



CA Ramya Ganapathy
M.Com, F.C.A
Chartered Accountant

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INDEPENDENT AUDITOR'S REPORT

To the Members of **NOEL MEDIA AND ADVERTISING PRIVATE LIMITED**

Report on the Audit of the Ind AS Financial Statements

Opinion

I have audited the accompanying financial statements of **NOEL MEDIA AND ADVERTISING PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2023, and the Statement of Profit and Loss, and statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and a summary of significant accounting policies other explanatory information.

In my opinion and to the best of the information and according to the explanations given to me, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit/loss, and its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

I conducted my audit of Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of my report. I'm 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 my audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence obtained by me is sufficient and appropriate to provide a basis for my audit opinion on the Ind AS financial statements.

Information Other than the Ind AS financial statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report but does not include the Ind AS financial statements and my auditor's report thereon.
- My opinion on the Ind AS financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.
- In connection with our audit of the Ind AS financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements, or my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

Management's Responsibility for the Ind AS financial statements

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

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

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

Auditor's Responsibility for the Audit of the Ind AS financial statements

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

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

I 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 the internal controls that I identify during my audit.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, I report that:
 - a) I have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of my audit.
 - b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts.
 - d) In my opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the Directors as on 31 March 2023, taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2023 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) The Company being a Private Limited Company, covered by the exemption under notification number GSR 464 (E) dated 5 June 2015, as amended by notification number GSR 583 (E) dated 13 June 2017, reporting on the Internal Financial Controls over financial reporting under clause (i) of sub section 3 of section 143 of the Companies Act,2013 is not applicable for the year ended 31 March 2023.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to me, the Company being a Private Company, Section 197 of the Act related to the Managerial remuneration is not applicable.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company did not have any pending litigations on its financial position in its Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.



CA Ramya Ganapathy
Membership Number: 232849
Place of Signature: Chennai
Date: May 27, 2023
UDIN: 23232849BGXDET2422



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Annexure referred to in our report of even date

Re: Noel Media & Advertising Private Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details.
- (b) Property, plant and equipment have been physically verified by the management at regular intervals during the year and no material discrepancies were identified on such verification.
- (c) The Company does not have immovable property and reporting under this clause; thus it is not applicable and hence not commented upon.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year and hence not commented upon.
- (e) There are no proceedings being initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets and hence this clause is not applicable.
- (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, the provisions of clause (iii) (a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (viii) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to bank.
- (ix) According to the information and explanations given by the management,
 - (a) the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - (b) The company has not been declared as willful defaulter by any bank or financial institution or other lender.
 - (c) The company has not diverted any loans to other purpose than to which it was sought.
 - (d) No funds were raised on short term basis have been utilized to long term purposes.
 - (e) The Company has taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (f) The Company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

- (x) According to the information and explanations given by the management,
(a) there was no money raised by way of initial public offer or further public offer (including debt instruments) during the year;
(b) the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year.
- (xi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management,
a. we report that no fraud by the company or no fraud / material fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
b. There is no report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
c. the auditor has not raised any whistle-blower complaints, if any, received during the year by the Company.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of this clause of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of sec 177 are not applicable to the company and accordingly reporting under this clause insofar as it relates to section 177 of the Act is not applicable to the Company and hence not commented upon.
- (xiv) (a) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has adequate internal audit system commensurate with the size and nature of its business.
(b) the reports of the Internal Auditors for the period under audit were duly considered by the statutory auditor.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the Financial Year and in the immediately preceding FY.
- (xviii) There is no resignation of the statutory auditors during the year.
- (xix) According to the information and explanations given by the management, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) According to the information and explanations given by the management.
- (xxi) There has been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements



CA Ramya Ganapathy
Membership Number: 232849
Place of Signature: Chennai
Date: May 27, 2023
UDIN: 23232849BGXDET2422

NOEL MEDIA & ADVERTISING PRIVATE LIMITED
Balance Sheet as at 31 March 2023
(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	Note No.	As at 31 March 2023	As at 31 March 2022
(A) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	192.06	160.31
(b) Other Intangible assets	4	785.34	841.76
(c) Income Tax Asset (Net)		7.15	6.21
(d) Other Non-current assets	5	-	0.68
(e) Deferred Tax Asset	6	61.92	60.15
Total Non-current assets		1,046.48	1,069.11
Current assets			
(a) Financial Assets			
(i) Trade receivables	7	31.10	47.43
(ii) Cash and cash equivalents	8	8.04	5.96
(b) Other Current assets	9	0.55	0.24
Total current assets		39.69	53.63
Total Assets		1,086.17	1,122.74
(B) EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	10	21.08	21.08
(b) Other Equity	11	252.64	242.04
		273.72	263.12
Liabilities			
Non - Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	796.46	852.97
Total Non - Current Liabilities		796.46	852.97
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	13		
(A) Total outstanding dues of micro enterprises and small enterprises			
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		14.15	3.93
(ii) Other financial liabilities	14	-	1.03
(b) Other current liabilities	14a	1.83	1.69
Total Current Liabilities		15.98	6.65
Total Liabilities		812.45	859.62
Total Equity and Liabilities		1,086.17	1,122.74

See accompanying notes forming part of the financial statements
As per my report of even date

For and on behalf of the Board of Directors
Noel Media & Advertising Private Limited

Sd/-
Ramya Ganapathy
Chartered Accountant
ICAI Membership no.: 232849

Sd/-
R. Chellappan
Director
DIN : 00016958

Sd/-
V.C. Raghunath
Director
DIN : 00703922

Place: Chennai
Date: 27 May 2023

Place: Chennai
Date: 27 May 2023

Place: Chennai
Date: 27 May 2023

Noel Media & Advertising Private Limited
Statement of Profit and Loss for the period ended 31 March 2023
(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	Note No.	31 March 2023	31 March 2022
Revenue from operations	1	174.55	175.46
Total income		174.55	175.46
Expenses			
Employee benefits expense	2	6.70	-
Finance costs	3	68.08	67.47
Depreciation and amortisation expense	4	64.62	63.98
Other expenses	5	24.55	37.03
Total expenses		163.95	168.48
Profit/(Loss) before tax		10.60	6.98
Tax expense			
Current tax		-	-
Less: MAT credit entitlement		-	-
Income tax expense		-	-
Profit/(Loss) for the year		10.60	6.98
Earnings per share (Face Value of Rs. 100/- each)			
1. Basic (in INR)		50.28	33.13
2. Diluted (in INR)	6	50.28	33.13

See accompanying notes forming part of the financial statements
As per my report of even date

For and on behalf of **the Board of Directors**
Noel Media & Advertising Private Limited

Sd/-
Ramya Ganapathy
Chartered Accountant
ICAI Membership no.: 232849

Sd/-
R. Chellappan
Director
DIN : 00016958

Sd/-
V.C. Raghunath
Director
DIN : 00703922

Place: Chennai
Date: 27 May 2023

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Date: 27 May 2023

Place: Chennai
Date: 27 May 2023

Noel Media & Advertising Private Limited
Cash flow statement for the year ended 31 March 2023
(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	31 March 2023	31 March 2022
A. Cash flow from operating activities:		
Profit/(Loss) after taxation	10.60	6.98
Adjustments for:		
Depreciation and amortisation	64.62	63.98
Interest expense	68.08	67.47
Operating profit before working capital changes	143.30	138.43
Movement in working capital :		
Increase in current assets and non current assets	0.37	1.36
Increase / (Decrease) in trade receivables	16.33	4.52
Increase in trade payable and other current liabilities	9.32	(115.84)
Cash flow generated from operations	169.31	28.47
Taxes paid	(2.71)	(0.82)
Net cash flow from operating activities (A)	166.60	27.65
B. Cash flow from investing activities:		
Capital expenditure	(39.94)	-
Net cash flow used in investing activities (B)	(39.94)	-
C. Cash flow from financing activities:		
Repayment of borrowings	(56.51)	42.22
Interest paid	(68.08)	(67.47)
Net cash flow used in financing activities (C)	(124.58)	(25.25)
Net Increase / (Decrease) in cash and cash equivalents (A + B + C)	2.07	2.40
Cash and cash equivalents at the beginning of the year	5.96	3.56
Closing cash and cash equivalents	8.04	5.96

a) Components of cash and cash equivalents

Balances with Banks:		
On current accounts	7.98	5.96
Cash on hand	0.06	-

See accompanying notes forming part of the financial statements
As per my report of even date

For and on behalf of the Board of Directors
Noel Media & Advertising Private Limited

Sd/-
Ramya Ganapathy
Chartered Accountant
ICAI Membership no.: 232849

Sd/-
R. Chellappan
Director
DIN : 00016958

Sd/-
V.C. Raghunath
Director
DIN : 00703922

Place: Chennai
Date: 27 May 2023

Place: Chennai
Date: 27 May 2023

Place: Chennai
Date: 27 May 2023

NOEL MEDIA & ADVERTISING PRIVATE LIMITED
Statement of Changes in Equity for the period ended 31 March 2023
(All amounts are in INR Lakhs, unless otherwise stated)

a. Equity Share Capital

For the period ended 31 March 2023

Balance as at 1 April 2021	Changes in Equity Share Capital during the year	Balance as at 1 April 2022	Changes in Equity Share Capital during the year	Balance as at 31 March 2023
21.08	0.00	21.08	0.00	21.08

b. Other Equity

For the period ended 31 March 2023

Particulars	Reserves & Surplus	
	Retained Earnings	Total Other Equity
As at 1 April 2021	235.06	235.06
Loss for the year	6.98	6.98
Other comprehensive income	-	-
As at 1 April 2022	242.04	242.04
Profit for the year	10.60	10.60
Other comprehensive income	-	-
As at 31 March 2023	252.64	252.64

See accompanying notes forming part of the Ind AS financial statements

As per my report of even date

For and on behalf of the Board of Directors
Noel Media & Advertising Private Limited

Sd/-
Ramya Ganapathy
Chartered Accountant
ICAI Membership no.: 232849

Sd/-
R. Chellappan
Director
DIN : 00016958

Sd/-
V.C. Raghunath
Director
DIN : 00703922

Place: Chennai
Date: 27 May 2023

Place: Chennai
Date: 27 May 2023

Place: Chennai
Date: 27 May 2023

NOEL MEDIA & ADVERTISING PRIVATE LIMITED

Notes to financial statements for the period ended 31 March 2023

1 Corporate information:

Noel Media & Advertising Private Limited ('the Company') was incorporated on 19 December 2006, as a Private Limited Company with its registered office at Chennai. The main objective of the Company is generation and distribution of power.

Pursuant to the approval by the Hon'ble High Court of Madras for the scheme of arrangement application under Sections 391 to 394 of the Companies Act, 1956, the Company demerged its Advertisement and Media business with effect from 1st April 2014 and continues to operate only in Power generation business.

Pursuant to the scheme of amalgamation approved by the Hon'ble High Court of Madras dated 28 January 2016, BS Powertech Solutions Private Limited was amalgamated with Noel Media & Advertising Private Limited effective 1 April 2012.

2 Basis of preparation:

Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR/ Rs.), which is the Company's functional currency. All the financial information have been presented in Indian Rupees in lakhs except for share data and as otherwise stated.

Basis of measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Use of estimates and judgements

In preparing these financial statements, the Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Note 4 - Other Intangible Assets - Service Concession Arrangements

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2022 is included in the following notes:

Note 3 - Useful life of Property, Plant and Equipment.

Note 15 - Revenue from Service Concession Arrangements.

Note 21 - Fair valuation of Financial Assets/Liabilities.

2(a) Summary of significant accounting policies:

a. Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification which is determined based on the operating cycle.

An asset is treated as current when it is:

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

The Company classifies all other assets as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

NOEL MEDIA & ADVERTISING PRIVATE LIMITED

Notes to financial statements for the period ended 31 March 2023

b. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The following specific recognition criteria must also be met before revenue is recognised:

Sale of power

Revenue from sale of power from renewable energy sources is recognised in accordance with the price agreed under the provisions of the power purchase agreement entered into with Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO) and other customers. Such revenue is recognised on the basis of actual units generated and transmitted.

Revenue from power distribution business is accounted on the basis of billings to the customers and includes unbilled revenues accrued upto the end of accounting year. Customers are billed as per the tariff rates issued by Electricity Regulatory Commission.

c. Service Concession Arrangement

The Company constructs infrastructure used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time.

These arrangements may include Infrastructure used in a Public-to-Private service concession arrangement for its entire useful life.

Under Appendix C to Ind AS 115 - Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration. The Intangible asset model is used to the extent that the Company receives a right (i.e. a franchisee) to charge users of the public service. The financial asset model is used when the Company has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. When the unconditional right to receive cash covers only part of the service, the two models are combined to account separately for each component. If the Company performs more than one service (i.e., construction or upgrade services and operation services) under a single contract or arrangement, consideration received or receivable is allocated with reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

The Company manages concession arrangements which include constructing Solar power distribution assets for distribution of electricity. The Company maintains and services the infrastructure during the concession period. These concession arrangements set out rights and obligations related to the infrastructure and the service to be provided.

The right to consideration gives rise to an intangible asset and financial receivable and accordingly, both the intangible asset and financial receivable models are applied. Income from the concession arrangements earned under the intangible asset model consists of the value of contract revenue, which is deemed to be fair value of consideration transferred to acquire the asset; and payments actually received from the users. The intangible asset is amortized over its expected useful life in a way that reflects the pattern in which the asset's economic benefits are consumed by the Company, starting from the date when the right to operate starts to be used. Based on these principles, the intangible asset is amortized in line with the actual usage of the specific public facility, with a maximum of the duration of the concession.

Financial receivable is recorded at a fair value of guaranteed residual value to be received at the end of the concession period. This receivable is subsequently measured at amortised cost.

Any asset carried under concession arrangements is derecognised on disposal or when no future economic benefits are expected from its future use or disposal or when the contractual rights to the financial asset expire.

d. Taxes

Current income tax

Income tax expense comprises current and deferred taxes. Income tax expense is recognised in the Statement of Profit and Loss except to the extent it relates to items recognised directly in equity, in which case it is recognised in equity.

Current Tax is the amount of tax payable on the taxable income for the year and is determined in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. The carrying amount of MAT is reviewed at each reporting date and the asset is written down to the extent the Company does not have convincing evidence that it will pay normal income tax during the specified period.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

NOEL MEDIA & ADVERTISING PRIVATE LIMITED

Notes to financial statements for the period ended 31 March 2023

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and written off to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

In the situations where the Company is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate.

e. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares, if any.

f. Property, Plant and Equipment and Other Intangible assets

The Company has elected to adopt the carrying value of Property, Plant and Equipment and Intangible assets under the Indian GAAP as on 31 March 2015, as the deemed cost for the purpose of transition to Ind AS.

Property, Plant and Equipment and Other Intangible assets are stated at original cost net of tax/duty credit availed, less accumulated depreciation/amortisation and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Other Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value, only if it increases the future benefits from the existing Property, Plant and Equipment beyond its previously assessed standard of performance. All other expenses on existing Property, Plant and Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

Gains and losses arising from derecognition of Property, Plant and Equipment and Other Intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

The Company identifies and determines cost of each component/part of the Property, Plant and Equipment separately, if the component/part has a cost which is significant to the total cost of the Property, Plant and Equipment and has useful life that is materially different from that of the remaining Property, Plant and Equipment.

Capital Work-in-Progress: Projects under which Property, Plant and Equipment is not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost and attributable interest. Once it has becomes available for use, their cost is re-classified to appropriate caption and subjected to depreciation.

g. Depreciation and amortisation:

Depreciation is provided using the straight line method as per the useful lives of the Property, Plant and Equipment estimated by the Management as follows:

Plant and Machinery (other than Solar Plant)	15 years
Solar Plant	25 years
Office equipment	5 years
Furniture and fittings	10 years

h. Useful lives/depreciation rates

Considering the applicability of Schedule II, the Management has estimated the useful lives and residual values of all its Property, Plant and Machinery. The Management believes that the depreciation rates currently used fairly reflect its estimate of the useful life and residual values of Property, Plant and Machinery, though these rates in certain cases are different from the lives prescribed under schedule II.

The Management has estimated, supported by independent assessment by professionals, the useful lives of the following classes of Property, Plant and Equipment.

The useful lives of certain Solar Plant and Machinery is 25 years. These lives are higher than those indicated in Schedule II.

NOEL MEDIA & ADVERTISING PRIVATE LIMITED

Notes to financial statements for the period ended 31 March 2023

i. Impairment of Property, Plant and Equipment and Other Intangible assets

The carrying amounts of Property, Plant and Equipment is reviewed at each Balance Sheet date, if there is any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an Property, Plant and Equipment exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the Property, Plant and Equipment. After impairment, depreciation is provided on the revised carrying amount of the Property, Plant and Equipment over its remaining useful life.

j. Borrowing costs

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

k. Provisions and Contingencies

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

l. Financial instruments:

Financial Assets:

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

- Financial assets at fair value
- Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

• **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).

• **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

• **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

• **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

All other financial asset is measured at fair value through profit or loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognised in the statement of profit and loss, except for those equity investments for which the entity has elected to present value changes in 'other comprehensive income'.

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the statement of profit and loss.

NOEL MEDIA & ADVERTISING PRIVATE LIMITED

Notes to financial statements for the period ended 31 March 2023

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the Property, Plant and Equipment has expired, or
- The Company has transferred its rights to receive cash flows from the Property, Plant and Equipment or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either;

(a) the Company has transferred substantially all the risks and rewards of the Property, Plant and Equipment or

(b) the Company has neither transferred nor retained substantially all the risks and rewards of the Property, Plant and Equipment, but has transferred control of the Property, Plant and Equipment.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities:

Initial recognition and measurement

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.
- Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.
- Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.
- Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

NOEL MEDIA & ADVERTISING PRIVATE LIMITED

Notes to financial statements for the period ended 31 March 2023

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

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

Derecognition

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

Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

m. Fair value measurement

The Company measures specific financial instruments of certain investments at fair value at each balance sheet date.

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

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

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

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

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises the accounting policy for fair value. Other fair value related disclosures are given in relevant notes.

n. Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise Cash at Banks and on hand including cheques on hand and short-term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

o. Cash flow statement

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

p. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

Noel Media & Advertising Private Limited
Notes to financial statements for the period ended 31 March 2023
(All amounts are in INR Lakhs, unless otherwise stated)

3 Property, Plant and Equipment

Particulars	Land	Plant and Machinery	Furniture and Fittings	Office Equipment	Total
As at 1 April 2021	31.44	137.19	0.61	10.64	179.88
Additions	-	-	-	-	-
Disposals/ Adjustments	-	-	-	-	-
As at 31 March 2022	31.44	137.19	0.61	10.64	179.88
Additions	-	-	-	-	-
Disposals/ Adjustments	-	-	-	-	-
As at 31 March 2023	31.44	177.14	0.61	10.64	219.82
Depreciation					
As at 1 April 2021	-	4.96	0.39	6.65	12.00
Charge for the year	-	7.11	0.05	0.41	7.57
Disposals/ Adjustments	-	-	-	-	-
As at 31 March 2022	-	12.06	0.44	7.06	19.57
Charge for the period	-	7.73	0.06	0.40	8.19
Disposals/ Adjustments	-	-	-	-	-
As at 31 March 2023	-	19.79	0.50	7.47	27.76
					-
Net Block					
As at 31 March 2022	31.44	125.13	0.17	3.58	160.31
As at 31 March 2023	31.44	157.35	0.11	3.17	192.06

a)Capital Work In progress Ageing Schedule-Not applicable

Noel Media & Advertising Private Limited
Notes to financial statements for the period ended 31 March 2023
(All amounts are in INR Lakhs, unless otherwise stated)

4 Other Intangible Assets

Particulars	Computer Software	Service Concession Arrangement *	Total
Cost			
As at 1 April 2020	4.83	1,398.24	1,403.07
Other adjustments	0.01		0.01
Additions	-	-	-
Disposals	-	-	-
As at 31 March 2021	4.84	1,398.24	1,403.08
Additions			
Disposals			
As at 31 March 2022	4.84	1,398.24	1,403.08
Amortisation			
As at 1 April 2020	1.06	447.44	448.50
Charge for the year	0.48	55.93	56.41
Disposals	-	-	-
As at 31 March 2021	1.54	503.37	504.91
Charge for the period	0.48	55.93	56.41
Disposals	-	-	-
As at 31 March 2022	2.03	559.30	561.32
Charge for the period	0.48	55.93	56.41
Disposals	-	-	-
As at 31 March 2023	2.51	615.23	617.74
Net Block			
As at 31 March 2023	2.33	783.01	785.34
As at 31 March 2022	2.81	838.94	841.76

* The Company (Operator) has entered into the following Power Purchase Agreements (PPA) with counter-parties (Grantor). The Company has assessed the same as an arrangement which would need to be accounted under the principles of Appendix C of Ind-AS 115 as the following conditions are met:

The Grantor controls or regulates which services the Operator must provide to the Infrastructure (Solar Power Plant), to whom it must provide, and at what price and the controls the Grantor will exercise through ownership, beneficial entitlement or other significant residual interest in the Infrastructure at the end of the term of the arrangement.

Infrastructure within the scope of Appendix C of Ind-AS 115 is not recognised as Property, Plant and Equipment of the Operator because the contractual service arrangement does not convey the right to control the use of the Infrastructure to the Operator.

Consideration for the construction services received or receivable by the Operator is recognised at its fair value. The consideration may be rights to an Intangible asset.

The Company recognises a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from the Grantor for the construction services; the Grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law, even if payment is contingent on the operator ensuring that the Infrastructure meets specified quality or efficiency requirements.

The tenure of the PPA represents the significant useful life of the Infrastructure. Consequently, the Company has an intangible right to receive cash through the tenure of the PPA and the same has been recognised as an Other Intangible asset. The Other Intangible asset is amortised over the agreement period.

Agreement/Party	Agreement Period	As at 31 March 2023
TANGEDCO	25 years	785.34

Noel Media & Advertising Private Limited
Notes to financial statements for the period ended 31 March 2023
(All amounts are in INR Lakhs, unless otherwise stated)

5 Other Non-current Assets (Unsecured, considered good)

Particulars	31 March 2023	31 March 2022
Others	-	0.68
Total	-	0.68

6 (e) Deferred Tax Asset

Particulars	31 March 2023	31 March 2022
Non-current assets		
MAT credit entitlement	60.15	60.15
Total	60.15	60.15

7 Trade receivables

Particulars	31 March 2023	31 March 2022
Unsecured, Considered good		
Trade receivables	31.10	47.43
Total	31.10	47.43

Particulars	Outstandings			Total
	Less than 6 months	6 months - 2 years	More than 2 years	
As at 31 March 2023	31.10	-	-	31.10
As at 31 March 2022	47.43			47.43

Allowance for bad and doubtful debts	Amount in Rs. lakhs
Allowance for Expected Credit Loss	-

Unbilled revenue	Nil
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8 Cash and cash equivalents

Particulars	31 March 2023	31 March 2022
Balances with Banks:		
On current accounts	7.98	5.96
Cash on hand	0.06	-
Total	8.04	5.96

9 Other current assets

Particulars	31 March 2023	31 March 2022
Unsecured and considered good		
Supplier advances	0.31	-
Balance with Government authorities	-	
Prepaid expenses	0.24	0.24
Total	0.55	0.24

NOEL MEDIA & ADVERTISING PRIVATE LIMITED
Notes to financial statements for the period ended 31 March 2023
(All amounts are in INR Lakhs, unless otherwise stated)

10 Equity Share capital

Authorised Share Capital	Equity Shares of Rs. 100/- each	
	No.	Rs.
As at 1 April 2021	51,000	51.00
Increase/(Decrease) during the year	-	-
As at 31 March 2023	51,000	51.00

Issued, subscribed & fully paid up	No.	Rs.
Issue of Share Capital	-	-
As at 1 April 2022	21,080	21.08
Issue of Equity Share Capital	-	-
As at 31 March 2023	21,080	21.08

a. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.100/- per share. Each holder of equity shares is entitled to one vote per share.

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

b. Details of shareholders holding more than 5% shares in the Company

Equity shares of Rs.100/- each fully paid	As at 31 March 2023		As at 31 March 2022	
	Number of shares	% holding in the class	Number of shares	% holding in the class
Swelect Solar Energy Private Limited	21,080	100%	21,080	100%
Total	21,080	100%	21,080	100%

No. of shares held by the Promoters	As at 31 March 2023		As at 31 March 2022	
Swelect Solar Energy Private Limited	20810	99.99%	20810	99.99%
R.Chellappan (Nominee shareholder)	270	0.01%	270	0.01%

As per records of the Company, including its register of shareholders/members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

11 Other Equity

Other Equity movement during the year 2022-23

Particulars	Retained Earnings
As at 31 March 2021	235.06
Profit for the year	6.98
As at 31 March 2022	242.04
Profit for the year	10.60
As at 31 March 2023	252.64

NOEL MEDIA & ADVERTISING PRIVATE LIMITED
Notes to financial statements for the period ended 31 March 2023

(All amounts are in INR Lakhs, unless otherwise stated)

12 Borrowings
Financial Liabilities carried at amortised cost (Current)
Non - Current

Loans from Related parties*

	31 March 2023	31 March 2022
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	796.46	852.97
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	796.46	852.97
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Loan from Related party represents amounts borrowed from Swelect Energy Systems Limited, the Holding company. The amount is repayment in equal installments.

13 Trade payables

Trade payables

Trade payables to related parties

(Refer note below regarding dues to micro, small and medium enterprises)

Total

	31 March 2023	31 March 2022
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	4.15	3.93
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	10.00	-
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	14.15	3.93
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Particulars for the year ended March 31, 2023	<1 year	1-2 years	2-3 years	Total
(i)MSME	-	-	-	-
(ii)Others	1.15	2.70	-	3.84

Particulars for the year ended March 31, 2022	<1 year	1-2 years	2-3 years	Total
(i)MSME	-	-	-	-
(ii)Others	1.20	2.73	-	3.93

* There is no overdue amount payable to Micro, Small and Medium Enterprises as defined under "The Micro Small and Medium Enterprises Development Act, 2006". Further, the Company has not paid any interest to any Micro, Small and Medium Enterprises during the year.

14 Other Financial Liabilities

Capital creditors

Total

	31 March 2023	31 March 2022
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	-	1.03
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	-	1.03
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14a Other Current Liabilities

Statutory dues payables

Income Tax

The major components of income tax expense for the years ended 31 March 2023 and 31 March 2022 are:

Statement of Profit or Loss:

Current income tax charge

MAT credit entitlement

Total

	31 March 2023	31 March 2022
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	-	-
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	-	-
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	-	-
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Particulars	31 March 2023	31 March 2022
Accounting (Loss)/ Profit before income tax	10.60	6.98
Minimum Alternate Tax (MAT) Adjustments	-	-
Book (Loss)/ Profit for MAT Calculation	10.60	6.98
Minimum Alternate Tax Rate 15.60 % *	15.60%	15.60%
Derived Tax Charge for the year	1.65	1.09
Tax impact on account of one fifth of the amount credited to the opening reserves as at 31 March, 2016 pursuant to transition to Ind AS	-	-
MAT credit entitlement	1.65	1.09
Income tax expense reported in the Statement of Profit & Loss	1.65	1.09

* During the current year, the Company is required to pay tax as per the provisions of Minimum Alternate tax under the provisions of Section 115JB of the Income Tax Act, 1961. Accordingly, the effective rate of tax has been considered as 15.60 % (31 March 2021: 15.60 %).

NOEL MEDIA & ADVERTISING PRIVATE LIMITED
Notes to financial statements for the period ended 31 March 2023
(All amounts are in INR Lakhs, unless otherwise stated)

	31 March 2023	31 March 2022
1 Revenue from operations		
Sale of power	174.55	175.46
Total	174.55	175.46
Other Income		
Scrap sales	-	-
Liabilities no longer required written back	-	-
Total	-	-
2 Employee benefits expense		
Salaries, wages and bonus	6.70	-
Total	6.70	-
3 Finance costs		
Interest	68.07	67.45
Bank charges	0.01	0.01
Total	68.08	67.47
4 Depreciation and amortisation expense		
Depreciation of Property, Plant and Equipment	8.21	7.57
Amortisation of Other Intangible assets	56.41	56.41
Total	64.62	63.98
5 Other expenses		
Sub-contracting and processing expenses	0.40	0.37
Communication costs	0.94	0.97
Insurance	0.90	1.13
Repairs and maintenance		
- Plant & Machinery	5.14	10.46
- Others	1.14	1.00
Rent	1.37	0.71
Legal and professional fees	7.05	6.42
Travelling and conveyance	1.55	2.24
Rates and taxes	0.16	0.20
Security charges	5.62	5.35
Contract payments	-	5.29
Payment to auditor (Refer details below)	0.02	0.18
Miscellaneous expenses	0.27	2.70
Total	24.55	37.03
Payment to auditor		
Audit fee	0.02	0.18
	0.02	0.18
6 Earnings per share (EPS)		
The following reflects the profit/(loss) and share data used in the basic and diluted EPS computations:		
Particulars	31 March 2023	31 March 2022
Profit/(Loss) attributable to Equity Share holders of the company (A)	10.60	6.98
Weighted average number of Equity shares for basic and diluted EPS (B)	21,080.00	21,080.00
Basic Earnings per share (A/B)	50.28	33.13
Diluted Earnings per share (A/B)	50.28	33.13

Noel Media & Advertising Private Limited**Notes to financial statements for the period ended 31 March 2023**

(All amounts are in INR Lakhs, unless otherwise stated)

7 Financial Instruments**Accounting classifications and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

Financial instruments by category

Particulars	31 March 2023			31 March 2022		
	FVTPL	Amortised Cost	Total	FVTPL	Amortised Cost	Total
Financial assets						
Trade receivables	-	31.10	31.10	-	47.43	47.43
Cash and cash equivalents	-	8.04	8.04	-	5.96	5.96
Total financial assets	-	39.14	39.14	-	53.39	53.39
Financial liabilities						
Borrowings - Others	-	796.46	796.46	-	852.97	852.97
Trade Payables	-	14.15	14.15	-	3.93	3.93
Other financial liabilities	-	-	-	-	1.03	1.03
Total financial liabilities	-	810.62	810.62	-	857.93	857.93

Financial assets and liabilities measured at amortised cost

The Company has not disclosed fair values of financial instruments such as trade receivables, cash and cash equivalents, Loans from related parties, trade payables and capital creditors because their carrying amounts are reasonable approximations of their fair values.

NOEL MEDIA & ADVERTISING PRIVATE LIMITED
Notes to financial statements for the period ended 31 March 2023
 (All amounts are in INR Lakhs, unless otherwise stated)

8 Related party transactions

Names of related parties

Holding company Swelect Solar Energy Private Limited

Ultimate Holding company Swelect Energy Systems Limited

Key Management Personnel
 Mr. R. Chellappan - Director
 Mr. V.C. Raghunath - Director

Particulars	Swelect Energy Systems Limited		Total	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Purchase of Goods	17.01	0.59	17.01	0.59
Rent	1.16	0.60	1.16	0.60
Management fees	5.46	4.92	5.46	4.92
Capital Purchase	-	-	-	-
Interest	68.07	67.45	68.07	67.45
Loan borrowed	100.59	62.22	100.59	62.22
Loan repaid	157.10	20.00	157.10	20.00
<u>Balance outstanding as at the year end:</u>				
Unsecured loan	796.46	852.97	796.46	852.97
Trade payable				
Swelect Energy Systems Limited	10.00	-	10.00	-
Capital Creditor	-	1.03	-	1.03

NOEL MEDIA & ADVERTISING PRIVATE LIMITED

Notes to financial statements for the period ended 31 March 2023

(All amounts are in Indian Rupees, unless otherwise stated)

9 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities, accompanying disclosures, and disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, Management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Service concession arrangements

Management has assessed the applicability of Appendix C of Ind AS 115: Service Concession Arrangements to power distribution arrangements entered into by the Company. In assessing the applicability, Management has exercised significant judgement in relation to the underlying ownership of the assets, terms of the power distribution arrangements entered with the Grantor, ability to determine prices, fair value of construction service, assessment of right to guaranteed cash etc. Based on detailed evaluation, Management has determined that this arrangement meet the criteria for recognition as Service concession arrangements.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Taxes

Significant Management judgement is required to determine the amount of MAT credit that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Allowance for uncollectible trade receivables

Trade receivables do not carry interest and are stated at their nominal values as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the aging of the receivable balances and historical experiences. Individual trade receivables are written off when Management deems them not collectible.

Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

NOEL MEDIA & ADVERTISING PRIVATE LIMITED
Notes to financial statements for the period ended 31 March 2023
(All amounts are in INR Lakhs, unless otherwise stated)

10 Financial Risk Management Objectives & Policies

The Company's principal financial liabilities comprise of short tenured borrowings, trade and other payables. Most of these liabilities relate to the Company's working capital cycle. The Company has trade receivables that arise directly from its operations.

The Company is accordingly exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees management of these risks. The senior professionals working to manage the financial risks for the Company are accountable to the Board of Directors and the Audit Committee. This process provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company's policies and overall risk appetite.

The Management reviews and agree policies for managing each of these risks which are summarised below:

(a) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise interest rate risk. Financial instruments affected by market risk include loans and borrowings.

The Company's activities expose it to a variety of financial risks, including the effects of changes in interest rate movement.

Particulars	31 March 2023	31 March 2022
Fixed rate borrowings	-	-
Variable rate borrowings	796.46	852.97
Total	796.46	852.97

(i) Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/ decrease in basis points	Effect on Profit before tax
31 March 2022	+ 100 basis points	7.96
	- 100 basis points	(7.96)

(b) Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily from trade receivables.

Trade receivables

Customer credit risk is managed subject to the Company's established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on credit terms in line with respective industry norms. Outstanding customer receivables are regularly monitored.

The ageing analysis of trade receivables as of the reporting date is as follows:

Particulars	Neither past due nor impaired	Past due but not impaired		Total
		Less than 1 year	More than 1 year	
Trade Receivables as at 31 March 2023	31.10	-	-	31.10
Trade Receivables as at 31 March 2022	16.96	30.47	-	47.43

The requirement for impairment is analysed at each reporting date.

(c) Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans and debt.

The table below summarise the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	As at 31 March 2023		
	Less than 1 year	More than 1 year	Total
Borrowings	-	796.46	796.46
Trade Payables	10.80	2.70	13.49
Other financial liabilities	-	-	-
Total	10.80	799.16	809.96

Particulars	As at 31 March 2022		
	Less than 1 year	More than 1 year	Total
Borrowings	-	852.97	852.97
Trade Payables	3.93	-	3.93
Other financial liabilities	1.03	-	1.03
Total	4.96	852.97	857.93

NOEL MEDIA & ADVERTISING PRIVATE LIMITED
Notes to financial statements for the period ended 31 March 2023
 (All amounts are in INR Lakhs, unless otherwise stated)

11 Capital Management

Capital includes equity attributable to the equity holders of the Company and net debt. Primary objective of Company's capital management is to ensure that it maintains an optimum financing structure and healthy returns in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments, in light of the changes in economic conditions or business requirements. The Company monitors capital using a gearing ratio which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents.

Gearing Ratio:

Particulars	31 March 2023	31 March 2022
Borrowings	796.46	852.97
Less: Cash and cash equivalents	8.04	5.96
Net Debt	788.42	847.01
Equity	273.72	263.12
Total Capital	273.72	263.12
Capital and Net Debt	1,062.15	1,110.13
Gearing Ratio	74.23%	76.30%

26 Following Ratios to be disclosed:-

RATIOS	Numerator	Denominator	31 March 2023	31 March 2022
(a) Current Ratio,	Current Assets	Current Liabilities	2.48	8.07
(b) Debt-Equity Ratio,	Total Debt	Shareholders Equity	2.91	3.24
(c) Debt Service Coverage Ratio,	Profit/(Loss) after Tax	Interest & lease payments +	0.09	0.08
(d) Return on Equity Ratio,	Profit after Tax	Shareholder's Equity	3.87	2.63
(e) Trade Receivables turnover ratio,	Net credit sales	Average accounts receivable	4.45	3.53
(f) Net capital turnover ratio,	Revenue from Operations	Working capital	(0.23)	(0.22)
(g) Net profit ratio,	Profit/(Loss)	Revenue from Operations	0.06	0.04
(h) Return on Capital employed,	Profit/(Loss) before interest	Capital employed	0.28	0.27
(i) Return on investment	Computed using Time Weighted Rate of Return		11.98	11.48

* The ratios have improved in the current year due to better units generation.

27 Additional Information

- (a) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (b) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year
- (c) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (d) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (e) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (f) To the best of its knowledge, The Company has not had any transaction with any struck-off companies.
- (g) The Company does not have any charges or satisfaction yet to be registered with the ROC beyond the statutory period as at the year ended 31 March 2023.

NOEL MEDIA & ADVERTISING PRIVATE LIMITED

Notes to financial statements for the year ended 31 March 2023

(All amounts are in INR Lakhs, unless otherwise stated)

28 Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There are no new Standards that became effective during the year. Amendments that became effective during the year did not have any material effect.

On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

1. Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

2. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates.

3. Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of these amendments is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendments and the impact of the amendments are insignificant in the financial statements

29 Previous year figures have been regrouped/reclassified, wherever necessary.

For and on behalf of **the Board of Directors**
Noel Media & Advertising Private Limited

Sd/-
R. Chellappan
Director
DIN : 00016958

Sd/-
V.C.Raghunath
Director
DIN : 00703922

Place : Chennai
Date:26 May 2023

Place : Chennai
Date:26 May 2023