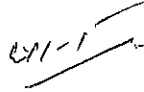


Spice Digital South Africa Pty Limited
Balance Sheet as at March 31, 2016

	Notes	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
Equity and Liabilities			
Shareholders' Funds			
Share capital	1	100	100
Reserves and surplus	2	(33,067,596)	(30,168,495)
		<u>(33,067,496)</u>	<u>(30,168,395)</u>
Non-current Liabilities			
Deferred tax liabilities	3	-	-
		<u>-</u>	<u>-</u>
Current Liabilities			
Short term borrowings	4	-	-
Trade payables	5	3,657,795	2,654,958
Other current liabilities	6	312,179	87,803
Short term provisions	7	-	-
		<u>3,969,974</u>	<u>2,742,760</u>
TOTAL		<u>(29,097,522)</u>	<u>(27,425,635)</u>
APPLICATION OF FUNDS			
Goodwill (on consolidation and net of impairment provision)		-	-
Non-current assets			
Fixed Assets			
Tangible assets		2,891,269	924,993
Intangible assets		1,225,481	1,395,731
Capital work-in-progress		-	2,661,657
Non-current Investment	8	-	-
Long term loans and advances		-	-
Other non-current assets		-	-
		<u>4,116,750</u>	<u>4,982,380</u>
Current assets			
Trade receivables	9	321,977	78,201
Cash and bank balances	10	1,292,852	388,198
Short term loans and advances	11	(35,646,208)	(33,187,910)
Other -current assets	12	817,106	313,496
		<u>(33,214,273)</u>	<u>(32,408,015)</u>
Total		<u>(29,097,522)</u>	<u>(27,425,635)</u>

For and on behalf of Spice Digital South Africa Pty. Ltd.


Sunil Kapoor
(CFO, Holding Company)

Date: 16-5-16

Spice Digital South Africa Pty Limited

Statement of Profit and Loss for the period ended from April 1, 2015 to March 31, 2016

	Notes	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
INCOME			
Revenue from operations (net)	13	9,078,721	1,523,041
Other Income	14	1,129,679	18,088
TOTAL		10,208,400	1,541,129
EXPENDITURE			
Purchase of traded goods		-	-
Operating expenses	15	2,741,718	150,108
Employee benefits expense	16	3,591,762	2,931,040
Other expenses	17	5,850,291	9,782,428
TOTAL		12,183,771	12,863,576
Earning before interest ,tax, depreciation and		(1,975,371)	(11,322,448)
Depreciation and amortization expense	18	923,726	472,790
Finance costs		-	-
Profit before exceptional item and tax		(2,899,098)	(11,795,238)
Exceptional item			
Reversal of revenue pertaining to earlier periods		-	-
Depreciation and amortization expense		-	-
Profit before tax		(2,899,098)	(11,795,238)
Tax expenses			
Current tax		-	-
Less: MAT Credit Entitlement		-	-
Deferred tax (credit)		-	-
Income tax adjustments for earlier years		-	-
Total Tax Expense		-	-
Net (loss) for the period before Minority Interest		(2,899,098)	(11,795,238)
(Loss) attributable to Minority Shareholders		-	-
Net (loss) for the period		(2,899,098)	(11,795,238)
Profit/(Loss) of associates attributable to shareholder of the Parent Company		-	-
Net Profit attributable to the shareholders of the Parent Company		(2,899,098)	(11,795,238)

For and on behalf of Spice Digital South Africa Pty. Ltd.

SND
Sunil Kapoor
(CFO, Holding Company)

Date:

Spice Digital South Africa Pty Limited

Notes to the financial statements for the period ended from April 1, 2015 to March 31, 2016

	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
1. Share Capital		
Issued, subscribed and fully paid up shares		
Equity shares fully paid up	100	100
Total issued, subscribed and fully paid-up share capital	100	100

Spice Digital South Africa Pty Limited

Notes to the financial statements for the period ended from April 1, 2015 to March 31, 2016

	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
2. Reserves and Surplus		
Foreign Currency Translation Reserve		
Opening balance	-	-
Add: exchange differences arise during the period	-	-
Closing balance	-	-
Surplus in the statement of profit and loss		
Opening balance	(30,168,498)	(18,373,257)
(Loss) for the period	(2,899,098)	(11,795,238)
Less: Share of (Loss) brought forward moved to minority from majority	-	-
	(33,067,596)	(30,168,495)
Less: Appropriations		
Transferred to general reserve	-	-
Proposed final dividend (amount per share Rs.Nil, (Previous year:	-	-
Tax on dividend	-	-
Net Surplus in the statement of profit and loss	(33,067,596)	(30,168,495)
Total reserves and surplus	(33,067,596)	(30,168,495)

Spice Digital South Africa Pty Limited

Notes to the financial statements for the period ended from April 1, 2015 to March 31, 2016

	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
3. Deferred Tax Liabilities		
Fixed assets: Impact of difference between tax depreciation and	-	-
Impact of income recognised in the statement of profit and loss in the	-	-
	-	-
Deferred Tax Assets		
Impact of expenditure charged to the statement of profit and loss		
- Provision for doubtful debts	-	-
- Others	-	-
Gross Deferred Tax Assets	-	-
Net Deferred Tax Liabilities	-	-

Spice Digital South Africa Pty Limited
Balance Sheet as at December 31, 2015

	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
4. Short-term borrowings		
Interest free loan from related parties repayable on demand	-	-
	-	-
5. Trade Payables and other current liabilities		
Trade payables	3,657,795	2,654,958
6. Other liabilities		
Payable towards capital goods	-	-
Employee related payables	248,862	-
Unearned revenue	-	-
Advances from customers	13,104	-
Service tax payable	-	-
Tax deducted at source payables	33,101	87,803
Sales tax payables	15,743	-
Social security payables	1,369	-
Other Statutory dues payable	-	-
Other payable	-	-
	312,179	87,803
	3,969,974	2,742,760
7. Short-term provisions		
Provision for taxation (net of advance tax)	-	-
Proposed equity dividend	-	-
Provision for tax on proposed equity dividend	-	-
	-	-
8. Non-current investments		
Investment in subsidiaries		
Investment in SDN	-	-
Investment in SVK	-	-
Investment in SVU	-	-
Investment in SVG	-	-
Investment in SVT	-	-
Investment in SVZ	-	-
Investment in SDSA	-	-
	-	-

Spice Digital South Africa Pty Limited

Notes to the financial statements for the period ended from April 1, 2015 to March 31, 2016

11. Loans and advances	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
Capital advances		
Unsecured, considered good	-	-
(A)	-	-
Security Deposit		
Unsecured, considered good	213,078	314,901
(B)	213,078	314,901
Loan and advances to related parties		
Advances to related parties	(37,790,647)	(34,449,761)
Loans to fellow subsidiary companies	-	-
(C)	(37,790,647)	(34,449,761)
Advances recoverable in cash or kind		
Unsecured, considered good	114,065	148,125
(C)	114,065	148,125
Other loans and advances		
(Unsecured, considered good)	-	-
Advance income-tax (net of provision for taxation)	903,716	-
Prepaid expenses	39,202	77,054
Loan to employees		
Unsecured, considered good	-	-
Balance with statutory/government authorities	874,378	721,771
Loan to a party	-	-
(D)	1,817,296	798,825
Total(A+B+C+D)	(35,646,208)	(33,187,910)

Spice Digital South Africa Pty Limited

Notes to the financial statements for the period ended from April 1, 2015 to March 31, 2016

9. Trade receivables	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
9.1 Trade receivables*		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	321,977	78,201
Doubtful	-	-
(A)	321,977	78,201
Provision for doubtful receivables	-	-
Other receivables		
Unsecured, considered good	-	-
Doubtful	-	-
Provision for doubtful receivables	-	-
(B)	-	-
Total(A+B)	321,977	78,201

12. Other Assets	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
Unsecured, considered good	-	-
Non-current bank balances (note 18)	-	-
(A)	-	-
Other Current Assets		
Interest receivable on Income Tax	-	-
Interest accrued on fixed deposits	-	-
Dividend receivable on investments	-	-
Rent Receivable	-	-
Receivable against Ticketing	-	-
Income accrued on investment in Fixed Maturity Plan Investments	-	-
Interest accrued on inter-corporate investments	-	-
Unbilled revenue	817,106	313,496
Others	-	-
(B)	817,106	313,496
Total(A+B)	817,106	313,496

**Spice Digital South Africa Pty Limited
Balance Sheet as at December 31, 2015**

10. Cash and bank balances	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
Cash and cash equivalents		
Balance with banks:		
Cash on hand	-	-
On current accounts	1,292,852	388,198
Deposit with original maturity of less than three months	-	-
Cheque/drafts on hand	-	-
	1,292,852	388,198
Other bank balances		
Deposits with original maturity for more than 3 months but less than 12 months*	-	-
for more than 12 months	-	-
	-	-
Amount disclosed under non-current assets	-	-
	1,292,852	388,198

Sjice Digital South Africa Pty Limited
Balance Sheet as at December 31, 2015

	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
13. Revenue from operations		
Sale of traded goods	-	-
Income from services	9,078,721	1,523,041
Revenue from operations(net)	9,078,721	1,523,041
Details of services rendered		
14. Other income		
Interest income on		
Bank deposits	(10)	18,088
Inter corporate loans	-	-
Income Tax refund	-	-
Others	-	-
Dividend income on	-	-
Current investments	-	-
Long term investments	-	-
Income from long term Fixed Maturity Plan Investment (other than trade)	-	-
Net gain on sale of current investments	-	-
Provision for diminution in the value of current investments written back	-	-
Provision for diminution in value of investment in subsidiary company	-	-
Provision for doubtful debts written back	-	-
Rental Income (refer note 26(b))	-	-
Unspent liabilities written back	-	-
Profit on disposal of fixed assets(net)	-	-
Miscellaneous income	1,129,689	-
	1,129,679	18,088
15. Operating Expenses		
Value added service charges	2,741,718	150,108
	2,741,718	150,108
16. Employee benefit expense		
Salaries,wages and bonus	3,400,707	2,592,812
Contribution to social security schemes (refer note 24)	6,868	5,664
Leave Encashment	50,312	9,300
Staff welfare expenses	133,874	323,264
	3,591,762	2,931,040

17. Other expenses

	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
Electricity and water	28,389	16,083
Rent (refer note 26 (a))	623,673	490,072
Rates and taxes	1,496	4,000
Insurance	123,345	42,228
Repair and maintenance		
-Data Processing Machines	191,291	9,023
-Buildings	-	-
Advertising and sales promotion	3,099,011	3,948,784
Brokerage and commission	-	-
Travelling and conveyance	677,006	468,300
Communication costs	243,128	340,162
Printing and stationery	-	-
Legal and professional fees	372,210	683,437
Payment to auditors (refer details below)	49,997	48,400
Provision for doubtful debts and advances	(571)	(80,513)
Exchange difference (net)	22,620.10	3,723,930
Bad debts/advances written off	-	-
Provision for diminution in the value of current investments	-	-
Loss on disposal of tangible assets (net)	129,928	-
Charity and donation - other than political parties	-	-
Loss on sale of investments	-	-
Corporate Social Responsibility	-	-
Miscellaneous expenses	288,766.59	88,521
	5,850,291	9,782,428

Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
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Payment to auditor

As auditor:		
Audit fee	49,997	48,400
Tax audit fee	-	-
Limited review	-	-
In other capacity:-		
Other services(certification fees)	-	-
Reimbursement of expenses	-	-
	49,997	48,400

Spice Digital South Africa Pty Limited
Balance Sheet as at December 31, 2015

	Amount in ZAR March 31 2016 12 months	Amount in ZAR March 31 2015 09 months
18. Depreciation and amortization expense		
Depreciation on tangible assets	923,726	251,703
Amortization on intangible assets	-	221,087
	923,726	472,790