



**Reliance Mediaworks Financial
Services Private Limited**

Floor -6, Plot-90,8, Manek Mahal,
Veer Nariman Road, Churchgate,
Mumbai 400 020- Maharashtra.
CIN : U74999MH2017PTC292285

Tel : +91 022 4158 4000
Fax : +91 022 2490 5125
Email : rmwlinvestor@gmail.com
www.reliancemediaworks.com

Date: 30.09.2022

To,
Bombay Stock Exchange Limited (BSE)
PJ towers, Dalal Street,
Fort, Mumbai – 400001

Sub: Submission of Annual Report for the Financial Year 2021-2022 and Notice of the 6th Annual General Meeting.

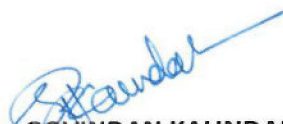
Dear Sir/Madam,

Pursuant to Regulation 50(2) and Regulation 53(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the Financial year 2021-2022 along with the Notice of the 6th Annual General Meeting to be held on Friday, 30th September, 2022 at 05.30 PM. At the registered office of the Company at Floor 6, Plot -90, 8, Manek Mahal, Veer Nariman Road, Churchgate, Mumbai- 400020. In accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI, the Annual Report along with the Notice is sent through electronic mode to the Members of the Company.

Kindly take the same on your records and disseminate on your website.

Thanking you,

FOR RELIANCE MEDIAWORKS FINANCIAL SERVICES PVT LTD


GOVINDAN KAUNDAR
WHOLETIME DIRECTOR
DIN: 09481171
PLACE: MUMBAI



**RELIANCE MEDIAWORKS FINANCIAL
SERVICES PRIVATE LIMITED**

**ANNUAL REPORT
FY 2021-2022**

CORPORATE INFORMATION

BOARD OF DIRECTORS

- Mangala Savla – Non Executive Director
- Basantkumar Varma – Non Executive Director
- Santosh Kadam – Non Executive Director (w.e.f 09.02.2022)
- Govindan Kaundar – Whole Time Director (w.e.f 13.05.2022)

COMPANY SECRETARY & COMPLIANCE OFFICER

- Samidha Bhagat – from 19.04.2022 till 07.10.2022
- Shalu Mishra – (w.e.f 14.06.2022)

CHIEF FINANCIAL OFFICER

- Basantkumar Varma – (w.e.f 13.05.2022)

REGISTERED OFFICE

- Floor-6, Plot-90, 8, Manek Mahal Veer Nariman Road, Churchgate, Mumbai - 400020

STATUTORY AUDITORS

- Bakliwal & Co.
412, Atlanta Estate, Near Virwani Estate,
G-M Link Road, W.E. Highway, Goregaon
East, Mumbai- 400063.
Email: info@bakliwalca.com

DEBENTURE TRUSTEE

- IDBI Trusteeship Services Limited
Asian Building, Ground Floor, 17
R. Kamani Marg, Ballard Estate
Mumbai - 400 001
Tele: 022 4080 7000
Fax: 022 6631 1776
Website: www.idbitrustee.com

REGISTRAR AND SHARE TRANSFER AGENTS

- KFin Technologies Limited
Unit: JM Financial Credit Solutions
Limited, Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Serilingampally Mandal
Hyderabad - 500 032
Toll Free no.: 1800-309-4001
Email ID: einward.ris@kfintech.com
Website: www.kfintech.com



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 6th Annual General Meeting (AGM) of the Members of **Reliance Mediaworks Financial Services Private Limited** will be held on Friday, 30th September, 2022 at 05.30p.m. (IST) at the Registered Office of the Company, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company consisting of Balance Sheet as at March 31, 2022, the statement of profit and loss, Cash flow statement for the year ended on that date and the explanatory notes annexed to, and forming part of, any of the said documents together with the reports of Board of Directors and Auditors thereon;

2. To appoint Mrs. Mangala Sachin Savla (DIN:08261024), as Director of the Company:

To consider and appoint Mrs. Mangala Sachin Savla (DIN:08261024) as Director of the Company who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. To exempt Statutory Auditor from attending General Meetings:

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

"RESOLVED THAT pursuant to provision of Section 146 of Companies Act, 2013 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded on basis of the recommendation received from the Board of Directors of the Company to grant exemption to M/s. Bakliwal & Co., Chartered Accountants (FRN: 130381W) Statutory Auditor to attend General Meetings of the Company."

4. To approve the appointment of Mr. Santosh Arjun Kadam (DIN: 09481876) as a Non-Executive Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedules V and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any amendments or modifications thereto

from time to time) and upon approval of the Board of Directors of the Company, Mr. Santosh Arjun Kadam (DIN: 09481876), who was appointed as an Additional Director of the Company in the category of Non-Executive Director, by the Board of Directors with effect from February 09, 2022 and who holds office up to the conclusion of this Annual General Meeting of the Company in terms of section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose his candidature for the office of Director be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, desirable or expedient to give effect to the above resolution and matters connected therewith or incidental thereto."

5. To approve the appointment of Mr. Govindan Kaundar (DIN: 09481171) as Whole Time Director (WTD) of the Company:

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

"RESOLVED THAT pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, including rules made thereunder and any amendments thereto or statutory modifications or re-enactment thereof for the time being in force ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any amendments or modifications thereto from time to time), approval of the members of the Company be and is hereby accorded for the appointment of Mr. Govindan Ramaswami Kaundar (DIN: 09481171) as the Wholetime Director (WTD) of the Company with effect from 13th May, 2022 for a period of 5 years on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of to alter and vary the terms and conditions of the said appointment as it may deem fit within the scope of Companies Act, 2013 or any amendments thereto or any re-enactments thereof and as may be agreed to between the Board of Directors and Mr. Govindan Ramaswami Kaundar.

RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any year, payment of remuneration, perquisites and allowances, if any, shall be as per the limits set out in Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorised to complete all the formalities, file necessary forms and to do all such acts, deeds and things as may be necessary in this regard."

6. To consider any other business to be legally transacted at the Annual General Meeting.

By order of the Board of Directors

For Reliance MediaWorks Financial Services Private Limited

Sd/-

Govindan Kaundar

Whole Time Director

DIN: 09481171

Registered Office:

Floor-6, Plot-90,8, Manek Mahal , Veer Nariman Road

Churchgate, Mumbai – 400020

Website: www.reliancemediaworks.com

Place: Mumbai

Date: 29.09.2022



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Pursuant to the provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder, a person can act as proxy on behalf of the members not exceeding 50 (fifty) in number and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Proxies submitted on behalf of the companies, must be supported by an appropriate resolution/authority, as applicable. A member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
4. The relevant statement to be annexed to the Notice pursuant to Section 102 of the Act, which sets out details relating concerning the special business under item nos. 3 to 5 is annexed hereto and forms part of the Notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the 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 of the Company.
6. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. The body corporate/institutional investors, who are members of the Company, are encouraged to attend the meeting and vote and are also requested to send scanned copy (PDF/JPG format) of its board or governing body resolution/ authorisation, authorising its representatives to attend the AGM on their behalf and vote. The said resolution/authorisation shall be emailed, through its registered email address to the Company at rmwlinvestor@gmail.com.
8. Members / Proxies / Authorised Representatives are requested to bring the attendance slips duly filled in for attending the AGM. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the AGM.
9. During the period beginning 24 hours before the time fixed for the commencement of AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company
10. In compliance with the circular issued by the Ministry of Corporate Affairs ("MCA") and the Securities Exchange Board of India ("SEBI"), Annual Report for the financial year 2021-22 is being sent by the Company in electronic mode to those members / debenture holders whose email addresses are registered with Depository Participants ("DPs")/Depositories, the Company or Registrar and Transfer Agents ("RTA"), viz., KFin Technologies Limited. Members / debenture holders, who wish to change their email addresses are requested to promptly intimate the same to their respective DPs or to the Company/its RTA, as the case may be.
11. Notice convening the AGM along with the Annual Report for the financial year 2021-22 will also be available on the Company's website viz., www.reliancemediaworks.com and on the website of the stock exchanges i.e., BSE Limited (the "BSE") at www.bseindia.com.
12. The Company has paid annual listing fees to BSE for the financial year 2022-23.
13. Any document in connection with any of the items to be transacted in the Notice are open for inspection at the registered office of the Company on any working day upto the date of the AGM and at the venue of the AGM. The members seeking such inspection may write to the Company at rmwlinvestor@gmail.com. The same shall be replied by the Company suitably.
14. The relevant details as required under Clause 1.2.5 of secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in respect of the persons seeking appointment/re-appointment as director is given in annexure forming part of this Notice.
15. The route map showing directions to reach the venue of the AGM forms part of this Notice.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

An Auditor is required to be sent notices of all general meetings and that the auditor or his authorized representative should, unless otherwise exempted by the Company, is required to attend all the general meetings and shall have the right to be heard on any part of the business concerning him as the auditor.

Considering the said provision, the directors of the Company hereby recommend the said Ordinary Resolution for approval of Shareholders to grant exemption to M/s. Bakliwal & Co., Chartered Accountants (FRN: 130381W), Chartered Accountants, Statutory Auditors from attending General Meetings of the Company.

None of the Directors, promoters, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 4

Based on the approval of Board of Directors, appointment of Mr. Santosh Kadam (DIN: 09481876) as an additional (non- executive) director of the Company on February 09, 2022 under Section 161(1) of the Act read with Articles of Association is up to the date of the ensuing AGM of the Company.

The Company pursuant to Section 160(1) of the Act has received a notice in writing from a member proposing the candidature of Mr. Santosh Kadam for the office of a (non – executive) director of the Company.

Mr. Santosh Kadam is a graduate in Commerce and has an experience of 10 years in the field of accounts and finance.

Details of Mr. Santosh Kadam, as required under the secretarial standard on general meetings issued by the Institute of Company Secretaries of India, has been provided in the annexure to this Notice.

Mr. Santosh Kadam has accorded his consent to act as a director of the Company and has further confirmed that he is not disqualified from being appointed as a director in terms of Section 164 of the Act. During his tenure as non-executive director, Mr. Santosh Kadam is liable to retire by rotation.

The Board is of the view that the Company would immensely benefit from his appointment and accordingly, recommends passing of the ordinary resolution set out at item no. 4 of said Notice.

Except Mr. Santosh Kadam, none of the directors, promoters, key managerial personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the ordinary resolution set out at item no. 4 of the Notice.

ITEM NO. 5

Mr. Govindan Kaundar was appointed as Whole Time Director of the Company with effect from 13th May, 2022 which is subject to shareholders approval in the next General Meeting. Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration to be paid, if any, to Mr. Govindan Kaundar, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Schedule V to the Companies Act, 2013 or any other applicable limits, as provided from time to time in this regard.

Mr. Govindan Kaundar is eligible for appointment as Whole Time Director under the provisions of Companies Act, 2013 and rules made thereunder. In terms of Section 152 and has given his consent to act as the Whole Time Director of the Company.

Mr. Govindan Kaundar has satisfied all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Schedule V thereof and hence, is eligible for appointment.

As required under the provisions of the Companies Act, 2013, the terms and conditions of the appointment entered with Mr. Govindan Kaundar are as under:

Disclosure as required under Schedule V of the Companies Act, 2013

I. General Information:

1. Nature of Industry: Consultancy services
2. Date or expected date of commencement of Commercial Production: 10 March, 2017
3. Financial Performance based on given indicators:

The Financial Performance of the Company for the year ended 31st March, 2022 is as follows:

PARTICULARS	AMOUNT (Rs. In Hundred)
Total Income	47,03,818.94
Net Profit/ (Loss) before Tax	10,00,967.81
Tax Expense	NIL
Net Profit after Tax	10,00,967.81

4. Foreign Investments & Collaborations: There is no new foreign investment and foreign collaboration in the Company.

II. Information about Mr. Govindan Kaundar

1. Background details: Mr. Govindan Kaundar was appointed as a Whole Time Director of the Company with effect from 13th May, 2022. He holds a bachelor's degree in commerce from University of Mumbai. He has over 12 years of experience in the field of accounts, finance and taxation.
2. Past Remuneration: NA
3. Recognition & Awards: NA
4. Job profile & his suitability: Mr. Govindan Kaundar has the requisite professional qualification and experience in the field of managing finance, accounts and taxation and has overall experience in business operations, thus he is best suited for this position
5. Remuneration proposed: There shall be no remuneration paid.

6. Comparative remuneration profile with respect to industry, size of Company, profile of the position & person: Not Applicable
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any : None

III. Other Information:

1. Reasons for loss or inadequate profit:
The Company has made loss during last three financial years. The reason for loss shall be attributed to the COVID-19 pandemic and other economic factors.
2. Steps taken or proposed to be taken for improvement:
The Company has taken necessary steps to reduce costs and increase the profitability and it is expected that the performance of the Company will accordingly improve as compared to the current situation.
3. Expected increase in productivity and profits in measurable terms: The Company expects increase in overall productivity subject to execution of necessary steps and market conditions.

IV. Details seeking appointment in pursuance of the provisions of the Companies Act, 2013 read with Secretarial Standard-2

1. Age : 34 years
2. Qualifications: B.Com
3. Experience: 12 years
4. Terms and conditions of appointment: As detailed out in the accompanying notice
5. Details of remuneration to be paid: Nil
6. Remuneration last drawn as Whole Time Director: Nil
7. Date of appointment : 13th May, 2022
8. No. of equity shares held: NIL
9. Relationship with Directors, Managers & KMP: NONE
10. Number of Board meetings attended during FY-2021-22 : NA
11. Other Directorships, Memberships/Chairmanship of the Committees of Other Boards: Mr. Govindan Kaundar serves Director on the Board of Reliance Unicorn Enterprises Private Limited; Reliance Alpha Services Private Limited; Reliance Entertainment Networks Private Limited; Reliance Net Limited; Reliance Business Broadcast Newsholdings Private Limited; Reliance Venture Asset Management Private Limited & Reliance Mediaworks Theatres Limited

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of the members is being sought by way of an Special Resolution as set out in the notice.

Except Mr. Govindan Kaundar and his relatives, none of the directors, promoters, KMPs, and their relatives is considered to be concerned or interested, financially or otherwise, in the resolution.

By order of the Board of Directors
For Reliance MediaWorks Financial Services Private Limited
Sd/- 
Govindan Kaundar
Whole Time Director
DIN: 09481171



Registered Office:
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Website: www.reliancemediaworks.com
CIN: U74999MH2017PTC292285
Email: rmwlinvestor@gmail.com
Website: www.reliancemediaworks.com

ANNEXURE

Additional information of directors seeking appointment/re-appointment at the 6th annual general meeting pursuant to clause 1.2.5 of secretarial standards on general meetings issued by the Institute of Company Secretaries of India

Name of the Director	Mangala Savla	Santosh Kadam	Govindan Kaundar
Date of Birth	30/08/1978	02/03/1988	03/05/1988
Date of first appointment	18/01/2019	09/02/2022	13/05/2022
Date of last appointment	NA	NA	NA
Qualification(s)	CS	B.COM	B.COM
Remuneration last drawn	Nil	Nil	Nil
Brief Profile	20 years in field of Company Secretariat.	10 years in the field of accounts and finance	12 years in the field of accounts and finance
Terms and conditions of appointment/re-appointment	Appointment as a non-executive director of the Company liable to retire by rotation	Appointment as a non-executive director of the Company liable to retire by rotation	Appointment as a Whole Time Director of the Company liable to retire by rotation
Shares in the Company	NIL	NIL	NIL
Relationship with other directors/manager or key managerial personnel	None	None	None
Number of Directorship in other Companies	3	6	7
Membership of Committees across companies	NIL	NIL	NIL
No. of Board meetings attended during the FY 2021-2022	7	1	NIL

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 : U74999MH2017PTC292285
Name of the Company : RELIANCE MEDIAWORKS FINANCIAL SERVICES PRIVATE LIMITED
Regd. Office : Floor 6, Plot-90, 8, Manek Mahal, Veer Nariman Road,
Churchgate, Mumbai- 400020
Email : rmwlinvestor@gmail.com
Phone :

Name of the Member(s)	
Registered Address	
Email Id:	
Folio No.	

I / We, being the Member(s) of shares of the above-named Company, hereby appoint:

1. (Name): _____ Address: _____
_____ E-Mail ID _____ Signature _____ or
failing him/her;
2. (Name): _____ Address: _____
_____ E-Mail ID _____ Signature _____ or
failing him/her;
3. (Name): _____ Address: _____
_____ E-Mail ID _____ Signature _____ or
failing him/her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Friday, 30th September, 2022 at 05.30 P.M. at the Registered Office of the Company, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business:			
1.	To consider and adopt the audited financial statements of the Company consisting of Balance Sheet as at March 31, 2022, the statement of profit and loss, Cash flow statement for the year ended on that date and the explanatory notes annexed to, and forming part of, any of the said documents together with the reports of Board of Directors and Auditors thereon;		
2.	To consider and appoint Mrs. Mangala Sachin Savla (DIN:08261024) as Director of the Company who retires by rotation and being eligible offers herself for re-appointment.		
Special Business			
3.	To exempt Statutory Auditor from attending General Meetings		
4.	To approve the appointment of Mr. Santosh Arjun Kadam (DIN: 09481876) as a Non-Executive Director		
5.	To approve the appointment of Mr. Govindan Kaundar (DIN: 09481171) as Whole Time Director (WTD) of the Company.		

Signed this ____ day of _____, 2022

Please affix the
Revenue
Stamp of Re.1

Signature of the Shareholder _____

Signature of Proxy holder(s) _____

Note:

(1) This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company; not less than 48 (forty-eight) hours before the commencement of the meeting.

(2) A Proxy need not be a member of the Company. A person can act as a proxy on behalf of a member or members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

ATTENDANCE SLIP

ANNUAL GENERAL MEETING HELD ON FRIDAY, 30th SEPTEMBER, 2022 AT 05.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY:

Name in (BLOCK LETTERS)	
Address	
Registered Folio/DP ID & Client ID	
Shareholder/Proxy/Authorised Representative	
Mobile no. & Email ID	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Friday, 30th September, 2022 at 05.30 P.M. at the Registered office of the Company.

(Signature of Shareholder/Proxy/Authorised Representative)

ROUTE MAP



Boards' Report

Dear Shareowners,

Your Director's present the 6th Annual Report and the audited financial statement for the financial year ended March 31, 2022.

Financial Performance and State of Company's Affairs

The Financial Performance of the Company for the financial year ended March 31, 2022 is summarised below:

Particulars	(Rs. In Hundred)			
	Standalone		Consolidated	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Total Revenue	47,03,818.94	13,01,903.75	67,64,983.88	57,48,570.39
Profit / (Loss) Before Tax	10,00,967.81	(6,19,13,535.82)	9,05,049.21	4,23,40,181.94
Tax Expense	NIL	NIL	(15,671.43)	(313.55)
Profit / (Loss) After Tax	10,00,967.81	(6,19,13,535.82)	8,89,377.78	4,23,40,495.49
Closing Surplus/(deficit) in Statement of profit and Loss	10,00,967.81	(6,19,13,535.82)	8,89,377.78	4,23,40,495.49

*Previous year figures has been regrouped / reclassified wherever required.

Dividend

During the year under review, the Board of Directors has not recommended dividend on the Shares of the Company.

Reserves

For the financial year ended 31.03.2022, your Directors do not recommend transfer of any amount to any reserves.

Changes in Capital

During the year under review, there is no change in authorized and paid up share capital of the Company.

The State of Company's Affairs:

The Company has generated revenue from operations of Rs. 47,03,818.94 Hundred/- during the year ended 31st March, 2022 as compared to income of Rs. 13,01,903.75 Hundred/- earned during the year ended 31st March, 2021. The total expenses of the Company stood at Rs. 37,02,851.13 Hundred/- during the year under review and the Company has earned profit amounting to Rs. 10,00,967.81 Hundred /- for the year ended 31st March, 2022 as compared to loss of Rs. 6,19,13,535.82 Hundred/- incurred during the year ended 31st March, 2021.

Deposits

The Company has neither accepted nor renewed any fixed deposits during the year. There are no unclaimed deposits, unclaimed/ unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on March 31, 2022.

Particulars of Loans, Guarantees or Investments

Particulars of loans are provided in the Standalone Financial Statement Note No.6 and 22. The Company has not made any investments, given any guarantee or security during the year under review.

Subsidiaries, Joint Ventures and Associate Companies

The summary of the performance and financial position of the each of the subsidiary companies are presented in Form AOC-1 in Annexure A. Also, a report on the performance and financial position of each of the subsidiary companies as per the Act is provided in the consolidated financial statement.

Standalone and Consolidated Financial Statement

The audited financial statement of the Company drawn up, both on standalone and consolidated basis, for the financial year ended March 31, 2022, are in accordance with the requirements of the Companies (Indian Accounting Standards) Rules, 2015, the ("Ind AS Rules") prescribed under Section 133 of the Companies Act, 2013 (Act), read with the relevant rules and other accounting principles. The Consolidated Financial Statement have been prepared in accordance with Ind AS and relevant provisions of the Act based on the financial statement received from subsidiary and associate companies, as approved by their respective Board of Directors.

Directors

As on 31st March, 2022, the Board comprises of the following Directors:

Name of Director	Designation
Mr. Basantkumar Varma	Non-executive Director
Mrs. Mangala Savla	Non-executive Director
Mr. Santosh Kadam (w.e.f. 09.02.2022)	Non-executive Director

During the year under review, Mr. Sunil Wadikar resigned as Director w.e.f 31st August, 2021 and Mr. Sachin Rankar resigned as Director w.e.f.31st January, 2022. Mr. Santosh Kadam was appointed as Additional Non-executive Director w.e.f 9th February, 2022. Further the approval for appointment of Mr. Santosh Kadam as Director of the Company liable to retire by rotation shall be taken at the ensuing Annual General Meeting of the Company.

Mrs. Mangala Savla, Director of the Company shall retire by rotation in the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Based on the declarations received from the Directors and the same taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2022 from being appointed as a Director in terms of Section 164 (2) of the Act.

Post financial year under review. Mr. Govindan Kaundar was appointed as Whole Time Director of the Company w.e.f 13th May, 2022 subject to members approval at the ensuing Annual General Meeting of the Company.

Key Managerial Personnel

During the year under review, Ms. Mangala Savla resigned as Company Secretary w.e.f 01st April, 2021. Ms. Samidha Bhagat was appointed as the Company Secretary w.e.f 19th April, 2021 and she resigned on 7th October, 2021. The Key Managerial Personnels were also appointed in the Company after the year under review. Mr. Basantkumar Varma was appointed as Chief Financial Officer (CFO) and Mr. Govindan Kaundar was appointed as Whole Time Director w.e.f. 13th May, 2022. Ms. Shalu Mishra was appointed as Company Secretary w.e.f 14th June, 2022.

Declaration of Independent Directors

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

Directors' Responsibility Statement

Pursuant to the requirements under Section 134(5) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the annual financial statement for the financial year ended March 31, 2022, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- ii. 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 as at March 31, 2022 and of the profit of the Company for the year ended on that date;
- iii. 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;
- iv. The Directors had prepared the annual financial statement for the financial year ended March 31, 2022 on a 'Going concern' basis;
- v. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively; and
- vi. The Directors had laid down proper internal financial controls to be followed by the Company and such financial controls are adequate and are operating effectively, the Company is taking constant steps to further strengthen the same.

Contracts and Arrangements with Related Parties

All contracts / arrangements / transactions entered into / by the Company during the financial year under review with related parties were on an arm's length basis and in the ordinary course of business.

There were no materially significant related party transactions which may have a potential conflict with the interest of the Company at large.

During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material or which is required to be reported in Form AOC – 2 in terms of section 134 (3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

Material changes and commitments, if any, affecting the financial position of the Company

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

Meetings of the Board

During the year, Seven Board Meetings were held in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Auditors and Auditor's Report

M/s. Bakliwal & Co., Chartered Accountants, were appointed as Auditors of the Company for a term of 5 (five) consecutive years, at the Annual General Meeting of the Company held on November 30, 2021.

The notes on financial statement referred to in the Auditor's report are self-explanatory and do not call for any further comments. The observations and comments given by the Auditors in their report read together with notes on financial statements are self-explanatory and hence do not call for any further comments under Section 134 of the Act.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Nitin S Sharma & Associates, Practicing Company Secretary for the FY 2021-2022 to undertake

the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2021-22 does not contain any qualifications, reservations or adverse remarks. The Secretarial Audit Report of the Secretarial Auditor is attached as Annexure-B.

Secretarial Standards

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Maintenance of Cost Records

The Central Government has not specified maintenance of cost records, for any of the products of the Company, under Section 148(1) of the Act.

Annual Return

As required under Section 134(3)(a) of the Act, the Annual Return for the financial year 2021-22 is put up on the Company's website and can be accessed at <https://reliancemediaworks.com>

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The Company is not involved in any manufacturing activity. So, most of the information as required under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable. However, the information as applicable has been given in Annexure - C forming part of this Report.

Risk Management

The Company has laid down a Risk Management Policy, defining Risk profiles involving, and Operational, Financial, Organisational, Legal and Regulatory risks within a well-defined framework. The Risk Management Policy acts as an enabler of growth for the Company by helping its businesses to identify the inherent risks, assess, evaluate and monitor these risks continuously and undertake effective steps to manage these risks.

Compliance with provisions of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to uphold and maintain the dignity of women employees. Company doesn't have more than 10 employees at any workplace; still Company has such mechanism which provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints. During the year no such complaints were received.

Corporate Social Responsibility

During the financial year under review, the provisions of Corporate Social Responsibility are not applicable to the Company.

Significant and material orders, if any, passed by Regulators or Courts or Tribunals

No orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations.

Internal Financial Controls and their adequacy

The Company has in place adequate internal financial controls across the organization. The same is subject to review periodically by the internal audit cell for its effectiveness. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

General

Your Directors state that for the financial year ended March 31, 2022, no disclosure is required in respect of the following items and accordingly confirm as under:

- a) The Company has neither revised the financial statements nor the report of Board of Directors.
- b) No instance of fraud has been reported to Board of Directors of the Company by the Auditors.
- c) During the year under review, there is no change in the nature of the business of the Company.

Acknowledgements

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from all stakeholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff during the year.

For and on behalf of the Board of Directors


Govindan Kaundar
Whole Time Director
DIN: 09481171


Basantkumar Varma
Director & CFO
DIN: 08305670



Place: Mumbai

Date: 29 September, 2022

FORM NO. AOC.1

**Statement containing salient features of the financial statement of
Subsidiaries/associate companies/joint ventures
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of
Companies (Accounts) Rules, 2014)
Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs)

SR. NO.	PARTICULARS	SUBSIDIARY 1 (Rs. In Hundred wherever applicable)	SUBSIDIARY 2 (Rs. In Thousand wherever applicable)
1.	CIN No.	U92110MH2003PLC140467	U74899MH1988PLC287805
2.	Name of the subsidiary	RELIANCE MEDIAWORKS THEATRES LIMITED	BIG SYNERGY MEDIA LIMITED
3.	The date since when subsidiary was acquired	30/03/2017	30/03/2017
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
5.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	INR	INR
6.	Share capital	Rs. 5,000/-	Rs. 1,000/-
7.	Reserves & surplus	Rs. (1,21,826.30)/-	Rs. 2,51,968.18/-
8.	Total assets	Rs. 1,70,806.33/-	Rs. 2,79,130.29/-
9.	Total Liabilities	Rs. 2,87,632.63/-	Rs. 26,162.11/-
10.	Investments	Rs. 1,31,383.38/-	Rs. 592.68/-
11.	Turnover/Income	Rs. 1,000/-	Rs. 1,77,298.98/-
12.	Profit/surplus Loss before taxation	Rs. (7,186.00)/-	Rs. (8,873.26)/-
13.	Provision for taxation / Income tax for earlier years	Rs. (215.13)/-	Rs. (1,545.63)/-
14.	Profit/surplus Loss after taxation	Rs. (6,970.87)/-	Rs. (7,327.63)/-
15.	Proposed Dividend	NIL	NIL
16.	% of shareholding	100%	51%

Notes: The following information shall be furnished at the end of the statement:

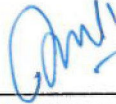
1. Names of subsidiaries which are yet to commence operations – Not Applicable
2. Names of subsidiaries which have been liquidated or sold during the year - – Not Applicable

Part "B": Associates and Joint Ventures – Not Applicable

**For and on behalf of
Reliance Mediaworks Financial Services Private Limited**



**Govindan Kaundar
(Whole Time Director)
DIN # 09481171**



**Basantkumar Varma
(Director & CFO)
DIN # 08305670**



**Place: Mumbai
Date: 29/09/2022**

Date :

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

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

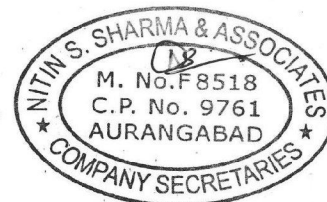
To,
The Members,
RELIANCE MEDIAWORKS FINANCIAL SERVICES PRIVATE LIMITED
Floor-6, Plot-90, 8, Manek Mahal,
Veer Nariman Road,
Churchgate, Mumbai – 400020.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s RELIANCE MEDIAWORKS FINANCIAL SERVICES PRIVATE LIMITED** (hereinafter called "the Company") having CIN - U74999MH2017PTC292285. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officer, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the company has, during the audit year covering the financial year ended on **31st March, 2022**, 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:

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2022** 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;-
Not Applicable for the year under review
- 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 Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;-**Not Applicable for the year under review**



v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;- **Not Applicable for the year under review**
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **-Not Applicable for the year under review**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. 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;- **-Not Applicable for the year under review**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; -- **Not Applicable for the year under review** and
- h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;- **Not Applicable for the year under review**

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

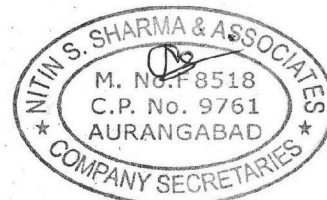
I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

I further report that, during the year under review:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, and Non-Executive Directors. There are changes in the composition of the Board of Directors that took place during the year under review which were in compliance with the provisions of the Act.



- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent, 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.
- As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded. I further report that based on the information provided and on the basis of the Compliance Certificate(s) issued and taken on record by the Board of Directors at their meeting(s), I am of the opinion 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.

I further report that during the audit period, there were no specific events/actions having major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Nitin S. Sharma & Associates
Practising Company Secretary



Nitin S. Sharma
CP No. 9761

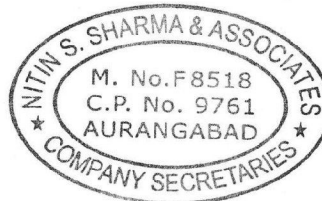
Membership No.: F8518

Place: Aurangabad

Peer Review No – 2212/2022

Date: 29 September, 2022

UDIN: F008518D001085440



Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Annexure A

To,
The Members,
RELIANCE MEDIAWORKS FINANCIAL SERVICES PRIVATE LIMITED
Floor-6, Plot-90, 8, Manek Mahal,
Veer Nariman Road,
Churchgate, Mumbai – 400020.

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I 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. I believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I 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 laws, rules, regulations, standards is the responsibility of 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 Nitin S. Sharma & Associates

Practising Company Secretary


Nitin S. Sharma

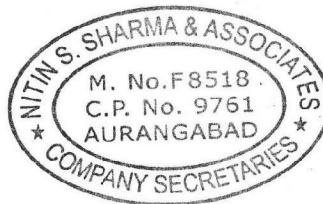
CP No. 9761

Membership No.: F8518

Place: Aurangabad

Peer Review No – 2212/2022

Date: 29 September, 2022



ANNEXURE- "C" TO THE DIRECTORS' REPORT

Information required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached to this report and forming part of the Directors' Report for the year ended March 31, 2022.

FORM-A: PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

The Company has always been conscious about the need for conservation of energy. Energy saving is one of the areas of high priority for the Company.

a) Energy conservation measures taken:

- Lights and cooling equipment are switched off when not in use.
- LED bulbs are used to save electricity.
- Efforts are made to reduce wastage of electricity by switching off power when machines, equipment etc. are not in use.
- Big windows are maintained to ensure natural light and to reduce electricity consumption.

b) Additional investments and proposals, if any, being implemented for reduction:

- Use of LEDs is under progress to reduce consumption of electricity cost in all the premises of the company.

FORM-B: PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

During the year under review, the Company has not made any investment in R&D activity and technology absorption.

A. Technology Absorption

- | | | |
|----|--|-----|
| 1. | Efforts in brief towards Technology Adoption and Innovation | Nil |
| 2. | Benefits derived as a result of above efforts e.g Product Improvement, Cost Reduction, Product Development, Import Substitution etc. | Nil |
| 3. | In case of imported technology following information may be furnished. | |
| | a) Technology Imported | Nil |
| | b) Year of Import | |
| | c) Has Technology been absorbed | |

B. Research and Development

- | | | |
|----|---|-----|
| 1. | Specific areas in which R&D carried out by the Company. | Nil |
| 2. | Benefits derived because of above R&D. | Nil |
| 3. | Further Plan of action | NA |
| 4. | Expenditure on R&D | Nil |


FORM-C: FOREIGN EXCHANGE EARNINGS AND OUTGO

1. Activities relating to exports, initiative taken to increase exports, --- Not applicable ---
development of new export markets for products and services,
and export plan.
2. Total Foreign Exchange Earnings NIL
3. Total Foreign Exchange Outgo NIL

For and on behalf of
Reliance Mediaworks Financial Services Private Limited



Govindan Kaundar
(Whole Time Director)
DIN # 09481171



Basantkumar Varma
(Director & CFO)
DIN # 08305670



Place: Mumbai
Date: 29 September, 2022