10,000
Magazine Printing Cahrges	1,98,800	
Razorpay Charges	1,500	-
Paypal charges	1,17,400	94,200
Total (A)	41,42,100	4,76,000
(B) INDIRECT EXPENSES		
Directors Remuneration	7,26,500	6,73,500
Audit Fees	65,000	43,600
Consultancy (Accounting & Taxation)	1,41,300	45,000
Repairs and Maintenance		
Office Maintenance	68,600	13,700
AC Maintenance	900	5,500
Kaspersky(antivirus software)		1,500
Tally service charge	300	800
Vehicle maintenance & insurance		2,100
Fire & Burglary Insurance	300	2,700
Computer Maintenance	1,500	15,100
Electric - Service & Maintenance		25,800
Repairs and Maintenance	6,900	24,500
Labour charges	2,500	2,500
Production/Editing Maintenance	5,100	
Shipping Charges	200	
Profit/Loss on foreign exchange transactions	13,400	
Round off	-	100
Registration & Renewals		
Profession Tax	2,500	2,500
ROC Fees	8,800	
Govt Fees	10,700	2,400
Stamp, Registration & Notary Charges	1,400	
Tally renewal charges	6,000	10,800
Dsc renewal		2,000
Trade License Renewal		5,200
Professional Charges	70,400	26,000

TDS Filing Charges	-	300
RNI Service Charges	30,000	
Printing & Stationery	17,700	1,45,100
Rent	1,29,700	1,21,500
Accommodation Expenses	6,300	
Postage & Telecommunication	87,800	34,700
Business Promotion & Travelling	1,67,900	2,07,700
Social Media Expenses	2,25,400	
Digital Marketing Expenses	10,000	
Service Charges	1,10,300	
Zoom meeting charges	15,100	27,400
Designing Charges	1,70,900	
Discount	44,300	35,800
Bad Debts Written Off	39,100	59,000
GST Written Off	-	
Marketing Commission	9,800	27,700
USB Purchased	-	700
<u>Duties, taxes & cess paid</u>		
<u>Taxes on Inputs/Purchases</u>	-	
IGST	-	
CGST	-	
SGST	-	
Advertisement Charges	-	8,200
<u>Miscellaneous Expenditure</u>	-	31,900
Commission	6,37,100	3,43,800
Electricity Charges	28,800	
Late fees for Telephone	-	40
Gst late fees	2,900	
Late fees for RNI Registration	4,000	
Interest on GST Paid	5,800	
Ineligible GST ITC	16,700	5,800
Food & Beverage	26,700	2,800
Transportation charges	-	1,000
Generator sinking fund	300	300
Petrol and conveyence	100	9,000
Installation charges	-	3,600
Hire charges	-	7,700
Canva subscription	4,000	1,000
Frames and Lamination	8,600	
Total (B)	29,31,600	19,48,400
Total (A+B)	70,73,700	24,24,400

In terms of our report attached.

For **BKR & ASSOCIATES**,

Chartered Accountants



Partner

Place: Mangaluru

Date: 13/09/2023

#REF!

BRIAN DAVID ASHOK FERNANDIS

(DIRECTOR)

DIN: 07214058

BRIJESH M. GOKHALE

(DIRECTOR)

DIN: 08928595

For **SPEARHEAD MEDIA PVT. LTD.**

Director

For **SPEARHEAD MEDIA PVT. LTD.**

Director

SPEARHEAD MEDIA PRIVATE LIMITED

Particulars of Depreciation allowable as per the Income Tax Act, 1961 in respect of each asset or block of asset as the case may be.

SL. NO.	PARTICULARS	RATE OF DEP.	Addition during the year		Deductions during the year		TOTAL AMOUNT	Depreciation allowable	WDV as on 31.03.2023
			More than 180 days	Less than 180 days	More than 180 days	Less than 180 days			
2	COMPUTER EQUIPMENT	40%			4,73,400	8,01,200	14,60,700	4,24,000	10,36,700
4	PLANT & MACHINERY	15%	1,86,100		29,800	33,000	3,32,500	47,400	2,85,100
6	VEHICLE	15%	2,69,600		-	-	59,500	8,900	50,600
7	FURNITURE & ELECTRICAL FITTINGS	10%	59,500		2,800	5,200	8,74,100	87,200	7,86,900
8	INTANGIBLES	25%	8,66,000		-	-	6,50,800	1,62,700	4,88,100
	Current Year Total :-		20,32,000		5,06,000	8,39,400	33,77,600	7,30,200	26,47,400

As per our report of even date attached

For BKR & ASSOCIATES,

Chartered Accountants



Partner

Place: Mangaluru

Date: 13/09/2023

FOR SPEARHEAD MEDIA PRIVATE LIMITED

BRIAN DAVID ASHOK FERNANDIS

(DIRECTOR)

DIN: 07214058

BRJESH M. GOKHALE

(DIRECTOR)

DIN: 08928595

For SPEARHEAD MEDIA PVT. LTD.

For SPEARHEAD MEDIA PVT. LTD.

Director

SPEARHEAD MEDIA PRIVATE LIMITED

CIN: U22219KA2013PTC072197

NOTES TO THE BALANCE SHEET AND THE STATEMENT OF PROFIT & LOSS
FORMING PART OF THE ACCOUNTS.

NOTE-23:

A) SIGNIFICANT ACCOUNTING POLICIES:

a) **Method of Accounting:**

The Company maintains its accounts on Accrual Basis.

b) **Fixed Assets:**

(i) Tangible Assets are stated at cost of acquisition or construction as reduced by depreciation.

(ii) Intangible Assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation. Amortisation is recognised on a straight line basis over their estimated useful lives, which reflects the pattern in which the assets' economic benefits are consumed. The estimated useful life, the amortisation method and the amortisation period are reviewed at the end of each reporting period, with effect of any change in estimate being accounted for on prospective basis.

c) **Depreciation:**

Depreciation has been provided on Written Down Value Method at the rates and in the manner specified in Schedule II to the Companies Act 2013.

d) **Investments:**

Investments are disclosed at cost.

e) **Employee benefits:**

Short term employee benefits:

All employee benefits falling due within 12 months of rendering services are classified as short term employee benefits. The benefits such as salary, wages, ESI etc. are recognised in period in which the employee render the related services.

f) **Earning per Share:**

The basic and diluted earnings per share is computed in accordance with AS 20(Earnings per share) issued by ICAI. Basic earning per share has been calculated by dividing net income by weighted average number of equity shares outstanding for the period. Diluted earnings per equity share has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

g) **Taxes on Income:**

Current Tax:

Since the company has brought forward losses of earlier years to be adjusted against profit for the current year, there is no significance in providing for current taxes.

Deferred Taxes:

The company has recognised Deferred Tax Asset on account of timing difference between depreciation as per books of account and Income-tax Act and depreciation, disallowance of expenses u/s 43B of I.T Act w.r.t GST and business losses carried forward as defined in AS-22 'Taxes on Income'.

h) **Related Party Disclosures:**

A related party transaction is a transfer of resources or obligation between related parties, regardless of whether or not a price is charged. Following are the dealing of the company with related parties during the year.

in Rs.

Name of the Related Party	Relationship	Nature of transactions	FY 2022-23	FY 2021-22
Spearhead Publications Pvt Ltd.	Subsidiary Company	Investment in share capital	-	-
		Advertisement Charges	-	-
		Loan provided	-	-
		Designing Fees	-	-
Brian Fernandes	Director	Remuneration	5,29,600	5,55,150
		Unsecured loan accepted	-	-
		Interest Paid	-	-
		Loan Repaid	-	-
Canute Pinto	Director	Remuneration	1,96,880	1,18,306
		Marketing Commission	92,603	2,73,951
Valerian Dalmaida	Shareholder	Interest Paid	1,56,181	99,004
		Loan Borrowed	36,07,243	10,55,915
		Loan Repaid	1,15,237	39,741
		Debentures issued	-	-
Clevy Leo Rodrigues	Shareholder	Interest Paid	8,428	14,448
		Loan Borrowed	-	-
		Debentures issued	-	-
		Loan Repaid	3,12,040	-
Nelson Cutinha	Shareholder	Interest Paid	1,526	4,812
		Loan Borrowed	-	-
		Loan Repaid	1,02,729	-
Anil Pinto	Shareholder	Interest Paid	13,034	14,448
		Loan Repaid	1,14,237	-
Jenevieve Pushpa Britto	Shareholder	Interest Paid	1,940	4,812
		Loan Repaid	1,03,143	-
Sherly Paulose	Shareholder	Interest Paid	-	5,325
		Loan Borrowed		
		Loan Repaid	600	1,01,017
Felix Vincent Lobo	Shareholder	Interest Paid	13,741	11,556

B) Balances in Trade Payable & Trade Receivables, Long Term Loans & Advances are subject to confirmation.

C) The Board is of the opinion that the current assets have, in the ordinary course of business, value at least

D) Figures of previous year have been regrouped to conform to those of current year

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NOTE-24:**Investment in excess of limit specified u/s 186 of Companies Act 2013**

During the year there are no investments made by the Company in excess of the limit specified u/s 186 of Companies Act, 2013. The Company had invested in the equity shares of Spearhead Publication Pvt. Ltd. In excess of the limit specified u/s 186 of Companies Act, 2013 during the FY 2018-19, and this matter was reported in the Audit report of that year. The Subsidiary Company, M/S SPEARHEAD PUBLICATION PRIVATE LIMITED was wound up during the year and the balances in the Investment account and Loss accumulated are transferred to the General Reserve of the Company.

NOTE-25:**Share Allotment:**

During the year, the Company has issued 154,815 numbers of equity shares at a premium of Rs.63/- per share by converting the Convertible Debentures.

NOTE-26:**Interest on Debentures**

The Company had issued 9000 Compulsory Convertible Debentures of Rs.1000 each, and the Rate of Interest is 12% Simple Interest, which is payable at the end of the Lock in period -3 years. As the Lock In period of 3 years was over during the current Financial Year, Interest amounting to Rs.32,40,000/- was paid during the year to all the Debentureholders. Interest is paid by Converting the amount of Interest to Shares and issuing Shares to the Debentureholders.

NOTE-27:

The Company has posted net loss of Rs.74,28,653/- during the year ended 31st March 2022 and as on that date, the Company accumulated losses aggregating to Rs.3,53,32,267/- resulting in complete erosion of the net worth. Further as on that date company's current liabilities has exceeded current assets by 1,07,60,413/-. Above matters indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as going concern and therefore the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. The standalone financial statement does not include any adjustment in this respect.

NOTE-28:

During the year, the Company has accepted money from share holders amounting to Rs.36,07,243/-, which is exceeding the aggregate of paid-up share capital, free reserves and securities premium which is not in accordance with Section 73 read with Rule 3 of the Companies Act, 2013.

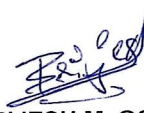
SIGNATURE TO NOTES 23 TO 28

(BRIAN DAVID ASHOK FERNANDES)
DIRECTOR
DIN: 07214058

For SPEARHEAD MEDIA PVT. LTD.


Director

Mangaluru,
13-09-2023


(BRIJESH M. GOKHALE)
DIRECTOR
DIN:08928595

For SPEARHEAD MEDIA PVT. L.

Director

For BKR & ASSOCIATES
CHARTERED ACCOUNTANTS,


(BHARGAVA TANTRI P.-PARTNER)

