



**Independent Auditor's Report**

**To the Members of Unpause Entertainment Private Limited**

**Report on the Audit of the Financial Statements**

**Opinion**

1. We have audited the accompanying Financial Statements of Unpause Entertainment Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. 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 Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Information other than the Financial Statements and Auditor's Report thereon**

4. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

5. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.
6. In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
9. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. The company falls within the exclusion granted by Companies Act, 2013, therefore provisions of Section 143(3)(i) are not applicable and hence we are not responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

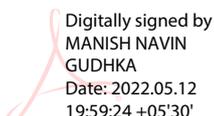
#### **Report on Other Legal and Regulatory Requirements**

11. As required by section 197(16) of the Act based on our audit, we report that the Company has not paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
12. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
13. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
- a) We have sought obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The financial statements dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
  - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of section 164(2) of the Act;
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigation which would impact its financial position as at 31 March 2022;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2022.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2022.
- iv.
  - a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
  - b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
  - d. The Company has not declared or paid any dividend during the year ended 31 March 2022.

For **RGMG & Associates**  
Chartered Accountants  
Firm's Registration No.: 0140769W

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**CA Manish Navin Gudkha**  
Partner  
Membership No.: 136885  
UDIN:22136885AIVEBY5048

**Place:** Mumbai  
**Date:** 12 May 2022



**Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of Unpause Entertainment Private Limited on the Financial statements for the year ended 31 March 2022**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. a.
    - (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.
    - (B) The Company has maintained proper records showing full particulars of intangible assets.
  - b. The property, plant and equipment and right of use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification program adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
  - c. The Company does not own any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
  - d. The Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year.
  - e. No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- ii.
    - a. The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
    - b. The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets during any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
  - iii. The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
  - iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans, investments, guarantees and security, as applicable. Further, the Company has not entered into any transaction covered under section 185.
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- v. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii.
  - a. In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year- end for a period of more than six months from the date they became payable.
  - b. According to the information and explanations given to us, there are no statutory dues referred to in subclause (a.) above that have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- ix.
  - a. According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.
  - b. According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
  - c. In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
  - d. In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year or in any previous year. Accordingly, reporting under clause 3(ix) (d) of the Order is not applicable to the Company.
  - e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
  - f. According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

- x.
- a. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
  - b. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi.
- a. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
  - b. No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
  - c. According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements etc., as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.
- xiv. According to the information and explanations given to us, the Company is not required to have an internal audit system under section 138 of the Act and consequently, does not have an internal audit system. Accordingly, reporting under clause 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. According to the information and explanations given to us, the Company does not have any unspent amount in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **RGMG & Associates**  
Chartered Accountants  
Firm's Registration No.: 0140769W

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**CA Manish Navin Gudkha**  
Partner  
Membership No.: 136885  
UDIN:22136885AIVEBY5048

**Place:** Mumbai  
**Date:** 12 May 2022

**UNPAUSE ENTERTAINMENT PRIVATE LIMITED**  
**Balance Sheet as at March 31, 2022**

(Amount in INR)

Particulars	Note No.	As At March 31, 2022
<b><u>I. ASSETS</u></b>		
<b>(1) Non-current assets</b>		
(a) Property, Plant and Equipment		
(d) Financial Assets		
(i) Investments		
(c) Deferred Tax Asset (Net)		
(d) Non current Income tax asset		
(d) Other Non-current Asset		
<b>Total Non Current Assets</b>		
<b>(2) Current Assets</b>		
(a) Current Investments		
(b) Financial Assets		
(i) Trade Receivables	2	-
(ii) Cash and Cash Equivalents	3	1,00,000
(iii) Loans and advances		-
(iv) Other financial assets		-
(c) Other Current Assets	4	-
<b>Total Current Assets</b>		<b>1,00,000</b>
<b>TOTAL ASSETS</b>		<b>1,00,000</b>
<b><u>II. EQUITY AND LIABILITIES</u></b>		
<b>(1) Equity</b>		
(a) Equity Share Capital	5	1,00,000
(b) Other Equity		-
<b>Total Equity</b>		<b>1,00,000</b>
<b>(2) Non Current Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings		-
(b) Provisions		-
<b>Total Non Current Liabilities</b>		-
<b>(3) Current Liabilities</b>		
(a) Financial Liabilities		
(i) Trade Payables		-
(ii) Lease Liability		-
(iii) Other financial liabilities		-
(b) Other Current Liabilities		-
(c) Short-Term Provisions		-
<b>Total Current Liabilities</b>		-
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,00,000</b>

As per our report of even date.

**For RGMG & Associates**

Chartered Accountants

Firm Registration No: 0140769W

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**Manish Gudhka**

Partner

Membership No: 136885

Place : Mumbai

Date : 12.05.2022

UDIN- 22136885AIVEBY5048

**For and on Behalf of Board of**

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**Akshat Ratee**

Director

DIN: 00870302

Place : Gurgaon

Date : 12.05.2022

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**Gautam Singh Virk**

Director

DIN: 07037918

Place : Gurgaon

Date : 12.05.2022

**UNPAUSE ENTERTAINMENT PRIVATE LIMITED**  
**Profit & Loss for the period ended March 31, 2022**

Particulars	For Year Ended March 31, 2022
I Revenue from Operations	-
II Other Income	-
<b>III Total Revenue (I+II)</b>	<b>-</b>
<b>IV Expenses</b>	
a) Employee benefits expense	-
b) Finance costs	-
c) Depreciation and amortization expense	-
d) Other expense	-
<b>Total Expenses (IV)</b>	<b>-</b>
<b>V Profit/(loss) before tax (I-IV)</b>	<b>-</b>
<b>VI Tax Expenses</b>	
(a) Current Tax	-
(b) Deferred Tax	-
<b>VII Profit/(loss) for the period (V-VI)</b>	<b>-</b>
<b>VIII Other Comprehensive Income</b>	
Remeasurements of post-employment benefit obligation	-
Income tax effect	-
<b>IX Other Comprehensive Income for the period, net of tax</b>	<b>-</b>
<b>X Total Comprehensive Income for the period, net of tax</b>	<b>-</b>

As per our report of even date.

**For RGMG & Associates**

Chartered Accountants

Firm Registration No: 0140769W

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**Manish Gudhka**

Partner

Membership No: 136885

Place : Mumbai

Date : 12.05.2022

UDIN- 22136885AIVEBY5048

**For and on Behalf of Board of Directors**

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**Akshat Ratee**

Director

DIN: 00870302

Place : Gurgaon

Date : 12.05.2022

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**Gautam Singh Virk**

Director

DIN: 07037918

Place : Gurgaon

Date : 12.05.2022

UNPAUSE ENTERTAINMENT PRIVATE LIMITED

Cash Flow Statement for the period ended March 31, 2022

Particulars	As At March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>	
Profit Before Tax	-
Adjustments for :	
Depreciation and Amortisation Expense	-
Irrecoverable Balances and Bad Debts Written off	-
Provision for Gratuity	-
Provision for Unsecured debts	-
Excess Provision and Sundry Balances Written Back	-
Loss on Sale of Fixed Assets	-
Interest Income	-
Interest on lease liability	-
Finance Costs	-
<b>Operating Profit before Working Capital Changes</b>	-
Movements in Working Capital :	
Inventories	
Trade and Other Receivables	-
Trade, Other Payables and Provisions	-
<b>Cash Flow from /(used in) Operations</b>	-
Direct Taxes Paid (Net)	
<b>Net Cash Flow from /(used in) Operating Activities (A)</b>	-
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>	
Purchase of Fixed Assets	-
Interest Received	-
<b>Net Cash Flow from /(used in) Investing Activities (B)</b>	-
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>	
Proceed from issue of shares	1,00,000
<b>(C)</b>	<b>1,00,000</b>
<b>(A + B + C)</b>	<b>1,00,000</b>
	<b>1,00,000</b>

As per our report of even date.

**For RGMG & Associates**

Chartered Accountants

Firm Registration No: 0140769W

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**Manish Gudhka**

Partner

Membership No: 136885

Place : Mumbai

Date : 12.05.2022

UDIN- 22136885AIVEBY5048

**For and on Behalf of Board of Directors**

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**Akshat Ratee**

Director

DIN: 00870302

Place : Gurgaon

Date : 12.05.2022

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**Gautam Singh Virk**

Director

DIN: 07037918

Place : Gurgaon

Date : 12.05.2022

# UNPAUSE ENTERTAINMENT PRIVATE LIMITED

## Equity shares

of ₹ 10 each issued, subscribed and fully paid

Particulars	No of Shares	Amount
Balance at the beginning of the reporting period - 01 April 2021	-	-
Addition in the Equity Share Capital	10,000	1,00,000
<b>Balance at the end of the reporting period 31 March 2022</b>	<b>10,000</b>	<b>1,00,000</b>

## Other Equity

Particulars	Reserves and Surplus			
	Share premium	Retained Earnings	OCI	Total Reserves and Surplus
Balance at the beginning of the reporting period - 01 April 2021	-	-	-	-
Addition during the year	-	-	-	-
Profit /(loss) for the year	-	-	-	-
<b>Balance at the end of the reporting period 31 March 2022</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

As per our report of even date.

### For RGMG & Associates

Chartered Accountants

Firm Registration No: 0140769W

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### Manish Gudhka

Partner

Membership No: 136885

Place : Mumbai

Date : 12.05.2022

UDIN- 22136885AIVEBY5048

### For and on Behalf of Board of

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### Akshat Ratee

Director

DIN: 00870302

### Gautam Singh Virk

Director

DIN: 07037918

Place : Gurgaon

Date : 12.05.2022

Place : Gurgaon

Date : 12.05.2022

## UNPAUSE ENTERTAINMENT PRIVATE LIMITED

Notes to Financial Statements for the year ended March 31, 2022

(Amount in INR)

Particulars	As At March 31, 2022
<b>Note 5</b>	
<b>Share Capital</b>	
<b>(a) Details of Authorised, Issued and Subscribed Share Capital</b>	
<b>Authorised Shares</b>	<b>10,00,000</b>
(1,00,000 Equity Shares of Rs. 10 each)	-
	-
<b>Issued, Subscribed and fully Paid-up</b>	<b>1,00,000</b>
(10,000 Equity Shares of Rs. 10 each)	
	<b>1,00,000</b>

(b) Details of shareholders holding more than 5% share in the Company

Equity shares of ₹ 10 each

Name of the shareholder	As At March 31, 2022	
	No of Shares	% Holding
Nodwin Gaming Private Limited	9,999	99.99
Akshat Rathee	1	0.01

(c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares of ₹ 10 each

Particulars	As At March 31, 2022	
	No of Shares	Amount (in Rs.)
Shares at the beginning of year		
(+) Issued during the year	10,000	1,00,000
(-) Buy-back of shares		
<b>Shares at the end of year</b>	<b>10,000</b>	<b>1,00,000</b>

## UNPAUSE ENTERTAINMENT PRIVATE LIMITED

Notes to Financial Statements for the year ended March 31, 2022

### A. Corporate Information

Unpause Entertainment Private Limited (the "Company") incorporated in India. The Company is subsidiary of Nodwin Gaming Private Limited. The Company is primarily engaged in providing e-sports gaming consultancy related to organizing gaming events, sponsorship and related consultancy services.

### B. Basis of Preparation and Statement of Compliance

#### **I. SIGNIFICANT ACCOUNTING POLICIES**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values at the end of each reporting period on accrual basis to comply with the Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. The financials statements have been prepared on accrual and going concern basis. Based on the nature of the products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

#### **II. KEY ESTIMATES AND ASSUMPTIONS**

The preparation of the financial statements in conformity with Ind AS requires management to make judgement, estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of income and expenses for the period. Management believes that the estimates made in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revisions to accounting estimates are recognised prospectively in current and future periods. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions that have the most significant effect on the carrying amounts of assets and liabilities within the next financial year are as follows:

- Determination of the estimated useful lives of tangible and intangible assets and the assessment s to which component of the cost may be capitalised.
- Impairment of Property, Plant and Equipment
- Recognition and measurement of defined benefit obligations
- Recognition of deferred tax assets
- Provisions Contingent Liabilities

#### **III. REVENUE RECOGNITION**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

##### **• Interest**

Interest income is recorded using effective interest rate method. Is the rate that exactly discount the estimated future cash payments are the seats over the expected life of the financial instrument or over the shortest period where appropriate to the gross carrying amount of the financial asset to the amortised cost of the financial liability interest income is included under the head finance income in the statement of profit and loss account

#### **IV] TAXES ON INCOME**

Income Tax expense comprises current tax and deferred income tax. Tax is recognised in this statement of profit and loss except to the extent that it relates to items recognised in other comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

##### **a) Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rate and laws that are enacted at the balance sheet date.

##### **b) Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred income tax liabilities and assets are measured at the tax rate that are expected to apply in the period in which liability is settled or assets realised based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

#### **V. PROVISIONS CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions are recognised, when there is a present legal or constructive obligation has a result of past events; where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the application can be made. Where are provision is measured using the cash flows estimated to settle the present obligation its carrying amount is a present value of those cash flows. Where the effect is material the provision is discounted to net present value using an appropriate current market based pre-tax discount rate and the unwinding of the discount is included in finance cost.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non occurrence of one or more uncertain future events, not wholly within the control of the company, or where any present obligation cannot be measured in terms of future outlook of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those have a largely probable out of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an in flow of economic benefits is probable.

#### **VI. FOREIGN CURRENCY TRANSACTION**

Transactions in foreign currency are recorded at the rate of exchange in force at it date of transaction. Assets and liabilities in foreign currency outstanding at the year end, if any are stated at the rate of exchange prevailing at the close of the year and the resultant gain / loss is recognised in the statement of profit and loss.

#### **VII. CASH AND CASH EQUIVALENTS**

The company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of 3 months or less from the date of purchase to be cash equivalents. Cash and cash equivalent consist of balances with banks which are unrestricted for withdrawal and usage.

#### **VIII. EPS**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period adjusted for bonus elements and share split in equity shares, if any, issued during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders after taking into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**UNPAUSE ENTERTAINMENT PRIVATE LIMITED**

*Notes to Financial Statements for the year ended March 31, 2022*

(Amount in INR)

Particulars	As At March 31, 2022
<b>Note 2</b>	
<b>Trade Receivables</b>	
Unsecured considered good	-
	-
<b>Note 3</b>	
<b>Cash and Cash Equivalents</b>	
Balance with Bank	1,00,000
in current account	-
	<b>1,00,000</b>
<b>Note 4</b>	
<b>Other Current Assets</b>	
Prepaid Expenses	-
Advance paid to suppliers	-
Stock-In Trade	-
	-

## UNPAUSE ENTERTAINMENT PRIVATE LIMITED

Notes to Financial Statements for the year ended March 31, 2022

(Amount in INR)

Particulars	For Year Ended March 31, 2022
<b>Note 9</b>	
<b>Revenue from Operations</b>	
Sale of Service	-
	-
Sponsorship Fees	
Consultancy Receipts	-
	-
<b>Note 10</b>	
<b>Other Income</b>	
<b>Interest Income</b>	
Interest on Bank deposits	-
Other Income	-
Currency Fluctuation Gain	-
	-
<b>Note 11</b>	
<b>Other expenses</b>	
Content Cost	-
Game Development Charges	-
Rent expenses	-
Game admin expenses	-
Director Remuneration	-
Event Expense	-
Rates & Taxes	-
Talent Cost	-
Insurance charges	-
Advertising cost	-
Sales promotion and business development	-
Travelling and conveyance	-
Communication expenses	-
Business Support Service	-
Legal and professional fees	-
Auditor's remuneration	-
Server charges	-
Loss on exchange fluctuation (net)	-
Equipment Rental	-
Tools & Equipment	-
Prize Money	-
License Expense	-
Casting Expense	-
Printing and Stationery	-
Miscellaneous expenses	-
Bank Charges	-
Wallet Keys	-
Bad debts written off	-
Office Expenses	-
	-

# UNPAUSE ENTERTAINMENT PRIVATE LIMITED

Notes to Financial Statements for the year ended March 31, 2022

Basic and Diluted Earnings per Share

(Amount in INR)

Particulars	For Year Ended March 31, 2022
<b>i. Profit Attributable to Equity Holders</b>	
Profit Attributable to Equity Holders	-
	-
<b>ii. Weighted Average Number of Ordinary Shares</b>	
Issued Ordinary Shares	
Add: Shares Issued	10,000.00
Total Number of Shares Issued	10,000.00
<b>iii. Basic and Diluted Earnings per Share (In INR)</b>	-