

Estd. 1999

DIKSAT TRANSWORLD LTD

Regd Office:No. 24,South Mada Street, Mylapore, Chennai – 600 004.

Telephone Nos.24640347

CIN:L63090TN1999PLC041707

19TH ANNUAL REPORT

FOR THE YEAR ENDED 31-03-2018

DATE OF MEETING:29-09-2018

EMAIL: diksat1999@gmail.com

Website: www.wintvindia.com

CORPORATE INFORMATION

Board of Directors

Dr.T.Dhevanathan Yadav Chairman and Managing Director
T.Thiyagarajan Whole time Director
Gunaseelan Rangabhasiyam Whole Time Director
Mr. Praveen Kumar Independent Director
Mrs.Kalyani Nagarajan Independent Director
Mr. Devasenathipathy

Chief Financial Officer Mr. K.Rajasekaran
Company Secretary & Compliance Officer
Muthukumar.B

Statutory Auditor

DPV & Associates

151 Mambalam High Road
T.Nagar
Chennai

Banker of the Company

Lakshmi Vilas Bank Limited
Karur Vysya Bank Limited
State Bank Of India

Registered Office

I Floor,
31 South Mada Street
Mylapore
Chennai – 600 004
Tel No.:+91-44-24640347
Email : Diksat1999@gmail.com
Contact Person: Mr.Muthukumar.B
Web Site :www.wintvindia.com

Registrar &Share Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (E),
Mumbai – 400 072,
Maharashtra, India

Tel: +91– 22 – 40430200;
Fax: +91 – 22 – 2847 5207
Email:investor@bigshareonline.com

Website: www.bigshareonline.com

Contact person: Mr.Ashok Shetty

Committee of Board of Directors

Audit Committee

Mr.Praveen Kumar Chairman
Mrs. Kalyani Nagarajan Member
Dr.T.Dhevanathan Yadav Member

Stakeholder's Relationship Committee

Mrs. N. Kalyani
Mr. T. Thiyaharajan
Mr. Praveen Baskar Kumar

Nomination & Remuneration Committee

Mr. P. Devasenathipathy
Mrs. N. Kalyani
Mr. Praveen Baskar Kumar

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Eighteenth Annual General Meeting of the Company will be held at 1st Floor, New No.24 (old No.32) South Mada street, Mylapore, Chennai – 600 004 on Saturday 29th September, 2018 at 3.15 P.M to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt:

a) The Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board and Auditors thereon; and

2. To appoint a Director in place of Mr.Gunaseelan (DIN: 05333720), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. T.Thiyaharajhan (DIN: 01430667), who retires by rotation and being eligible, offers himself for re-appointment

4. **Ratification of the appointment of** Statutory Auditor and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to provisions of Section 139,142 and other applicable Provisions, if any, of the Companies Act 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, **M/s DPV & Associates, (FRN:011688S)**,Chartered Accountants, Chennai **be and is hereby ratified for appointment as** Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting to the conclusion of the next annual general meeting (from 19th AGM to 20th AGM) and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor, apart from receiving out of pocket expenses that may be incurred by them for the purpose of audit.

**BY ORDER OF THE BOARD,
DIKSAT TRANSWORLD LIMITED**

**MUTHUKUMAR.B
COMPANY SECRETARY**

Registered Office:

1ST Floor, 31 south Mada street,

Mylapore

Chennai – 600 004

Place: Chennai

Date: 29th May, 2018

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is

proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

2. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.

6. The Register of Members and Share Transfer Books of the Company will be closed from 24.09.2018 to 29.09.2018 (both days inclusive)

7. The route map showing directions to reach the venue of the 19th AGM is provided at the end of this Notice.

8. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Registrar of the Company to enable us to send you the communications via email.

9. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.wintvindia.com

10. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date by September 1, 2018.

11. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Satellite

Corporate services Private Limited. Members are further requested to update their current signature in Registrar's system. The Performa of updation of Shareholder information is provided at the end of Annual Report.

12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.

13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Registrar of the Company for assistance in this regard.

14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Registrar of the Company. Members holding shares in physical form may submit the same to Registrar of the Company. Members holding shares in electronic form may submit the same to their respective depository participant.

15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

16. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

17. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.

Details of Director Seeking Re-appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	
Name	Mr.Gunaseelan
DIN	DIN: 05333720
Date of Birth	19 th April 1967
Date of Appointment	21/02/2014
Educational Qualifications	B.A
Expertise in specific functional areas - Job profile and suitability	He has approximately 20 years of experience businesses in the media and entertainment.
Directorships held in public companies	1 Navitel Corporation Private Limited 2.The Mylapore Hindu Permanent Fund Limited 3. Winlife Hospitals Limited
Memberships / Chairmanships of committees of other public companies	Nil
Inter-se Relationship with other Directors.	Nil

* Excluding foreign companies and Section 8 companies.

**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee

Details of Director Seeking Re-appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	
Name	Mr.T.Thiyaharajhan
DIN	DIN: 01430667
Date of Birth	20 th August 1969
Date of Appointment	06/11/2001
Educational Qualifications	B.Com
Expertise in specific functional areas - Job profile and suitability	Knowledge in management of funds for effective utilization for the past 20 years,
Directorships held in public companies	Secretary Mylapore Hindu Permanent Fund Limited
Memberships / Chairmanships of committees of other public companies	Nil
Inter-se Relationship with other Directors.	Nil

* Excluding foreign companies and Section 8 companies.

**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee

DIRECTOR'S REPORT

DIKSAT TRANSWORLD LIMITED

To
The Members
Diksat Transworld Limited

Your Directors have pleasure in presenting the 19th Board Report of the Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended March 31, 2018

FINANCIAL HIGHLIGHTS

Particulars	2017-18	2016-17
Gross Income	1197.50	974.56
Profit before Interest and Depreciation	236.10	130.77
Finance cost	7.89	6.92
Depreciation	96.12	83.67
Net Profit/(loss) before Tax	132.09	40.18
Tax expenses	(52.53)	17.88
Net Profit / (loss) after tax	79.56	22.30
Balance of profit /(loss) brought forward	(73.77)	(96.07)
Dividend	Nil	Nil
Dividend Tax	Nil	Nil
Surplus carried to balance sheet	..5.79	(73.77)

Company's Financial Performance

Our company made a gross revenue increase from Rs.974.56 Crores to Rs 1197.49 crores. An increase of 22.88% as compared to the previous year. The increase in revenue accounted due to business development activities. The profit earned after tax is Rs. 79.56 Lacs as compared to previous financial year profit after tax of Rs. 22.30 Lacs increase due to better mix of business activities.. Your Directors are optimistic of achieving better results in the coming year

Change In Nature Of Business

Your Company continues to operate in same business segment of Media and entertainment. During the financial year 2017-18, the Company has made Profit, However the directors decided to conserve resources for maintaining the same as reserves and adjustment of debit balance of the profit and loss account. So your Directors decided not to declare any dividend for the financial year 2017-18 (Previous Year – Nil).

Events occurring after the date of Balance sheet

The company has acquired the business of M/s Adfarm Private Limited by way of the following:

- The company has acquired 51% of the shareholding of M/s Adfarm Private Limited for a purchase consideration of Rs. 354.96 lakhs. The shares are to be transferred from Mr. Krishnan Naranapatty to M/s Diksat Transworld Limited.
- Of the purchase consideration of Rs. 354.96 lakhs , Rs. 25.00 lakhs will be paid by cash to Mr.Krishnan Naranapatty and the balance amount of Rs. 329.96 lakhs is to be issued by way of 3,29,960 shares at a price of Rs.100/- per share to Mr.Krishnan Naranapatty.

The issue of shares of Rs. 329.96 lakhs to Mr. Krishnan Naranapatty will be preferential issue. The board approved the acquisition of business on 10th April 2018 and the shareholders of the company approved for issue of shares by preferential issue to Mr. Krishnan Naranapatty at their Extraordinary General Meeting held on 24th May 2018.

Dividend

During the financial year 2017-18, the Company has marginal profit considering the business requirements and debit balance of profit and loss account the directors have decided to conserve the resources for the company (Previous Year – Nil).

Transfer Of Unclaimed Dividend To Investor Education And Protection Fund

There is no any Unclaimed Dividend Amount in the Balance Sheet of the Company as on March 31, 2018. Considering the above point there is no Question of transferring the amount in the Investor Education And Protection Fund as per the provisions of Section 125(2) of the Companies Act, 2013, does not arise.

Transfer To Reserves

Your Company has not transferred any amount to reserves.

Information About Subsidiary / JV / Associate Company

As on March 31, 2018, there is no subsidiary or JV or associate Company. A statement of “Nil “ Is attached with this report.

Board of Directors and Key Managerial Personnel:

As per Section 152(6) of the Companies Act, 2013, the following directors retires by rotation and being eligible offers himself for re-appointment as the Director of the Company.

- a) Mr. R.Gunaseelan Rangabhasin
- b) Mr. T.Thiyaharajhan

The Board of Directors placed on record and wants to have their continued contribution for the growth of the company.

Constitution of Board:

The Board of the Company comprises Six Directors out of which two are Independent Directors (including one women director), three whole time directors and one non-executive Directors. The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is exempted from requirement of having composition of Board as per Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

Meeting of the Board of Directors

During the Financial Year 2017-18, the Company held 6 meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

Sl.No	Meetings of the Board of Directors	Board Strength	No. of Directors Present
1	21-04-2017	6	6
2	29-05-2017	6	6
3	21-08-2017	6	6
4	03-11-2017	6	6
5	14-11-2017	6	6
6	12-02-2018	6	6

Independent Directors:

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has Two Non-Promoter Independent Directors in line with the Companies Act, 2013. A separate meeting **of Independent Directors was held on 5th February 2018** to review the performance of Non-Independent Directors and Board as whole and performance of Chairman of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board. ***The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at www.wintvindia.com.*** The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013. The criteria on which Independent Directors were evaluated was, inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, opinion, judgment, estimate provided on key agenda items, exercise of objective independent judgment on strategy, performance, risk management etc. in the best interest of Company, confirmation of adequacy of internal control on financial reporting, maintenance of confidentiality of information of the Company obtained in capacity of Independent Director, initiative to maintain integrity, ethics and professional conduct, initiative to check conflict of interest and maintenance of independence, adherence to the applicable code of conduct for independent directors, managing relationships with fellow Board members and senior management. The criteria on which Non-Independent Director of the Company were evaluated were inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, knowledge of sector where company operates, various directions provided in key decision making of the Company, understanding key risk for the Company and avoidance of risk while executing functional duties, successful negotiations / deals, smooth functioning of business / internal operation, initiative to maintain corporate culture and moral values, commitment, dedication of time, leadership quality, attitude, initiatives and responsibility undertaken, decision making, achievements.

Evaluation of Directors of the Company:

The formal evaluation of Board as whole and Non-Independent Director of the Company and of the Independent Directors of the Company was done at the respective meetings of Independent Director **and Board of Directors each held on 5th February 2018** conflict of interest and maintenance of independence, adherence to the applicable code of conduct for independent directors, managing relationships with fellow Board members and senior management. The criteria on which Non-Independent Director of the Company were evaluated were inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, knowledge of sector where company operates, various directions provided in key decision making of the Company, understanding key risk for the Company and avoidance of risk while executing functional duties, successful negotiations / deals, smooth functioning of business / internal operation, initiative to maintain corporate culture and moral values, commitment,

dedication of time, leadership quality, attitude, initiatives and responsibility undertaken, decision making, achievements.

Information on Directorate:

During the financial year 2017-18, there was no change in the constitution of the Board. Further, in accordance with the provisions of the Articles of Association and **Section 152** of the Companies Act, 2013, Mr.R.Gunaseelan Rangabhasin and Mr.T.Thiyaharajhan, retires by rotation at the ensuing annual general meeting. He, being eligible, has offered himself for re-appointment as such. The Board of Directors recommends his appointment on the Board. The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment/ appointment as Director are also annexed to the Notice convening the annual general meeting. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2017 have been made by the Directors.

Key Managerial Personnel:

In accordance with Section 203 of the Companies Act, 2013, the Company is having the following Key Managerial Personnel :

1. Dr. T.Dhevanathan Yadav as Chairman and Managing Director
2. Mr. T.Thiyagarajan Whole Time Director
3. Mr. Gunaseelan Rangabhasian, whole time Director
4. Mr.Muthukumar.B , Company Secretary and Compliance officer
5. Mr.K.Rajasekaran, Chief Financial Officer

Disclosure Of Remuneration:

The information required under section 197 (12) of the Act read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as an **Annexure I**.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Financial Statements of the Company, prepared in accordance with the relevant Accounting Standards of the Institute of Chartered Accountants of India, duly audited by the Statutory Auditors, form a part of the Annual Report and are reflected in the Consolidated Accounts. Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's associate in Form AOC-1 is annexed herewith as **Annexure – II (A)** for your kind perusal and information.

Transactions with Related Parties:

The Company has entered into transaction with the company in which our Directors are Interested, which are falling within the purview of Section 188 of the Act, for which requisite approval of Board is taken. However, transaction entered with Companies wherein Directors are interested is at arm's length basis and in ordinary course of business hence, no approval from the Board or Shareholders is required. Information on transactions with related parties pursuant to section 134 (3) (h) of the Act read with rule 8 (2) of the Companies (Accounts) Rules, 2014 are given in **Annexure II (B)** in Form AOC-2 and the same forms part of this report.

Material Changes And Commitments

There have been no material changes and commitments, which is, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Extract Of Annual Return

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith as **Annexure – III** for your kind perusal and information.

Directors' Responsibility Statement

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2018, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts ongoing concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Auditors And Report Thereon:

M/s DPV & Associates (FRN:011688S), Chartered Accountants, Chennai were appointed by the shareholders in their meeting held on 29th September 2017 for a period of five years however the appointment of auditors to be ratified in the ensuing Annual General Meeting. The Company has received a certificate from M/s DPV & Associates (FRN:011688S) confirming their eligibility for appointment as auditor to the effect that the appointment if made, would be within prescribed limits under Section 139 of the Companies Act 2013.

The Board of Director of your Company recommends for the ratification of their appointment for a period of one year from the conclusion of 19th Annual General Meeting (AGM) till the conclusion of 20th Annual General Meeting (AGM).

The Auditors' Report on the accounts of the Company for the accounting year ended March 31, 2018 is self-explanatory and do not call for further explanations or comments that may be treated as adequate compliance of Section 134 of the Companies Act, 2013.

SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed

M/s.A.Satheesh Kumar & Associates, Company Secretaries, Chennai to undertake the Secretarial audit of the Company. The Secretarial Auditor Report provided By the Secretarial Auditor in Form No. MR-3 has been enclosed as Annexure.

Corporate Governance

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of para C, D and E of schedule V as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence no corporate governance report is not required. However, our company has adhered to corporate governance by having optimum combination of independent directors and executive directors on Board of our Company.

Loans, Guarantees And Investments U/S 186 Of The Companies Act, 2013

Loans to Group companies and loan to Associates is within the permissible limit of lending as per the provisions of the companies Act 2013. The company is taking steps to make use of the companies for business development of the media industry in terms of film shooting and other required activities relating to the business of the company.

The company is positive of recovering the money from the Group companies as applicable.

Explanation on Comments by Auditor in his Report:

Comment by Auditor:

According to the information and explanations given to us, there are transactions of granting loans to companies/firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 without stipulation as to the repayment of principal and interest.

- a) In the light of above, we do not comment on terms and conditions of grant of such loans.
- b) In the light of above, we do not comment on repayment of the principal amount and interest.
- c) In the light of above, we do not comment on the reasonable steps have been taken by the company for recovery of the principal and interest.

Explanation on Auditor's Comment:

Board's reply

The company is in process of diversification plans. To have studio maintenance for the company and to achieve Business continuity plans the company has given amounts to the group companies to establish infrastructure for the benefit of the company.

The company has granted loan to its associates and invested amount within the limits prescribed limit. The company has passed the resolution under section 186(2) and approved by shareholders in the extra ordinary general meeting held on December , 2015, It is within the limits of the powers given under the Companies Act 2013.

Disclosure under the Sexual Harassment of women at workplace (prevention, prohibition, and redressal) Act 2013:

An Internal complaints committee (ICC) is set up to redress complaints received regarding the sexual harassment and discrimination at work place. During the year ended March 31,2018 the ICC has received no complaints pertaining to sexual harassment /discrimination at work place.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure V** of Board's Report.

A. Conservation of Energy:*

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

- i) Steps taken / impact on conservation of energy: N.A.
- ii) Steps taken by the company for utilizing alternate sources of energy including waste generated: Nil
- iii) Capital investment on energy conservation equipment: NIL

* Your Company is in Business of Media and entertainment.

B. Technology Absorption:*

- i) The efforts made towards technology absorption; N.A.
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution; N.A.
- iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- N.A.

* Your Company is in Business of Media and entertainment the technology absorption.

C. Foreign exchange earnings and Outgo (Amount in Rs.)

There is no Foreign Exchange earned in terms of actual inflows.

The foreign exchange outflow during the year is given below:

Particulars	2017-18	2016-17
CIF value of Imports	9,86,529	Nil
Directors travel	6,45,760	6,08,788

Public Deposits:

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2018

Corporate Social Responsibility

The provisions of Section 135(1) and 135(5) of the Companies Act, 2013 regarding constitution of Corporate Social Responsibility (CSR) Committee and spending of at least 2% of average net profit are not applicable to the Company.

Risk Management

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

Nomination And Remuneration Policy

In terms of Section 178(3) of the Companies Act, 2013 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a policy on Director's, Key Managerial Personnel and Senior Management Employee's appointment and remuneration including criteria for determining their qualifications, positive attributes, independence and other prescribed matters was formulated and recommended by the Nomination and Remuneration Committee and adopted by the Board of Directors and it is followed by the company.

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 to the extent the transactions took place on those items during the year.

General Disclosures

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 to the extent the transactions took place on those items during the year.

Acknowledgement

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavors.

For and on behalf of Board of Directors
DIKSAT TRANSWORLD LIMITED

Dr. T.Dhevanathan Yadav
Chairman and Managing Director
(DIN: 01431689)
Date: May 29.2018
Place: CHENNAI

Disclosure of Remuneration

(pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended)

a) The ratio of remuneration of each director to the median remuneration of employees for the financial year: .

As the Managing Director and whole time director was fixed with the remuneration the comparison is not applicable.

b) The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

The Managing Director , Whole time Director , Chief financial officer and company secretary was appointed in the Financial year 2016-17. **The salary of Dr.T.Dhevanathan Yadav Chairman and Managing Director was paid as per the approval of Shareholders.**

c) The percentage increase in the median remuneration of employees in the financial year:

The median remuneration of employees was increased by **18.5%** over the previous year.

d) The number of permanent employees on the rolls of the Company as on March 31, 2018: 29 Employees

e) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company –

As the Company is in its nascent stage, the Key Managerial Personnel is drawing a very nominal remuneration as token for their work. So remuneration drawn is modest as compared with the performance of the company.

f) Average percentile increase in the Salaries of the Employees and Managerial Remuneration:

The Average salaries of the employees of the Company was increased by **18.5%** on account of 23 of employees in the Company, Annual increments are decided by the Nomination and Remuneration Committee.

g) Key parameters for any variable component of remuneration availed by the directors –

There are no variable components in remuneration to the Directors during the financial year 2017-18.

h) Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year –Not Applicable

i) Affirmation that the remuneration is as per the remuneration policy of the company – Yes, Affirmed.

B. Information as per Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in

excess of the limits set out in the said rules are provided in the Annual Report, which forms part of this Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company.

The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

For and on behalf of Board of Directors

For DIKSAT TRANSWORLD LIMITED

Dr. T.Dhevanathan Yadav
Chairman and Managing Director
(DIN: 01431689)

T.Thiygharajhan
Director
(DIN: 01430667)

Annexure II (A)

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Name of associates

Part "B": Associates Company

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates	Nil
---------------------------	------------

1. Names of associates or joint ventures which are yet to commence operations.: NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year.: Nil

**For DPV Associates
Chartered Accountants**

For and on behalf of the Board of Directors

**Vairamuthu
Partner**

**Chairman and Managing
Director**

Director

**K.Rajasekaran Muthukumar.B
CFO Company Secretary**

**Place : Chennai
Date : 29/05/2018**

**Place :chennai
Date : 29/05/2018**

Annexure II (B)

Form No. AOC-2

Particulars of Contracts/arrangements made with related parties

(Pursuant to section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

A. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered in to by the Company during the financial year ended on March 31, 2018, which were not at arm's length basis.

B. Details of material contracts or arrangement or transactions at arm's length basis:

Sr.No	Particulars	RPT – 1
1.	Name(s) of the related party and nature of Relationship	Alectrona paper and Energy Limited
2.	Nature of contracts/ arrangements/ transactions	Purchase advance for products for media requirement
3.	Duration of the contracts / arrangements/ Transactions	On requirement basis
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
5.	Date(s) of approval by the Board	01.09.2015
6.	Amount paid as advances, if any	Rs. 2,71,082

Sr.No	Particulars	RPT – 2
1.	Name(s) of the related party and nature of Relationship	Dhevanathan Estates & plantations private limited
2.	Nature of contracts/ arrangements/ transactions	For film shooting purpose

FormNo.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U63090TN1999PLC041707
ii.	Registration Date	8 TH JANUARY 1999
iii.	Name of the Company	DIKSAT TRANSWORLD LIMITED
iv.	Category/Sub-Category of the Company	LISTED COMPANY –SME
v.	Address of the Registered office and contact details	1st Floor, New No.24 & Old No. 32 South Mada Street, Mylapore, Chennai TAMIL NADU 600004 INDIA
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited E2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka Andheri (East) Mumbai- 400 072 Maharashtra India Tel.: + 91-22-40430200 Fax: + 91-22-28475207 Investor Grievance Email: investor@bigshareonline.com website: www.bigshareonline.com

	contact person: Mr.Ashok Shetty
--	---------------------------------

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Media and broad casting	602	100%
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Nil

Sr. No.	NameAnd AddressOf The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.					
2.					
3.					
4.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. *Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	12531820	Nil	12531820	72.81	12531820	Nil	12531820	72.81	Nil

2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas									
b) Individuals	4608000	73095	4681095	27.19	4639955	41140	4681095	27.19	Nil
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others(Specify)									
Sub-total(B)(2)									
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
GrandTotal (A+B+C)	17139820	73095	17212915	100	17171775	41140	17212915	100	Nil

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of the year	
--------	--------------------	---	-------------------------------------	--

		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	Dr.T.Dhevana than yadav	4847293	28.16	Nil	4847293	28.16	Nil	Nil
2.	Mr. T. Thiyaharajan	852335	4.95	nil	852335	4.95	Nil	Nil
3.	Ms. Harini yadav	2709576	15.74	nil	2709576	15.74	Nil	Nil
4.	Ms. Karishma yadav	2709321	15.74	nil	2709321	15.74	Nil	Nil
5.	Mrs. D.Meenakshi	1413275	8.21	nil	1413275	8.21	Nil	Nil
	Total	12531820	99.58	nil	12531820	72.81	Nil	

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

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12531820	72.81	12531820	72.81
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): offer for sale of shares to enable listing in the BSE SME platform	4681095	27.19	4681095	27.19
	At the End of the year	17212915	100	17212915	100

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment : Nil

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not				
Total(i+ii+iii)				
Change in Indebtedness during the financial year				
- Addition				
- Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount ii) Interest due but notpaid iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Dr. T.Dhevanathan Yadav	Mr. T. Thiyaharajan	Mr.Gunaseelan Rangabhshian	

1.	Gross salary (a)Salary as per provisions containedinsection17(1) of the Income-tax Act, 1961 (b)Value of perquisites/s 17(2)Income-tax Act, 1961 (c)Profits in lieu of salary undersection17(3)Income-taxAct,1961	24,00,000	9,00,0000	3,00,000	36,00,000
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as %of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total(A)	24,00,000	9,00,000	3,00,000	36,00,000
6.	Ceiling as per the Act				

Remuneration to other directors: Nil

Sl. No.	ParticularsofRemuneration	NameofMD/WTD/ Manager			Total Amount
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify				Nil
	Total(1)				
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify				

	Total(2)					
	Total(B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act,1961		600000	282825	<u>882825</u>
2.	Stock Option	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
3.	Sweat Equity	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
4.	Commission - as % of profit -others, specify...	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
5.	Others, please specify	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
6.	Total		600000	282825	882825

VII.PENALTIES/PUNISHMENT/COMPOUNDINGOFFENCES: Nil

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A.Company					
Penalty					
Punishment					

Compounding					
B.Directors					
Penalty					
Punishment					
Compounding					
D. Other Officers In Default					
Penalty					
Punishment					
Compounding					

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2018

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

To,
The Members
DIKSAT TRANSWORLD LIMITED
CIN: L63090TN1999PLC041707
1st Floor, New No.24 & Old No. 32
South Mada Street, Mylapore
Chennai-600 004

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period for the financial year ended on 31.03.2018, complied with the statutory provisions

listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **DIKSAT TRANSWORLD LIMITED** ("The Company") for the financial year ended on 31.03.2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of applicable in respect of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during Audit period);
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during Audit period);
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during Audit period);

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during Audit period);
- vi. Other laws applicable specifically to the Company namely:
 - a. The Cable Television Networks Regulations Act, 1995 and rules, regulations made thereunder;
 - b. The Cable Televisions Networks Rules 1994 ;
 - c. The Policy Guidelines for Uplinking of Television Channels from India issued by Ministry of Information and Broadcasting; and
 - d. The DTH Guidelines regulated by the Telecom Regulatory Authority of India (TRAI)

We further report that we have relied on the Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibly of the management. Our examination was limited to the verification of procedure on test basis.

In case of Direct and Indirect Tax Laws like Income Tax Act & Service Tax Act/Goods and Services Tax (GST), we have relied on the Reports given by the Statutory Auditors and other designated professionals of the company.

- vii. We have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India and
 - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for

seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that during the year under review, the Company has not made any Public Issue, specific Right Issue/Preferential issue of Shares/ Debentures/Sweat Equity and have no Redemption/ Buy-Back of Securities/ Merger/ Amalgamation or Reconstruction.

For A.SATHEESH KUMAR & ASSOCIATES

A.SATHEESH KUMAR
Company Secretary in Practice
FCS: 9094, COP: 14445

Place: Chennai
Date: 29th May 2018

Annexure A

To
The Members,
DIKSAT TRANSWORLD LIMITED
CIN: L63090TN1999PLC041707
1st Floor, New No.24 & Old No. 32
South Mada Street, Mylapore
Chennai-600 004

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

1. Maintenance of secretarial record(s) is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on my audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For A.SATHEESH KUMAR & ASSOCIATES

A.SATHEESH KUMAR
Company Secretary in Practice
FCS: 9094, COP: 14445

Place: Chennai
Date: 29th May 2018

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments:

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

The Indian advertising industry is projected to be the second fastest growing advertising market in Asia after China. At present, advertising revenue accounts for around 0.38 per cent of India's gross domestic product.

Market Dynamics

Indian media and entertainment (M&E) industry grew at a CAGR of 12.25 per cent from 2011-2017; and is expected to grow at a CAGR of 11.6 per cent to touch Rs 2,032 billion (US\$ 31.53 billion) by 2020 from Rs 1,308 billion (US\$ 19.46 billion) in 2016. The industry provides employment to 3.5-4 million people, including both direct and indirect employment in CY 2017.

The number of newspaper readers in India has increased by 38 per cent between CY 2014 and CY 2017 to reach 407 million. India is one of the highest spending and fastest growing advertising market globally.

Recent development/Investments

The Foreign Direct Investment (FDI) inflows in the Information and Broadcasting (I&B) sector (including Print Media) in the period April 2000 – September 2017 stood at US\$ 6.86 billion, as per data released by Department of Industrial Policy and Promotion (DIPP).

- The Indian digital advertising industry is expected to grow at a Compound Annual Growth Rate (CAGR) of 32 per cent to reach Rs 18,986 crore (US\$ 2.93 billion) by 2020, backed by affordable data and rising smartphone penetration.
- India is one of the top five markets for the media, content and technology agency Wavemaker where it services clients like Hero MotoCorp, Paytm, IPL and Myntra among others
- After bagging media rights of Indian Premier League (IPL), Star India has also won broadcast and digital rights for New Zealand Cricket upto April 2020.
- Total number of Mergers and Acquisition deals increased to 63 in FY17 from 58 in FY16

Government Initiatives

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to fastrack the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up the National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Government have signed an audio visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

The Government of India has supported Media and Entertainment industry's growth by taking various initiatives such as digitising the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

Road Ahead

The Indian Media and Entertainment industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. Growth is expected in retail advertisement, on the back of factors such as several players entering the food and beverages segment, e-commerce gaining more popularity in the country, and domestic companies testing out the waters. The rural region is also a potentially profitable target.

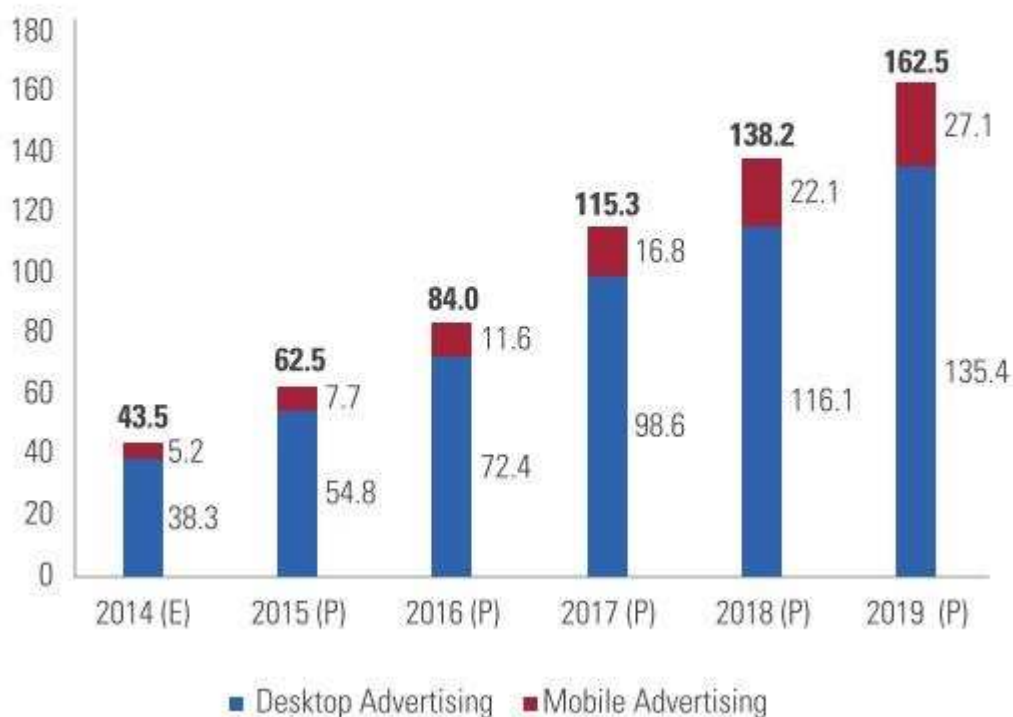
The Media and Entertainment industry market is continuing to grow at a moderate rate of 10% to 11.5 % annually and with more awareness of quality media by the respective companies. The industry gap between the organized and the unorganized is predicted to be narrowing significantly which will make the competition healthy and reduce the tax

burden on the organized industries thereby making it easier to penetrate the market and scale up.

Source: <https://www.ibef.org/industry/media-entertainment-india.aspx>

– Digital Advertisements experienced maximum growth of 44.5%, to reach Rs 4350 crore in 2014; by 2019, it is expected to reach Rs 16,000 crore

Digital advertising market in India, 2014 (E) – 2019(P) (in INR billions)



Source: <http://trak.in/tags/business/2015/04/21/indian-media-entertainment-industry-growth/>

Government: The government is controlling the Industry with suitable regulations for a fair play in the market. This gives full freedom to disclose the right information to the public. This gives the correct information to the public in full fairness.

Threats:

The unacceptable information widely spread by other companies in the similar industry will try to manipulate the Media and entertainment market.

Manpower: One of the common problems of the industry is acquiring the right talent , training of its personnel , retention of the talented personnel.

New Entrants: More and more new organized players are entering into market which will increase competition among the TV viewers in organized sector also.

High Competition Era: The Media Industry has entered into the orbit of the high competition.

Risk and concerns:Stiff competition from the other players resulting in stiff competition in the market.

Internal Financial Control Systems and their adequacy:

The Company has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The Company has successfully laid down the framework and ensured its effectiveness. The Company has in place a well defined system to record data for accounting and management information purposes and connects to different locations for efficient exchange of information. It has continued its efforts to align all its processes and controls with global best practices.

Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the organization to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

DPV Associates, Chartered Accountants, the statutory auditors of the Company has audited the financial statements included in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The audit committee meets the statutory auditors of the Company to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major observations periodically. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2018, our internal financial controls were adequate and operating effectively.

Material Developments in Human Resources / Industrial Relations Front, including number of people employed:

The Company always recognizes the importance of manpower. Company promotes employees and encourages them to make contribution toward company, family and nation at large. Company also encourages the employees to offer their creative suggestions for development in their respective areas which are thoroughly discussed in periodical meetings. The company enjoyed excellent relationship with workers and staff during the last year As on March 31, 2018 the company has 23 employees at its broadcasting division and administrative office. The Company has been maintaining cordial and healthy Industrial Relations, which has helped to a great extent in achieving the upper growth.

Cautionary Statement:

Statement in this Management and Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statement and within the meaning of applicable laws and regulations. Actual results may or might differ materially from those either expressed or implied.

For and on behalf of Board of Directors

Diksat Transworld Limited

Place: Chennai

Date: 29th May, 2018

Dr.T.Dhevanathan Yadav

Chairman and Managing Director

(DIN: 01431689)

Independent Auditor's Report

To
The Members of
M/s.Diksat Transworld Limited.

Report on Financial Statements

We have audited the accompanying financial statements of M/s. Diksat Transworld Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the year ended on that date along with the cash flow statement annexed thereto, and a summary of the significant accounting policies and other explanatory information for the year then ended.

Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the companies Act 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor

considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion:-

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company for as at March 31, 2018;
- b) in the case of the Profit and Loss Account, of the **Profit** for the year ended on that date;
- c) in case of cash flow statement, of the cash flows for the year ended on the date;

Report on Other Legal and Regulatory Requirements:-

1. As required by the Companies (Auditor's Report) Order, 2016(" the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in Annexure A a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet , Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.

- e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2018, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.
- f) The company has adequate internal financial controls system in place and these controls are operating effectively.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The company does not have any pending litigations which would impact its financial position.
 - II. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.

For *DPV & Associates*
Chartered Accountants
(Firm's Registration No. 011688S)

CA Vaira Mutthu K
Partner
(Membership No. 218791)

Chennai, May 29th, 2018

Annexure A to Independent Auditors' Report

(Referred to in paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our Report of even date)

As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government in terms of section 143 (11) of the Companies Act, 2013 and on the basis of such checks of the books and records of the Company, as we considered appropriate and according to the information and explanations given to us during the course of the audit, we report that,

1.
 - a) T
The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
 - b) A
As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) A
As per information provided to us, title deeds of immovable properties are held in the name of company.
2. In our opinion and according to the information and explanations given to us, the inventories are purchased rights by the management and no material discrepancies were noticed during the physical verification.
3. According to the information and explanations given to us, there are transactions of granting loans to companies/firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 without stipulation as to the repayment of principal and interest.
 - a) In the light of above, we do not comment on terms and conditions of grant of such loans.
 - b) In the light of above, we do not comment on repayment of the principal amount and interest.
 - c) In the light of above, we do not comment on the reasonable steps have been taken by the company for recovery of the principal and interest.
4. A
According to the explanations given to us, there were no such cases of loans, investments,

guarantees and security as mentioned in sections 185 and 186 of Companies Act, 2013. Hence, we do not comment on compliance with the respective sections.

5. The Company has not accepted any deposits from the public. Therefore the provisions of section 73 to Section 76 of the Companies Act 2013 and rules framed there under are not applicable. T
6. In our opinion and according to the explanations given to us, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. I
7.
 - a) According to the information and explanation given to us and according to the books and records as produced and examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues such as income tax, service tax, cess and other statutory dues as applicable with the appropriate authorities except GST payable under Reverse charge mechanism with an amount payable of 18,93,054/- only.
 - b) According to the records of the Company and according to the information and explanations given to us, there are no dues of Income tax, service tax on account of any disputes.
8. According to the records of the company, the company has borrowed from banks. In our opinion the company has been regular in repayment of dues to the banks.
9. In our Opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer during the year.
10. In our Opinion and according to information and explanations furnished to us no fraud on or by the Company has been noticed or reported during the year.
11. According to the information and explanations given to us the company has paid/ provided managerial remuneration in accordance with provisions of Section 197 read with schedule V of Companies Act, 2013.
12. As Company is not a Nidhi company, we do not comment on Net Owned Funds to Deposits ratio and unencumbered term deposits as specified in Nidhi Rules 2014
13. According to information and explanations given to us, the Provisions of Section 177 of Companies Act 2013 are complied by company. According to information and explanations given to us, transactions has been entered with related parties as specified in Section 188 of Companies Act 2013 are duly disclosed in Books of Accounts.

14. The Company has not made any preferential allotment or Private placement of shares or fully or partly convertible debentures during the year. Hence we do not comment on Compliance of section 42 of Companies Act 2013.
15. According to the information and explanations given to us, the Company has not entered into any non cash transactions with directors or persons connected with him. Hence we do not comment on Compliance of Section 192 of Companies Act 2013.
16. The Company is not required to be registered under 45-IA of the Reserve bank of India Act, 1934.

For ***DPU & Associates***
Chartered Accountants
(Firm's Registration No. 011688S)

CA Vaira Mutthu K
Partner
(MembershipNo.218791)

Chennai, May 29th , 2018

DIKSAT TRANSWORLD LIMITED
Balance Sheet as at 31th March , 2018

<i>Particulars</i>	<i>Note No</i>	<i>Year ended 31.03.2018</i>	<i>Year ended 31.03.2017</i>
		Amount (Rs.)	Amount (Rs.)
Significant Accounting policies	1		
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	172,129,150	172,129,150
(b) Reserves and Surplus	3	41,063,600	33,107,681
(2) Non-Current Liabilities			
(a) Long term Loans & Borrowings	4	36,161,957	4,195,646
(b) Deferred tax liabilities (Net)		3,583,013	4,920,913
(c) Long term provisions	5	8,200,000	3,928,627
(3) Current Liabilities			
(a) Trade Payables	6	4,959,755	8,777,992
(a) Other current liabilities	7	18,177,854	5,425,635
Total		284,275,329	232,485,644
II.Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>	8		
(i) Tangible assets		61,406,007	58,184,729
(ii) Intangible assets		133,761	267,202
(b) Long term loans and advances	9	46,429,915	44,868,154
(2) Current assets			
(a) Inventories	10	78,858,824	85,385,035
(b) Trade receivables	11	82,641,587	20,649,885
(c) Cash and cash equivalent	12	666,556	4,683,160
(d) Short-term loans and advances	13	9,122,756	17,392,084
(e) Other Current assets	14	5,015,924	1,055,396
Total		284,275,329	232,485,644

As per our Report of even date attached

For and on behalf of Board of Directors of

For DPA & Associates

Diksat Transworld Limited

CHARTERED ACCOUNTANTS

FRN : 011688S

CA Vaira Mutthu K

M.No:218791

Partner

T. Dhevanathan
Chairman & Director

T. Thiyaharajhan
Director

B Muthukumar
Company Secretary

K Rajasekar
CFO

Chennai, May __ , 2018

DIKSAT TRANSWORLD LIMITED			
Profit and Loss statement for the Year ended 31st March , 2018			
<i>Particulars</i>	<i>Note No</i>	<i>Year ended 31.03.2018</i>	<i>Year ended 31.03.2017</i>
		Amount (Rs.)	Amount (Rs.)
I. Revenue from operations	15	119,749,644	97,456,095
II. Other Income		-	-
III. Total Revenue (I + II)		119,749,644	97,456,095
<i>IV. Expenses:</i>			
Cost of Production Expenses		48,300,788	52,515,691
Employee benefit expense	16	16,940,932	9,751,364
Financial costs	17	789,389	692,478
Depreciation and amortization expense	8	9,612,009	8,367,073
Adminstration Expenses	18	25,985,168	22,111,686
IV. Total Expenses		101,628,285	93,438,291
V. Profit before exceptional and extraordinary items and tax	(III - IV)	18,121,359	4,017,804
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		18,121,359	4,017,804
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		18,121,359	4,017,804
X. Tax expense:			
(1) Current tax		(8,200,000)	(1,700,000)
(2) Deferred tax Asset (Liability)	19	1,337,900	(87,792)
(3) Prior Period Items.			
- Rent		(4,911,920)	-
- Excess Provision for Income Tax Written Off		1,608,581	-
XI. Profit/(Loss) after Tax for the period (XI + XIV)		7,955,919	2,230,012
No Of Shares			
Total No. of Shares		17,212,915	17,212,915
Weighted No. of Shares		17,212,915	17,212,915
XII. Earning per equity share:			
(1) Basic		0.46	0.13
(2) Diluted		0.46	0.13

As per our Report of even date attached

For and on behalf of Board of Directors of

For DPT & Associates

CHARTERED ACCOUNTANTS

FRN : 011688S

Diksat Transworld Limited

CA Vaira Mutthu K

M.No:218791

Partner

T. Dhevanathan
Chairman & Director

T. Thiyaharajhan
Director

B Muthukumar
Company Secretary

K Rajasekar
CFO

Chennai, May __, 2018

DIKSAT TRANSWORLD LIMITED
Cash Flow Statement for the year 2017-18

Amount In Rs.		
Particulars	As on 31-03-2018	As on 31-03-2017
Cash Flows From Operating Activities:-		
Net Profit Before Taxation	13,209,439	4,017,804
Add:-		
Depreciation	9,612,009	8,367,073
Interest Paid	789,389	692,478
Cash Flow Before Working Capital changes:-	23,610,837	13,077,354
(Increase)/Decrease in Sundry Debtors	(61,991,702)	1,863,948
(Increase)/Decrease in Inventories	6,526,211	333,751
(Increase)/Decrease in Short Term Loans Advances	8,269,328	(5,864,058)
(Increase)/Decrease in Other current Assets	(3,960,528)	(473,432)
Increase/(Decrease) in Trade Payables	(3,818,237)	6,501,801
Increase/(Decrease)in other Current Liabilities	17,023,592	3,528,126
Less: Income Tax	(6,591,422)	(1,141,553)
Net Cash Flow From Operating Activities	(20,931,921)	17,825,937
Cash Flow from Investing Activities:-		
Less:-		
Purchase of Fixed Assets	(12,699,845)	(10,962,285)
Net Cash flow used in Investing Activities	(12,699,845)	(10,962,285)
Cash Flow from Financing Activities:-		
Add:-		
Share Application Money	-	-
(Increase)/Decrease in Long term Advances	(1,561,761)	(3,609,313)
Increase/(Decrease) in Long Term Borrowings	31,966,311	1,466,115
Less:-		
Amount of Interest paid	(789,389)	(692,478)
Net Cash Flow From Financing Activities	29,615,161	(2,835,676)
Net Increase/(Decrease) in Cash and Cash Equivalents:-		
(Opening Balance)	4,683,160	655,184
Net Cash Flow during the year	(4,016,605)	4,027,976
(Closing Balance)	666,556	4,683,160

As per our Report of even date attached

For and on behalf of Board of Directors of

For DPA & Associates

Diksat Transworld Limited

CHARTERED ACCOUNTANTS

FRN : 011688S

CA Vaira Mutthu K

M.No:218791

Partner

T. Dhevanathan
Chairman & Director

T. Thiyaharajhan
Director

B Muthukumar
Company Secretary

K Rajasekar
CFO

Chennai, May __ , 2018

DIKSAT TRANSWORLD LIMITED		
Notes forming part of the Financials Statements		
Particulars	Year ended 31.03.2018	Year ended 31.03.2017
	Amount (Rs.)	Amount (Rs.)
Note 2- Share Capital		
Authorised Capital :-		
2,50,00,000 Equity Shares of Rs.10/- each	250,000,000	250,000,000
Issued and Subscribed & Paid up:-		
1,72,12,915 (1,72,12,915) Equity Shares of Rs.10/- each	172,129,150	172,129,150
Opening No of Shares	17,212,915	17,212,915
Add:- Share Allotment during the year		
Closing No. of Shares	17,212,915	17,212,915
(More than 5% of share held)		
Name of the Share Holder	No of Shares	No of Shares
T Dhevanathan	4,847,292	4,847,292
D Meenakshi	1,413,275	1,413,275
T Thiyaharajhan	852,335	852,335
D Karishma Yadav	2,709,321	2,709,321
D Harini Yadav	2,709,596	2,709,596
Name of the Share Holder	% of shares	% of shares
T Dhevanathan	28%	28%
D Meenakshi	8%	8%
T Thiyaharajhan	5%	5%
D Karishma Yadav	16%	16%
D Harini Yadav	16%	16%
Note 3- Reserves & Surplus		
Securities Premium		
Opening Balance	40,484,980	40,484,980
Add: Share Premium issued during the year	-	-
Closing Balance	40,484,980	40,484,980
Profit & Loss Account		
Opening Balance	(7,377,299)	(9,607,311)
Add:- Profit after tax	7,955,919	2,230,012
Less :- Change in Accumulated Depreciation	-	-
Balance carried forward to Balance sheet	578,620	(7,377,299)
Balance Reserves to be carried forward to Balance Sheet	41,063,600	33,107,681

DIKSAT TRANSWORLD LIMITED		
Notes forming part of the Financials Statements		
Particulars	Year ended 31.03.2018	Year ended 31.03.2017
	Amount (Rs.)	Amount (Rs.)
Note 4 - Long Term Loans & Borrowings		
Secured Loans :		
ICICI Bank Ltd., (4 Car Loan)	2,496,103	4,195,646
HDFC Car Loan	2,856,270	-
Unsecured Loans :		
Loan from Related Parties	30,809,585	-
	36,161,957	4,195,646
Note 5 - Long term provisions		
Provisions	8,200,000	3,928,627
	8,200,000	3,928,627
Note 6 - Trade Payables		
Trade Payables	4,959,755	8,777,992
	4,959,755	8,777,992
Note 7 - Other Current liabilities		
O/s. Expenses Payables	15,570,414	3,924,620
Gratuity Payable	2,607,440	1,501,015
	18,177,854	5,425,635

Note No.8 -Depreciation As per Companies Act 2013:

(Amount in Rs.)

Description	Rate					Depreciation					Net Block		
		As on 01.04.2017	Addition	Deletion	As on 31.3.2018	Accu.dep.	Transferred to Reserves	for the Period	Written off	Accu.Depre.	As on 31.03.2018	As on 31.03.2018	As on 01.04.2017
						As on 01.04.2017				As on 31.03.2018			
Tangible Assets													
Land		575,172			575,172	-	-	-	-	-	575,172	575,172	575,172
Computers	31.67%	8,182,408	462,198	-	8,644,606	6,799,082	-	538,046	-	7,337,129	1,307,479	1,383,326	1,383,326
Furniture & Fittings	9.50%	15,773,806	1,880,009	-	17,653,815	7,593,426	-	917,533	-	8,510,960	9,142,856	8,180,380	8,180,380
Plant & Machinery	6.33%	89,113,312	-	-	89,113,312	52,943,207	-	5,623,832	-	58,567,039	30,546,273	36,170,105	36,170,105
Vehicles	11.88%	10,294,466	3,152,229	-	13,446,695	1,574,424	-	1,397,400	-	2,971,824	10,474,871	8,720,042	8,720,042
Office Equipments	19.00%	6,278,649	5,532,624	-	11,811,273	3,122,945	-	1,001,757	-	4,124,702	7,686,571	3,155,704	3,155,704
Live Stock		-	1,672,785	-	1,672,785		-	-	-	-	1,672,785	-	-
Intangible Assets													
Channel Logos		334,404		-	334,404	167,202	-	33,440	-	200,643	133,761	167,202	167,202
*Publication Rights		1,000,000		-	1,000,000	900,000	-	100,000	-	1,000,000	-	100,000	100,000
TOTAL		131,552,217	12,699,845	-	144,252,062	73,100,287	-	9,612,009	-	82,712,296	61,539,768	58,451,930	58,451,930
<i>Previous Year</i>		120,589,932	10,962,285	0	131,552,217	64,733,215	0	8,367,073	0	73,100,287	58,451,930	55,856,718	55,856,718

DIKSAT TRANSWORLD LIMITED		
Notes forming part of the Financials Statements		
Particulars	Year ended 31.03.2018	Year ended 31.03.2017
	Amount (Rs.)	Amount (Rs.)
Note 9 - Long term loans and advances(Asset)		
Deposits	30,900,000	30,900,000
Related Parties	6,299,364	4,477,000
To Others	4,408,841	4,408,841
IPO Expenses	4,821,710	5,082,313
	46,429,915	44,868,154
Note 10 - Inventories		
Others	78,858,824	85,385,035
	78,858,824	85,385,035
Note 11 - Trade receivables		
(a) Sundry Debtors (unsecured but considered good)		
(a) Debts o/s. for a period exceeding 6 months	82,641,587	20,649,885
	82,641,587	20,649,885
Note 12 - Cash & Cash Equivalents		
Cash in Hand	499,263	1,817,317
Cash at Bank		
ICICI-218605500041	32,342	175,510
Lakshmi Vilas Bank-0430351000003903	4,998	2,612,804
IDBI 630102523	34,367	34,367
State Bank of India	95,585	43,161
	666,556	4,683,160
Note 13 - Short-term Loans and Advances(Asset)		
Security Deposit	2,803,100	3,033,100
Other advances	6,319,656	14,358,984
	9,122,756	17,392,084
Note 14 - Other Current Assets		
Output GST	3,128,489	-
TDS Receivables	393,478	404,309
Service Input Credit	1,493,957	651,087
	5,015,924	1,055,396

DIKSAT TRANSWORLD LIMITED		
Notes forming part of the Financials Statements		
Particulars	Year ended 31.03.2018	Year ended 31.03.2017
	Amount (Rs.)	Amount (Rs.)
Note 15 - Revenue		
Channel & News Paper Income	119,749,644	97,456,095
Other Income	-	-
	119,749,644	97,456,095
Note 16 - Expenses		
Salary	14,329,427	7,856,906
PF Contribution	784,212	585,486
Staff welfare	720,868	708,972
Gratuity	1,106,425	600,000
	16,940,932	9,751,364
Note 17 - Financial Costs		
Bank Charges	12,443	5,356
Interest	776,946	687,122
	789,389	692,478
Note 18-Adminstration Expenses		
Administration Expenses	739,470	2,680,375
Consultancy Fee	2,101,500	523,964
Business Promotion Expenses	663,745	990,085
Donation	458,000	624,015
Insurance	517,181	521,448
Internet Charges	10,609	-
Other Expenses	43,616	-
Rental Expenses	1,958,000	2,345,290
Telephone Charges	652,504	697,853
Travel Expenses	2,261,009	4,706,728
Conveyance	92,119	47,253
Printing & Stationary	164,729	179,135
Audit Fees	460,542	415,000
Repairs and Maintainance	-	660,364
Rates and Taxes	306,640	1,465,767
Reverse Charges - GST Exp	1,893,054	-
Write off Programme	10,551,476	6,199,950
Write off Exp - IPO	533,072	-
Professional Fee	2,577,900	54,458
	25,985,168	22,111,686

Note 20 : Disclosures under Accounting Standards - 18

Particulars

Related party transactions

Details of related parties:

Description of relationship	
Entities in which KMP / relatives of KMP have significant influence	1. Alectrona Paper and Energy Limited 2. Dhevanathan Estates & Plantations Private Limited 3. Dheva Investments And Finance (India) Private Limited 4. Mylapore Chits Private Limited 5. Win Life Hospital 6. Empire Photovoltaic Systems Private Limited 7. Empire Energy Systems Private Limited 8. Dheva Mines Private Limited 9. M/s HR Consultancy
Key Management Personnel (KMP)	1. Dhevanathan Yadav (DY) 2. Thirevengadam Thiyaharajhan (TT) 3. Gunaseelan Rangabashiam (GR)
Relative of KMP	1. Meenakshi Yadav (MY)

Details of Related Party transactions during the year ended Mar 31, 2018 & balances outstanding as at Mar 31, 2018: (In `Rs)

Particulars	Associates	KMP/Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
<u>Transaction During the Year::</u>				
Rent paid	-	617,400	-	-
Remuneration/Salary Paid	-	4,500,000 (3,270,600)	-	4,500,000 (3,270,600)
Loans /Advances Given	-	600,000	3,232,347	3,832,347
Loans Taken	-	22,636,914	1,144,396	23,781,310
Repayment of Loan	-	-	-	-
<u>Balances outstanding at the end of the year::</u>				
Trade receivables	-	-	-	-
Lease Deposits	-	1,000,000	29,900,000	30,900,000
Salary payables	-	1,229,400	-	1,229,400
Loans Given (liability)	-	29,749,585	1,094,549	30,844,134
Loans & Advances (Asset)	-	-	6,299,364	6,299,364
Provision for doubtful receivables, loans and advances	-	-	-	-

Note: Figures in bracket relates to the previous year

* Finance given deals with Advance given to Empire Photovoltaic Systems Private limited for the Purchase of Solar equipment

lease Deposits deals with outstanding amount of deposits given to Alectrona Paper and Energy Limited , Dheva Investments And Finance (India) Private Limited, dheva Mines Private limited , Dheva Investments And Finance (India) Private Limited, as on the date of balance sheet date

Note – 1

SIGNIFICANT ACCOUNTING POLICIES

1. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS:

The financial statements are prepared under the historical cost convention on an accrual basis and comply with the accounting standards issued by the Institute of Chartered Accountants of India referred to in section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014, and guidelines issued by SEBI.

2. Inventories:-

Inventories are valued at cost or net realizable value whichever is lower.

In respect Films the same has been written off over the period of 10 years

In respect of serials the same has been written off over the period of 10 years

In respect of news clippings and other programs the same has been written off over the period of 10 years

3. Property ,Plant & Equipment :

Tangible assets are stated at Cost of acquisition, inclusive of duties, taxes and incidental expenses, up to the date the asset is put to use. Any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenditure is incurred.

Depreciation on Tangible Assets are provided for as under:

- a) All the assets are depreciated on SLM basis at the rates prescribed in schedule II of the Companies Act, 2013 as amended.
- b) Depreciation is provided on pro-rata basis from the month of addition of Fixed Assets

4. Intangible Assets :-

Intangible assets are recorded at the consideration paid to acquisition of such assets and are carried at cost less accumulated amortization. Amortization on intangible assets (Channel Logo Designs) has been provided 1/10th every year.

5. Cash flow Statement:-

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

6. Contingencies and Events Occurring after Balance Sheet Date

Due consideration for events occurring after balance sheet date but till the date of attestation has been ensured; No significant contingent aspect was identified

7. The Effects of changes in Foreign Exchange Rates

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Statement. In respect of foreign currency transactions in fixed asset, the exchange gain or loss is adjusted in the carrying amount of fixed assets and accordingly depreciation is charged.

8. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non-Current investments are stated at cost. Provision for diminution in the value of Non-Current investments is made only if such a decline is other than temporary.

9. Employees Benefits

All the employees of the company are entitled to receive benefits under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952, a defined contribution plan in which both the employees and the company contribute monthly at a stipulated rate. The company has no liability for future Provident Fund benefits other than its annual contributions and recognizes such contributions as expenses in the year it is incurred.

10. Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred

11. Segment Reporting

The company is operating in a single segment and the risk and reward is same for the segment in all the location and hence the segment reporting is not applicable to the company

12. Revenue recognition:

Advertisement receipts:

Advertisement receipts are recognized on the basis of invoices raised on the customer in respect of advertisement telecasted on the Channel and newspaper.

Slot Receipts:

Slot Receipts are recognized on the basis of agreement entered with Slot hirers.

Sale of News Paper:

Sale of newspapers were accounted based on the accrual concept

Other Income:

Other Income by way of display receipts, facilities for software recording, providing facilities for software modifications, facilities for editing are accounted on accrual basis.

13. Accounting for Taxes

Provision is made for income tax on an annual basis, under the tax payable method, based on the tax liability as computed after taking credit for allowances and exemptions. Sufficient future taxable income will be available against which such deferred tax assets can be realized as per AS -22 "Accounting for taxes on income" issued by the institute of chartered accountants of India.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets are recognized on carry forward of losses since there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized as per AS-22 "accounting for taxes on income" issued by the Institute Of Chartered Accountants Of India.

14. Impairment of Assets

As per Accounting standard 28, the company assesses at each balance sheet date whether there is any indication that an asset including goodwill is impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than the carrying amount then carrying amount is reduced to recoverable amount. The reduction is treated as impairment and recognized in profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. In

respect of goodwill the impairment loss will be reversed only when it was caused by specific external events and their effects have been reversed by subsequent events. During the year no such impairment has occurred.

15. Provisions, Contingent Liabilities and Contingent Assets

"Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. No contingent asset was recognized. "

Note – 19

1. DEFERRED TAX:

Particulars	31-Mar-18	31-Mar-17
Deferred Tax Liability		
WDV as per Companies Act	6,15,39,768	
WDV as per Income tax Act	4,99,44,257	

Timing difference	1,15,95,511	
-	-----	
Income tax rate 30.9%	35,83,013	
Total DTL for Balance sheet	(35,83,013)	(49,20,913)
Net DTA/(DTL) in Balance Sheet		

2. MICRO, SMALL AND MEDIUM ENTERPRISES:

Sundry Creditors includes amount due to SSI as on 31.03.18 : **Rs.NIL** (NIL) With available information from Micro, Small and Medium Enterprises regarding their registration with Central/State Government authorities the disclosure as per Sec 23 of The Micro Small Medium Enterprises Development Act 2006 is made.

3. FOREIGN EXCHANGE INFLOW AND OUTFLOW:-

	<u>March 31, 2018</u> <u>(in Rs.)</u>	<u>March 31, 2017</u> <u>(in Rs.)</u>
CIF Value of Imports	9,86,529.00	NIL

	<u>March 31, 2018</u> <u>(in Rs.)</u>	<u>March 31, 2017</u> <u>(in Rs.)</u>
Earnings In Foreign Exchange	NIL	NIL

Foreign Exchange Outgo

	<u>March 31, 2018</u> <u>(in Rs.)</u>	<u>March 31, 2017</u> <u>(in Rs.)</u>
Foreign Exchange Outflow	NIL	NIL
Director's Travel	6,45,760.00	6,08,788.00

NOTE NO: 21**Earnings Per Share and Diluted Earnings Per Share:-**

Calculation of Earnings per share and Diluted Earnings per share:

Particulars	2017-18	2016-17
Opening No.of Shares	1,72,12,915	1,72,12,915
New Allotment	-	-
Total No.of shares	1,72,12,915	1,72,12,915
Weighted Average No.of Shares	1,72,12,915	1,72,12,915
Profit After Tax	79,55,919	22,30,012
Earnings Per Share	0.46	0.13
Diluted Earnings per Share	0.46	0.13

Note 22**REMUNERATION TO AUDITORS**

	31.03.2018	31.03.2017
For Audit	Rs. 2,95,000	Rs. 3,50,000
For Tax Audit	Rs. NIL	Rs. NIL
Other Services	Rs. 1,65,542	Rs. 65,000

For *DPI & Associates*
Chartered Accountants
(Firm's Registration No. 011688S)

For DIKSAT TRANSWORLD LIMITED

CA Vaira Mutthu K
Partner
M.No.218791

T.DHEVANATHAN
Chairman & Director

T.THIYAHARAJHAN
Director

Muthukumar B
Company Secretary

Rajasekar
Chief Financial officer

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U63090TN1999PLC041707

Name of the Company: DIKSAT TRANSWORLD LIMITED

Registered office:NO.24 SOUTH MADA STREET, MYLAPORE, CHENNAI – 600 004

Name of the Member(s):

Registered address:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of members of the Company, to be held onat the.....registered office of the Company at,and at any adjournment thereof in respect of such resolutions as are indicated below:

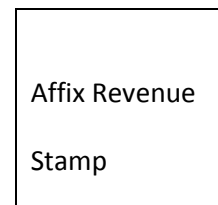
Resolution No.

1

2

3

4



Signed this day of September 2018

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, 48 HOURS before the commencement of the Annual General Meeting.

ROUTE MAP TO THE EGM VENUE

Venue Address: 1st Floor, New No. 24 & Old No. 32, South Mada Street, Mylapore, Chennai, Tamil Nadu
– 600 004

