

1st
Annual Report
2017-18



PSSM Media Limited

CIN:U74994TG2017PLC121367

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Corporate Information

Board of Directors

Mr. Prasada Rao Nanda
Mr. Navakanth Mgadda
Mr. Anand Kumar Chedarla
Mr. Rambabu Potluri
Mr. Vijayabhaskarareddy Nallamilli
Mr. Sidda Nageswararao

Managing Director
Whole Time Director
Whole Time Director
Additional Director
Additional Director
Additional Director

Registered Office

8-2-603/1/2, 1st Floor, Road No. 10,
Banjara Hills, Hyderabad-500 034, Telangana.
Email id: pssmmedia@gmail.com

Statutory Auditors

M/s A V RATNAM AND CO
(FRN:0003028S), Chartered Accountants,
Hyderabad.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY, PSSM MEDIA LIMITED WILL BE HELD ON THURSDAY, 16TH DAY OF AUGUST, 2018 AT PRERANA BANQUET HALL, TAJ MAHAL HOTEL, 3-6-784/227, NARAYANA GUDA ROAD, HIMAYAT NAGAR, NARAYANAGUDA, HYDERABAD-500029, TELANGANA AT 04:00 P.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for Financial Year ended 31st March, 2018 and reports of Board of Director's and Auditors thereon
2. To Appoint Statutory Auditors of the Company:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded for the appointment of M/s A V RATNAM AND CO (FRN: 0003028S), Chartered Accountants, Hyderabad, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of fifth consecutive Annual General Meeting of the company to be held in the year 2023 at such remuneration and out of pocket expenses as may be mutually agreed by the Board of Directors and the auditors from time to time.”

SPECIAL BUSINESS

3. To regularize the appointment of Mr. Rambabu Potluri (DIN: 00342873) as a Director of the Company:

To consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution**:

“RESOLVED THAT Mr. Rambabu Potluri (DIN: 00342873), who was appointed as an Additional Director with effect from 26th December, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and rules made there under read with regulations of Articles of Association of the company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT Directors of the Company be and are hereby authorised to sign all the necessary documents and file all the necessary e- forms with the Registrar of Companies at Hyderabad and to do such other acts, deeds and things to give effect to the aforesaid resolution.”

4. To regularize the appointment of Mr. Vijayabhaskara Reddy Nallamilli (DIN: 01590741) as a Director of the Company:

To consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution:**

“RESOLVED THAT Mr. Vijayabhaskara Reddy Nallamilli (DIN: 01590741), who was appointed as an Additional Director with effect from 26th December, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and rules made there under read with regulations of Articles of Association of the company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT Directors of the Company be and are hereby authorised to sign all the necessary documents and file all the necessary e- forms with the Registrar of Companies at Hyderabad and to do such other acts, deeds and things to give effect to the aforesaid resolution.”

5. To regularize the appointment of Mr. Sidda Nageswararao (DIN: 08060875) as a Director of the Company:

To consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution:**

“RESOLVED THAT Mr. Sidda Nageswara Rao (DIN: 08060875), who was appointed as an Additional Director with effect from 30th January, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and rules made there under read with regulations of Articles of Association of the company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT Directors of the Company be and are hereby authorised to sign all the necessary documents and file all the necessary e- forms with the Registrar of Companies at Hyderabad and to do such other acts, deeds and things to give effect to the aforesaid resolution.”

6. To regularize the change in Designation of Mr. Navakanth Mgadda (DIN: 07629009) as a Whole Time Director of the Company and to ratify the remuneration fixed by the Board of Directors:

To consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the enabling provisions of the Articles of Association of the Company consent of the members be and is hereby accorded to change the designation made by the Board of Directors in their meeting held on 29.03.2018 of Mr. Navakanth Mgadda holding DIN: 07629009, from Director to Whole Time Director for a period of 5 (Five) years and also to fix the remuneration of Rs. 25,000/- per month for a term of 3 years from the date of appointment which may be amended from time to time at the discretion of the Board.”

“RESOLVED FURTHER THAT pursuant to the provisions of Companies Act, 2013 and subject to such approvals as may be necessary, the above remuneration be paid as the minimum remuneration to Mr. Navakanth Mgadda during the tenure of his office as Whole Time Director of the Company even in the absence of or inadequacy of profits in any year.”

“RESOLVED FURTHER THAT Directors of the company be and are hereby authorised to sign all the necessary documents and file all the necessary e- forms with the Registrar of Companies at Hyderabad and to do such other acts, deeds and things to give effect to the aforesaid resolution.”

7. To regularize the change in Designation Mr. Anand Kumar Chedarla (DIN: 07702546) as a Whole Time Director of the Company and to ratify the remuneration fixed by the Board of Directors:

To consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the enabling provisions of the Articles of Association of the Company consent of the members be and is hereby accorded to change the designation made by the Board of Directors in their meeting held on 29.03.2018 of Mr. Anand Kumar Chedarla (DIN: 07702546), from Director to Whole Time Director for a period of 5 (Five) years and also to fix the remuneration of Rs. 25,000/- per month for a term of 3 years from the date of appointment which may be amended from time to time at the discretion of the Board.”

“RESOLVED FURTHER THAT pursuant to the provisions of Companies Act, 2013 and subject to such approvals as may be necessary, the above remuneration be paid as the minimum remuneration to Mr. Anand Kumar Chedarla during the tenure of his office as Whole Time Director of the Company even in the absence of or inadequacy of profits in any year.”

“RESOLVED FURTHER THAT Directors of the company be and are hereby authorised to sign all the necessary documents and file all the necessary e- forms with the Registrar of Companies at Hyderabad and to do such other acts, deeds and things to give effect to the aforesaid resolution.”

8. To regularize the appointment of Mr. Prasada Rao Nanda (DIN:08139708) as Director and Managing Director of the Company:

To consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution:**

“RESOLVED THAT Mr. Prasada Rao Nanda (DIN: 08139708), who was appointed as an Additional Director with effect from 26th May, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and rules made there under read with regulations of Articles of Association of the company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to provisions of Section 196, 197, Schedule V and any other applicable provisions of the Companies Act, 2013 and Rules made there under and subject to the modification(s) and re-enactment thereof for the time being in force, subject to the enabling provisions of the Articles of Association of the Company consent of the members of the Company be and is hereby accorded to appoint Mr. Prasada Rao Nanda (DIN 08139708) as Managing Director of the Company for a term of 5 (Five) Years with effect from 26.05.2018 at a remuneration of Rs. 30,000/- per month for a term of 3 years from the date of appointment which may be amended from time to time at the discretion of the Board.”

“RESOLVED FURTHER THAT pursuant to the provisions of Companies Act, 2013 and subject to such approvals as may be necessary the above remuneration be paid as the minimum remuneration to Mr. Prasad Rao Nanda (DIN: 08139708) during the tenure of his office as Managing Director of the Company even in the absence of or inadequacy of profits in any year.”

“RESOLVED FURTHER THAT existing Directors of the Company, be and are hereby authorized to issue relevant appointment letter to invite him on Board, to update the Register of Directors required to be maintained under provisions of the Companies Act, 2013 and to file the relevant forms, documents with the office of Registrar of Companies and to do all such things as may be required for giving effect to the above resolution and matters related thereto.”

9. To approve Increase of authorised share capital and alteration of capital clause of memorandum of association:

To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) read with Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000 (Twenty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

V. The Authorised share capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

10. To approve Issue of Equity shares of the Company through Private Placement:

To consider and if thought fit, to pass with or without modifications the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and any other applicable provisions if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such other requirements as may be prescribed by the regulatory authorities from time to time, consent of the members of the Company be and is hereby accorded to offer, issue and allot, in one or more series or trenches, Equity shares on private placement basis during the period commencing from the date of approval of this resolution until expiry of 12 Months, up to a nominal value of Rs. 7 Crores including existing equity share capital to such number of persons not exceeding the limits specified in Section 42 of the Companies Act, 2013 at par or at such premium as may be decided by the board of directors of the Company, from time to time, to such person or persons, including one or more companies, bodies corporate(s), individuals, as the case may be or such other person/persons as the board of directors of the company may determine and consider proper and most beneficial to the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and give such directions and further to execute such documents, deeds, instruments, writings as may be deemed necessary, proper, desirable or expedient to give effect to this resolution.”

**BY ORDER OF THE BOARD
FOR PSSM MEDIA LIMITED**

**DATE: 11.07.2018
PLACE: HYDERABAD**

**Sd/-
PRASADA RAO NANDA
MANAGING DIRECTOR
(DIN: 08139708)**

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. A Proxy Form is attached.
2. Shareholders are requested to notify changes in their address, if any, to the company.
3. Proxies in order to be effective must be received at the Registered Office of the Company not less than forty eight hours before the Annual General Meeting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO: 3

Mr. Rambabu Potluri was appointed as an Additional Director w.e.f. 26.12.2017 on the Board of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 and as per Articles of Association of the Company and pursuant to Section 161 of the Companies Act, 2013 he holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as director. The Board feels that presence of Mr. Rambabu Potluri on the Board is desirable and would be beneficial to the company and hence recommend resolution at item No. 3 for approval.

None the Directors/Key Managerial Personal or their relatives are interested or concerned in the above resolution **except to the extent of their shareholding.**

ITEM NO: 4

Mr. Vijayabhaskara Reddy Nallamilli was appointed as an Additional Director w.e.f. 26.12.2017 on the Board of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 and as per Articles of Association of the Company and pursuant to Section 161 of the Companies Act, 2013 he holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as director. The Board feels that presence of Mr. Vijayabhaskara Reddy Nallamilli on the Board is desirable and would be beneficial to the company and hence recommend resolution at item No. 4 for approval.

None the Directors/Key Managerial Personal or their relatives are interested or concerned in the above resolution **except to the extent of their shareholding.**

ITEM NO: 5

Mr. Sidda Nageswararao was appointed as an Additional Director w.e.f. 30.01.2018 on the Board of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 and as per Articles of Association of the Company and pursuant to Section 161 of the Companies Act, 2013 he holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as director. The Board feels that presence of Mr. Sidda Nageswararao on the Board is desirable and would be beneficial to the company and hence recommend resolution at item No. 5 for approval.

None the Directors/Key Managerial Personal or their relatives are interested or concerned in the above resolution **except to the extent of their shareholding.**

ITEM NO: 6

Keeping in View the contributions made by Mr Navakanth Mgadda, Board at its meeting held on 29th March 2018 has re-designated Mr Navakanth Mgadda as Whole Time Director of the company for a period of 5 years i.e., from 01st April, 2018 till 31st March, 2023 at a

remuneration of Rs. 25,000/- per month for a term of 3 years, which may be further enhanced from time to time at the discretion of the Board.

Name	Mr. Navakanth Mgadda
DIN	07629009
Age	33 years
Qualifications	SSC
Experience	a. 10 years of experience in Print and Electronic Media b. 2 years of experience in a Company operating the business of Tours and Travels
Terms and conditions of appointment	a. He shall not be paid any sitting fees for attending Board/ Committee Meetings. b. He shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government. c. The appointment may be terminated by the Company or by Mr. Navakanth Mgadda by giving not less than two months prior notice in writing.
Remuneration proposed to be paid	Rs. 25,000/- per month for a period of 3 years and any increments as may be decided by the Board
Remuneration last drawn	Rs. 30,000/- per month
Date of First Appointment	21/12/2017
Shares held by the Director	1,000 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	---
No. of meetings attended during the year	5 (Five)
Other Directorships, Memberships/ Chairmanship of Committees of other Boards	NIL

The Directors are of the opinion that Mr Navakanth Mgaddas' knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the acceptance of the Resolution set out at Item No. 6 of the Notice convening the Meeting.

The resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Except Mr. Navakanth Mgadda, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution set out at item no.6 of the Notice

ITEM NO: 7

Keeping in View the contributions made by Mr. Anand Kumar Chedarla, Board at its meeting held on 29th March 2018 has re-designated Mr. Anand Kumar Chedarla as Whole Time Director of the company for a period of 5 years i.e., from 01st April, 2018 till 31st March, 2023 at a remuneration of Rs. 25,000/- per month for a term of 3 years, which may be further enhanced from time to time at the discretion of the Board.

Name	Mr. Anand Kumar Chedarla
DIN	07702546
Age	32 years
Qualifications	MBA
Experience	a. Worked as a Marketing Manager in Dhyana Andhra Pradesh, Telugu Magazine b. Founder and Director of Pyrastar World Publishing House (OPC) Private Limited c. Author of Spiritual Books
Terms and conditions of appointment	a. He shall not be paid any sitting fees for attending Board/ Committee Meetings. b. He shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government. c. The appointment may be terminated by the Company or by Mr. Anand Kumar Chedarla by giving not less than two months prior notice in writing.
Remuneration proposed to be paid	Rs. 25,000/- per month for a period of 3 years and any increments as may be decided by the Board
Remuneration last drawn	Rs. 30,000/- per month
Date of First Appointment	04/01/2018
Shares held by the Director	1,000 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	---
No. of meetings attended during the year	3 (Three)
Other Directorships, Memberships/ Chairmanship of Committees of other Boards	Director of Pyrastar World Publishing House (OPC) Private Limited

The Directors are of the opinion that Anand Kumar Chedarla knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the acceptance of the Resolution set out at Item No. 7 of the Notice convening the Meeting.

The resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Except Mr. Anand Kumar Chedarla, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution set out at item no.6 of the Notice.

ITEM NO: 8

Mr. Prasada Rao Nanda was appointed as an Additional Director w.e.f. 26.05.2018 on the Board of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 and as per Articles of Association of the Company and pursuant to Section 161 of the Companies Act, 2013 he holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as director. The Board at the same meeting appointed as Managing Director for a term of five years from 26th May, 2018 till 25th May, 2023 with a remuneration of Rs. 30,000/- per month for a term of 3 years.

Name	Mr. Prasada Rao Nanda
DIN	08139708
Age	47 years
Qualifications	M Sc (Computer Science)
Experience	18 years experience in Print and Electronic Media
Terms and conditions of appointment	<ul style="list-style-type: none"> a. He shall not be paid any sitting fees for attending Board/ Committee Meetings. b. He shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government. c. The appointment may be terminated by the Company or by Mr. Prasada Rao Nanda by giving not less than two months prior notice in writing.
Remuneration proposed to be paid	Rs. 30,000/- per month for a period of 3 years and any increments as may be decided by the Board
Remuneration last drawn	Rs. 30,000/- per month
Date of First Appointment	25/06/2018
Shares held by the Director	---
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	---
No. of meetings attended during the year	---
Other Directorships, Memberships/ Chairmanship of Committees of other Boards	---

The Directors are of the opinion that Mr. Prasada Rao Nandas' knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the acceptance of the Resolution set out at Item No. 8 of the Notice convening the Meeting.

The resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Except Mr. Prasada Rao Nanda, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution set out at item no.8 of the Notice.

ITEM NO: 9

The Company is considering raising funds through equity for meeting the requirements of funds in-order to expand existing business lines and also to capture emerging business opportunities and the existing Authorized share capital of the Company is inadequate. Hence, it is proposed to increase the Authorized Share Capital from Rs. 2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000 (Twenty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs only) Equity Shares of Rs.10/- (Rupees Ten Only) each. Alteration of Capital clause of the Memorandum of Association of the Company requires approval of the shareholders.

Your Directors recommend the approval of the proposed resolution by the shareholders by way of Ordinary Resolution.

None of the Directors/Key Managerial Persons/or their relatives are interested or concerned in above resolution **except to the extent of their shareholding.**

ITEM NO: 10

The Company is considering the proposal of increasing subscribed capital up to a nominal value of Rs. 7,00,00,000/- (Rupees Seven Crores Only) including existing equity share capital by issuing equity shares through private placement to the identified allottees within 12 months from the date of approval of this resolution and by issue offer letters to the identified and interested investors at the discretion of the Board from time to time. This issue is subject to approval of the Shareholders at the Annual General Meeting by way of Special Resolution.

The Board of Directors recommends the resolution for the approval of the members as Special Resolution.

None of the Directors and their relatives is interested or concerned in above resolution **except to the extent of their shareholding.**

DATE: 11.07.2018
PLACE: HYDERABAD

**BY ORDER OF THE BOARD
FOR PSSM MEDIA LIMITED**

**Sd/-
PRASADA RAO NANDA
MANAGING DIRECTOR
(DIN: 08139708)**

DIRECTORS' REPORT

To
The Members,
PSSM MEDIA LIMITED
Hyderabad

Your Directors hereby presents the 01st Annual Report of your Company together with the Audited Financial Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2018. The summarized financial results for the year ended 31st March, 2018 are as under:

FINANCIAL RESULTS:

(Amounts in Rupees)

	<u>2017-18</u>
Net Sales / Income from Operations	-
Other income	-
Operating Expenses	2,08,776.00
Net Profit (+) / (Loss) (-) before Tax for the Period	(2,08,776.00)
Less: Current Tax/ Deferred Tax/Prior Year Income Tax/ MAT Credit Entitlement	4,921.00
Net Profit (+) / (Loss) (-) for the Period	(2,13,697.00)

REVIEW OF OPERATIONS:

The Company is yet to commence its business activities during the period reported.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors confirm that in the preparation of Profit & Loss Account for the year end and Balance Sheet as at that date ("Financial Statements") that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013:

1. State of affairs of the company:

The company is yet to commence its business activities.

2. Amounts, if any, they proposed to carry to any reserves:

No Amounts are proposed to be carried to reserves.

3. Dividend:

No Dividend was declared during the current financial year.

4. Deposits:

The Company has not accepted any deposits during the year under review.

5. Details of the board meetings held during the year:

The Board of Directors met 5 (Five) times during the financial year ended 31st March, 2018 in accordance with the Provisions of the Companies Act, 2013 and rules made there under which are as follows:

Sl. No.	Date of meeting	Total No. of Directors as on the Date of Meeting	No. of Directors attended	Attendance
1.	26.12.2017	3	3	100%
2.	04.01.2018	5	5	100%
3.	30.01.2018	6	6	100%
4.	10.03.2018	7	7	100%
5.	29.03.2018	7	7	100%

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of financial year of the company to which the financial statements relate and the date of the report:

There are no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate on the date of this report.

7. A statement on declaration given by independent directors under Sub-Section (6) of Section 149:

The provisions of Section 149(6) relating to Independent Directors are not applicable to the Company.

8. Company's policy relating to directors appointment, payment of remuneration and discharge of their duties under Sub-section (1) of Section 178:

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

9. Disclosure of composition of Audit Committee and providing vigil mechanism:

The provisions of Section 177(1) relating to constitution of Audit Committee are not applicable to the Company.

10. Disclosure of composition of Nomination and Remuneration Committee:

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

11. Statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company:

No elements of risk were identified by the Company, which in the opinion of the Board might threaten the existence of the company.

12. Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report.

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

13. The details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year:

The Company has not developed and implemented any Corporate Social Responsibility policy and initiatives, as the said provisions are not applicable.

14. Particulars of Loans, Guarantees or Investments Under Section 186 of the Companies Act, 2013:

There were no Loans, guarantees or investments made under Section 186 during the year.

15. Particulars of contracts or arrangements made with related parties Under Section 188 of the Companies Act, 2013:

During the period under review, all the related party transactions that were entered into were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013.

16. The change in the nature of business, if any:

There was no change in the nature of Business.

17. The details of directors or key managerial personnel who were appointed or have resigned during the year:

During the year under review, Mr. Rambabu Potluri and Mr. Vijaya Bhaskara Reddy were appointed as Additional Directors in the Board Meeting held on 26.12.2017. Ms. Jayalaxmi nanda was appointed as Managing Director in the Board Meeting held on 04.01.2018 and Mr. Ananda Kumar Chedarla was appointed as Additional Director in the same meeting. Mr Sidha Nageswararao was appointed as Additional Director in the Board Meeting held on 30.01.2018.

Mr. Navakanth Mgadda and Mr. Anand Kumar Chedarla, Directors of the Company were re-designated as Whole Time Directors in the Board Meeting held on 29.03.2018. However, Ms. Jayalakshmi Nanda resigned as Managing Director on 26.05.2018 and Mr. Prasada Rao Nanda was appointed as MD at the Board Meeting held on 26.05.2018 whose appointment is proposed to be regularized at ensuing Annual General Meeting. Ms. Nirmala Devi has resigned from the Board w.e.f 02.07.2018.

18. The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year:

Your Company does not have any companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the year under review.

19. The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

There are no material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

20. Adequacy of internal financial controls with reference to financial statements:

Internal control framework including clear delegation of authority and standard operating procedures are established and laid out across all functions. These are reviewed periodically at all levels. These measures have helped in ensuring the adequacy of internal financial controls commensurate with the scale of operations of the Company. During the period under review no reportable material weakness in the design and operations were observed.

21. Disclosure as per Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013:

Your company has zero tolerance for sexual harassment at work place and has adopted a policy on prevention, prohibition and redressal of sexual harassment at work place in line with the provision of Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 and rules framed there under.

No complaints have been received by the company on sexual harassment during the financial year 2017-2018.

22. Particulars of Employees:

None of the employees whether employed through the period or part of the period were in receipt of the remuneration exceeding limited specified under section 197 of the act read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The company recognizes the importance and contribution of its human resources in its growth and development. It is committed to development of human resources by appropriate training, motivation and employee welfare activities.

23. Auditors:

M/s. A V RATNAM AND CO, Chartered Accountants (Firm Registration No. 0003028S), were appointed as First Auditor of the Company for the Financial Year 2017-18 at the Board Meeting held on 26.12.2017 whose term expires at this Annual General Meeting. The Board of Directors of the Company proposed for re-appointment of M/s. A V RATNAM AND CO., Chartered Accountants (Firm Registration No. 0003028S), as statutory auditors to hold office from the conclusion of this meeting till the conclusion of fifth consecutive Annual General Meeting.

24. Annual Return:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure I (MGT-9) and is attached to this Report.

25. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is as under.

(A) Conservation of energy	:	NIL
(B) Technology absorption	:	NIL
(C) Foreign exchange earnings	:	NIL
(D) Foreign exchange outgo	:	NIL

26. Acknowledgement:

Your Directors wish to place on record their gratitude to shareholders and thank the customers, bankers, vendors, State and Central Governments Authorities for their continued support to your Company's growth. Your Directors also wish to place on record, their appreciation for the contribution made by the employees at all levels,

who, through their competence, sincerity, hard work, solidarity and dedicated support enabled to your company to make continued progress.

Place: Hyderabad
Date: 11.07.2018

For and on behalf of the Board of
PSSM MEDIA LIMITED

Sd/-
Mr. Prasada Rao Nanda
Managing Director
(DIN: 08139708)

Sd/-
Mr. Navakanth Mgadda
Whole Time Director
(DIN: 07629009)

Sd/-
Mr. Anand Kumar Chedarla
Whole Time Director
(DIN: 07702546)

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN
As on the financial year ended 31.03.2018
of
PSSM MEDIA LIMITED**

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

I. REGISTRATION AND OTHER DETAILS:

- i) **CIN:** U74994TG2017PLC121367
- ii) **Registration Date:** 21/12/2017
- iii) **Name of the Company:** PSSM MEDIA LIMITED
- iv) **Category / Sub Category of the Company:** Company limited by shares/ Non Govt. Company.
- v) **Address of the Registered office and contact details:** 8-2-603/1/2, 1st Floor, Road No.10, Banjara Hills, Hyderabad, Telangana - 500034.
- vi) **Whether listed company (Yes / No) -** No
- vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any -** NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL. NO.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
NIL			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-NIL

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	-	-	-	-	-	17,000	17,000	1.34	-
(b) Central Govt.	-	-	-	-	-	-	-	-	-
(c) State Govt(s).	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-	-
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any other.....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	-	-	-	-	17,000	17,000	1.34	-
(2) Foreign									
(a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
(b) Other – Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other.....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=(A) (1)+(A) (2)	-	-	-	-	-	17,000	17,000	1.34	-
Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s).	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture	-	-	-	-	-	-	-	-	-

i) Capital Funds	-	-	-	-	-	-	-	-	-	-
j) Others (Specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	-	-	-	-	-	-	-	-	-	-
2. Non – Institutions	-	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
i. Indian	-	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i. Individual Shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	10,37,000	10,37,000	81.33	-	-
ii. Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	-	-	-	-	-	2,11,000	2,11,000	16.55	-	-
c) Others - Trusts Pyramid Nityanandam Trust	-	-	-	-	-	10,000	10,000	0.78	-	-
Sub-total (B) (2):-	-	-	-	-	-	12,58,000	12,58,000	98.66	-	-
Total Public Shareholding (B) = (B) (1)+ (B) (2)	-	-	-	-	-	12,58,000	12,58,000	98.66	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	-	-	-	-	12,75,000	12,75,000	100	-	-

ii. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / emcumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / emcumbered to total shares	
1.	Ms. Jayalaxmi Nanda	-	-	-	1,000	0.08	-	-
2.	Ms.Makam Nirmala Devi	-	-	-	1,000	0.08	-	-
3.	Ms. Tirunagari Vani	-	-	-	11,000	0.86	-	-

4.	Ms.Madhavi Chalamalla	-	-	-	1,000	0.08	-	-
5.	Mr. Navakanth Mgadda	-	-	-	1,000	0.08	-	-
6.	Ms.Sesharathnam Vallabhaneni	-	-	-	1,000	0.08	-	-
7.	Mr. Anand Kumar Chedarla	-	-	-	1,000	0.08	-	-
	Total	-	-	-	17,000	1.34		

iv. Change in Promoters' Shareholding

Sl. No	Name of the Shareholder	Shareholding at the beginning of the year		Increase or decrease in the shareholding			Cumulative shareholding	
		No of shares	% in total share Holding	Date	No of shares	Reason	No of shares	% in total share Holding
1.	Ms. Jayalaxmi Nanda	1000	14.28	-	-	-	1000	0.08
2.	Ms.Makam Nirmala Devi	1000	14.28	-	-	-	1000	0.08
3.	Ms. Tirunagari Vani	1000	14.28	29.03.2018	10,000	Allotment	11,000	0.86
4.	Ms.Madhavi Chalamalla	1000	14.29	-	-	-	1000	0.08
5.	Mr. Navakanth Mgadda	1000	14.29	-	-	-	1000	0.08
6.	Ms.Sesharathnam Vallabhaneni	1000	14.29	-	-	-	1000	0.08
7.	Mr. Anand Kumar Chedarla	1000	14.29	-	-	-	1000	0.08

v. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	M. Vijaya Nirmala	--	--	61,000	4.78
2.	K. Lakshmi	--	--	30,000	2.35

Sl No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
3.	K. Chenchu Subbarao	--	--	30,000	2.35
4.	M. Parandhama Reddy	--	--	30,000	2.35
5.	T. Krishna Mohan	--	--	20,000	1.57
6.	B. Lakshmi	--	--	20,000	1.57
7.	Syed Mahaboob Basha	--	--	20,000	1.57
8.	P. Ravi Kumar	--	--	10,000	0.78
9.	P. Rama Devi	--	--	10,000	0.78
10.	M. Ranganatha Reddy	--	--	10,000	0.78

vi. *Shareholding of Directors and Key Managerial Personnel:*

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Ms. Jayalaxmi Nanda *	--	--	--	1000	0.08	--	--
2.	Ms.Makam Nirmala Devi **	--	--	--	1000	0.08	--	--
3.	Mr. Rambabu Potluri	--	--	--	10000	0.78	--	--
4.	Mr. Vijaya Bhaskara Reddy	--	--	--	--	--	--	--
5.	Mr. Navakanth Mgadda	--	--	--	1000	0.08	--	--
6.	Mr. Anand Kumar Chedarla	--	--	--	1000	0.08	--	--
7.	Mr. Sidda Nageswara Rao	--	--	--	--	--	--	--
8.	Mr. Prasada Rao Nanda***	--	--	--	--	--	--	--

*Resigned as MD and Director w.e.f 26.05.2018

**Resigned as Director w.e.f 02.07.2018

*** Appointed as MD w.e.f 26.05.2018

V INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principle Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	--	--	--
Change in Indebtedness during the financial year				
• Addition	--	8,15,172	--	8,15,172
• Reduction	--	--	--	--
Net Change	--	8,15,172	--	8,15,172
Indebtedness at the end of the financial year				
i) Principle Amount	--	8,15,172	--	8,15,172
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	8,15,172	--	8,15,172

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

B. Remuneration to other directors: *NIL*

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD: *NIL*

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

**Place: Hyderabad
Date: 11.07.2018**

**For and on behalf of the Board of
PSSM MEDIA LIMITED**

**Sd/-
Mr. Prasada Rao Nanda
Managing Director
(DIN: 08139708)**

**Sd/-
Mr. Navakanth Mgadda
Whole Time Director
(DIN: 07629009)**

**Sd/-
Mr. Anand Kumar Chedarla
Whole Time Director
(DIN: 07702546)**



A.V. RATNAM & CO.,
Chartered Accountants

V. MADHUSUDHAN PHANI
B.Com., F.C.A., DITL.,
PARTNER

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
PSSM MEDIA LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of PSSM MEDIA LIMITED. ("the company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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



Opinion

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

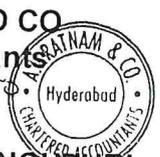
- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure-A** a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
 - g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

Place : HYDERABAD,
Date: 11/07/2018.

for A V RATNAM AND CO
Chartered Accountants


MADHUSUDAN PHANI VUNGUTURI
FLAT NO.309, DOWN TOWN MALL,
LAKDIKAPOL,
HYDERABAD-500004, TELANGANA.

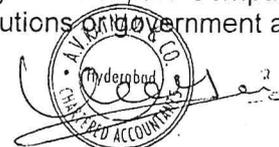


ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of **PSSM MEDIA LIMITED**. for the year ended 31st March, 2018.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) These fixed assets have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.
(c) Total Assets of company includes Immovable property also and the title deeds of immovable properties are held in the name of the company.
2. The nature of business of the Company's business is such that provision of clause 3(ii) of Companies (Auditor's Report) Order, 2016 (as amended) relating to inventories is not applicable to the company.
3. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. (a) The company is regular in depositing to the extent applicable undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, Goods and Service tax and any other statutory dues to the appropriate authorities.
(b) Dues of income tax or sales tax or Goods and Service tax have been deposited on time there is no dispute is pending on the part of company to the extent applicable.
8. In our opinion and according to the information and explanations given to us, the Company does not have any loans or borrowings from Banks, financial institutions or Government and has not issued any debentures.



9. According to the information and explanation given to us the company doesn't raise any money by way of initial public offer or further public offer (including debt instruments)
10. According to the information and explanation given to us, no material fraud by the company or the company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanation given to us, managerial remuneration has not paid or provided during the year, hence the requisite approvals Mandated by the provisions of section 197 read with Schedule V to the Companies Act not applicable.
12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
14. During the year, the Company has made private placement of shares and the requirement of Section 42 of the Companies Act, 2013 have been complied with and the amount raised has not been used due to non commencement of business activity as on 31.03.2018 and the same was lying in the bank account of the Company.
15. According to the information and explanation given to us, the company hasn't entered into any non-cash transactions with directors or persons connected to its directors and hence provisions of Section 192 of the Act are not applicable.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place : HYDERABAD,
Date: 11/07/2018.

for A V RATNAM AND CO
Chartered Accountants




MADHUSUDAN PHANI VUNGUTURI
FLAT NO.309, DOWN TOWN MALL,
LAKDIKAPOL,
HYDERABAD-500004, TELANGANA



ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **PSSM MEDIA LIMITED** ("The Company") as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

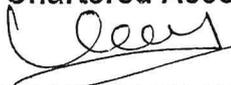
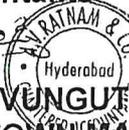
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Place : HYDERABAD,
Date: 11/07/2018.**

for **A V RATNAM AND CO
Chartered Accountants**

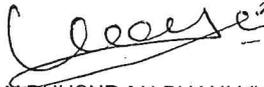


**MADHUSUDAN PHANI VUNGUT
FLAT NO.309, DOWN TOWN MA
LAKDIKAPOL,
HYDERABAD-500004, TELANGA**

PSSM MEDIA LIMITED
CIN : U74994TG2017PLC121367
BALANCE SHEET AS AT 31/03/2018

In Rs.

Particulars	Note	31/03/2018
EQUITY AND LIABILITIES		
Shareholders' funds		
Share capital	2.1	12750000.00
Reserves and surplus	2.2	(213697.00)
Money received against share warrants		-
		12536303.00
Non-current liabilities		
Long-term borrowings		-
Deferred tax liabilities (Net)	2.3	4921.00
Other Long term liabilities		-
Long-term provisions		-
		4921.00
Current liabilities		
Short-term borrowings	2.4	815172.00
Trade payables		-
Other current liabilities	2.5	79976.00
Short-term provisions	2.6	54500.00
		949648.00
TOTAL		13490872.00
ASSETS		
Non-current assets		
Fixed assets		
Tangible assets	2.7	440159.00
Intangible assets		-
Capital work-in-progress		-
Intangible assets under development		-
		440159.00
Non-current investments		-
Deferred tax assets (net)		-
Long-term loans and advances		-
Other non-current assets		-
		440159.00
Current assets		
Current investments		-
Inventories		-
Trade receivables		-
Cash and cash equivalents	2.8	12776357.00
Short-term loans and advances		-
Other current assets	2.9	274356.00
		13050713.00
TOTAL		13490872.00

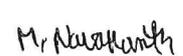
In terms of our attached report of even date.
For A V RATNAM AND CO
CHARTERED ACCOUNTANTS
FRN : 0003028S



MADHUSUDAN PHANI VUNGUTURI
(PARTNER)

For PSSM MEDIA LIMITED


PRASADA RAO NANDA
(MANAGING DIRECTOR)
(DIN : 08139708)


NAVAKANTH MGADDA
(WHOLETIME DIRECTOR)
(DIN : 07629009)


ANAND KUMAR CHEDARLA
(WHOLETIME DIRECTOR)
(DIN : 07702546)

Place : Hyderabad

Date : 11/07/2018



PSSM MEDIA LIMITED
CIN : U74994TG2017PLC121367
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2018

Particulars	Note	In Rs. 31/03/2018
Revenue from operations		-
Other income		-
Total Revenue		0.00
Expenses		
Cost of materials consumed		-
Purchases of Stock-in-Trade		-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-
Employee benefits expense		-
Finance costs		-
Depreciation and amortization expense	3.0	639.00
Other expenses	3.1	16053.00
Total expenses	3.2	192084.00
		208776.00
Profit before exceptional, extraordinary and prior period items and tax		(208776.00)
Exceptional items		-
Profit before extraordinary and prior period items and tax		(208776.00)
Extraordinary Items		-
Profit before prior period items and tax		(208776.00)
Prior Period Items		-
Profit before tax		(208776.00)
Tax expense:		-
Current tax	3.3	4921.00
Deferred tax		(213697.00)
Profit/(loss) for the period from continuing operations		-
Profit/(loss) from discontinuing operations		-
Tax expense of discontinuing operations		-
Profit/(loss) from Discontinuing operations (after tax)		-
Profit/(loss) for the period		-(213697.00)
Earnings per equity share:		
Basic	3.4	(0.17)
Diluted		-

In terms of our attached report of even date
For A V RATNAM AND CO
CHARTERED ACCOUNTANTS
FRN : 0003028S



MADHUSUDAN PHANI VUNGALA
(PARTNER)

For PSSM MEDIA LIMITED

  
PRASADA RAO **NAVAKANTH** **ANAND KUMAR**
NANDA **MGADDA** **CHEDARLA**
(MANAGING (WHOLETIME (WHOLETIME
DIRECTOR) DIRECTOR) DIRECTOR)
(DIN : 08139708) (DIN : 07629009) (DIN : 07702546)



Place : Hyderabad

Date : 11/07/2018

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2018

2.1 Share Capital

In Rs.

Particulars	31/03/2018
Authorised	
2000000 Equity Shares Fully Paid Up of ` 10/- Par Value	20000000.00
	20000000.00
Issued	
1275000 Equity Shares Fully Paid Up of ` 10/- Par Value	12750000.00
	12750000.00
Subscribed	
1275000 Equity Shares Fully Paid Up of ` 10/- Par Value	12750000.00
	12750000.00
Paidup	
1275000 Equity Shares Fully Paid Up of ` 10/- Par Value Fully Paidup	12750000.00
	12750000.00

2.2 Reserve and Surplus

In Rs.

Particulars	31/03/2018
Amount Transferred From Statement of P&L	(213697.00)
	(213697.00)
	(213697.00)

2.3 Deferred Taxes

In Rs.

Particulars	31/03/2018
Deferred Tax Liabilities	
Depreciation	4921.00
	4921.00

2.4 Short Term Borrowings

In Rs.

Particulars	31/03/2018
Loans and advances from related parties	
Unsecured	
Director	
Unsecured Loans Form Directors	815172.00
	815172.00

2.5 Other Current Liabilities

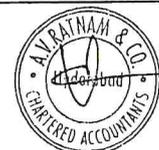
In Rs.

Particulars	31/03/2018
Other payables	
Other Current Liabilities	
Other Current Liabilities	79976.00
	79976.00

2.6 Short Term Provisions

In Rs.

Particulars	31/03/2018
Others	
Audit Fee Payable	29500.00
Accounting Charges Payable	25000.00
	54500.00



2.7 Tangible assets

Particulars	Gross				Depreciation				Impairment		In Rs.					
	Opening	Addition	Deduction	Closing	Opening	During Period	Deducti on	Other Adj.	Closing	Opening	During Period	Reversal	Closing	Opening	Net Closing	Net Opening
Equipments																
Computer Equipments		6100.00		6100.00		263.00										
Vehicles																
Motor Vehicles		450112.00		450112.00		15790.00										
Grand Total	0.00	456212.00	0.00	456212.00	0.00	16053.00	0.00	0.00	16053.00	0.00	0.00	0.00	0.00	440159.00	0	0.00
Previous	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	440159.00	0	0.00



2.8 Cash and cash equivalents

		In Rs.
Particulars		31/03/2018
Cash in Hand		1170.00
Balances With Banks		
Balance With Scheduled Banks		
Current Account		
Balance with Banks		12775187.00
		12776357.00

2.9 Other current assets

		In Rs.
Particulars		31/03/2018
Misc Expenditure Not Written Off		274356.00
		274356.00

3.0 Finance costs

		In Rs.
Particulars		31/03/2018
Interest Expenses		
Bank Charges		
Bank Charges		639.00
		639.00

3.1 Depreciation and amortisation expense

		In Rs.
Particulars		31/03/2018
Depreciation & Amortisation		
Depreciation Tangible Assets		16053.00
		16053.00

3.2 Other expenses

		In Rs.
Particulars		31/03/2018
Administrative and General Expenses		
Printing Stationery		
Printing and Stationery		3820.00
Auditors Remuneration		
Audit Fees		25000.00
Travelling Conveyance		
Travelling Expenses		32765.00
Legal and Professional Charges		
Professional Charges		17700.00
Vehicle Running Expenses		
Vehicle Maintanace		12720.00
Other Administrative and General Expenses		
Office Expenses		1990.00
GST		4500.00
Accounting Charges		25000.00
Write off Assets and Liabilities		
Sundry Expenses Written Off		
Preliminary Expenses Writtenoff		68589.00
		192084.00

3.3 Tax expense

		In Rs.
Particulars		31/03/2018
Deferred tax		
Deferred tax Expenses		4921.00
		4921.00



3.4 Earnings per equity share

Particulars	In Rs.
Earnings Per Equity Share	31/03/2018
Basic	
Basic EPS Before Extra Ordinary Item	(0.17)

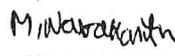
In terms of our attached report of even date
For A V RATNAM AND CO
CHARTERED ACCOUNTANTS
FRN : 0003028S

For PSSM MEDIA LIMITED


MADHUSUDAN PHANI VUNGUTURI
(PARTNER)




PRASADA RAO
NANDA
(MANAGING
DIRECTOR)
(DIN : 08139708)


NAVAKANTH
MGADDA
(WHOLETIME
DIRECTOR)
(DIN : 07629009)


ANAND KUMAR
CHEDARLA
(WHOLETIME
DIRECTOR)
(DIN : 07702546)

Place : Hyderabad

Date : 11/07/2018



PSSM MEDIA LIMITED
CIN : U74994TG2017PLC121367
CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2018

Particular	In
Cash Flows from Operating Activates	31/03/2018
Net Profit Before Tax and Extra Ordinary Items	-208776.00
Adjustment For	
Depreciation	16053.00
Foreign Exchange	
Gain or loss of Sale of Fixed assets	
Gain or loss of Investment	
Finance Cost	
Dividend Income	
Other adjustment of non cash Item	
Other adjustment to reconcile Profit	
Total Adjustment to Profit/Loss (A)	16053.00
Adjustment For working Capital Change	
Adjustment for Increase/Decrease in Inventories	
Adjustment for Increase/Decrease in Trade Receivables	
Adjustment for Increase/Decrease in Other Current Assets	
Adjustment for Increase/Decrease in Trade Payable	
Adjustment for Increase/Decrease in other current Liabilities	134476.00
Adjustment for Provisions	-274356.00
Total Adjustment For Working Capital (B)	-139880.00
Total Adjustment to reconcile profit (A+B)	-123827.00
Net Cash flow from (Used in) operation	-332603.00
Dividend Received	
Interest received	
Interest Paid	
Income Tax Paid/ Refund	
Net Cash flow from (Used in) operation before Extra Ordinary Items	-332603.00
Proceeds from Extra Ordinary Items	
Payment for Extra Ordinary Item	
Net Cash flow From operating Activities	-332603.00
Cash Flows from Investing Activities	
Proceeds From fixed Assets	
Proceeds from Investment or Equity Instruments	
Purchase of Fixed Assets	456212.00
Purchase Of Investments or Equity Instruments	
Interest received	
Dividend Received	
Cash Receipt from Sale of Interest in Joint Venture	
Cash Payment to acquire Interest in Joint Venture	
Cash flow from loosing Control of subsidiaries	
Cash Payment for acquiring Control of subsidiaries	
Proceeds from Govt. Grant	
Other Inflow/Outflow Of Cash	
Net Cash flow from (Used in) in Investing Activities before Extra Ordinary Items	-456212.00
Proceeds from Extra Ordinary Items	
Payment for Extra Ordinary Item	
Net Cash flow from (Used in) in Investing Activities	-456212.00
Cash Flows from Financial Activities	
Proceeds From Issuing Shares	12750000.00
Proceeds from Issuing Debenture /Bonds/Notes	
Redemption of Preference Share	
Redemption of Debenture	
Proceeds from other Equity Instruments	
Proceeds From Borrowing	815172.00
Repayment Of Borrowing	
Dividend Paid	
Interest Paid	
Income Tax Paid/Refund	
Net Cash flow from (Used in) in Financial Activities before Extra Ordinary Items	13565172.00
Proceeds from Extra Ordinary Items	



Net Cash flow from (Used in) in Financial Activities	13565172.00
Net increase (decrease) in cash and cash equivalents before effect of exchange rate changes	12776357.00
Effect of exchange rate change on cash and cash equivalents	
Net increase (decrease) in cash and cash equivalents	12776357.00
Cash and cash equivalents at beginning of period	0.00
Cash and cash equivalents at end of period	12776357.00

In terms of our attached report of even date
For A V RATNAM AND CO
CHARTERED ACCOUNTANTS
FRN : 0003028S

MADHUSUDAN PHANI VUNGLURI

(PARTNER)



For PSSM MEDIA LIMITED


 PRASADA RAO NANDA
 (MANAGING DIRECTOR)
 (DIN : 08139708)


 NAVAKANTH MGADDA
 (WHOLETIME DIRECTOR)
 (DIN : 07629009)


 ANAND KUMAR CHEDARLA
 (WHOLETIME DIRECTOR)
 (DIN : 07702546)

Place : Hyderabad

Date : 11/07/2018



PSSM MEDIA LIMITED
(U74994TG2017PLC121367)

Regd Off: 8-2-603/1/2, 1st Floor, Road No. 10, Banjara Hills, Hyderabad, Telangana - 500 034

Member's Folio Number _____

No. of Shares held _____

ATTENDANCE SLIP

(To be handed over at the Entrance of the Meeting Hall)

I hereby record my presence at the 1st Annual General Meeting of the Company being held on Thursday, 16th day of August, 2018, at Prerana Banquet Hall, Taj Mahal Hotel, 3-6-784/227, Narayana Guda Road, Himayat Nagar, Narayanaguda, Hyderabad, Telangana - 500 029 at 04:00 P.M

Name of the Attending Member (in Block Letters): _____

Name of the Proxy: _____

(To be filled in if the proxy attends instead of the member)

Signature of the Member/Proxy: _____

*To be signed at the time of handing over this slip

Note:

Shareholders/Proxy holders are requested to bring the attendance slip with them duly filled in when they come to the meeting and hand it over at the gate after affixing the signature on it.

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: U74994TG2017PLC121367

Name of the Company: PSSM MEDIA LIMITED

Registered office: 8-2-603/1/2, 1st Floor, Road No. 10, Banjara Hills Hyderabad, Telangana,
PIN- 500 034

Name of the member (s):

Registered address:

E-mail 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
2. Name:
Address:

E-mail Id:

Signature: _____, or failing him
3. Name:
Address:

E-mail Id:

Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Annual General Meeting of the company, to be held on Thursday 16th Day of August, 2018 at Prerana Banquet Hall, Taj Mahal Hotel, 3-6-784/227, Narayana Guda Road, Himayat Nagar, Narayanaguda, Hyderabad, Telangana-500 029 at 04:00 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt audited financial statements of the company for financial year ended 31 st March, 2018 and reports of Board of Director's and Auditors thereon		
2.	To appointment M/s A V RATNAM AND CO (FRN: 0003028S), Chartered Accountants, Hyderabad, as Statutory Auditors of the Company.		
Special Business			
3	To regularize the appointment of Mr. Rambabu Potluri (DIN: 00342873) as a Director of the Company		
4	To regularize the appointment of Mr. Vijayabhaskara Reddy Nallamilli (DIN: 01590741) as a Director of the Company		
5	To regularize the appointment of Mr. Sidda Nageswara Rao (DIN: 08060875) as a Director of the Company		
6	To regularize the change in Designation of Mr. Navakanth Mgadda (DIN: 07629009) as a Whole Time Director of the Company and to fix his remuneration		
7	To regularize the change in Designation of Mr. Anand Kumar Chedarla (DIN: 07702546) as a Whole Time Director of the Company and to fix his remuneration		
8	To regularize the appointment of Mr. Prasada Rao Nanda (DIN:08139708) as a Director and Managing Director of the Company		

9	To approve Increase of authorised share capital and alteration of capital clause of memorandum of association.		
10	To approve issue of Equity shares of the Company through Private Placement.		

Signed this _____ day of _____ 2018

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

