

The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001  
**Scrip Code – 532387**

The Manager  
Listing Department  
National Stock Exchange Limited  
Exchange Plaza, C-1, Block G  
BKC, Bandra (East)  
Mumbai 400051  
**Scrip Code – PNC**

August 3, 2022

Dear Sir/Madam,


Sub: Annual report for the financial year 2021-22 pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith a copy of Annual Report for the financial year 2021-22 of Pritish Nandy Communications Limited. The 29<sup>th</sup> Annual General Meeting of the Company will be held on Friday, August 26, 2022 at 3 pm through Video Conference / Other Audio-Visual Means (VC / OAVM).

Request you to kindly take the same on records.

Thanking you.

Yours sincerely,  
For Pritish Nandy Communications Limited

  
Santosh Gharat  
Company Secretary & Compliance Officer





PRITISH NANDY COMMUNICATIONS LTD

# 29 ANNUAL REPORT AND ACCOUNTS 2022



WE TURN 30.

## Modern Love Mumbai

PRITISH NANDY   
COMMUNICATIONS

STORYTELLERS TO THE WORLD



A PRITISH NANDY COMMUNICATIONS ORIGINAL FOR AMAZON PRIME

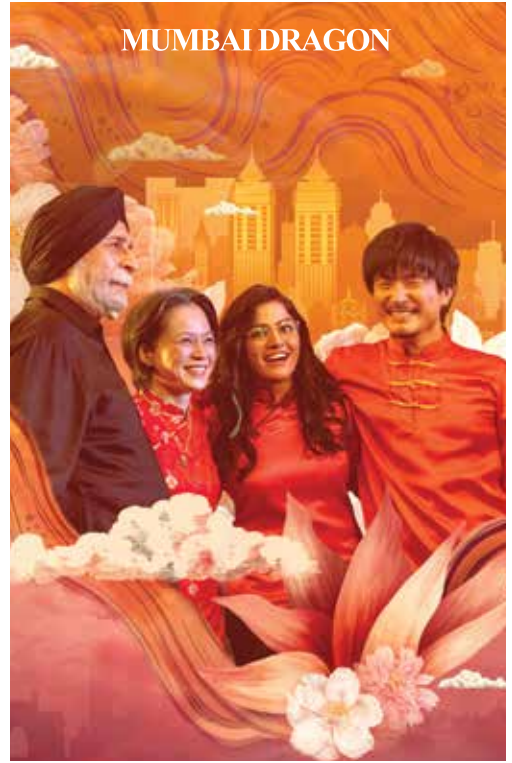
**RAAT RANI**



**BAAI**



**MUMBAI DRAGON**



**MY BEAUTIFUL WRINKLES**



**I LOVE THANE**



**CUTTING CHAI**



**Modern Love**  
**Mumbai**



**PRITISH NANDY COMMUNICATIONS LTD  
29 ANNUAL REPORT AND ACCOUNTS 2022**

**BOARD OF DIRECTORS**

Pritish Nandy | Chairman  
Raghu Palat  
Sunil Kumar Alagh  
Karan Ahluwalia  
Neerja Shah (from February 23 2022)  
Rina Pritish Nandy  
Pallab Bhattacharya | Wholetime Director & CEO  
Rangita Pritish Nandy | Creative Director  
  
Hema Malini (till June 30 2021)  
Pradeep Guha (till August 21 2021)

**COMPANY SECRETARY**

Santosh Gharat

**CHIEF FINANCIAL OFFICER**

Kishor Palkar

**AUDITORS**

BD Jokhakar & Co  
Chartered Accountants

**PRINCIPAL BANKER**

Yes Bank  
Nariman Point Mumbai 400021

**REGISTERED OFFICE**

87/88 Mittal Chambers Nariman Point Mumbai 400021

# CHAIRMAN'S STATEMENT

I welcome you to your Company's 29th Annual General Meeting.

As we enter this, our 30th year, having come out of a difficult and unprecedented crisis, the Covid-19 pandemic which has overwhelmingly impacted our lives, our business and our wellbeing, it is time for both celebration and introspection. The pandemic, one of those Black Swan events Nassim Nicholas Taleb speaks of, has not yet ended though and as the RBI warns it could take the economy 12 years to recover from its losses. This demands constant vigilance in every aspect of our business and a cautious road ahead.

The good news is that the worst of the pandemic appears to be behind us. During the past year, we worked through three full quarters to record an annual 425% growth in revenue and business. (The first quarter was under lockdown.) This is, by all accounts, a fine comeback after losing many months to Covid-19 and the lockdowns. Everyone in your Company came face to face with grief and personal loss during this period and it's a tribute to them that your Company made such a swift comeback.

We are confident that if there are no more unanticipated setbacks, your Company could do even better. It would be prudent however to point out the many risks that still exist.

The first and most obvious risk is that of a fourth wave that epidemiologists are talking about. Covid cases are rising again. Masks are back. We hear of new variations in the virus. Our margins thinned last year because of the large expenses incurred on safety protocols we adopted during the pandemic. We follow these even today as we do not want to compromise on the safety and wellbeing of not only our own staff but the hundreds of others, cast and crew, who work along with us when we undertake a project. This is particularly expensive when we film overseas. Unfortunately, budgets for most of our ongoing projects, as well as some forthcoming ones, were formalized prior to the pandemic or during it when we were not quite clear about how serious it would turn out to be or for how long it might last.

The second concern is cost inflation. Today's post-pandemic costs are way much higher than what we anticipated and originally budgeted for. Covid-19 and inflation have wreaked havoc on our estimates. As well as the rise in global fuel prices and the war in Ukraine which has had a serious cost impact on all economies. This too has impaired our operating margins. The continuing fall in the value of the rupee has also stressed our cost assumptions for overseas filming.

A third problem is that content changes over time. It reflects shifting (and often fickle) audience taste. Some of the content we began work on three to four years ago no longer look pertinent. People are watching new kinds of stories today. This is because emerging digital platforms have exposed us to amazing global content. The jury is still out on whether people will ever go back to watch the kind of movies they once flocked to in our theatres. Many single screens have shut down. Multiplexes are struggling to regain their audiences. We may thus have to revisit some of our own work in progress and possibly abandon a few projects we had invested in. This will align us better with new viewing trends. Grim stories no longer work. People are looking for hope and joy and stories that inspire.

Having said all that, the future looks bright for your Company. Technology for delivery may keep changing but the demand for high quality content continues to grow. We are today privileged to work with the best platforms in the world, reaching viewers

in 240 countries and territories. We try to make shows that work across the globe. In their original version as well as dubbed and subtitled in many other languages. This brings work to us-- and India-- from all over. It also brings us awards and global recognition.

Our most recent series *Modern Love Mumbai*, created in association with Amazon Prime Video and The New York Times, has opened to wide critical acclaim. Wildly appreciative reviews have appeared across the world, in both traditional and digital media, ensuring large viewership for all six films in the series. We were also privileged to work with some of India's finest film makers, actors and music composers in this Amazon Original series.

In a few weeks, the widely-anticipated third season of our popular International Emmy-nominated series *Four More Shots Please!* will also drop on Amazon Prime Video. Expectations from it are forever increasing since it is already acknowledged as "India's most-watched show". We have invested in many more stories in development in different writers' rooms. Some of these will go on the shooting floor soon. New seasons are also being written for our existing shows. All this will keep your Company busy in coming months.

30 years is a long time in the entertainment business. The constant churning of new ideas makes the creation of content such an exciting proposition. Particularly because most of these ideas are developed and produced inhouse. Our older films are still being watched across multiple satellite, network and streaming platforms. Our new shows are drawing in large audiences, young and not so young. And social media is awash with the music we have made over the years.

In September 1993, we began as *The Ideas Company*.

Today we are *Storytellers to the World*.

Your Company remains unwaveringly committed to the task we set ourselves 30 years ago. To emerge as a world class creative team. 7 out of our first 10 employees are still with us. A bright new batch of young talent has joined us over the years. Our average employee is 38 and has been with us for almost a decade. Gender balance keeps improving every year. While the industry average is 8%, we have over 40% women working on our projects today.

Merit defines our HR policy. Your Company is an equal opportunities employer. We do not discriminate on the basis of gender, race, faith or caste. We hire the best talent affordable. And we nurture an environment in which they can flourish. At 30, it's also time for some succession planning. We are ready with the next generation of creative and management talent in place, trained to play leadership roles.

As always, I take this occasion to thank our shareholders, business associates, bankers, talent and crew—as well as Team PNC who have worked against great odds to keep things going during very difficult times, despite their own personal tragedies. Their dedication, their fearlessness, and their unwavering faith in the future of your Company will go a long way in taking PNC ahead.

July 25, 2022

To  
The Members  
Pritish Nandy Communications Limited

Your Directors present the 29th Annual Report on the business and operations of the Company together with the audited financial accounts for the financial year ended March 31, 2022.

#### FINANCIAL HIGHLIGHTS

Total income for this year was ₹ 4,466.83 lakh as compared to ₹ 774.96 lakh for the earlier year. The Company made a loss of ₹ 34.59 lakh before tax as compared to a loss of ₹ 570.14 lakh before tax in the preceding year.

In ₹ lakh

Particulars	Standalone	
	Year ended March 31, 2022	Year ended March 31, 2021
Income from operations	4,466.83	774.96
Other income	38.98	84.28
Total turnover	4,505.81	859.24
Total expenditure	4,540.40	1,429.38
Profit/ (loss) before exceptional and extraordinary items and tax	(34.59)	(570.14)
Current tax	0.00	0.00
Profit/ (loss) after current tax	(34.59)	(570.14)
Deferred tax	(14.78)	(34.62)
Short/ (excess) provision for tax (earlier year)	0.00	(0.96)
Profit/ (loss) after tax	(19.81)	(534.56)
Dividend (%)	0	0
Transfer to reserves	0	0
Balance in statement of profit and loss	(661.12)	(638.33)
Paid up capital	1,446.70	1,446.70
Earnings per share	(0.14)	(3.70)
Book value per share	53.41	53.56

#### PRESENT ECONOMIC SITUATION AND PERFORMANCE OF THE COMPANY

The first quarter of the year under review continued to be a difficult period for your Company as the second wave of the pandemic persisted, as did lockdowns and work interruptions.

It was during the second quarter that actual work commenced, that too under somewhat restrictive conditions with many staff members continuing to WFH. Despite that, your Company was able to achieve decent results. Quarters three and four also did well, as a consequence of which we have achieved in three quarters a 425% growth in revenue as compared to the year before.

Quarter two recorded a 541% revenue growth over the same quarter the year before. Quarter three recorded a 700% revenue growth. And now, quarter four has recorded a 245% revenue growth. Overall, we achieved a revenue growth of 425% over the year before.

There was an operating profit but the Company decided to write off some pre-pandemic costs incurred on developing content that can no longer be used as well as two unpaid amounts by debtors who have ceased to do business.

As you are aware, the core strength of your Company comes from its creative team. This team continued its work throughout the pandemic and was able to write and ready the shows that instantly went into active production mode the moment things began to open up. Several pitches were made for new shows as well during the pandemic. To existing and new clients. Some of these have made their way into development now. There is a likelihood some may go into production this year.

Meanwhile, your Company completed the filming of its most ambitious show: the Mumbai chapter of the globally acclaimed international show Modern Love, an Amazon Original in association with the New York Times that will premiere in 240 countries and territories across the world on May 13. On the Prime Video platform. This six-part show features, for the first time, the work of six celebrated Indian film makers in an anthology. Some of the today's best actors feature in it. So do some of the finest music directors and singers. Sony Music will release the music album globally.

Also, during the year, your Company renewed work on the interrupted filming of the third season of its International Emmy nominated show, Four More Shots Please! another Amazon Original widely acclaimed as India's most watched show. The last part of the production schedule is now being filmed in Italy, near Milan. The show is likely to premiere later this year, again across 240 countries and territories. It was delayed by many months because of the pandemic and global travel restrictions.

With streaming platforms growing their viewership, the immediate future of the content business looks stable and strong. Particularly for a Company like yours which makes shows for global audiences.

There is also growing interest from across the world in content emerging from India. And it is likely that India may soon emerge as an important source of global content in a world that is increasingly cutting cord and switching over to streaming. Our familiarity with the English language, our costs structure, our creative and technical talent and the latest tech innovations we have adopted give us a strong advantage. As indeed our skill as a nation of formidable storytellers.

The good news is also that the PNC film library is now streaming across the globe (and in India) on multiple platforms, giving our earlier work a new life, a new audience apart from those who watch these films on satellite television on the Star platform that is now called Disney+Hotstar. This growing viewership strengthens your Company's repute as Storytellers to the World.

This September, your Company turns 30. Over these past years, creativity has been its key asset as it has traversed from news to entertainment across different tech platforms, reaching newer and broader audiences every time.

However, a word of caution. The pandemic has severely hurt all economic activity in India and across the globe. The Reserve Bank of India in its recent report Scars of the Pandemic states that it will take 12 long years for India to overcome the Covid losses. Your Company too is hurt and will make every effort to recover as soon as possible from the consequences of the time and money lost to Covid-19.

Performance over the past three quarters has demonstrated its will to fight back and regain lost ground. If there are no further interruptions in work, your Company will continue to show growth and improved performance.

Your Company has faced (and continues to face) large, unanticipated costs in ensuring the safety and security of its staff and all those who work for it on different projects. These costs are incurred in following very strict safety protocols that are mandated as well as considered necessary. They were not built into budgets planned and submitted to clients before the pandemic and could continue to impact your Company's results for a while.

What may also impact your Company's performance is the post-pandemic inflation in almost all costs, particularly in the cost of travel and talent. Most of our costs were budgeted in pre-pandemic times and some were during the pandemic. We did not take into account such a large inflation in costs across almost all heads.

Thirdly, your Company was working on several projects over the past three to four years which, post-pandemic and the sudden and sharp shift in audience viewing habits, are now no longer looking that viable. We may have to redesign, rewrite or abandon some of them in coming times.

A pandemic changes many things. And its long-term impact may take some time to fully assess. Your Company is attempting to do precisely that.

Other imponderables include: The possibility of another wave of Covid which is being predicted by some; impact of the Russian war on Ukraine and its consequences on the world economy; the future of work (your Company has now adopted a hybrid model of work incorporating both WFO and WFH, depending on what is most productive in specific areas) and the increasing cost of money in an inflationary economy. The fall of the rupee has also made filming costs overseas much more expensive than originally estimated.

Your Company is reframing its plans for the future to incorporate these possibilities and find ways and means to deal with them adequately.

#### DIVIDEND

Your Directors do not recommend any dividend for this year.

#### LISTING WITH THE STOCK EXCHANGES

The equity shares of the Company continue to remain listed with the Bombay Stock Exchange Ltd (BSE) and National Stock Exchange of India Ltd (NSE). The listing fees payable to both the stock exchanges for the year 2022-23 have been paid.

#### TRANSFER TO RESERVES

Your Company has not transferred any amount to the general reserve.

#### DEPOSIT FROM PUBLIC

The Company has not accepted any deposits within the meaning of Sections 73, 74 and 76 of the Companies, Act 2013 (the Act) and the rules framed thereunder.

#### SUBSIDIARIES

The Company has two subsidiaries: PNC Digital Ltd and PNC Wellness Ltd. There are no associate companies within the meaning of Section 2(6) of the Act. There has been no material change in the nature of the business of its subsidiaries.

Pursuant to Section 129(3) of the Act, in addition to the financial statements provided under Section 129(2) of the Act, consolidated financial statements of the Company and its subsidiaries in the same form and manner as that of its own shall also be laid before the Annual General Meeting (AGM) of the Company. A statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is appended as Annexure 1.

Pursuant to the provisions of Section 136 of the Act the financial statements and consolidated financial statements of the Company along with relevant documents and separate audited accounts in respect of its subsidiaries are available on the Company's website.

##### PNC Digital Limited

The principal business of this Subsidiary is sourcing content for digital streaming, setting up delivery systems for digital streaming and running the business of content aggregation as well as any other technology business using the internet as its primary delivery platform.

Net enabled platforms for distributing and exploiting media and entertainment content have emerged as the most powerful means of delivery and the fastest growing. Single screen cinema halls have been downing shutters over the past decade while multiplexes have been severely compromised by the lockdown and no one quite knows when they will return to business as usual.

This subsidiary explores new opportunities that may emerge in the streaming business by leveraging the goodwill and stature of the PNC brand. One of its roles can be that of an intermediary providing distribution services to content makers who are struggling to shift from traditional media to digital, where your Company believes the future lies.

##### PNC Wellness Limited

This Subsidiary operates in the wellness business segment which it pioneered in India when it opened Moksh: The Wellness Place in Mumbai. After a decade of pioneering activity, with rentals increasing and the wellness business, like many others, shifting to digital platforms Moksh was shut down.

The subsidiary however continues, intending to use the brand's goodwill and reputation to build a digital opportunity at an appropriate time.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b. they have 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 of the Company for that period;
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and operating effectively;
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2021-2022.

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and Articles of Association of the Company, Rangita Pritish Nandy, Director of the Company, retires by rotation at the ensuing AGM, and being eligible, offers herself for re-appointment. A resolution seeking shareholders' approval for her re-appointment forms part of the notice.

After the sudden demise of Independent Director Pradeep Guha during the year, the Company Board was short of one Independent Director. Neerja Shah was appointed to fill this vacancy with effect from February 23, 2022 through a circular resolution. The approval of the shareholders was taken in the Extra-Ordinary General meeting on May 5, 2022.

Re-appointment of Raghu Palat, Independent Director, for another term of 5 years was approved by the Board. The same will be taken up as a special resolution in the AGM to be held on August 26, 2022 to seek the approval of the Company's Shareholders.

Mr Palat, Non-Executive and Independent Director, will turn 75 in the next calendar year. The Board approved the continuance of Mr Palat, as Non-Executive and Independent Director post attaining 75 years of age and Pritish Nandy as Non-Executive Director and Chairman of the Company, who has also turned 75. The same will be taken up as a special resolution in the AGM to be held on August 26, 2022 to seek the approval of the Company's shareholders, as required under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations, 2015").

#### COMPLIANCE ON CRITERIA OF INDEPENDENCE BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Act, that he/she meets the criteria of independence laid down in Section 149(6) of the Act and Regulation 25 of SEBI LODR Regulations, 2015.

During the year, except for the sitting fees, the Independent Directors of the Company had no other pecuniary relationship or transactions with the Company.

#### PARTICULARS OF EMPLOYEES

This disclosure required to be furnished pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure II.

#### BOARD MEETINGS HELD DURING THE YEAR

As required under the Act and SEBI LODR Regulations, 2015, during the year four meetings of the Board of Directors and one meeting of Independent Directors were held. Details of the meetings of the Board are furnished in the Corporate Governance Report.

#### ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by the Securities and Exchange Board of India (SEBI) and the SEBI Listing Regulations.

Further, the Independent Directors, at their exclusive meeting held on March 29, 2022, reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the SEBI Listing Regulations.



**MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF FINANCIAL YEAR AND TILL THE DATE OF REPORT**

There has been no material change and commitment, affecting the financial performance of the Company that occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which forms part of this Directors' report.

**AUDITORS****Statutory Auditors**

The term of existing Statutory Auditors BD Jokhakar & Co., Chartered Accountants (FRN 104345W) is coming to an end at the conclusion of the forthcoming Annual General Meeting. Your Directors recommend the re-appointment of same Auditor for next term of 5 consecutive years on a remuneration mutually agreed upon by Board of Directors and the Statutory Auditors.

The Statutory Auditor will be appointed from the conclusion of this Annual General Meeting for this year and continue till the conclusion of Annual General Meeting for the year 2026-27. In other words, the appointment of Statutory Auditor will be for the financial years 2022-23 to 2026-27.

The Company has received a letter from them to the effect that their appointment, if made, would be within the provision prescribed under Section 139 of the Act. Your Directors recommend their appointment.

There is no audit qualification, reservation or adverse remark for the year under review.

**AUDITORS' REPORT**

The Auditors' Report does not contain any qualifications, reservations or adverse remarks.

In the Emphasis of Matter paragraph, the auditors have stated:

We draw attention to Note 34(b) on the standalone financial statements which relates to investment in subsidiary company "PNC Digital Ltd.". The investment in this subsidiary stands at ₹ 70.20 lakh whereas the net worth of the subsidiary is ₹ 18.95 lakh as at March 31, 2022. The Company has agreed to provide its films to this Subsidiary Company to explore revenue opportunities on the digital platform and exploit it to its commercial advantage. In view of the fact that this subsidiary has unfettered access to the film content of the Holding company and requires no additional substantive capital deployment to generate revenue, no provision for diminution in value of investment, which is considered temporary, has been made in the accounts.

We further draw attention to Note 36(a) on the standalone financial statements which describe the facts related to the legal proceedings initiated by the Company for the recovery of an advance of ₹150 lakh. The management considers the same as good and fully recoverable. The legal opinion obtained by the Company supports this. We have relied on the opinion and consequently the Company has not made provision of any amount there against.

We further draw attention to Note 36(b) on the standalone financial statements. The Company had received an award of ₹ 3.52 crore plus interest of ₹ 35 lakh in its favour in the arbitration filed against White Feather Films (Proprietor Sanjay Gupta). White Feather Films has gone in appeal against the above said award. The court has directed the proprietor not to dispose off or create any third party rights on his properties which are valued at ₹ 1,200 lakh. Proceedings are ongoing and in view of the same outstanding of ₹ 317.53 lakh is considered as fully recoverable and consequently there is no provision made of any amount there against.

Our opinion is not modified in respect of the above matters."

Your Directors confirm that the matters referred to in the segment relation to Emphasis of Matter by the independent auditors in their report have been clarified in Notes 34(b), 36(a) and 36(b) on the financial statements forming part of the Balance Sheet and Statement of Profit and Loss, and are self-explanatory and reproduced below.

**NOTE – 34 (b)****PNC Digital Limited**

The Company has an investment of ₹ 70.20 lakh (PY ₹ 70.20 lakh) in equity shares of subsidiary viz PNC Digital Limited. The net worth of this subsidiary is ₹ 18.95 lakh as on March 31, 2022. The Company has agreed to provide its films to this subsidiary company to explore revenue opportunities on the digital platform and exploit it to its commercial advantage. During the year this subsidiary has generated nominal income from its operational activities. This subsidiary will continue its efforts. In view of the fact that this subsidiary has unfettered access to the film content of the holding company and requires no additional substantive capital deployment to generate revenue, no provision for diminution in value of investment, which is considered temporary, has been made in the accounts. This Company will leverage its market standing to facilitate other smaller production houses to gain access to large digital content distributors to facilitate them getting better prices and commercial terms for their content.

**NOTE – 36(a)**

The legal proceedings initiated by the Company for the recovery of an advance of ₹ 150 lakh which was given against the Music, Asian and Indian Satellite rights of a film, where the Company has lien over the exploitation of the said rights. The management of the Company considers the same as good and fully recoverable. Legal opinion obtained by the Company supports this. Auditors have relied on the opinion and consequently no provision has been made in the accounts at this stage.

**NOTE – 36(b)**

The Company had received an award of ₹ 3.52 crore plus interest of ₹ 35 lakh in its favour in the arbitration filed against White Feather Films (Proprietor Sanjay Gupta). They have gone in appeal against the award and was directed to deposit an amount of ₹ 3 crore by the Bombay High Court, which they failed to do. The Company filed a petition for execution of the arbitration award. The Bombay High Court has restrained Sanjay Gupta from disposing of, encumbering, alienating, transferring, parting with possession of or creating any third party rights or interest in his three properties in Pune and Khandala valued at ₹ 12 crore. The advance of ₹ 3.17 crore is therefore considered as fully recoverable.

**SECRETARIAL AUDITORS' REPORT**

VN Deodhar & Company, practicing Company Secretaries, was appointed to conduct the Secretarial Audit of the Company for the fiscal year 2022, as required under Section 204 of the Act, 2013 and rules thereunder.

The Secretarial Auditors' Report is given as Annexure III which forms part of this report. The Secretarial Auditors' report states that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned therein.

**MANAGEMENT DISCUSSIONS AND ANALYSIS**

A detailed report on Management Discussion and Analysis is enclosed with this report.

**INTERNAL CONTROL SYSTEM AND ITS ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the organization. To maintain its objectivity and independence, the Internal Auditor submits his report to the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of the internal control system of the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report of the Internal Auditor, officers undertake corrective action in their respective areas and thereby strengthen control. Significant audit observations and corrective actions suggested are presented to the Audit Committee of the Board.

**RISK MANAGEMENT**

The Company has adopted a Risk Management Policy, pursuant to the provisions of Section 134 of the Act, which enables identification and evaluation of business risks and opportunities. This policy seeks to create transparency, minimize adverse impacts on business objectives and enhance the Company's competitive advantage. The Company has constituted a Business Process and Risk Management Committee to monitor the risks and their mitigating actions continuously.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE ACT**

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

**TRANSACTIONS WITH RELATED PARTIES**

All Related Party Transactions entered into during the financial year were on an arm's length basis and in the ordinary course of business. Details of Related Party Transactions are disclosed in note 32 of the Audited Financial Statements of the Company.

**EXTRACT OF ANNUAL RETURN**

Under Section 92(3) of the Act, the extract of annual return is given in Annexure IV in the prescribed form MGT-9, which forms part of the report.

#### PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and rules made thereunder, your Company has constituted an Internal Complaints Committee (ICC). While maintaining the highest governance norms, the Company has, within the ICC, appointed an external independent person who has worked in this area and has the requisite experience in handling such matters.

During the year, no complaints were received by the Company.

#### REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/ or Board under Section 143(12) of Act and Rules framed thereunder.

#### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company's CSR policy is aimed at demonstrating care for the community through its focus on education, skill development, health, wellness, animal welfare and research on content.

Further, in accordance with the provisions of Section 135 of the Act and rules framed thereunder, the Company has adopted and constituted a CSR Committee of Directors comprising of the following:

1. Sunil Alagh, Chairman
2. Karan Ahluwalia
3. Pallab Bhattacharya

The detailed policy and constitution of the committee is available on the Company's website.

No CSR provision is applicable for the financial year ended on March 31, 2022 as the average net profit of the Company for the last three financial years is inadequate.

#### DISCLOSURE REQUIREMENT

As per SEBI Listing Regulations, Corporate Governance Report with auditors' certificate thereon and Management Discussion and Analysis are attached, which form part of this report.

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

Details of the familiarization programs of the Independent Directors are available on the Company's website.

Policy for determining material subsidiaries of the Company is available on the Company's website.

Policy on dealing with related party transactions is available on the Company's website.

Policy on fair disclosure and code of conduct required to be set out by the Company under SEBI (PIT) Regulations, 2015 which is available on the Company's website.

The website of the Company is [www.pritishnandycom.com](http://www.pritishnandycom.com).

The Company has formulated and published a Whistle Blower Policy to provide vigil mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of Section 177(9) of the Act and the SEBI Listing Regulations with stock exchanges.

#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As per Section 134(3) (m) of the Act, the particulars of Energy Conservation, Research and Development and Technology Absorption are not applicable to your Company.

Foreign Exchange Earnings and Outgo during the year are given in Annexure V which forms part of the report.

#### TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

There are no amounts which remained unclaimed and unpaid for a period of 7 years from the date of declaration of dividend.

#### ACKNOWLEDGEMENT

The Board thanks all stakeholders in the Company, clients, bankers and financial institutions for their continued support during the year. It also wishes to record its appreciation of the efforts put in by all staff and associates of the Company.

For and on behalf of the Board of Directors

Pallab Bhattacharya  
Wholetime Director and CEO  
DIN:00008277

Raghu Palat  
Director  
DIN:00311994

Mumbai, May 6, 2022

## ANNEXURE - I

STATEMENT PURSUANT TO FIRST PROVISOR TO SUB-SECTION (3) OF SECTION 129 OF COMPANIES ACT, 2013, READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014 IN THE PRESCRIBED FORM AOC - 1 RELATING TO SUBSIDIARY COMPANIES

(In ₹ lakh)

PARTICULARS			
Sr. No.	Name of Subsidiary Company	PNC Wellness Ltd	PNC Digital Ltd
1.	Date of incorporation	June 4, 1999	March 4, 1994
2.	Reporting currency	INR	INR
3.	Exchange rate	NA	NA
4.	Share capital	66.00	50.00
5.	Reserves and surplus	(52.79)	(31.05)
6.	Total assets	33.77	19.15
7.	Total liabilities (except share capital and reserve and surplus)	20.56	0.20
8.	Investments	0.00	0.00
9.	Turnover (including other income)	0.00	4.25
10.	Profit/ (loss) before taxation	(0.30)	4.16
11.	Provision for taxation (including deferred tax)	18.93	0.00
12.	Profit/ (loss) after taxation	(19.23)	4.16
13.	Proposed dividend	Nil	Nil
14.	% of shareholding	100%	99.78%

Note

1. Reporting period for all the Subsidiaries is March 31, 2022.

## ANNEXURE - II

THE INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE GIVEN BELOW

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2021-22

Description	Ratio of median remuneration
Wholtime Directors	
Pallab Bhattacharya	3.04
Rangita Pritish Nandy	5.64

- b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year 2021-22.

Name	% increase in remuneration in the financial year
Pallab Bhattacharya, Wholtime Director and CEO	28.57%
Rangita Pritish Nandy, Creative Director	25%
Kishor Palkar, CFO	33.33%
Santosh Gharat, Company Secretary	38.46%

- c. The percentage increase in the median remuneration of employees in the financial year: (88.89%).  
The number of permanent employees on the rolls of Company: 22
- d. The explanation on the relationship between average increase in remuneration and Company's Performance  
The increment in remuneration during the year 2021-22 was 28.83%.
- e. Comparison of the remuneration of the key managerial personnel against the performance of the Company for financial year 2021-22.

Particulars	Amount (In ₹ lakh)
Aggregate remuneration of Key Managerial Personnel (KMP)	100.73
Revenue	4,466.83
Remuneration of KMP (as % of revenue)	2.26 %
Profit/ (loss) before tax (PBT)	(34.59)
Remuneration of KMP (as % of PBT)	(291.21) %

- f. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year

Particulars	March 31, 2022	March 31, 2021	% Change
Market Capitalization (in ₹ lakh)	6,813.96	6,039.97	12.81%
Price Earnings Ratio	(336.43)	(11.28)	2,881.52%

- g. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer

Particulars	March 31, 2022	IPO	% Change
Market Price (BSE)	47.10	155	(69.61)
Market Price (NSE)	47.25	155	(69.52)

- h. Average percentile increase already made in the salaries of employees in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration
- i. Comparison of remuneration of each key managerial personnel against the performance of the Company.  
This year the above comparison is not applicable.
- j. The key parameters for any variable component of remuneration availed by the Directors:  
The Company does not have any variable component of remuneration availed by the directors.
- k. The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year:  
There is no employee drawing remuneration which exceeds the highest paid Directors.
- l. Affirmation that the remuneration is as per the remuneration policy of the Company:  
The Company affirms remuneration is as per the remuneration policy of the Company.
- m. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

There was no employee drawing remuneration of ₹102 lakh per annum or ₹ 8.5 lakh per month.

**ANNEXURE - III**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 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  
Pritish Nandy Communications Ltd  
87/88, Mittal Chambers  
Nariman Point  
Mumbai 400021

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

Based on our verification of the 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 officers, agents and authorized representatives during the conduct of secretarial audit and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Pritish Nandy Communications Limited. ("the Company") for the financial year ended on March 31, 2022 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit period);
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
  - 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;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period);
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period); and
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above except non compliance of minimum number of members in two committees. The Stock Exchanges had issued notice for non-compliance under Regulations 17(1), 18(1) and 19(1)/19(2) of SEBI LODR, 2015 and the Company has responded to these notices of the Stock Exchanges.
- vii. We have been informed that there are no laws applicable specifically to the Company. Additionally, we have been informed that compliance of various statutes is monitored on monthly basis by the Compliance officer and necessary action is initiated for any noncompliance.

Additionally, we have been informed that a status report signed by the Whole time Director and the Chief Financial Officer on compliance of various statutes is submitted to the Board at its every meeting. We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India,
- b. Auditing Standards issued by The Institute of Company Secretaries of India and
- c. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that;

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

For VN Deodhar & CO  
Company Secretaries

VN Deodhar  
Proprietor  
FCS number 1880  
CP number 898  
UDIN: F001880D000281346

Mumbai, May 6, 2022

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 SECRETARIAL AUDIT REPORT**

To  
The Members  
Pritish Nandy Communications Ltd

Our Secretarial Audit Report of even date for the financial year ended March 31, 2022 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. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial Records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of Laws, Rules & Regulations and happening of events, etc.
5. The Compliance of provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedure 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 VN Deodhar & CO  
Company Secretaries

VN Deodhar  
Proprietor  
FCS number 1880  
CP number 898

Mumbai, May 6, 2022

## ANNEXURE – IV

FORM NO. MGT-9  
EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

[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 - L22120MH1993PLC074214
- ii. Registration Date - September 28, 1993
- iii. Name of the Company – Pritish Nandy Communications Limited
- iv. Category/ sub-Category of the Company – Company limited by shares
- v. Address of the registered office and contact details  
Pritish Nandy Communications Limited  
87/88 Mittal Chambers, Nariman Point, Mumbai 400021  
Phone: 022 42130000  
Email: companysecretary@prishnandycom.com  
Website: www.pritishnandycom.com
- vi. Whether listed company: Yes
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any  
Linkintime India Private Limited  
C-121, 247 Park, LBS Marg  
Vikhroli (West)  
Mumbai 400 083  
Tel.: 022 49186000  
Fax: 022 49186060  
Website: www.linkintime.co.in

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Production of television programmes or television commercials	59113	96.49%
2.	Production of motion pictures	59111	3.51%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	PNC Digital Limited Address 87/88 Mittal Chambers, Nariman Point, Mumbai 400021	U22110MH1994PLC076934	Subsidiary	99.78	2 (87)
2.	PNC Wellness Limited Address 87/88 Mittal Chambers, Nariman Point, Mumbai 400021	U55100MH1999PLC120196	Subsidiary	100.00	2 (87)

## IV. STATEMENT SHOWING SHAREHOLDING PATTERN

## a. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (i.e as on April 1, 2021)				No. of Shares held at the end of the year (i.e as on March 31, 2022)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a. Individual/ HUF	3,987,748	0	3,987,748	27.56	3,987,748	0	3,987,748	27.56	0.00
b. Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c. State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corp.	3,946,393	0	3,946,393	27.28	3,946,393	0	3,946,393	27.28	0.00
e. Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f. Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(1)	7,934,141	0	7,934,141	54.84	7,934,141	0	7,934,141	54.84	0.00
2. Foreign									
a. NRIs – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b. Others – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c. Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d. Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e. Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoters/ Promoter Group (A)-(A)(1)+(A)(2)	7,934,141	0	7,934,141	54.84	7,934,141	0	7,934,141	54.84	0.00
B. Public Shareholding									
1. a. Institutions									
b. Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
c. Banks/ FI	110,000	0	110,000	0.76	110,000	0	110,000	0.76	0.00
d. Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
e. State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
f. Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
g. Insurance Companies	25,000	0	25,000	0.17	25,000	0	25,000	0.17	0.00
h. FIIs	0	0	0	0.00	0	0	0	0.00	0.00
i. Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
j. Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	135,000	0	135,000	0.93	135,000	0	135,000	0.93	0.00
2. Central Government/ State Government(s)/ President of India									
Central Government/ State Government(s)	0	0	0	0.00	100	0	100	0.00	0.00
Sub Total (B)(2)	0	0	0	0.00	100	0	100	0.00	0.00
Total (B1 + B2)	135,000	0	135,000	0.93	135,100	0	135,100	0.93	0.00

Category of Shareholders		No. of Shares held at the beginning of the year (i.e as on April 1, 2021)				No. of Shares held at the end of the year (i.e as on March 31, 2022)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
3.	Non-Institutions									
a.	Individuals									
	1. Individual shareholders holding nominal share capital upto ₹ 1 lakh	2,249,609	4,229	2,253,838	15.58	2,590,742	4,179	2,594,921	17.94	2.36
	2. Individual shareholders holding nominal share capital in excess ₹ 1 lakh	3,199,214	0	3,199,214	22.11	2,935,827	0	2,935,827	20.29	(1.82)
b.	NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
c.	Overseas Depositories	0	0	0	0.00	0	0	0	0.00	0.00
d.	Others (specify)									
	1. Trusts	3,000	0	3,000	0.02	3,000	0	3,000	0.02	0.00
	2. Clearing members	86,175	0	86,175	0.60	19,303	0	19,303	0.13	(0.46)
	3. Foreign Companies	0	0	0	0.00	0	0	0	0.00	0.00
	4. HUFs	297,651	0	297,651	2.06	295,170	0	295,170	2.04	(0.02)
	5. Non resident Indians (Non Repat)	5,965	0	5,965	0.04	4,225	0	4,225	0.03	(0.01)
	6. Other directors	102,000	0	102,000	0.71	102,000	0	102,000	0.71	0.00
	7. Bodies Corporate - LLP	0	0	0	0.00	10,200	0	10,200	0.07	0.07
	8. Bodies Corporate	411,069	1	411,070	2.84	408,262	1	408,263	2.82	(0.02)
	9. Non resident Indians (Repat)	38,946	0	38,946	0.27	24,850	0	24,850	0.17	(0.10)
	Sub-total (B)(2)	6,393,629	4,230	6,397,859	44.22	6,393,579	4,180	6,397,759	44.22	(0.00)
	Total Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	6,528,629	4,230	6,532,859	45.16	6,528,679	4,180	7,248,575	50.11	4.95
	Total (A) + (B)	14,462,770	4,230	14,467,000	100.00	14,462,820	4,180	14,467,000	100.00	0.00
C.	Share held by Custodian for GDRs & ADRs Public	0	0	0	0.00	0	0	0	0	0.00
	Grand total (A+B+C)	14,462,770	4,280	14,467,000	100.00	14,462,820	4,180	14,467,000	100.00	0.00

## b. Shareholding of Promoters

Sr. No.	Shareholders' name	Shareholding at the beginning of the year as on April 1, 2021			Shareholding at the end of the year as on March 31, 2022			% Change in Share holding during the year
		No. of Shares	% of total shares of the Company	% of Share Pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of Share Pledged/ encumbered to total shares	
1.	Pritish Nandy	3,043,638	21.04	0.00	3,043,638	21.04	0.00	0.00
2.	Artinvest India Private Limited	1,608,978	11.12	0.00	1,608,978	11.12	0.00	0.00
3.	Ideas.com India Private Limited	2,337,415	16.16	0.00	2,337,415	16.16	0.00	0.00
4.	Rina Pritish Nandy	625,000	4.32	0.00	625,000	4.32	0.00	0.00
5.	Rangita Pritish Nandy	193,500	1.34	0.00	193,500	1.34	0.00	0.00
6.	Ishita Pritish Nandy	125,610	0.87	0.00	125,610	0.87	0.00	0.00
	Total	7,934,141	54.85	0.00	7,934,141	54.85	0.00	0.00

## c. Change in Promoters' Shareholding (please specify, if there is no change)

There is no change in promoters' shareholding during the financial year.

## d. Shareholding pattern of top ten shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year April 1, 2021		Transactions during the year		Cumulative shareholding during the year March 31, 2022	
		No. of shares	% of total shares of the company	Date of transaction	No. of shares	No. of shares	% of total shares of the company
1.	Bharati K Morarka	0	0.00	May 21, 2021	1,495,659	1,495,659	10.34
2.	Gannon Dunkerley Finance Ltd	302,842	2.09	April 9, 2021	(122,814)	180,028	1.24
3.	Naminder Singh Dhir	119,510	0.83	NA	0	119,510	0.83
4.	Ratan Naval Tata	91,850	0.63	October 29, 2021	26,100	117,950	0.82
5.	Parag Suresh Kamat	154,250	1.07	April 9, 2021	(2,500)	151,750	1.05
				April 16, 2021	(27,250)	124,500	0.86
				April 23, 2021	(16,500)	108,000	0.75
6.	Prakashkumar Chaturbhair Patel	11,350	0.08	April 16, 2021	300	11,650	0.08
				May 7, 2021	750	12,400	0.09
				May 14, 2021	1,500	13,900	0.10
				May 21, 2021	1,000	14,900	0.10
				May 28, 2021	4,600	19,500	0.13
				June 4, 2021	4,497	23,997	0.17
				June 11, 2021	3,000	26,997	0.19
				June 18, 2021	944	27,941	0.19
				June 25, 2021	2,944	30,885	0.21
				June 30, 2021	56	30,941	0.21
				July 2, 2021	1,000	31,941	0.22
				July 9, 2021	(125)	31,816	0.22

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year April 1, 2021		Transactions during the year		Cumulative shareholding during the year March 31, 2022	
		No. of shares	% of total shares of the company	Date of transaction	No. of shares	No. of shares	% of total shares of the company
				July 23, 2021	1,000	32,816	0.23
				August 6, 2021	700	33,516	0.23
				August 13, 2021	500	34,016	0.24
				August 20, 2021	(300)	33,716	0.23
				August 27, 2021	(129)	33,587	0.23
				September 3, 2021	(200)	33,387	0.23
				September 24, 2021	1,500	34,887	0.24
				October 8, 2021	(500)	34,387	0.24
				October 15, 2021	7,200	41,587	0.29
				October 29, 2021	700	42,287	0.29
				November 5, 2021	11,231	53,518	0.37
				November 12, 2021	7,717	61,235	0.42
				November 19, 2021	12,196	73,431	0.51
				November 26, 2021	3,054	76,485	0.53
				December 3, 2021	2,799	79,284	0.55
				December 10, 2021	895	80,179	0.55
				December 17, 2021	1,575	81,754	0.57
				December 24, 2021	2,548	84,302	0.58
				December 31, 2021	3,494	87,796	0.61
				January 7, 2022	591	88,387	0.61
				January 14, 2022	(1,325)	87,062	0.60
				January 21, 2022	(500)	86,562	0.60
				January 28, 2022	2,860	89,422	0.62
				February 4, 2022	2,086	91,508	0.63
				February 11, 2022	2,097	93,605	0.65
				February 18, 2022	3,950	97,555	0.67
				February 25, 2022	550	98,105	0.68
				March 4, 2022	4,915	103,020	0.71
				March 25, 2022	(1,000)	102,020	0.71
7.	Pallab Bhattachaya	102,000	0.71	NA	0	102,000	0.71
8.	Priyadarshan Prabhakar Siras	78,820	0.54	NA	0	78,820	0.54
9.	Bank of Baroda	70,000	0.48	NA	0	70,000	0.48
10.	Ashok Chaturbhai Patel	19,342	0.13				
				April 16, 2021	1500	20842	0.14
				May 7, 2021	600	21442	0.15
				May 14, 2021	1450	22892	0.16
				May 28, 2021	2500	25392	0.18
				June 4, 2021	375	25767	0.18
				June 11, 2021	3000	28767	0.20
				June 25, 2021	500	29267	0.20
				July 23, 2021	1000	30267	0.21
				September 10, 2021	3196	33463	0.23
				September 24, 2021	6000	39463	0.27
				September 30, 2021	1031	40494	0.28
				October 15, 2021	1528	42022	0.29
				October 22, 2021	1500	43522	0.30
				October 29, 2021	300	43822	0.30
				November 5, 2021	3500	47322	0.33
				November 12, 2021	3000	50322	0.35
				November 19, 2021	1500	51822	0.36
				December 24, 2021	1251	53073	0.37
				December 31, 2021	3000	56073	0.39
				February 11, 2022	2342	58415	0.40
				February 18, 2022	500	58915	0.41
				March 4, 2022	700	59615	0.41

## e. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Folio/Beneficiary Account no	Name of the shareholders	Reason	Shareholding at the beginning of the year April 1, 2021		Cumulative shareholding during the year March 31, 2022	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	IN300126-10509983	Pallab Bhattacharya	At the beginning of the year	102,000	0.71	0	0.00
			At the end of the year	0	0.00	102,000	0.71

## V. INDEBTEDNESS

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

		(In ₹ lakh)			
		Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year					
i.	Principal amount	203.51	0.00	0.00	203.51
ii.	Interest due but not paid	0.00	0.00	0.00	0.00
iii.	Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)		203.51	0.00	0.00	203.51
Change in indebtedness during the financial year					
i.	Addition	135.83	0.00	0.00	135.83
ii.	Reduction	(203.58)	0.00	0.00	(203.58)
Net change		(67.75)	0.00	0.00	(67.75)
Indebtedness at the end of the financial year					
i.	Principal amount	135.76	0.00	0.00	135.76
ii.	Interest due but not paid	0.00	0.00	0.00	0.00
iii.	Interest accrued but not due	0.00	0.00	0.00	-
Total (i+ii+iii)		135.76	0.00	0.00	135.76

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a. Remuneration to managing director, whole-time directors and/ or manager:

		(In ₹ lakh)		
Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total amount
		Pallab Bhattacharya	Rangita Nandy	
		WTD and CEO	Creative Director	
1.	Gross salary			
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	21.00	42.04	63.04
	b. Value of perquisites under section 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission			
	as % of profit	0.00	0.00	0.00
	others, specify	0.00	0.00	0.00
5.	Others, please specify	4.33	4.96	9.29
	Total	25.33	47.00	72.33
	Ceiling as per the Act	The remuneration is within the limit of Schedule V of Companies Act, 2013		

b. Remuneration to other directors:

		(In ₹ lakh)		
Sr. No.	Name of Directors	Fee for attending board / committee meetings	Commission Others, please specify	Total amount
1.	Independent Directors			
	a. Raghu Palat	3.20	0.00	3.20
	b. Sunil Alagh	1.60	0.00	1.60
	c. Karan Ahluwalia	2.80	0.00	2.80
	d. Pradeep Guha	1.60	0.00	1.60
	Total (1)	9.20	0.00	9.20
2.	Other Non-Executive Directors			
	a. Pritish Nandy	1.60	0.00	1.60
	b. Rina Pritish Nandy	1.60	0.00	1.60
	Total (2)	3.20	0.00	3.20
	Total Managerial Remuneration (1 + 2)	12.40	0.00	12.40
	Overall ceiling as per the Act	Ceiling as is not applicable since only sitting fees are paid to Independent and Non-executive directors.		

c. Remuneration to key managerial personnel other than managing director/ manager/ wholetime director

		(In ₹ lakh)	
Sr. No.	Particulars of Remuneration	Company Secretary	Chief Financial Officer
1.	Gross salary		
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.93	15.90
	b. Value of perquisites under section 17(2) Income-tax Act, 1961	0.00	0.00
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00
2.	Stock Option	0.00	0.00
3.	Sweat Equity	0.00	0.00
4.	Commission	0.00	0.00
	as % of profit		
	others, specify		
5.	Others, please specify	0.39	4.18
	Total	8.32	20.08

## VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the pandemic, there was a delay in appointing a Director to replace Pradeep Guha, Independent Director who had suddenly passed away. On that account, the Company has paid fines of ₹ 1.64 lakh plus taxes to stock exchange for non-composition of Audit committee and Nomination & Remuneration Committee during the year ended March 31, 2022.



**ANNEXURE - V**

## FOREIGN EXCHANGE EARNINGS AND OUTGO

(In ₹ lakh)

Particulars	For the year 2021-22	For the year 2020-21
<b>FOREIGN EXCHANGE EARNINGS</b>		
Sale of owned content	7.36	24.72
Total	7.36	24.72
<b>FOREIGN EXCHANGE OUTGO</b>		
Traveling expenses	2.32	0.00
Cost of production - Modern Love	54.87	0.00
Business promotion expenses	0.00	1.96
Total	57.19	1.96

## OVERVIEW OF THE BUSINESS AND ITS ENVIRONMENT

The Covid-19 pandemic continued through the first quarter of the year. It was only in the second quarter that actual production work could commence, under extremely restrictive conditions with many staff members continuing to WFH. Despite that, the Company was able to achieve improved results. Quarters three and four also did well, as a consequence of which we could achieve in three quarters an overall 425% growth in revenue as compared to the four quarters of the year before.

This can well be described as a revival of business.

The revival, however, was beset with many problems. We had to incur substantial costs on precautionary procedures that were adopted to protect the safety of cast and crew during production schedules. In the office, regular Covid testing was done. All required safety measures were taken to ensure the wellbeing and security of those who were attending to work and statutory filings. This was an unanticipated expense and exercised pressure on the Company's financials.

During this period, we found many of the input costs had also risen, hurting our originally estimated margins and these costs are now unlikely to come down. Most of the shows we are currently working on were budgeted prior to the pandemic or in the midst of it. These costs have impacted and will continue for a while to adversely impact our margins. Revenue however has grown back and, if we can sustain this growth in revenue, year on year, profitability is likely to soon return.

It must be noted, however, that the content business is undergoing a sea change. Theatrical revenues may take a while to return to normal. Many single screens have shut down during the pandemic and are unlikely to reopen. The two biggest companies in the theatre business are merging in the hope that this could improve their scale and profitability. Most analysts predict a slowing down of network television and theatre revenues with the increasing shift of audiences to both global and local streaming platforms. OTT revenues nearly doubled in 2021, as per the latest PwC report, much like they did in 2020, driven by subscription services.

With this shift, many more people are watching content on their cell phones and laptops. Many more people are watching their content of choice being streamed instead of going to cinema halls and watching network television. The pandemic, in a sense, encouraged this shift as it did a shift in the nature of content being watched. Today's content is contending with global shows and movies from across the world. Technology has brought the best of the world into our homes and formulaic traditional content is slowly yielding way to new shows, new ideas, new challenges.

While growth may slow a bit, the OTT Video market alone is expected to expand at an impressive 14.1% CAGR to reach ₹ 21,032 crore by 2026. The media and entertainment market as a whole will, in fact, touch ₹ 430,401 crore by 2026 at a 8.8% CAGR.

This, for us, is an opportunity to redefine the game. The Company's creative team is well poised to do so. We may, however, need to raise some money to grow scale of operations and unfortunately the current economic scenario may not allow us to do so for a while. The Company last raised a small amount of ₹ 28 crore 15 years back.

Meanwhile, the Company's business of making content continues to grow. During the year, we completed the filming of our ambitious show, the Mumbai chapter of the globally acclaimed international series Modern Love, an Amazon Original in association with The New York Times. Modern Love Mumbai, as the new series is called, is an anthology of six films directed by six of the most exciting names in the entertainment business and features many prominent actors. It will be premiered in 240 countries and territories across the world in the coming week, on May 13. On the Amazon Prime Video platform. There is already much excitement in the media over the announcement of the show.

Also, during the year, the Company renewed work on the interrupted filming of the third season of its International Emmy-nominated series, Four More Shots Please! also an Amazon Original, acclaimed as India's most watched show. The last part of the production schedule is now being filmed in Italy, near Milan. The filming will be over this week and the series is likely to premiere in the second quarter of the year. Again, across 240 countries and territories. It was delayed by several months because of the Covid-19 pandemic and travel restrictions both in India and overseas. Needless to say, this delay cost us money and parts of the show had to go through several expensive rewrites to bring it up to date.

We are also noticing wide global interest in content emerging from India. The way this is growing, India may soon emerge as an important source of content internationally. Our familiarity with the English language, our cost structure, our creative and technical talent and the latest innovations in production and post-production technology give us an added advantage and with the keen interest that the Union Ministry of Information and Broadcasting has recently shown in growing India as a content hub, this is likely to get further reinforced in coming years. Especially with the coming of 5G which is expected to transform all digital businesses.

At the same time, regional platforms are also emerging stronger and attracting large viewership in different languages. So are the many pan-India platforms. Creating a substantial demand for both international quality content for the world as well as low cost, high impact content for local consumption. This is the best thing that could have happened to the content business. The pandemic, which has lost us many months of productivity, has also helped to enhance the market for home entertainment, thus enlarging the scope of the business this Company is in.

Our shows are largely imagined, created and developed in-house. Outside talent is then recruited to direct and produce them under the Company's creative supervision. This makes the Company the amazing creative hot shop that we set out to be 30 years ago this September and, today, we take pride not only in the sustainable model of business that we have created in the content industry but also in the talent we have built up over the years to produce and execute our own creative ideas.

The Company also continues to remain engaged in the development and production of feature film content. But, again, mainly for OTT platforms at this stage. We may return to the theatres once normalcy of business comes back to exhibition platforms.

The Company's filmed content library continues to defy its existing life cycle and is now widely streaming across many OTT platforms, including Netflix, Amazon, Disney+Hotstar, Sony Liv, Eros Now, MX Player, Hungama, Tubi and Plex. Renewals are happening from time to time, asserting the Company's conviction that good content never goes out of fashion. Its life cycle keeps increasing over the years. Our feature films are also available on the satellite platform of the Disney-Star TV Network.

We follow a Safety-First protocol to ensure the wellbeing of our staff, and the cast and crew of our shows. A considerable amount of effort has been put into making sure that none of our employees have been put to risk during this period. The filming of the anthology series, as well as the third season of Four More Shots Please! was done under carefully drawn-out safety protocols, following guidelines prescribed by the government and the industry. Safety protocols regarding travel in India and overseas have also been followed, at a considerable expense that was originally unanticipated in our budgets.

## DIGITAL AND WELLNESS: THE SUBSIDIARIES

The Company has two subsidiaries viz. PNC Digital Ltd and PNC Wellness Ltd.

## PNC Digital Limited

The principal business of this subsidiary is sourcing content for digital streaming, setting up delivery systems for digital streaming and running the business of content aggregation as well as any other technology business using the internet as its primary delivery platform.

Net enabled platforms for distributing and exploiting media and entertainment content have emerged as the most powerful means of delivery and the fastest growing. Single screen cinema halls have been downing shutters over the past decade while multiplexes have been severely compromised by the lockdown and no one quite knows when they will return to business as usual.

This subsidiary explores new opportunities that may emerge in the streaming business by leveraging the goodwill and stature of brand PNC. One of its roles can be that of an intermediary providing distribution services to content makers who are struggling to shift from traditional media to digital, where your Company believes the future lies.

## PNC Wellness Limited

This subsidiary operates in the wellness business segment which it pioneered in India when it opened Moksh: The Wellness Place in Mumbai. After a decade of pioneering activity, with rentals rapidly increasing and the wellness business, like many others, shifting to digital platforms Moksh was shut down.

The subsidiary however continues, intending to use the brand's goodwill and reputation to build a digital opportunity at an appropriate time.

## RISKS, CONCERNS AND THREATS

Like almost all businesses, the content business is also risk-prone. Shifting audience tastes has made the theatrical market unpredictable with films having shorter windows for generating revenues. Distributors are risk averse and are reluctant to pay minimum guarantees upfront. The Company is therefore currently focusing on entirely de-risked strategies for recovering its investments in content. We currently make content that is pre-sold or commissioned. It is however possible that we may, in future, if and when the market returns to normal, invest in shows where small investments may need to be made for a stake in the IPR.

The Company is constantly researching shifting audience tastes and trying to create innovative products that can meet the expectations of a maturing viewership which expects higher and higher standards of quality. For this, we are regularly updating our technological skills as well as anticipating trends. Global content consumption offers interesting insights as the new generation of viewers are increasingly watching the best of global content on streaming platforms.

The negatives of the Company's archived filmed content are ageing and in the current digital scenario, can risk becoming technology-obsolete. To counter this and continue to generate income from these films, the Company has successfully digitized its entire film archives. Our films, some of them over two decades old, continue to be shown on the best and most rewarding satellite and streaming platforms available.

However, a word of caution. The pandemic has severely hurt all economic activity in India and across the globe. The Reserve Bank of India in its recent report Scars of the Pandemic states that it will take 12 long years for India-- and Indian industries-- to overcome their Covid losses. PNC too is hurt and is making every effort to recover as soon as possible from the impact of the time and money lost to Covid-19.

In that sense, this year was a good beginning. We are not only back in business but our revenues have increased 425% year on year, despite the first quarter being under the siege of the pandemic.

## INTERNAL CONTROL SYSTEMS

The Company has appropriate internal control systems in place. These systems constantly assess and vet creative ideas. There is collective responsibility at every stage of decision making and a Corporate Leadership Team, led by the CEO and including representation from all key departments, examines and clears each project. The Company has in place an adequate system of internal controls with documented procedures covering all corporate functions. Systems of internal controls are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls and compliance with applicable laws and regulations.

Adequate internal control measures are in the form of various policies and procedures adopted by the management covering all important activities like revenue management, production, purchase, finance, statutory compliances, human resources, systems management, safety and audit. These policies and procedures are updated from time to time. Compliance is monitored by internal audit. The effectiveness of internal controls is reviewed through the internal audit process, which is undertaken for every operational activity. The focus of these reviews is as follow:

- Identify weakness and areas of improvement
- Compliance with defined policies and processes
- Safeguarding of tangible and intangible assets
- Management of business and operational risks
- Compliance with applicable statutes
- Compliance with the Company's Code of Conduct

The Business Process and Risk Management Committee under the supervision of the Audit Committee of the Board oversees the adequacy of internal control environment through regular reviews of the Internal Audit Report and monitoring implementations of internal audit recommendations through the compliance reports submitted to them. The Company is faced with different types of risks which need different approaches for mitigation.

On a primary basis our Company has identified and categorized the following risks:

Operational risks like injury to lead actor/ s and/ or technical crew, loss by fire, high personnel turnover, piracy, delay in production cycles for reasons beyond our control, like the ongoing pandemic, censor certification, litigation, recovery of pending dues, unanticipated technological shifts, shifting trends in consumption patterns, and statutory and legal compliances. Financial risks like shortage of working capital, diminution of asset values, data loss, inventory loss, bad debts and theft/ loss of cash and valuables. Intangible asset risks such as piracy, misuse of intellectual property rights and injury to the PNC brand image.

Depending on the nature, impact and probability of the risk our Company has various mitigating solutions like providing for contingencies, taking insurance cover wherever possible, devising appropriate marketing strategies, aligning pay scale with industry standards, training staff and offering growth opportunities, maintaining work-life balance, providing for leisure, installing proper payment systems, ensuring effective project management, forming multiple teams with experienced team leaders, ensuring that the content complies with guidelines, ensuring proper contractual documentation of all acquired rights, ensuring clarifications are disseminated swiftly in the event of any mis-reporting, identifying new platforms, ensuring staff familiarity with the latest technology, identifying trends, carrying out research, ensuring proper filing of statutory documents and returns, ensuring proper budgetary planning and cash flow, complying with proper depreciation accounting policy, ensuring timely replacement of technology at best prices, maintaining, proper inward and outward register for content, checking the library periodically, initiating legal action whenever required, monitoring cash levels and installing cash safe investing in liquid funds or fixed deposits, registering intellectual property with appropriate authorities and monitoring and managing brand imaging.

#### FINANCIAL PERFORMANCE

It was only during the second quarter that actual work commenced, under somewhat restrictive conditions. Despite that, the Company was able to achieve a turnaround.

Quarter two recorded a 541% revenue growth over the same quarter the year before. Quarter three recorded a 700% revenue growth. And now, quarter four has recorded a 245% revenue growth. Overall, we achieved a revenue growth of 425% over the year before.

There was an operating profit but the Company decided to write off some pre-pandemic costs incurred on developing content that can no longer be used as well as two unpaid amounts by debtors who have ceased to do business.

#### HUMAN RESOURCES

The Company is continuously building its talent base. Its Corporate Leadership Team has qualified and experienced members drawn from different specializations. The middle management cadre has been developed and strengthened. However, the Company, as a policy, sees its core content making business essentially as project management. It prefers to assemble talent teams for each content project and these teams are disbanded once the project is complete. The talent bank that PNC has access to remains independent and is yet available to the Company at short notice.

The Company enjoys cordial relations with its employees and the talent that it hires on a project basis.

#### CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives and expectations may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied.

The Company is committed to maintaining high standards of Corporate Governance. It believes in fair dealing, ethical conduct and best practices that recognize the importance of all stakeholders.

This means ensuring accountability, efficiency and compliance. The Company believes that its actions must reflect a sense of social responsibility and incorporate the importance of ethical values in all transactions. A systematic approach has therefore been followed for proper internal controls, timely dissemination of information to investors, and compliance with listing norms. Information to investors is being provided through the website of the Company and the stock exchanges, as well as by publication of quarterly financial results in newspapers and through the annual report and accounts to shareholders.

Effective corporate governance practices constitute the foundation on which successful commercial enterprises are built. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, suppliers, service providers, investors, and to our clients and society at large.

Strong leadership and effective corporate governance practices have been the Company's hallmark. It has a legacy of fair, transparent and ethical practices.

The Company has adopted a Code of Conduct for its employees including its Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors which includes a Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("the Act"). The Company's corporate governance philosophy has been further strengthened through the PNC Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Insider Trading Code").

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as applicable, with regard to corporate governance.

#### 1. THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy is to maintain high levels of transparency, accountability and equity in all areas of its operations and in all interaction with its stakeholders. It believes that it must attain the objective of enhancing stakeholder value on a continuing and sustainable basis.

The Company is in compliance with the requirements stipulated under regulation 27 and Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, with regard to corporate governance.

At the core of the Company's corporate governance practice is the Board of Directors, which oversees how the management serves and protects the long-term interests of its stakeholders. Your Company believes an active, well-informed, independent Board is crucial to ensure high standards of corporate governance.

The Company's corporate governance policy is meant to assist the Board in the exercise of its responsibilities. This policy is subject to future changes as may be required in the light of the amendments in various regulations. To ensure that stakeholders are aware of all such changes, these are posted on the Company website: [www.pritishnandy.com](http://www.pritishnandy.com)

#### 2. BOARD OF DIRECTORS

The composition of the Board of Directors of the Company is governed by the Companies Act, 2013 (the Act) and the listing regulations entered into with the stock exchanges where the securities issued by the Company are listed. The Board has 8 directors as on March 31, 2022, of who two are Promoter Non-Executive Directors, two are Executive Directors and four are Independent and Non-executive Directors. All the Directors are eminent experts with specialist experience. Both the Executive Directors have grown from the ranks and emerged as widely respected professionals.

None of the Directors on the Board hold directorships\* in more than 10 public companies. Further, none of them is a member of more than 10 committees or chairman of more than 5 committees viz. Audit Committee and Stakeholders Relationship Committee, across all the public companies in which he or she is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2022 have been made by the Directors.

During 2021-22, the Board met 4 times: on June 30, 2021, August 11, 2021, November 11, 2021 and January 27, 2022. The time gap between any 2 meetings was not more than 120 days or more than 4 calendar months. The following table gives details of Directors, their attendance at Board Meetings and at the last Annual General Meeting, number of memberships held by Directors on the board and committees of various companies as on March 31, 2022.

Director (Designation)	Category	Number of Board Meetings attended	Whether last AGM attended	Number of other Listed Company's directorships*, committee+ memberships and chairmanship			Shareholding Equity share of ₹ 10 each
				Director	Committee Member	Committee Chairman	
Pritish Nandy** (Chairman)	Promoter, Non-Executive Director	4	Yes	-	-	-	30,43,638
Raghu Palat	Independent, Non-Executive Director	4	Yes	-	-	-	-
Sunil Alagh	Independent, Non-Executive Director	4	Yes	1	1	-	-
Hema Malini#	Independent, Non-Executive Director	0	No	-	-	-	-
Rina Pritish Nandy**	Promoter, Non-Executive Director	4	Yes	-	-	-	6,25,000
Pallab Bhattacharya (Wholtime Director and CEO)	Executive Director	4	Yes	-	-	-	1,02,000
Rangita Pritish Nandy** (Creative Director)	Executive Director	4	Yes	-	-	-	1,93,500
Karan Ahluwalia	Independent, Non-Executive Director	4	Yes	-	-	-	-
Pradeep Guha#	Independent, Non-Executive Director	2	No	-	-	-	-
Neerja Shah#*	Independent, Non-Executive Director	0	NA	-	-	-	-

\*Other Company directorships do not include directorship in private limited companies, foreign Companies and companies registered under Section 8 of the Act.

+Committee includes only two committees: Audit Committee and Stakeholders' Relationship Committee of other public companies.

\*\*Relationship among Directors: Pritish Nandy and Rina Pritish Nandy are husband and wife, founders and promoters of the Company, and Rangita Pritish Nandy is their daughter.

#Pradeep Guha, Independent and Non-Executive Director has ceased from the Board of the Company due to his demise on August 21, 2021 and Hema Malini resigned from the Board of the Company with effective from June 30, 2021 due to her personal commitments.

#\*The Company appointed Neerja Shah, additional Independent Director, on February 23, 2022 through a circular resolution and regularised her as an Independent Director by the shareholders of the Company through a special resolution dated May 5, 2022 for a term of 5 years.

All Directors have made necessary disclosures regarding committee positions occupied by them in other Companies. The membership and chairmanship of committees of other companies in which the Directors of the Company are member or chairman are in compliance with Regulation 27 of the Listing Regulations, 2015.

#### 3. AUDIT COMMITTEE

The constitution of the Audit Committee meets with the requirements of Section 177 of the Act, and the SEBI Listing Regulations with the stock exchange. The terms of reference specified by the Board to the Audit Committee are as per SEBI Listing Regulations and the same is part of the Corporate Governance policy adopted by the Board.

As on March 31, 2022, the Audit Committee consists of Raghu Palat, Chairman of the Committee, Karan Ahluwalia and Neerja Shah (with effective from February 23, 2022) as members of the Committee. Santosh Gharat, Company Secretary acts as Secretary of the Audit Committee. Pradeep Guha, Independent, Non-Executive Director has ceased from the Board of the Company due to his demise on August 21, 2021.

During the year 2021-22, the Audit Committee met 4 times: on June 30, 2021, August 11, 2021, November 11, 2021 and January 27, 2022. Attendance of Committee members during the year 2021-22 is as under:

Name of member	Attendance	June 30, 2021	August 11, 2021	November 11, 2021	January 27, 2022
Raghu Palat (Chairman)	4	Yes	Yes	Yes	Yes
Karan Ahluwalia	4	Yes	Yes	Yes	Yes
Pradeep Guha	2	Yes	Yes	NA	NA

## 4. NOMINATION AND REMUNERATION COMMITTEE (NRC):

Nomination and Remuneration Committee (NRC) has been established with the duty to assist the Board of Directors in fulfilling their roles and responsibility involving human resources as defined under the Act.

To rationalize all employees related issues, while adhering to the requirements of the Act, SEBI Listing Regulations as amended from time to time, the Board of the Company has constituted the Nomination and Remuneration Committee.

Constitution of the Nomination and Remuneration Committee and the terms of reference specified by the Board to the Committee are as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 and Schedule V of the Companies Act, 2013. Pradeep Guha has ceased from the board and committee. The Remuneration Committee now consists of Raghu Palat as Chairman of the committee and Sunil Alagh, Karan Ahluwalia and Neerja Shah, as members of the Committee. Santosh Gharat, Company Secretary acts as Secretary of the Committee.

## Directors' Remuneration

- Advisory fees: Non-Executive Chairman's advisory fees is ₹ 96 lakh per annum. The necessary approval has been obtained from Ministry of Corporate Affairs.
- Sitting fees: Sitting fees are paid to Non-Executive Directors for attending Board and Audit Committee Meetings. All Non-Executive Directors are paid sitting fees of ₹ 40,000 each for attending Board Meetings as well as for Audit Committee Meetings.
- Remuneration: Details of current remuneration of Wholtime Directors are as under:

Pallab Bhattacharya was re-appointed as Wholtime Director and CEO of the Company for a further period of 5 years with effect from February 17, 2020 to February 16, 2025 on the remuneration and other terms and conditions as set out in the agreement executed with him, the broad terms whereof are given herein below:

With the approval of Board of Directors his managerial agreement is amended and his remuneration is ₹ 4,50,000 per month.

- Salary: Not exceeding ₹ 4,50,000 per month, subject to annual increment
- Perquisite: Company car with a driver.
- Gratuity is payable as per rules of the Company at the end of service.
- Reimbursement of traveling, hotel and other reasonable expenses actually incurred by him for Company work.

Rangita Pritish Nandy was re-appointed as Creative Director of the Company for a further period of 5 years with effect from February 18, 2020 to February 17, 2025 on the remuneration and other terms and conditions as set out in the agreement executed with her, the broad terms whereof are given herein below:

With the approval of Board of Directors her managerial agreement is amended and her remuneration is ₹ 5,00,000 per month.

Salary: Not exceeding ₹ 5,00,000 per month, subject to annual increment

Perquisite: Company car with a driver.

Gratuity is payable as per rules of the Company at the end of service.

Reimbursement of traveling, hotel and other reasonable expenses actually incurred by her for Company work.

Wholtime Directors of the Company are entitled to annual increments, as recommended by Nomination and Remuneration Committee and approved by the Board. Annual increments are merit based and taking into account the Company's performance. If in any financial year, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites will be subject to the provisions of schedule V of the Act.

Shareholdings of the Non-Executive Directors of the Company as on March 31, 2022 as follows:

Of the 2 Non-Executive Directors, Promoter Directors Pritish Nandy and Rina Pritish Nandy hold 30,43,638 (21.04%) and 625,000 (4.32%) equity shares of the Company respectively.

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Your company has a Stakeholders' Relationship Committee in accordance with the provisions of the Act and SEBI Listing Regulations, 2015.

This committee is constituted under the chairmanship of Independent Director Raghu Palat. Karan Ahluwalia and Pallab Bhattacharya are members of the Committee. Santosh Gharat, Company Secretary acts as Secretary of this Committee.

This Committee reviews and redresses the grievances related to securities such as transfer of securities, dividend and any other investor grievances like non-receipt of Annual Report and non-receipt of dividends, etc. The Committee also oversees the performance of the Registrar and Share Transfer Agents and recommends measures for overall improvement of the quality of investor services. The Board of Directors has delegated the power for approving transfer of securities to this Committee.

No investor's request or complaint was received during the year 2021-22.

## 6. GENERAL BODY MEETINGS

Year	Location	Date and Time
Annual General Meeting(s)		
2018-2019	Walchand Hirachand Hall, Mumbai 400020	September 23, 2019 at 3.00 PM
2019-2020	87/88, Mittal Chambers Nariman Point Mumbai 400021	December 17, 2020 at 3.00 PM (Through VC/OAVM)
2020-2021	87/88, Mittal Chambers Nariman Point Mumbai 400021	September 24, 2021 at 3.00 PM (Through VC/OAVM)

## 7. OTHER COMMITTEES

**RISK MANAGEMENT COMMITTEE:** The Risk Management Policy which includes procedures for assessment and minimization is adopted by the Board. The said policy is also put up on the website of the company: [www.pritishnandy.com](http://www.pritishnandy.com). The Board has constituted the Business Process and Risk Management Committee consisting of Pallab Bhattacharya, Non-Independent and Executive Director as Chairman and Yatender Verma, Vice President – Finance, Compliances and Legal Affairs as member.

The terms of reference of the Risk Management Committee inter alia, include the following.

- To ensure that all the current and future material risk exposure of the company are identified, assessed, quantified, appropriately mitigated and managed.
- To establish a framework for the company's risk management process and to ensure companywide implementation.
- Improve decision making, planning and prioritization by comprehensive and structured understanding of business activities, volatility, opportunities as well as threats.
- Contribute towards more efficient use and allocation of the resources within the organization.
- Protect and enhance assets and company image.
- To enable compliance with appropriate regulations, whenever applicable, through the adoption of best practices.

**INTERNAL COMPLAINTS COMMITTEE:** The Company has formed and instituted a Complaints Committee for redressal of sexual harassment complaints and for ensuring time bound investigation of such complaints.

The Complaints Committee comprises of the following 5 members:

- Ishita Pritish Nandy, Chairperson
- Trisha Paralkar, Member
- Santosh Gharat, Member
- Anoop Kumar, Member
- Ambika Hiranandani, Representative of NGO

The Complaints Committee is responsible for:

- Investigating every formal written complaint of sexual harassment.
- Taking appropriate remedial measures to respond to any substantiated allegations of sexual harassment.
- Discouraging and preventing employment-related sexual harassment.

During the year under review, no complaint was received.

#### 8. DISCLOSURES

- a. Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, the Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. None of the transactions with any related party were in conflict with the interests of the Company.
- b. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 years. The Stock Exchanges has imposed a fine amounting to ₹ 1.64 lakh for the non-compliance of regulation 18(1) and regulation 19(1) of SEBI LODR Regulations, 2015 for non-composition of audit and Nomination and Remuneration Committee within the specified time limit by the Company. This was because of delay in appointing an independent director to replace Pradeep Guha who passed away during the pandemic period, when the Company's operations were largely shut.
- c. The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy is also put up on the website of the Company.
- d. The Board has adopted policies to establish transparency and good governance. These policies are the Board Diversity Policy, Code of Conduct of Directors and Senior Management, Policy on Material Subsidiary, Related Party Transaction Policy, Succession Policy and Insider Trading Policy and Fair Disclosure Policy. These policies are put up on the website of the Company.

#### 9. CERTIFICATE FROM PRACTISING COMPANY SECRETARY

Certificate as required under Part C of Schedule V of Listing Regulations, received from Vinayak N Deodhar (CP No. 898), Proprietor of V N Deodhar & Co., Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors at their meeting held on May 6, 2022.

#### 10. SECRETARIAL COMPLIANCE REPORT

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR-3 and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year.

The Company has engaged the services of Vinayak N Deodhar (CP No. 898), Practicing Company Secretaries as Secretarial Auditor of the Company for providing this certification.

The Company is publishing the said Secretarial Compliance Report, on voluntary basis and the same has been annexed as Annexure to the Board's Report forming part of this Annual Report.

#### 11. RECOMMENDATIONS OF COMMITTEES OF THE BOARD

There were no instances during the financial year 2021-22, wherein the Board had not accepted recommendations made by any committee of the Board.

#### 12. TOTAL FEES PAID TO STATUTORY AUDITORS OF THE COMPANY

Total fees of ₹ 7.48 lakh for financial year 2021-22, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

#### 13. SUBSIDIARY COMPANIES

The audit committee reviews the Standalone and Consolidated financial statements of the Company and the investments made in its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

The Company does not have material non-listed Indian subsidiary companies.

#### 14. MEANS OF COMMUNICATION

- a. The unaudited quarterly financial statements, audited annual financial statements, quarterly shareholding pattern and corporate governance reports are posted on the website of the Company. The website also carries official news about the Company's upcoming activities.
- b. The quarterly unaudited and annual audited financial statements are generally published in all editions of the Business Standard and Lakshdeep, Mumbai, a vernacular Marathi daily. All the material information about the Company including the financial results are immediately submitted to Stock Exchanges, where the shares of the Company are listed to enable them to upload the same on their website.
- c. The Company also makes presentations to investors from time to time.
- d. Management Discussion and Analysis forms part of this Annual Report.

#### 15. GENERAL SHAREHOLDER INFORMATION

##### 15.1 Annual General Meeting

Date and time : August 26, 2022 at 3:00 P.M.

Meeting through : VC or Other Audio Visual Mode

##### 15.2 Financial calendar (tentative) for financial year

April 1, 2022 to March 31, 2023

##### A. Board meetings to consider financial results

Before August 14, 2022 : Results for the first quarter

Before November 14, 2022 : Results for the second quarter

Before February 14, 2023 : Results for the third quarter

Before May 30, 2023 : Results for the fourth quarter and year ending March 31, 2023

B. Annual General Meeting : By September, 2023

15.3 Date of book closure : August 19, 2022 to August 26, 2022 (both days inclusive)

15.4 Dividend payment date : Not applicable

15.5 Listing on Stock Exchanges :

- a. Bombay Stock Exchange Ltd  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400023
- b. National Stock Exchange of India Ltd  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai 400051

15.6 Stock code and other information :

Bombay Stock Exchange – 532387  
National Stock Exchange – PNC  
Market lot – 1 share  
ISIN: INE 392B01011 (Equity)  
Equity shares of the Company are traded only in dematerialized form.

## 15.7 Company's share price performance in comparison to broad based indices – BSE Sensex and NSE Nifty

Period (As on March 31, 2021 and March 31, 2022)	% change in Company's share price	% change in Indices
BSE-Sensex	12.81	16.82
NSE-Nifty	12.90	41.47

## 15.8 Company's share price performance in comparison to broad based indices – BSE Sensex and NSE Nifty

	NSE		BSE	
	Month's high price (₹)	Month's low price (₹)	Month's high price (₹)	Month's low price (₹)
April 2021	60.95	37.60	61.00	37.55
May 2021	46.45	37.80	46.25	37.50
June 2021	45.75	39.15	46.60	38.75
July 2021	47.70	36.25	48.15	36.30
August 2021	42.50	30.25	42.45	30.40
September 2021	44.70	32.15	45.00	30.00
October 2021	52.70	36.85	52.70	36.50
November 2021	50.50	41.20	50.55	40.50
December 2021	63.00	39.30	62.90	40.05
January 2022	72.00	51.30	73.00	47.00
February 2022	61.50	44.40	61.70	44.05
March 2022	50.45	45.00	53.50	44.00

## 15.9 Registrar and transfer agents

: Link Intime India Private Ltd

## 15.10 Share transfer system

: Share transfer requests received in physical form are registered within 30 days from the date of receipt and demat requests are normally confirmed within an average of 15 days from the date of receipt.

## 15.11 Distribution of shareholding as on March 31, 2022

Equity shares of face value of ₹ 10/- each					
Shares of nominal value of ₹	Number of shareholders	%	Number of shares	Share amount in (₹)	%
Up to 5,000	7,656	86.86	851,401	8,514,010	5.89
5,001 to 10,000	563	6.39	463,160	4,631,600	3.20
10,001 to 20,000	266	3.02	416,408	4,164,080	2.88
20,001 to 30,000	98	1.11	252,125	2,521,250	1.74
30,001 to 40,000	35	0.40	126,082	1,260,820	0.87
40,001 to 50,000	52	0.59	242,918	2,429,180	1.68
50,001 to 100,000	68	0.77	492,493	4,924,930	3.40
100,001 and above	76	0.86	11,622,413	116,224,130	80.34
Total	8,814	100.00	14,467,000	144,670,000	100.00

## Distribution of shareholding as on March 31, 2022 (Category wise)

Particulars	%
Promoters holding	54.85
Banks and Financial Institutions	0.76
Insurance Companies	0.17
Clearing Member	0.13
Trust	0.02
Public and private corporate bodies	2.89
NRIs/ OCBs	0.20
Indian public and others	38.23
Other Directors	0.71
HUF	2.04
Total	100.00

## 15.12 Dematerialization of shares and liquidity:

About 14,462,820 equity shares of the Company are held in dematerialized form which constitutes 99.97% of the total number of equity shares dematerialized as on March 31, 2022. Trading in the equity shares of the Company is permitted only in dematerialized form. The equity shares of the Company are actively traded on BSE and NSE.

## 15.13 Outstanding GDR/ADRs warrants or convertible instruments

: The Company has no outstanding instruments convertible into equity shares.

## 15.14 Plant locations

: The Company has no plant.

## 15.15 Address for investor correspondence

Registrar and share transfer agent  
Link Intime India Pvt Ltd  
Unit: Pritish Nandy Communications Ltd  
C-101, 247 Park  
LBS Marg, Vikhroli (West)  
Mumbai 400083  
Tel: 022 49186000  
Fax: 022 49186000  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Company  
The Company Secretary  
Pritish Nandy Communications Ltd  
87/88, Mittal Chambers  
Nariman Point  
Mumbai 400021  
Tel: 022 42130000  
Email: [investorgrievance@prishnandycom.com](mailto:investorgrievance@prishnandycom.com)  
Website: [www.pritishnandycom.com](http://www.pritishnandycom.com)

## OTHER INFORMATION

- a. Listing fees for the financial year 2022-23 have been paid to both the exchanges.  
b. Code of Conduct for Board of Directors

The Board has adopted a Code of Conduct for its directors and senior management of the Company. This Code of Conduct has been followed by all. The code is available on the website of the Company [www.pritishnandycom.com](http://www.pritishnandycom.com).

- c. Company's Code for Prevention of Insider Trading

The Board has adopted a Code of Conduct in accordance with the model code of conduct prescribed by SEBI. The code, besides other relevant matters, prohibits an insider from dealing in the shares of the Company while in possession of unpublished price sensitive information in relation to the Company. The Company Secretary has been appointed as the Compliance Officer for monitoring implementation of the Code. The Code of Conduct is applicable to all employees who have access to unpublished price sensitive information relating to the Company as well as the directors; they have complied with the code and the Company has received confirmation to that effect. During the time of declaration of results, dividend and other material events, the trading window is closed as per the code.

- d. CEO/ CFO Certification

A certificate from the Pallab Bhattacharya, Wholetime Director and CEO and Kishor Palkar, CFO of the Company on the financial statement of the Company was placed before the Board.

For and on behalf of the Board

Mumbai, May 6, 2022

Pallab Bhattacharya  
Wholetime Director and CEO

Kishor Palkar  
Chief Financial Officer

Santosh Gharat  
Company Secretary

**DECLARATION BY CEO**

I, Pallab Bhattacharya, Wholetime Director and CEO of Pritish Nandy Communications Limited, confirm that the company has adopted a Code of Conduct of its Directors including Non-Executive directors and senior management.

This code is available on our Company's website [www.pritishnandycom.com](http://www.pritishnandycom.com). I further confirm that the Company has received a declaration of compliance with the Code of Conduct for the year ended March 31, 2022 from Members of its Board and senior management personnel.

Mumbai, May 6, 2022

Pallab Bhattacharya  
Wholetime Director and CEO

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To The Members  
Pritish Nandy Communications Limited

We have examined the compliance of conditions of Corporate Governance by Pritish Nandy Communications Limited (the Company) for the year ended March 31, 2022, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

## Managements' Responsibility:

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

## Auditors' Responsibility:

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

## Opinion:

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-Regulation (2) of Regulation 46 and paragraph C and D of Schedule V of SEBI Listing Regulations during the year ended March 31, 2022.

We state that such compliance 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.

Mumbai, May 6, 2022

For VN Deodhar & CO  
Company Secretaries

VN Deodhar  
Proprietor  
FCS number 1880  
CP number 898



## INDEPENDENT AUDITOR'S REPORT

To  
The Members Of  
PRITISH NANDY COMMUNICATIONS LIMITED  
Report on the Audit of Standalone Financial Statements

## Opinion

We have audited the accompanying standalone financial statements of PRITISH NANDY COMMUNICATIONS LIMITED ("the Company"), which comprise the Balance sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

## Basis for Opinion

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

## Emphasis of Matter

We draw attention to note 34(b) on the standalone financial statements which relates to investment in subsidiary company "PNC Digital Ltd.". The investment in this subsidiary stands at ₹ 70.20 lakh whereas the net worth of the subsidiary is ₹ 18.95 lakh as at March 31, 2022. The Company has agreed to provide its films to this Subsidiary Company to explore revenue opportunities on the digital platform and exploit it to its commercial advantage. In view of the fact that this subsidiary has unfettered access to the film content of the Holding company and requires no additional substantive capital deployment to generate revenue, no provision for diminution in value of investment, which is considered temporary, has been made in the accounts.

We further draw attention to note 36(a) on the standalone financial statements which describe the facts related to the legal proceedings initiated by the Company for the recovery of an advance of ₹ 150 lakh. The management considers the same as good and fully recoverable. The legal opinion obtained by the Company supports this. We have relied on the opinion and consequently the Company has not made provision of any amount there against.

We further draw attention to note 36(b) on the standalone financial statements which describes that the Company has received an award of ₹ 352 lakh plus interest of ₹ 35 lakhs received by the Company in its favour in the arbitration case filed against White Feather Films (Proprietor Sanjay Gupta). White Feather Films has gone in appeal against the above said award. The court has directed the proprietor not to dispose off/ create any third party rights on his properties which are valued at ₹ 1,200 lakh. Proceedings are ongoing and in view of the same outstanding of ₹ 317.53 lakhs is considered as fully recoverable and consequently there is no provision made of any amount there against.

Our opinion is not modified in respect of the above matters.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

## a. Valuation of Inventory (as described in note 8 and 2.5 of the standalone financial statements)

## Description of Key Audit Matter:

Inventory includes Cinematic Content and Television Content. Cinematic Content includes Incomplete Cinematic content, Abandoned cinematic content and Completed cinematic content. Television Content includes unexploited television content, unfinished television content, production property and exploited television content.

Considering the distinctiveness of each type of inventory, the industry in which the company is operating, and the peculiarity involved makes valuation a complex exercise. Additionally, the allocation of cost is done on the basis of genre, nature of the cinematic content involving significant judgments and estimates by the management. The value of the Company's Inventories as at March 31, 2022 amounts to ₹ 5,573.69 lakh, which is a significant component of the Balance Sheet. Therefore, we have considered it to be a key audit matter.

## Description of Auditor's response:

We have gained adequate understanding of the nature of Inventories and applied the prescriptions given in Ind AS 2 in their context.

We analyzed the valuation approaches adopted by management for each class of Inventories for their appropriateness. We also audited the methodology used by the Company and verified reasonableness of costs allocated and estimates applied by the Company including useful life of the content, implications of technological changes and other factors mentioned in note 38 to the standalone financial statements. Further we have reviewed the valuation carried out on the basis of the accounting policy including realizations made in the past and expectation of future potential to earn there from. Finally, the appropriateness and adequacy of the presentation and disclosure of Inventory in the financial statements was audited. Based on the above work performed, no exceptions were noted.

## b. Amortisation of Inventory (as described in note 2.5 and note 38 of the standalone financial statements)

## Description of Key Audit Matter:

Inventory of the Company are intangible in nature. Determination of useful life of Intangible assets involves significant estimates by the management which involves the expected usage of the asset by the Company, product life cycles, technical, technological or other types of obsolescence, and

various other factors mentioned in note 38 to the standalone financial statements. Cost of inventory is divided into components such as Global theatrical rights, Global broadcasting rights, Music right, Global streaming rights and emerging platforms, Intellectual Property Rights (IPR) Residual rights. Each of these components of costs are amortised by the management over their respective estimated useful lives as described in note 2.5 and note 38 to the standalone financial statements.

Considering the significant estimates involved by the management and its complexity, we have considered it to be a Key audit matter.

## Description of Auditor's response:

Audit procedure included detailed review of rationale documented by the management for ascertaining useful life of intangible assets, basis of allocation of costs into different categories, basis of its amortization as per manner provided in note 2.5 and note 38 to the standalone financial statements. In addition we also verified the industry practice, past trends, examined the transactions to ascertain that amortization is in accordance with accounting policy. Based on the above work performed, no exceptions were noted.

## c. Revenue Recognition (as described in note 2.8 and note 23 of the standalone financial statements)

## Description of Key Audit Matter:

Revenue (as disclosed in note 23) from each stream of income is contracted uniquely based on number of factors. Costs incurred from conceptualisation onwards are typical to the industry and the company considering the uncertainty and measurability of eventual success of a project. There are often timing differences between when revenue/cost invoiced/incurred to when revenue/cost is actually earned/charged. The resultant bifurcation between accruals and deferrals are brought to account at each reporting date.

The accounting policies for revenue recognition are set out in note 2.8 to the standalone financial statements. This is considered to be a key audit matter due to significance of revenue in the Statement of Profit and Loss and the complexity involved in the revenue cycle for determination of existence, accuracy and timing of revenue recognition.

## Description of Auditor's response:

Audit procedure relating to existence, accuracy and timing of revenue recognition included reading the terms and conditions of contracts relating to different classes of contracts including but not limited to variation in the terms of the contracts, examination of transactions, cut off procedures to check that revenue is accrued in the correct accounting period, review of controls and analytical procedures covering revenue, direct costs and margins for different revenue streams were audited amongst other considerations. Based on the above work performed, no exceptions were noted.

## d. Advance for Content (as described in note 7 and note 37(a) of advance write off of the standalone financial statements)

## Description of Key Audit Matter:

Company carries out number of long-term in-house content development projects for which it incurs costs for title registration, advances to writers/actors and for finalizing cast, pre shoot expenses, professional fees etc. These amounts have different ageing depending on the progress of each project. These costs are classified under a broad head as 'Advance for Content' amounting to ₹ 2,008.10 lakh as at March 31, 2022 which is a significant component of the Balance Sheet. Therefore, we have considered it to be a key audit matter.

## Description of Auditor's response:

Audit procedure included understanding from the technical team about its realizable value, its future viability and management contention to continue with the project including considerations for write off/impairment based on future plans of the Company, considerations of trends in the country as well Global trends. Several considerations enter into evaluation as to continuance and viability of the various projects referred to above. We verify the existence of title in the name of the Company, the agreements, and the approval of management with respect to the amount written off based on future plans of the Company. Further, the appropriateness and adequacy of the presentation and disclosure of Advance for Content in the financial statements was audited. Based on the above work performed, no exceptions were noted.

## Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The Other information comprises the information included in the Chairman's Statement, Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Corporate Governance but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the standalone financial statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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 paragraphs 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 it appears from our examination of those books.

- c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer note 30 to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    - I. The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 45(g) (i) to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - II. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 45(g) (ii) to the accounts no funds have been received by the Company from any person(s) or entity(ies), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - III. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations as provided under (a) and (b) above, contain any material misstatement.
  - v. The Company has not declared or paid any dividend during the year.

For BD Jokhakar & Co.  
Chartered Accountants  
Firm Registration No: 104345W

Pramod Prabhudesai  
Partner  
Membership number 032992  
UDIN: 22032992AMDBFL1273

Place: Mumbai  
Date: May 6, 2022

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report on standalone financial statements of even date)

- a. i. In respect of the Company's Property, Plant and Equipment and Intangible Asset:
- I. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. ;
- II. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no Intangible assets held by the Company during the year. Therefore sub clause (a) (B) of the paragraph 3 (i) of the Order is not applicable to the Company.
- ii. According to the information and explanations given to us, Property Plant and Equipment have been physically verified by the management during the year and in our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. We are informed that no material discrepancies were noticed on such verification.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no immovable properties held by the Company. Therefore, sub clause (c) of the paragraph 3 (i) of the Order is not applicable to the Company.
- iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no revaluation of its Property, Plant and Equipment during the year by the company. Therefore, sub clause (d) of the paragraph 3 (i) of the Order is not applicable to the Company.
- v. According to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, sub clause (e) of the paragraph 3 (i) of the Order is not applicable to the Company.
- b. i. As explained to us by the management, the production / making of content requires various types, qualities and quantities of content related consumables and inputs in different denominations. Due to the multiplicity and complexity of items, it is not practicable to maintain quantitative record/ continuous stock register, as the process of making content is not amenable to it. All the purchases of content related consumables are treated as consumed. In view of this the Company does not maintain stock register, except the record of the finished content, unamortised content, unfinished content and also does not carry out physical verification of stock. However, management physically verifies the finished content in the hand at the end of the year. In our opinion, having regards to the size of the Company and nature of business, the frequency of verification is reasonable and the coverage and procedure of such verification is appropriate. Based on the records provided to us, no discrepancies of 10% or more were noticed in the aggregate for each class of inventory on such physical verification.
- ii. According to the information and explanation given to us and on the basis of our examination of the records, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate during the year, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- c. i. According to the information and explanations given to us and based on our audit procedures, the Company has not made investments, provided guarantees or securities, given any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Consequently, sub clause (a), (b), (c), (d), (e) and (f) of the paragraph 3 (iii) of the Order are not applicable to the Company.
- d. According to the information and explanations given to us, the Company has not given any loans, made investments, provided guarantees and securities during the year as contemplated under section 185 and 186 of the Act.
- e. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public or amounts deemed to be deposits within the meaning of the provisions of sections 73 to 76 or any relevant provisions of the Act and the rules framed there under. We have been informed by the management of the Company that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal which needs to be complied with. Therefore, paragraph 3(v) of the Order is not applicable.
- f. According to information and explanations given to us, the Central Government has not prescribed maintenance of cost records under Sub-Section (1) of Section 148 of the Act. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- g. i. According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, and other material statutory dues as applicable to it have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, there were no undisputed statutory dues as mentioned above in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- ii. According to the information and explanations given to us, we are of the opinion that the Company does not have any dues as at March 31, 2022 referred to in sub clause (a) above which have been deposited on account of any dispute except in case of, the details of which are provided below:
- | Name of the statute | Nature of the dues        | Amount in lakh* | Period to which it relates | Forum where dispute is pending                  |
|---------------------|---------------------------|-----------------|----------------------------|---|
| MVAT Act, 2002      | Tax, Interest and Penalty | 2.85            | FY 2006-2007               | Deputy Commissioner of Sales Tax Appeal, Mumbai |
- \*Interim Stay has been granted in these matters till disposal of respective first appeals.
- h. According to the information and explanations given to us and on the basis of our examination of the records of the Company there are no transactions which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Therefore, paragraph 3(viii) of the Order is not applicable.
- i. i. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender. Therefore, sub clause (a) of paragraph 3(ix) of the Order is not applicable.

- ii. According to the information and explanations given to us and on the based on our audit procedures, we are of the opinion that the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- iii. According to the information and explanations given to us and based on our audit procedures, term loans have been applied for the purpose for which they were raised by the Company.
- iv. According to the information and explanations given to us and based on our audit procedures, and on an overall examination of the financial statements of the Company, we are of the opinion that no funds are raised on short term basis that have been utilised for long term purposes by the Company.
- v. According to the information and explanations given to us and based on our audit procedures and on an overall examination of the financial statements of the Company, we are of the opinion that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associate. Therefore, paragraph 3(ix)(e) of the Order is not applicable to the Company.
- vi. According to the information and explanations given to us and based on our audit procedures, we are of the opinion that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries and associate companies. Consequently, paragraph 3(ix)(f) of the Order is not applicable to the Company.
- j. i. According to the information and explanations given to us and based on our audit procedures, we are of the opinion that the Company has not raised money by way of initial public offer/ further public offer (including debt instruments). Consequently, paragraph 3(x)(a) of the Order is not applicable to the Company.
- ii. According to the information and explanations provided to us and based on our audit procedures and records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully/ partly/ optionally) during the year. Consequently, paragraph 3(x)(b) of the Order is not applicable to the Company.
- k. i. During the course of our examination of the books and records of the Company, carried out based upon the generally accepted audit procedures performed for the purpose of reporting the true and fair view of the financial statements, to the best of our knowledge and belief and as per the information and explanations given to us by the Management, and the representations obtained from the Management, no material fraud on the Company has been noticed or reported during the year.
- ii. According to the information and explanations provided to us and based on our audit procedures, no report has been filed by any auditor under section 143(12) in Form ADT 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- iii. According to the information and explanations provided to us and based on our audit procedures and based on the records produced to us, there are no whistle blower complaints received by the Company during the year.
- l. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, paragraph 3(xii) of the Order is not applicable.
- m. In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details have been disclosed in note 32 on the standalone financial statements as required by the applicable accounting standards.
- n. i. In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has an internal audit system which needs to be strengthened considering the size and nature of its business.
- ii. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures
- o. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as specified under section 192 of the Act. Therefore, paragraph 3(xv) of the Order is not applicable.
- p. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b),(c) and (d) of the Order is not applicable.
- q. The Company has incurred cash losses of ₹ 5.12 lakh in the financial year covered by our audit. The Company has incurred cash losses of ₹ 481.20 lakh in the immediately preceding financial year.
- r. There has been no resignation of the statutory auditors of the Company during the year.
- s. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- t. The provisions of section 135 of the Act are not applicable to the Company for the year under report and hence reporting under clause 3(xx) of the Order is not applicable.

For BD Jekhakar & Co.  
Chartered Accountants  
Firm Registration No: 104345W

Pramod Prabhudesai  
Partner  
Membership number 032992  
UDIN: 22032992AMDBFL1273

Place: Mumbai  
Date: May 6, 2022

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report on standalone financial statements of even date)

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 Pritish Nandy Communications Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone 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 Act.

**Auditor's 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 Act, 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 judgement, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 standalone 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 standalone 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 March 31, 2022, 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.

For BD Jakhakar & Co.  
Chartered Accountants  
Firm Registration No: 104345W

Pramod Prabhudesai  
Partner  
Membership number 032992  
UDIN: 22032992AMDBFL1273

Place: Mumbai  
Date: May 6, 2022

Particulars	Note no	(In ₹ lakh)	
		As at March 31, 2022	As at March 31, 2021
<b>I. ASSETS</b>			
Non-current assets			
a. Property, plant and equipment	3	231.68	146.24
b. Financial assets			
i. Investments	4	70.20	70.20
ii. Other financial assets	5	543.68	881.82
c. Income tax assets (net)	6	175.37	73.44
d. Other non-current assets	7	2,008.51	1,962.04
<b>Total non current assets</b>		<b>3,029.44</b>	<b>3,133.74</b>
Current assets			
a. Inventories	8	5,573.70	5,622.01
b. Financial assets			
i. Trade receivables	9	0.06	216.52
ii. Cash and cash equivalents	10	213.97	181.68
iii. Bank balances other than (ii) above	11	541.39	10.49
iv. Other financial assets	12	297.77	136.57
c. Current tax assets (net)	13	0.00	55.50
d. Other current assets	14	40.19	111.85
<b>Total current assets</b>		<b>6,667.08</b>	<b>6,334.62</b>
<b>TOTAL ASSETS</b>		<b>9,696.52</b>	<b>9,468.36</b>
<b>II. EQUITY AND LIABILITIES</b>			
Equity			
a. Equity share capital	15	1,446.70	1,446.70
b. Other equity	16	6,279.82	6,302.61
<b>Total equity</b>		<b>7,726.52</b>	<b>7,749.31</b>
LIABILITIES			
Non-current liabilities			
a. Financial liabilities			
Borrowings	17	124.58	0.17
b. Deferred tax liabilities (net)	18	1,028.55	1,043.33
<b>Total non-current liabilities</b>		<b>1,153.13</b>	<b>1,043.50</b>
Current liabilities			
a. Financial liabilities			
i. Borrowings	19	11.18	203.34
ii. Trade payables	20		
Total outstanding dues of micro and small enterprises		5.37	3.95
Total outstanding dues of creditors other than micro and small enterprises		208.53	116.81
iii. Other financial liabilities	21	10.07	13.06
b. Other current liabilities	22	581.72	338.39
<b>Total current liabilities</b>		<b>816.87</b>	<b>675.55</b>
<b>TOTAL LIABILITIES</b>		<b>1,970.00</b>	<b>1,719.05</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>9,696.52</b>	<b>9,468.36</b>
Significant accounting policies	2		
Notes to accounts form an integral part of financial statements	1 to 48		

As per our report of even date attached  
For BD Johhakar & Co.  
Chartered Accountants

Pramod Prabhudesai  
Partner  
Membership number 032992

Mumbai, May 6, 2022

For and on behalf of the Board of Directors

Pallab Bhattacharya  
Wholetime Director and CEO  
DIN 00008277

Kishor Palkar  
Chief Financial Officer  
Mumbai, May 6, 2022

Raghu Palat  
Director  
DIN 00311994

Santosh Gharat  
Company Secretary

## STATEMENT OF PROFIT AND LOSS

PRITISH NANDY COMMUNICATIONS LTD  
THE 29TH ANNUAL REPORT AND ACCOUNTS 2022

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Particulars	Note no	(In ₹ lakh)	
		For the year ended March 31, 2022	For the year ended March 31, 2021
<b>INCOME</b>			
I. Revenue from operations	23	4,466.83	774.96
II. Other income	24	38.98	84.28
III. Total income (I+II)		4,505.81	859.24
<b>IV. EXPENSES</b>			
Cost of content	25	3,935.64	607.01
Changes in inventories of content	26	48.31	76.39
Employee benefit expenses	27	246.01	135.22
Finance costs	28	23.18	34.09
Depreciation and amortisation expense	3	26.25	27.24
Advances written off	37	42.34	339.26
Other expenses	29	218.67	210.17
Total expenses (IV)		4,540.40	1,429.38
V. Profit/ (loss) before tax (III-IV)		(34.59)	(570.14)
<b>VI. Tax expense</b>			
Current tax		0.00	0.00
Deferred tax		(14.78)	(34.62)
Short/ (excess) provision for tax (earlier years)		0.00	(0.96)
Total tax expense (VI)		(14.78)	(35.58)
VII. Profit/ (Loss) for the year (V-VI)		(19.81)	(534.56)
<b>VIII. Other comprehensive income</b>			
Items that will not be subsequently reclassified to profit or loss		(2.98)	3.10
Items that will be subsequently reclassified to profit or loss		0.00	0.00
Other comprehensive income, net of tax (VIII)		(2.98)	3.10
IX. Total comprehensive income for the year (VII+VIII)		(22.79)	(531.46)
<b>X. Earnings per equity share (Face value of ₹ 10)</b>			
Basic and diluted	40	(0.14)	(3.70)
Significant accounting policies	2		
Notes to accounts form an integral part of financial statements	1 to 48		

As per our report of even date attached  
For BD Johkakar & Co.  
Chartered Accountants

Pramod Prabhudesai  
Partner  
Membership number 032992

Mumbai, May 6, 2022

For and on behalf of the Board of Directors

Pallab Bhattacharya  
Wholtime Director and CEO  
DIN 00008277

Kishor Palkar  
Chief Financial Officer  
Mumbai, May 6, 2022

Raghu Palat  
Director  
DIN 00311994

Santosh Gharat  
Company Secretary

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/ (loss) before tax	(34.59)	(570.14)
Adjustment for		
Advances written off	42.34	339.26
Depreciation and amortisation	26.25	27.24
Finance costs	23.18	34.09
Diminution in value of investments	0.00	58.20
Bad debts written off	23.72	0.23
Loss on sale of assets	11.95	0.33
Expected credit loss	3.19	5.25
Trade payable balances written back	(0.28)	(1.29)
Interest on fixed deposit	(34.10)	(62.18)
Operating profit before working capital changes	61.66	(169.01)
Adjusted for		
Other non-current financial assets	292.61	(77.14)
Other non-current assets	(46.47)	(61.77)
Cinematic and television content - current	48.31	76.39
Current trade receivables	192.74	(197.51)
Other current financial assets	(161.20)	(99.56)
Movement in tax assets	(46.43)	23.55
Other current assets	68.68	(91.71)
Bank balance other than cash and cash equivalent	(530.90)	460.21
Non current trade payable	0.00	(150.94)
Other non current financial liabilities	0.00	(31.62)
Current trade payables	93.42	76.33
Other current financial liabilities	(2.90)	(13.37)
Other current liabilities	243.33	(386.00)
Cash generated from operations	212.85	(642.15)
Direct taxes paid	0.00	0.00
Net cash flow from/ (used in) operating activities (A)	212.85	(642.15)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment to acquire property, plant and equipment	(223.14)	(0.66)
Proceeds from sale of property, plant and equipment	99.50	0.13
Interest on fixed deposit	34.10	62.18
Net cash from/ (used in) investing activities (B)	(89.54)	61.65
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from non current borrowings	135.83	0.00
Repayment of non current borrowing	(0.84)	0.00
Repayment of current borrowing	(202.83)	(32.61)
Finance and other charges paid	(23.18)	(34.09)
Net cash from/ (used in) financing activities (C)	(91.02)	(66.70)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	32.29	(647.20)
Cash and cash equivalents at the beginning of the financial year	181.68	828.88
Cash and cash equivalents at the end of the financial year	213.97	181.68
Significant accounting policies	2	
Notes to accounts form an integral part of financial statements	1 to 48	

## Notes

- i. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Indian Accounting Standards) Rules, 2015 as amended.
- ii. Refer note 17.2 for a reconciliation of changes in liabilities arising from financing activities
- iii. Figures in brackets represents deductions/ outflows.
- iv. Previous year's figures have been regrouped wherever necessary.

As per our report of even date attached

For BD Johhakar & Co.  
Chartered AccountantsPramod Prabhudesai  
Partner  
Membership number 032992

For and on behalf of the Board of Directors

Pallab Bhattacharya  
Wholetime Director and CEO  
DIN 00008277Raghu Palat  
Director  
DIN 00311994Kishor Palkar  
Chief Financial Officer  
Mumbai, May 6, 2022Santosh Gharat  
Company Secretary

Mumbai, May 6, 2022

## STATEMENT OF CHANGES IN EQUITY

PRITISH NANDY COMMUNICATIONS LTD  
THE 29TH ANNUAL REPORT AND ACCOUNTS 2022

29

## A. EQUITY SHARE CAPITAL

Equity shares of face value of ₹ 10 each

(In ₹ lakh)

Year	Note no	Balance at the beginning of the reporting period	Prior period errors - restated figures	Changes in equity share capital during the period	Balance at the end of the reporting period
Financial Year 2020-21	15	1,446.70	0.00	0.00	1,446.70
Financial Year 2021-22	15	1,446.70	0.00	0.00	1,446.70

## B. OTHER EQUITY

(In ₹ lakh)

Particulars	Reserves and Surplus				Total
	Capital reserve	Securities premium	General reserves	Retained earnings	
As at March 31, 2020*	0.37	6,719.59	220.98	(106.87)	6,834.07
Profit/ (loss) for the year ended March 31, 2021	0.00	0.00	0.00	(534.56)	(534.56)
Other comprehensive income	0.00	0.00	0.00	3.10	3.10
Total comprehensive income for the year ended March 31, 2021	0.00	0.00	0.00	(531.46)	(531.46)
As at March 31, 2021*	0.37	6,719.59	220.98	(638.33)	6,302.61
Profit/ (loss) for the year ended March 31, 2022	0.00	0.00	0.00	(19.81)	(19.81)
Other comprehensive income	0.00	0.00	0.00	(2.98)	(2.98)
Total comprehensive income for the year ended March 31, 2022	0.00	0.00	0.00	(22.79)	(22.79)
As at March 31, 2022	0.37	6,719.59	220.98	(661.12)	6,279.82

\* There are no changes in other equity due to prior period errors

Significant accounting policies

2

Notes to accounts form an integral part of financial statements

1 to 48

As per our report of even date attached  
For BD Jokhakar & Co.  
Chartered Accountants

For and on behalf of the Board of Directors

Pramod Prabhudesai  
Partner  
Membership number 032992Pallab Bhattacharya  
Wholtime Director and CEO  
DIN 00008277Raghu Palat  
Director  
DIN 00311994

Mumbai, May 6, 2022

Kishor Palkar  
Chief Financial Officer  
Mumbai, May 6, 2022Santosh Gharat  
Company Secretary



## Corporate information

British Nandy Communications Limited ("the Company") is a public Company incorporated and domiciled in India.

It was one of the first media and entertainment Company to go public in the year 2000, when it was listed on India's two best known stock exchanges, Bombay Stock Exchange and National Stock Exchange. The registered office of the Company is situated at 87/88 Mittal Chambers, Nariman Point, Mumbai 400021.

The Company is engaged in the business of production and exploitation of content including cinematographic films, TV serials and Digital Series etc. for worldwide exploitation in all formats.

These financial statements for the year ended March 31, 2022 were approved for issue by the Board of Directors on May 06, 2022.

## 1. Basis of preparation

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

## 1.1 Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as 'the Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The financial statements have been prepared on accrual and going concern basis.

## 1.2 Historical cost convention

The Financial Statements have been prepared on a historical cost basis except for the following:

- i. Certain financial assets and liabilities that are measured at fair value
- ii. Defined benefit plans: plan assets measured at fair value

## 1.3 Rounding of amounts

The financial statements are presented in INR and all values are rounded to the nearest lakh, except when otherwise indicated.

## 1.4 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies (Indian Accounting Standard) Amendment Rules, 2021 vide notification No. G.S.R. 419(E) dated June 18, 2021, which are applicable for annual period beginning on or after April 1, 2021.

## 1.5 Significant estimates, judgments and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make estimates, assumptions and exercise judgment in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the end of the financial statements and reported amounts of income and expenses during the year.

The management believes that these estimates are prudent and reasonable and are based on management's best knowledge of current events and actions. Actual results could differ from these estimates and difference between actual results and estimates are recognised in the period in which results are known or materialised.

Information about critical judgements in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- i. Measurement of defined benefit obligations
- ii. Measurement and likelihood of occurrence of contingencies
- iii. Recognition of deferred tax assets
- iv. Inventory valuation/ useful life of cinematic content

## 1.6 Current and non-current classification

Operating cycle of the Company is ascertained as twelve months as per the criteria set out in Division II of Schedule III of the Act. Accordingly, all assets and liabilities have been classified as current or non-current.

## 2. Significant accounting policies

## 2.1 Property, plant and equipment

All items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the carrying amount of asset or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance expenses are charged to the statement of profit and loss during the period in which they are incurred.

Spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment, if they are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes and are expected to be used during more than one period.

## Depreciation on property, plant and equipment

Depreciable amount for property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on property, plant and equipment is provided on the straight line method over the useful lives of assets as prescribed under para C of Schedule II of the Act.

Depreciation is calculated on a pro-rata basis from the date of acquisition/ installation till the date, the assets are sold or disposed off. Depreciation on improvement to leave and license premises is calculated over the period of leave and license.

The useful life is for the whole of the asset, except where cost of the part of the asset is significant to the total cost of the asset and useful life of that part is different from the useful

life of the remaining asset, useful life of that significant part ("Component") is determined separately and the depreciable amount of the said Component is allocated on systematic basis to each accounting period during the useful life of the asset.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted if appropriate.

The carrying amount of an item of property, plant and equipment is de-recognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an item of property, plant and equipment on disposal is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the statement of profit and loss when the item is de-recognised.

## 2.2 Impairment of property, plant and equipment and intangible assets

The carrying amounts of the Company's property, plant and equipment and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If there are indicators of impairment, an assessment is made to determine whether the asset's carrying value exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Impairment is recognised in statement of profit and loss whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The recoverable amount is the higher of net selling price i.e. fair value less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current assessment of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the reversal of the previously recognised impairment loss is recognised in profit or loss section of the statement of profit and loss.

## 2.3 Leases

The Company has adopted Ind AS 116-Leases effective April 1, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognized on the date of initial application (April 1, 2019).

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease, if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

## As a lessee:

The Company's lease asset classes primarily consist of leases for premises. The Company, at the inception of a contract, assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- i. the contract involves the use of an identified asset
- ii. the Company has substantially all the economic benefits from use of the asset through the period of the lease and
- iii. the Company has the right to direct the use of the asset

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company shall use the incremental borrowing rate.

The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense over the lease term.

## In the comparative period,

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments are recognised on straight line basis over the lease period in the consolidated statement of profit and loss account unless increase is on account of inflation.

There is no impact due to change in accounting standard as all leases entered by the Company are short-term leases that have a lease term of 12 months or less and leases of low-value assets. Accordingly, no additional disclosures are made.

## 2.4 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank, cash in hand and short term deposit with original maturity up to three months, which are subject to insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above.

2.5 Inventory

a. Cinematic content

The cinematic content has been valued on the following basis

- i. Incomplete cinematic content : at lower of allocated/ identified cost or net realizable value.
- ii. Abandoned cinematic content : at lower of cost or net realizable value.
- iii. Completed cinematic content : at lower of unamortized allocated cost as estimated by the management depending on the genre, nature and contents of the cinematic content or net realizable value.

The Company allocates cost of production amongst Global Theatrical Rights, Global Broadcasting Rights, Music Rights, Global Streaming Rights and Emerging Rights and IPR/ Residual Rights on an equitable basis.

Basis of amortisation of allocated costs:

i. Global theatrical rights:

1 <sup>st</sup> release	2 <sup>nd</sup> release	3 <sup>rd</sup> release
80%	10%	10%

ii. Global broadcasting rights:

1 <sup>st</sup> broadcast	2 <sup>nd</sup> broadcast	3 <sup>rd</sup> broadcast	4 <sup>th</sup> broadcast	5 <sup>th</sup> broadcast
50%	20%	10%	10%	10%

iii. Music rights: @ 100% on release.

iv. Global streaming rights and emerging platforms:

Amortized on the basis of percentage of revenue earned against the total expected revenue over the period of useful economic life.

v. IPR/ Residual rights: Carried forward till IPR survives and remains with the Company and has a remaining useful life as per management evaluation with a ceiling capped at 40 years.

Notes

- i. The production/ acquiring costs are amortised on the above basis by the Company. The production costs are revenue costs and are treated as such for the purposes of taxation.
- ii. No unamortised costs are retained once the entire rights in respect of the cinematic content are sold out on an outright basis.

b. Television content

The television content has been valued on the following basis

- i. Unexploited television content : at lower of average of allocated cost or net realizable value.
- ii. Unfinished television content : at lower of average of allocated cost or net realizable value.
- iii. Production property : at lower of allocated cost or net realizable value.
- iv. Exploited television content is amortised at lower of unamortised cost as estimated by the management on the following basis or net realizable value

Particulars	1 <sup>st</sup>	2 <sup>nd</sup>	3 <sup>rd</sup>	Residual
	Telecast	Telecast	Telecast	Value
Entertainment content	50%	30%	15%	5%
Current affairs and news based content	95%	-	-	5%
Commissioned content	100%	-	-	-

No unamortized costs shall be carried forward beyond a period of 10 years.

Notes

- i. The Company amortises production costs in respect of television content once telecast and further retelecastable on the basis of the nature and contents of the television content and the expected number of telecast as per the chart depicted above.
- ii. The production costs are amortised as per the above referred policy followed by the Company.
- iii. The Company retains one copy of its own television content for record purpose.

2.6 Financial Instruments:

a. Financial Assets: Classification

The Company classifies its financial assets in the following measurement categories:

- i. Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- ii. Those measured at amortised cost.

The classification depends on the business model of the Company for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in other comprehensive income or profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, method of recognition will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

b. Recognition and measurement

i. Initial recognition

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. In the case of financial assets not recorded at fair value through profit or loss, financial assets are recognised initially at fair value plus, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit and loss.

ii. Subsequent measurement

After initial recognition, financial assets are measured at

- I. Financial assets carried at amortized cost
- II. Financial assets at fair value through other comprehensive income
- III. Financial assets at fair value through profit and loss;

c. Debt instrument

Subsequent measurement of debt instruments depends on the Company's business model for managing the assets and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

i. Measured at amortized cost

Financial assets that are held for collection of contractual cash flow where those cash flows represent solely payment of principal and interest are measured at amortised cost. Interest income from these financial assets is included in interest income using the Effective Interest Rate (EIR) method. The amortisation of EIR and loss arising from impairment, if any is recognised in the statement of profit and loss.

ii. Measured at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income (FVTOCI).

Fair value movements are recognised in the OCI. Interest income measured using the EIR method and impairment losses, if any, are recognised in the statement of profit and loss.

On de-recognition, cumulative gain/ (loss) previously recognised in OCI is reclassified from the equity to other income in the statement of profit and loss.

iii. Measured at Fair Value Through Profit or Loss (FVTPL).

A financial asset not classified as either amortised cost or FVTOCI, is classified as Fair Value through Profit or Loss (FVTPL). Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as other income in the statement of profit and loss.

d. Equity instruments

The Company subsequently measures all investments in equity instruments other than those in subsidiary companies, at fair value. The management of the Company has elected to present fair value gains and losses on such equity investments in other comprehensive income, and there is no subsequent reclassification of these fair value gains and losses to the statement of profit and loss.

Dividends from such investments continue to be recognized in profit or loss as other income when the right to receive payment is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the Statement of Profit and Loss.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

Investment in subsidiaries are carried at cost less impairment loss in accordance with Ind AS 27 on "Separate Financial Statements".

e. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses (ECL) associated with its financial assets carried at amortised cost and FVTOCI. Note 43 details how the Company assesses the impairment losses.

For trade and lease receivable only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of such receivables.

f. De-recognition of financial assets

A financial asset is de-recognised only when the Company

- i. has transferred the rights to receive cash flows from the financial asset or
- ii. retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised through statement of profit and loss or other comprehensive income as applicable.

Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised. Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

g. Financial liabilities

i. Classification as debt or equity:

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

ii. Initial recognition and measurement:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value.

iii. Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the statement of profit and loss.

iv. De-recognition:

A financial liability is de-recognised when the obligation specified in the contracts discharged, cancelled or expires.

h. Off-setting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.7 Borrowings and borrowing costs

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit and loss over the period of borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the Balance Sheet when the obligation specified in the contracts discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and consideration paid, including non cash asset transferred or liabilities assumed, is recognised in statement of profit and loss as other income/ (expense).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowing costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowing spending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

2.8 Revenue recognition

The Company derives revenues primarily from sale of owned content and commissioned content/ Web series.

Effective April 1, 2018, The Companies (Indian Accounting Standards) Amendment Rules, 2018 issued by the Ministry of Corporate Affairs (MCA) notified Ind AS 115 "Revenue from Contracts with Customers" related to revenue recognition which replaces all existing revenue recognition standards and provides a single, comprehensive model for all contracts with customers. The revised standard contains principles to determine the measurement of revenue and timing of when it is recognised.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised content to customers in an amount that reflects the consideration the Company expects to receive in exchange for those contents.

Performance obligation may be satisfied over time or at a point in time. Performance obligations satisfied over time if any one of the following criteria is met. In such cases, revenue is recognised over time

- The customer simultaneously receives and consumes the benefits provided by the Company's performance; or
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

The following criteria are applied by the Company in respect of various components of revenue:

Content produced/ acquired	Criteria for Revenue recognition
a. Commissioned content/ Web series	On the date of delivery of contracted deliverables/ on completion of performance obligation
b. Sponsored content	When the relevant content is delivered.
c. Cinematic content	
i. Under production	No income is recognised.
ii. Complete but not released	To the extent of so much of the estimated income on release as bears to the whole of the estimated income in the same proportion as the actual recoveries/ realisations/ confirmed contracts bear to the total expected realisations.
iii. Completed and released during the year	On release/ delivery of release prints except income, if any, already recognised as c (ii) above
iv. Complete but not released other than theatrical release	On the basis of contracts/ deal memo and delivery of deliverables.
d. Music rights	On its release or exploitation contract.
Other income	Revenue recognition
Interest income	On accrual basis, using the effective interest method for financial assets measured at amortized cost and at FVTOCI.

2.9 Income tax

Tax expense comprises of current and deferred tax.

a. Current tax

Current tax is the amount of income tax payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current tax is recognized in the statement of profit and loss except to the extent that the tax relates to items recognized directly in other comprehensive income or directly in equity.

b. Deferred tax

Deferred tax assets and liabilities are recognized using the balance sheet approach for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable Company and the same taxation authority.

c. Minimum alternate tax (MAT)

MAT paid in a year is charged to the statement of profit and loss as current tax.

MAT credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, which is the period for which MAT credit is allowed to be carried forward. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

## 2.10 Earnings per share

Earnings per share (EPS) is calculated by dividing the net profit or loss (excluding other comprehensive income) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the EPS is the net profit for the period and any attributed tax thereto for the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders is adjusted for after income tax effect of interest and other finance costs associated with dilutive potential equity shares and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## 2.11 Foreign currency transactions

## a. Functional and presentation currency

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('functional currency'). The Financial Statements of the Company are presented in Indian currency (INR), which is also the functional and presentation currency of the Company.

## b. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Monetary items denominated in foreign currencies at the year-end are restated at closing rates.

Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain/ (loss).

Foreign exchange gain/ (loss) resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gain/ (loss) are presented in the statement of profit and loss on a net basis within other income/ (expense).

## 2.12 Employee benefits: Retirement and other employee benefits

## a. Short-term employee benefits

All employee benefits are payable within 12 months of service such as salaries, wages, bonus, medical benefits etc. are recognised in the year in which the employees render the related service and are presented as current employee benefit obligations.

Termination benefits are recognised as and when expense is incurred. Short term employee benefits are provided at undiscounted amount during the accounting period based on service rendered by the employees. Compensation payable under voluntary retirement scheme is charged to the statement of profit and loss in the year of settlement.

## b. Defined contribution plan

The Company's contributions paid or payable during the year to the provident fund are charged to the statement of profit and loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services.

## c. Defined benefit plans

The Company contributes to Employees Group Saving Linked Insurance Scheme with Life Insurance Corporation of India to cover its liability towards employee gratuity. The expense is recognised at the present value of the amount payable determined using actuarial gratuity report.

Gratuity liability is a defined benefit obligation and is computed on the basis of present value of amount payable determined using actuarial valuation techniques as per projected unit credit method at the end of each financial year.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

It is recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services.

## d. Other long term employment benefits

Re-measurement cost of net defined benefit liability, which comprises of actuarial gain and losses, return on plan assets (excluding interest), and the effect of the asset ceiling (if any, excluding interest) are recognized in other comprehensive income in the period in which they occur. The Company does not have any policy for leave encashment.

## 2.13 Provisions, and Contingent Liabilities

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. Provisions are not recognized for future operating losses.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

## 2.14 Segment Reporting

Operating segments are reported in a manner consistent with the reporting provided to the chief operating decision maker. The chief operating decision maker of the Company consists of the managing director who assesses the financial performance and position of the Company, and makes strategic decisions. Refer note 42 for segment information presented.

## 3. PROPERTY, PLANT AND EQUIPMENT

(In ₹ lakh)

Particulars	Furniture and fixtures	Vehicles	Office equipment	Computer, printer and software	Total
Gross carrying value, at cost					
As at March 31, 2020	2.18	189.06	13.02	17.76	222.02
Additions during the year 2020-21	0.00	0.00	0.66	0.00	0.66
Disposal/ transfer during the year 2020-21	0.00	0.00	0.00	9.19	9.19
As at March 31, 2021	2.18	189.06	13.68	8.57	213.49
Additions during the year 2021-22	0.00	208.06	11.85	3.23	223.14
Disposal/ transfer during the year 2021-22	0.00	171.15	1.28	0.00	172.43
As at March 31, 2022	2.18	225.97	24.25	11.80	264.20
Accumulated depreciation/ amortisation					
As at March 31, 2020	1.17	29.36	5.49	12.72	48.74
Charges for the year 2020-21	0.21	22.45	2.31	2.27	27.24
Disposal/ transfer during 2020-21	0.00	0.00	0.00	8.73	8.73
As at March 31, 2021	1.38	51.81	7.80	6.26	67.25
Charges for the year 2021-22	0.21	20.88	3.29	1.87	26.25
Disposal/ transfer during 2021-22	0.00	60.77	0.21	0.00	60.98
As at March 31, 2022	1.59	11.92	10.88	8.13	32.52
Net book value					
As at March 31, 2021	0.80	137.25	5.88	2.31	146.24
As at March 31, 2022	0.59	214.05	13.37	3.67	231.68

## 4. NON CURRENT INVESTMENT

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Investments in equity instruments		
Unquoted		
Investments carried at cost		
a. In wholly owned subsidiaries		
PNC Wellness Ltd		
660,000 (PY: 660,000) equity shares (Face value ₹ 10)	291.00	291.00
Less: Impairment in the value of investment till beginning of the year	(291.00)	(232.80)
Less: Impairment in the value of investment for current year	0.00	(58.20)
Total (a)	0.00	0.00
b. In Subsidiaries		
PNC Digital Ltd		
498,900 (PY: 498,900) equity shares (Face value ₹ 10)	90.20	90.20
(Extent of holding 99.78%)		
Less: Impairment in the value of investment till beginning of the year	(20.00)	(20.00)
Less: Impairment in the value of investment for current year	0.00	0.00
Total (b)	70.20	70.20
Total	70.20	70.20
Aggregate amount of unquoted investments	70.20	70.20
Aggregate amount of impairment in the value of investments	(311.00)	(311.00)

## 5. OTHER FINANCIAL ASSETS

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
a. Investment in term deposit with bank (with remaining maturity of more than twelve months)	207.00	516.00
b. Security deposits for utilities and premises	1.05	27.00
c. Others (Including amount referred in note 36(b))	338.82	338.82
Provision for expected credit loss	(3.19)	0.00
Total	543.68	881.82

## 6. INCOME TAX ASSETS (NET)

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Income tax	175.37	73.44
Total	175.37	73.44

## 7. OTHER NON CURRENT ASSETS

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Advances other than capital advances		
Other advances		
a. Balance with government authority	0.40	0.40
Total (a)	0.40	0.40
b. Advance for content (refer note 37(a))	2,008.11	1,961.64
Total (b)	2,008.11	1,961.64
Total (a + b)	2,008.51	1,962.04

## 8. INVENTORIES

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Cinematic and television content		
Unamortised content	3,946.19	4,084.20
Unexploited content	1,597.51	1,507.81
Unfinished content	30.00	30.00
Total	5,573.70	5,622.01

Refer note 38 of financial statement and 2.5 (a) and (b) of accounting policies for method of valuation

## 9. TRADE RECEIVABLES

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good	0.06	216.52
Unsecured considered credit impaired	0.00	5.25
Less: Provision for expected credit loss	0.00	(5.25)
Total	0.06	216.52

## 9.1 For F.Y. 2021-22

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	Total
i. Undisputed trade receivables – considered good	0.00	0.06	0.00	0.00	0.00	0.00	0.06
ii. Undisputed trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iii. Undisputed trade receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iv. Disputed trade receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00
v. Disputed trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
vi. Disputed trade receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.06	0.00	0.00	0.00	0.00	0.06

There are no unbilled receivable as at year ended March 31, 2022.

## 9.2 For F.Y. 2020-21

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	Total
i. Undisputed trade receivables – considered good	0.00	195.52	0.00	0.00	0.00	21.00	216.52
ii. Undisputed trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iii. Undisputed trade receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	5.25	5.25
iv. Disputed trade receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00
v. Disputed trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
vi. Disputed trade receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Less: provision for expected credit loss	0.00	0.00	0.00	0.00	0.00	(5.25)	(5.25)
Total	0.00	195.52	0.00	0.00	0.00	21.00	216.52

There are no unbilled receivable as at year ended March 31, 2021.

10. CASH AND CASH EQUIVALENTS

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
a. Balances with banks		
Fixed deposits with maturity of less than three months	4.51	97.75
In current accounts	209.35	83.89
b. Cash on hand	0.11	0.04
<b>Total</b>	<b>213.97</b>	<b>181.68</b>

11. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
a. Bank deposits with original maturity of more than three months but less than twelve months	541.38	10.39
b. Balances with banks (Non-operative)	0.01	0.10
<b>Total</b>	<b>541.39</b>	<b>10.49</b>

12. OTHER FINANCIAL ASSETS

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
a. Bank deposits with original maturity of more than three months but remaining maturity less than twelve months	0.00	95.30
b. Security deposits for utilities and premises	27.96	0.96
c. Advances to related parties (refer note 32)	20.30	19.96
d. Income accrued	216.72	7.72
e. Others	32.79	12.63
<b>Total</b>	<b>297.77</b>	<b>136.57</b>

13. CURRENT TAX ASSETS (NET)

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Income tax refund	0.00	55.50
<b>Total</b>	<b>0.00</b>	<b>55.50</b>

14. OTHER CURRENT ASSETS

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Advances other than capital advances		
a. Other advances	0.16	3.55
b. Balance with government authority	0.00	19.63
c. Prepaid expense	10.63	6.61
d. Advances for ongoing project	29.40	82.06
<b>Total</b>	<b>40.19</b>	<b>111.85</b>

15. EQUITY SHARE CAPITAL

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Authorised		
20,000,000 (PY: 20,000,000 ) equity shares of ₹10 each	2,000.00	2,000.00
<b>Total</b>	<b>2,000.00</b>	<b>2,000.00</b>
Issued, subscribed and fully paid		
14,467,000 (PY: 14,467,000) Equity shares of ₹10 each	1,446.70	1,446.70
<b>Total</b>	<b>1,446.70</b>	<b>1,446.70</b>

15.1 Reconciliation of number of shares (Equity)

	(In ₹ Lakh, except no. of shares data)			
	As at March 31 , 2022		As at March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
Number of Shares outstanding as at the beginning of the year	14,467,000	1,446.70	14,467,000	1,446.70
Number of Shares outstanding as at the end of the year	14,467,000	1,446.70	14,467,000	1,446.70

15.2 Rights, preferences, restrictions of equity shares

The Company has only one class of equity shares having a face value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. The equity shares are entitled to dividend proposed by Board of Directors subject to approval of the share holders in the Annual General Meeting except in case of interim dividend. In the event of liquidation of the Company, holder of equity shares are entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to their share holding.

15.3 Shareholders holding more than 5 per cent of total Equity Shares of Company

Name of the shareholders	As at March 31 , 2022		As at March 31, 2021	
	Number of shares	% held	Number of shares	% held
Prithish Nandy	3,043,638	21.04	3,043,638	21.04
Ideas.com India Pvt Ltd	2,337,475	16.16	2,337,475	16.16
Artinvest India Pvt Ltd	1,608,978	11.12	1,608,978	11.12
Bharati K Morarka	1,495,659	10.34	0	0.00
Kamal M Morarka	0	0.00	1,495,659	10.34

As per the records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

15.4 Promoter's shareholdings

Promoter name	Shares held by Promoters at the end of the year		Shares held by Promoters at the beginning of the year		% change during the year
	Number of shares	% of total shares	Number of shares	% of total shares	
Prithish Nandy	3,043,638	21.04	3,043,638	21.04	0.00
Rina Nandy	625,000	4.32	625,000	4.32	0.00
Rangita Nandy	193,500	1.34	193,500	1.34	0.00
Ishita Nandy	125,610	0.87	125,610	0.87	0.00
Ideas.com India Pvt Ltd	2,337,415	16.16	2,337,415	16.16	0.00
Artinvest India Pvt Ltd	1,608,978	11.12	1,608,978	11.12	0.00
<b>Total</b>	<b>7,934,141</b>	<b>54.85</b>	<b>7,934,141</b>	<b>54.85</b>	<b>0.00</b>

16. OTHER EQUITY

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Capital reserve		
Balance at beginning of the year	0.37	0.37
Balance at the end of the year	0.37	0.37
Securities premium		
Balance at beginning of the year	6,719.59	6,719.59
Add: Addition during the year	0.00	0.00
Balance at the end of the year	6,719.59	6,719.59
General reserves		
Balance at beginning of the year	220.98	220.98
Add: Addition during the year	0.00	0.00
Balance at the end of the year	220.98	220.98
Retained earnings		
Balance at the beginning of the year	(638.33)	(106.87)
Add: Profit/ (loss) for the year	(19.81)	(534.56)
Add: Other comprehensive income	(2.98)	3.10
Balance at the end of the year	(661.12)	(638.33)
<b>Total</b>	<b>6,279.82</b>	<b>6,302.61</b>

Nature and purpose:

- Capital Reserve:**  
This represents profit earned by the Company before receipt of incorporation certificate.
- Securities premium:**  
Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- General reserve:**  
General reserve represents the amount appropriated out of retained earnings pursuant to the earlier provisions of Companies Act, 1956.
- Retained earnings:**  
Retained earnings are the profits/ losses that company has earned/ incurred till date, as reduced by transfer to reserves, dividend or other distribution paid to the share holders and transfer from/ to OCI.

## 17. BORROWINGS

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Secured		
Term loans		
From other than banks		
a. Loan from Kotak Mahindra Prime Ltd	0.00	0.17
Secured against the hypothecation of vehicles		
b. Loan from BMW Financial Services Pvt Ltd	35.81	0.00
Secured against the hypothecation of vehicles		
c. Loan from Daimler Financial Services	88.77	0.00
Secured against the hypothecation of vehicles.		
Total	124.58	0.17

## 17.1 Terms of repayment in respect of borrowings as referred in note 17 and 19

Particulars	No of instalments	Rate of interest	EMI (in ₹ lakh)	Amount outstanding as on March 31, 2022 (in ₹ lakh)	Payable upto
a. Kotak Mahindra Prime Ltd					
Loan 1	36	9.22%	0.18	0.52	June-2022
Loan 2	36	9.22%	0.13	0.26	May-2022
b. BMW Financial Services	36	8.99%	0.73	41.16	January-2025
c. Daimler Financial Services					
Loan 1	36	7.91%	0.57	52.07	April-2025
Loan 2	36	7.72%	0.49	41.75	April-2025

## 17.2 Amendment to Ind AS 7

Amendment to Ind AS 7 effective from April 1, 2017 require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet disclosure requirement. Accordingly, the company has given the said disclosure as below:

(In ₹ lakh)

Particulars	Note number	Opening balance as on April 1, 2021	Financing cash flow changes	Non cash flow changes		Closing balance as on March 31, 2022
				Effect of changes in foreign exchange rates	Effect of effective interest rate and others	
Non-current liabilities						
Borrowings	17	0.17	124.41	0.00	0.00	124.58
Current liabilities						
Borrowings	19	203.34	(192.16)	0.00	0.00	11.18
Interest expense and other borrowing costs	28		23.18	0.00	0.00	23.18
Interest expense and other borrowing costs paid			(23.18)	0.00	0.00	(23.18)
Total		203.51	(67.75)	0.00	0.00	135.76

## 18. DEFERRED TAX LIABILITIES (NET)

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
a. Deferred tax liabilities		
Depreciation on property, plant and equipment	(9.89)	(7.67)
Total (a)	(9.89)	(7.67)
b. Reversal of deferred tax (assets)/ liabilities		
Unamortised content	1,119.30	1,131.86
Diminution in the value of investments	(80.86)	(80.86)
Total (b)	1,038.44	1,051.00
Total (a+b)	1,028.55	1,043.33

## 19. BORROWINGS

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Secured		
Loans repayable on demand		
From banks	0.00	104.99
(Exclusive charge on all current assets and movable fixed assets, both present and future.)		
From non banking financial companies	11.18	98.35
(Secured against the hypothecation of vehicles.)		
Total	11.18	203.34

Refer note 17.2 of notes to the financial statements

## 20. TRADE PAYABLE

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Total outstanding dues to micro and small enterprises*	5.37	3.95
Total outstanding dues to creditors other than micro and small enterprises	208.53	116.81
Total	213.90	120.76

\*Refer note 33 of notes to the financial statements

## 20.1 For F.Y. 2021-22

(In ₹ lakh)

Particulars	Unbilled dues	Outstanding for following periods from due date of payment					Total
		Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues to micro enterprises and small enterprises	5.13	5.37	0.00	0.00	0.00	0.00	5.37
Total outstanding dues to creditors other than micro enterprises and small enterprises	98.08	194.28	4.72	4.03	4.93	0.57	208.53
Total	103.21	199.65	4.72	4.03	4.93	0.57	213.90

## 20.2 For F.Y. 2020-21

(In ₹ lakh)

Particulars	Unbilled dues	Outstanding for following periods from due date of payment					Total
		Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues to micro enterprises and small enterprises	3.73	3.95	0.00	0.00	0.00	0.00	3.95
Total outstanding dues to creditors other than micro enterprises and small enterprises	109.33	105.93	8.48	2.10	0.00	0.30	116.81
Total	113.06	109.88	8.48	2.10	0.00	0.30	120.76

## 21. OTHER FINANCIAL LIABILITIES

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured		
Others	0.00	2.99
Amount payable to related parties (refer note 32)	10.07	10.07
Total	10.07	13.06

## 22. OTHER CURRENT LIABILITIES

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
a. Revenue received in advance	195.00	0.00
b. Other Advances	11.54	11.25
c. Others		
i. Statutory dues	42.62	36.13
ii. Gratuity liability	1.95	0.00
iii. Amount payable for projects and assignments	330.61	291.01
Total	581.72	338.39

23. REVENUE FROM OPERATION

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Sale of owned content	156.86	100.22
Income from commissioned content/ web series	4,309.97	674.74
<b>Total</b>	<b>4,466.83</b>	<b>774.96</b>

23.1 Revenue from contract with customer disaggregated based on geography.

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Domestic	4,459.47	750.24
Export	7.36	24.72
<b>Total</b>	<b>4,466.83</b>	<b>774.96</b>

23.2 Revenue recognised from contract liability (advances from customers)

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Closing contract liability	0.00	328.45
<b>Total</b>	<b>0.00</b>	<b>328.45</b>

24. OTHER INCOME

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
a. Interest income	38.32	72.58
b. Miscellaneous income	0.66	11.70
<b>Total</b>	<b>38.98</b>	<b>84.28</b>

25. COST OF CONTENT

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Cost of the content	3,935.64	607.01
<b>Total</b>	<b>3,935.64</b>	<b>607.01</b>

26. CHANGES IN INVENORIES OF CONTENT

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening balance		
Unamortised content	4,084.20	4,163.54
Unexploited content	1,507.81	1,504.86
Unfinished content	30.00	30.00
<b>Total (A)</b>	<b>5,622.01</b>	<b>5,698.40</b>
Closing balance		
Unamortised content	3,946.19	4,084.20
Unexploited content	1,597.51	1,507.81
Unfinished content	30.00	30.00
<b>Total (B)</b>	<b>5,573.70</b>	<b>5,622.01</b>
<b>Net (increase)/ decrease (A-B)</b>	<b>48.31</b>	<b>76.39</b>

27. EMPLOYEE BENEFITS EXPENSE

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries	242.89	132.84
Contribution to gratuity fund	3.12	2.38
<b>Total</b>	<b>246.01</b>	<b>135.22</b>

28. FINANCE COST

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expense	16.38	26.54
Other borrowing costs	6.80	7.55
<b>Total</b>	<b>23.18</b>	<b>34.09</b>

29. OTHER EXPENSES

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Auditor's remuneration (Refer note 41)	7.17	5.15
Bad debts written off	23.72	0.23
Business promotion expenses	5.95	12.14
Communications expenses	0.96	1.09
Contract service expenses	14.27	19.35
Conveyance and motor car expenses	36.39	13.94
Directors' sitting fees	12.40	12.00
Insurance	3.62	4.17
Interest on statutory dues	0.00	3.00
Legal and professional expenses	9.50	13.83
Loss on sale of assets	11.95	0.33
Rent	51.89	39.66
Traveling expenses	0.86	0.69
Establishment and administrative expenses	39.99	26.39
Impairment in the value of investments	0.00	58.20
<b>Total</b>	<b>218.67</b>	<b>210.17</b>

30. CONTINGENT LIABILITIES

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Contingent liabilities		
Claims against the Company not acknowledged as debts in respects of:		
a. VAT liability*	2.85	2.85
b. GST liability*	35.22	0.00
<b>Total</b>	<b>38.07</b>	<b>2.85</b>

\*The above matters are currently being considered by the tax authorities and the Company expects the outcome will be in its favour and has therefore, not recognised the provision in relation to aforesaid liabilities. Future cash outflow in respect of above will be determined only on receipt of judgement/ decision pending with tax authorities.

31. EMPLOYEE BENEFITS

Defined Benefit Plan

Group gratuity liability is recognised on the basis of gratuity report provided by Actuary.

The disclosures as required under the Indian Accounting Standard (Ind AS 19) in respect of gratuity, is as follows:-

Every employee is entitled to a benefit equivalent to 15 days salary drawn for each completed year of service in line with the Payment of Gratuity Act, 1972 or Company scheme, whichever is beneficial. The same is payable at the time of separation from the company or retirement, whichever is earlier. The benefits vest after five years of continuous service

a. Expenses recognised in statement of profit or loss

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Current service cost	3.34	2.53
Net interest cost	(0.22)	(0.15)
<b>Total</b>	<b>3.12</b>	<b>2.38</b>

b. Expenses recognised in other comprehensive income (OCI)

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Actuarial (gains)/ losses on obligation for the period	3.44	(3.24)
Return on plan assets excluding interest income	(0.46)	0.14
<b>Total</b>	<b>2.98</b>	<b>(3.10)</b>



## c. Reconciliation of defined benefit obligation

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Defined benefit obligation at the beginning of the year	84.01	79.30
Current service cost	3.34	2.53
Interest cost	5.71	5.42
Actuarial (gain)/ loss due to change in demographic assumption	(0.09)	0.00
Actuarial (gain)/ loss due to change in financial assumptions	(2.42)	0.19
Actuarial (gain)/ loss on obligation - Due to experience adjustments	5.95	(3.43)
Defined benefit obligation at the end of year	<u>96.50</u>	<u>84.01</u>

## d. Reconciliation of plan assets:

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Fair value of plan assets at the beginning of the year	87.23	81.50
Interest income	5.93	5.57
Employers contribution	0.93	0.30
Return on plan assets, excluding interest income	0.46	(0.14)
Fair value of plan assets at the end of the year	<u>94.55</u>	<u>87.23</u>

## e. Net asset/ (liability) recognised in the Balance Sheet

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Present value of defined benefit obligation (DBO)	(96.50)	(84.01)
Fair value of plan assets	94.55	87.23
Net asset/ (liability)	<u>(1.95)</u>	<u>3.22</u>

## f. The significant actuarial assumptions were as follows:

Actuarial assumption	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Discount rate	6.80%	6.80%
Attrition rate	2%	2%
Salary escalation rate	7%	7%
Rate of return on plan assets	6.80%	6.80%

## Sensitivity analysis

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined benefit obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

Sensitivity analysis	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Defined benefit obligation on current assumptions	96.50	84.01
Delta effect of +1% change in rate of discounting	(4.88)	(4.47)
Delta effect of -1% change in rate of discounting	5.58	5.12
Delta effect of +1% change in rate of salary increase	2.12	1.55
Delta effect of -1% change in rate of salary increase	(1.89)	(2.01)
Delta effect of +1% change in rate of employee turnover	1.86	1.50
Delta effect of -1% change in rate of employee turnover	(2.03)	(1.65)

## Note

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There were no changes in the methods and assumptions used in preparing the sensitivity analysis from prior year.

## Maturity analysis of the benefit payments: from the fund

Projected benefits payable in future years from the date of reporting	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
1 <sup>st</sup> following year	40.32	35.36
2 <sup>nd</sup> following year	2.05	1.67
3 <sup>rd</sup> following year	2.98	1.74
4 <sup>th</sup> following year	2.14	2.39
5 <sup>th</sup> following year	2.20	1.83
Sum of years 6 To 10	33.61	29.88
Sum of years 11 and above	81.27	67.01

## Notes

Gratuity is payable as per entity's scheme as detailed in the report.

Actuarial gains/ losses are recognized in the period of occurrence under Other Comprehensive Income (OCI). All above reported figures of OCI are gross of taxation.

Salary escalation and attrition rate are considered as advised by the entity; they appear to be in line with the industry practice considering promotion and demand and supply of the employees.

Maturity Analysis of Benefit Payments is undiscounted cashflows considering future salary, attrition and death in respective year for members as mentioned above.

Average Expected Future Service represents Estimated Term of Post - Employment Benefit Obligation.

Where weights are derived from the present value of each cash flow to the total present value.

Any benefit payment and contribution to plan assets is considered to occur end of the year to depict liability and fund movement in the disclosures.

Value of asset provided by the entity is not audited by us and the same is considered as unaudited fair value of plan asset as on the reporting date.

In absence of specific communication as regards contribution by the entity, expected contribution in the next year is considered as the sum of net liability/ assets at the end of the current year and current service cost for next year, subject to maximum allowable contribution to the Plan Assets over the next year as per the Income Tax Rules.

## QUALITATIVE DISCLOSURE

## Para 139(a) Characteristics of defined benefit plan

The entity has a defined benefit gratuity plan in India (funded). The entity's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund.

The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

## Para 139(b) Risks associated with defined benefit plan

Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

**Interest rate risk:** A fall in the discount rate which is linked to the Government Securities Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

**Salary Risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

**Investment Risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

**Asset Liability Matching (ALM) Risk:** The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

**Mortality risk:** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**Concentration Risk:** Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

## Para 139(c) Characteristics of defined benefit plans.

During the year, there were no plan amendments, curtailments and settlements.

## Para 147(a) Trust fund and contribution thereto

A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962.

32. RELATED PARTY DISCLOSURES

Details relating to related parties/ persons and description of relationship are as under

Name of the related party	Description of relationship
<b>a. Subsidiaries</b>	
i. PNC Digital Ltd	Subsidiary of the Company
ii. PNC Wellness Ltd	Subsidiary of the Company
<b>b. Key Management Personnel</b>	
i. Pallab Bhattacharya	Wholtime Director and CEO
ii. Rangita Pritish Nandy	Wholtime and Creative Director
iii. Kishor Palkar	Chief Financial Officer
iv. Santosh Gharat	Company Secretary and Compliance Officer
<b>c. Non-executive Directors and their relatives</b>	
i. Pritish Nandy	Non Executive Chairman
ii. Rina Pritish Nandy	Non Executive Director
iii. Udayan Bose	Non Executive, Independent Director (till January 7, 2021)
iv. Raghu Palat	Non Executive, Independent Director
v. Neeraj Shah	Non Executive, Independent Director (from February 23, 2022)
vi. Hema Malini	Non Executive, Independent Director (till June 30, 2021)
vii. Pradeep Guha	Non Executive, Independent Director (till August 21, 2021)
viii. Sunil Alagh	Non Executive, Independent Director (from April 6, 2021)
ix. Karan Ahluwalia	Non Executive, Independent Director (from April 6, 2021)
x. Ishita Pritish Nandy	Daughter of Non Executive Chairman
<b>d. Close family members of Key Management Personnel</b>	
Rina Pritish Nandy	Mother of Rangita Nandy
Pritish Nandy	Father of Rangita Nandy
Ishita Pritish Nandy	Sister of Rangita Nandy

Details of transactions between the company and other related parties as disclosed below

Nature of Relation	Nature of transaction	(In ₹ lakh)			
		As at March 31, 2022		As at March 31, 2021	
		PNC Wellness Ltd	PNC Digital Ltd	PNC Wellness Ltd	PNC Digital Ltd
Subsidiaries	Opening balance receivable/ (payable)	19.96	(10.07)	19.54	(10.19)
	Advance paid back	0.00	0.00	0.00	0.12
	Advance given	0.34	0.00	0.42	0.00
	Balance outstanding as at year end receivable/ (payable)	20.30	(10.07)	19.96	(10.07)
		For the year ended March 31, 2022		For the year ended March 31, 2021	
Key management personnel and Directors	Remuneration/ reimbursement		100.73		65.48
	Balance outstanding as at year end receivable/ (payable)		(10.07)		(8.71)
Non-executive directors and their relatives	Remuneration/ reimbursement/ sitting fees		54.15		36.50
	Professional fees		84.00		61.60
	Balance outstanding as at year end receivable/ (payable)		(334.09)		(293.94)

Transactions with related parties have been done at arm's length and are in the ordinary course of business.

33. MICRO, SMALL AND MEDIUM ENTERPRISES

The details given below are based on the information received from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. This information has been relied upon by the auditor.

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
a. The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	5.37	3.95
b. The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	NIL	NIL
c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
d. The amount of interest accrued and remaining unpaid at the end of each accounting year;	NIL	NIL
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL

34. INVESTMENT IN SUBSIDIARIES

a. PNC Wellness Ltd  
The Company has provided diminution in value of entire investment in equity shares of wholly owned subsidiary viz PNC Wellness Ltd in earlier years (CY Nil, PY ₹ 58.20 lakh). The net worth of this subsidiary is ₹ 13.21 lakh as on March 31, 2022. There was no revenue generation by this subsidiary during the year under review. This subsidiary, which owns several wellness brands like Moksh and sub brands like Power Yoga, Passion Yoga, Cool Yoga, Couple Yoga, etc. is exploring avenues to commercialise its aforesaid brands. This subsidiary is in the process of realigning its business by making efforts to commercialise and lease its various brands through collaborative arrangements with other parties. The Company is facilitating and supporting the revival of this subsidiary's business.

b. PNC Digital Ltd  
The Company has an investment of ₹ 70.20 lakh (PY ₹ 70.20 lakh) in equity shares of subsidiary viz PNC Digital Limited. The net worth of this subsidiary is ₹ 18.95 lakh as on March 31, 2022. The Company has agreed to provide its films to this subsidiary company to explore revenue opportunities on the digital platform and exploit it to its commercial advantage. During the year this subsidiary has generated nominal income from its operational activities. This subsidiary will continue its efforts. In view of the fact that this subsidiary has unfettered access to the film content of the holding company and requires no additional substantive capital deployment to generate revenue, no provision for diminution in value of investment, which is considered temporary, has been made in the accounts. This subsidiary will leverage its market standing to facilitate other smaller production houses to gain access to large digital content distributors to facilitate them getting better prices and commercial terms for their content.

35. OPERATING LEASES (LESSEE)

a. The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. All leases of the Company are short-term in nature and therefore no additional disclosure is provided as per Ind AS – 116.  
b. The total of future minimum sublease payment expected to be received under non – cancellable subleases at the end of reporting period is nil.  
c. Lease payment is recognised as an expense in the period in which it is incurred.

36. LEGAL PROCEEDINGS

a. The legal proceedings initiated by the Company for the recovery of an advance of ₹ 150 lakh which was given against the Music, Asian and Indian Satellite rights of a film, where the Company has lien over the exploitation of the said rights. The management of the Company considers the same as good and fully recoverable. Legal opinion obtained by the Company supports this. Auditors have relied on the opinion and consequently no provision has been made in the accounts at this stage.

b. The Company had received an award of ₹ 3.52 crore plus interest of ₹ 35 lakh in its favour in the arbitration filed against White Feather Films (Proprietor Sanjay Gupta). White Feather Films has gone in appeal against the award and was directed to deposit an amount of ₹ 3 crore by the Bombay High Court, which they failed to do. The Company has filed a petition for execution of the arbitration award. The Bombay High Court has restrained Sanjay Gupta from disposing of, encumbering, alienating, transferring, and parting with the possession of or creating any third party rights or interest in his 3 properties in Pune and Khandala valued at ₹ 12 crore. The advance of ₹ 3.17 crore is therefore considered as fully recoverable.

37. a. The Company has written off an amount of ₹ 42.34 lakh (included under advance for content in note 7) incurred on developing content that is not viable in post pandemic scenario.  
b. It has also written off an amount of ₹ 23.72 lakh on account of unpaid debtors who has discontinued its operation.  
c. The long-standing disputes with Prasar Bharati which have been in arbitration, was settled in last financial year and the Company had received the settlement amount in January 2021. After adjusting what the Company has received and what was due to Prasar Bharati on account of past telecast fees, ₹ 3.39 crore has been written off during financial year 2020-2021.

38. INVENTORIES

a. The Company estimate the useful life of its audio-visual entertainment content as 40 years considering the following:  
i. The economic useful life of content post digitisation.  
ii. New avenues of content exploitation with the emergence of new technologies.  
iii. Long tail realisations from the library of produced content.  
iv. Increased reach of Indian content in new and existing global markets.  
v. Increased scope of content exploitation in many new ways and languages as well as through multiple exploitation of content IPRs  
vi. The continuing exploitation of the PNC library on existing platforms.

News-based content as well as content being produced currently for international streaming platform on commissioned basis will continue to be 100% written off on exploitation as per the current practice.

During the year the Company has amortised ₹ 48.31 lakh against the revenue earned from exploitation of streaming rights of its existing library.

b. The details of cinematic and television content is as under

(In ₹ lakh)				
	Cinematic content	Television content	Total	
	20,716.70	11,127.59	31,844.29	
Add: Additions during the year 2021-22	0.00	0.00	0.00	
Total	20,716.70	11,127.59	31,844.29	
Less: Amortised up to March 31, 2021	15,386.09	10,836.19	26,222.28	
Less: Amortised during the year 2021-22	48.31	0.00	48.31	
Total amortised	15,434.40	10,836.19	26,270.59	
Net carrying amount as at March 31, 2022	5,282.30	291.40	5,573.70	

There is no individual content that is material to the financial statements of the Company as a whole. There is no content whose title is restricted. The content is pledged to Yes Bank Ltd as security for working capital overdraft facility of ₹ 200.00 lakh as at March 31, 2022.

Based on a review of estimates of future realisations taken as a whole, the management is of the view that future recoverable amount from content rights is expected to be more than its carrying unamortised cost of content. Hence, no impairment/ write down is considered necessary on this account.

## 39. a. Reconciliation of tax expense

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
i. Income tax expenses		
Current tax- in respect of the current year	0.00	0.00
Adjustments for current tax of prior periods	0.00	(0.96)
Deferred tax- in respect of the current year	(14.78)	(34.62)
Total	(14.78)	(35.58)
ii. Income tax recognised in other comprehensive income		
Remeasurements of the defined benefit plans	0.00	0.00
Total (i + ii)	(14.78)	(35.58)

## b. A reconciliation between statutory income tax rate applicable to the Company and the effective income tax rate is as follows

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Current tax as per regular working		
Net profit/ (loss) before tax	(34.59)	(570.14)
Effective tax rate applicable to the Company	26%	26%
Tax amount as per the enacted income tax rate	0.00	0.00
Add: income tax on expenses not deductible in determining taxable profits	0.00	0.00
Less: income tax of allowances/ deductibles	0.00	0.00
Less: income tax of setoff of brought forward losses	0.00	0.00
Net current tax	0.00	0.00
Current tax as per Minimum Alternative Tax		
Net profit/ (loss) after tax	(19.81)	(534.56)
Effective tax rate applicable to the Company	15.60%	15.60%
Tax amount as per the enacted income tax rate	0.00	0.00
Add: income tax on expenses not deductible in determining taxable profits	0.00	0.00
Less: income tax of allowances/ deductibles	0.00	0.00
Add: Excess provision of tax (current year)	0.00	0.00
Net current tax	0.00	0.00
Net current tax - rounded off	0.00	0.00
Incremental deferred tax liabilities on account of change in property, plant and equipment	(2.22)	1.14
Reversible of deferred tax liabilities on account of change in inventories	(12.56)	(15.13)
Incremental deferred tax assets on account of change in investment	0.00	(20.63)
Add: Short provision of tax (earlier year)	0.00	0.00
Less: Excess provision of tax (earlier year)	0.00	(0.96)
Total tax expense	(14.78)	(35.58)

## c. Deferred tax assets/ (liabilities)

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Depreciation on property, plant and equipment	9.89	7.67
Unamortised content	(1,119.30)	(1,131.86)
Diminution in the value of investments	80.86	80.86
Total	(1,028.55)	(1,043.33)

## d. Reconciliation of deferred tax assets/ (liabilities) net

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Opening balance	(1,043.33)	(1,077.95)
Deferred tax (charge)/ credit recognised in:		
Statement of profit and loss	14.78	34.62
Retained earnings	0.00	0.00
Total	(1,028.55)	(1,043.33)

## 40. EARNING PER SHARE

Particulars	(In ₹ lakh, except otherwise stated)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit after tax attributable to equity shareholders of the company	(19.81)	(534.56)
Weighted average number of equity shares (numbers in lakh)	144.67	144.67
Basic and Diluted earning per share (amount in ₹)	(0.14)	(3.70)
Face value per equity share (amount in ₹)	10.00	10.00

## 41. AUDITORS REMUNERATION

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
As auditor:		
Statutory audit	4.82	3.90
Tax audit	1.00	0.50
For limited review report	0.75	0.75
Taxation services	0.60	0.00
Total	7.17	5.15

## 42. SEGMENT INFORMATION

The Company has presented data relating to its segments in its Consolidated Financial Statements. Accordingly, in term of paragraph 4 of the Indian Accounting Standard (Ind AS 108) "Operating Segments", no disclosure related to its segments are presented in the standalone financial statements. The Company operates in only one segment i.e. content.

## 43. FINANCIAL INSTRUMENT

## a. Methods and assumptions used to estimate the fair values

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- The carrying amounts of receivables and payables which are short term in nature such as trade receivables, other bank balances, deposits, loans to employees, trade payables, demand loans from banks and cash and cash equivalents are considered to be the same as their fair values.
- The fair values for long term security deposits given were calculated based on cash flows discounted using a current bank rate applicable to Company's deposits with the bankers. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.

## Categories of financial instruments

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique :

Level 1: unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: inputs which are not based on observable market data

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying Values	Fair Value	Carrying Values	Fair Value
Financial assets				
Measured at amortised cost				
Trade receivables	0.06	0.06	216.52	216.52
Cash and bank balances	755.36	755.36	192.17	192.17
Other financial assets	841.45	841.45	1,018.39	1,018.39
Measured at FVTPL	0.00	0.00	0.00	0.00
Measured at FVTOCI	0.00	0.00	0.00	0.00
Total financial assets	1,596.87	1,596.87	1,427.08	1,427.08
Financial liabilities				
Measured at amortised cost				
Borrowings	135.76	135.76	203.51	203.51
Trade payable	213.90	213.90	120.76	120.76
Other financial liabilities	10.07	10.07	13.06	13.06
Total financial liabilities	359.73	359.73	337.33	337.33

## b. Financial risk management objective and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations including acquiring of property, plant and equipment (PPE). The Company's principal financial assets include investments, trade and other receivables, and cash and bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Board provides guidance for overall risk management. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below

i. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and other financial instruments.

Interest rate risk

The interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company borrows at variable as well as fixed interest rates and the same is managed by the Company by constantly monitoring the trends and expectations. In order to reduce the overall interest cost, the Company has borrowed in a mix of short term and long term loans.

As variations in interest rate are not expected to have a significant impact on the results of operations, a sensitivity analysis is not presented.

Currency risk

Currency risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of the change in foreign currency exchange rates.

The Majority of the Company's revenue and expenses are in Indian Rupees. Company also operates internationally with miniscule business transacted in foreign currency namely US Dollar and Singapore Dollar. Management considers currency risk to be low and hence does not hedge its currency risk. As variations in foreign currency exchange rates are not expected to have a significant impact on the results of operations, a sensitivity analysis is not presented.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, deposits given, investments and balances at bank.

The Company has used expected credit loss (ECL) model for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers.

Outstanding customer receivables are regularly monitored. The Company considers the concentration of risk with respect to trade receivables as low, as its customers are well established companies besides in few cases Company receives advances from customers.

The risk of default is assessed as low.

iii. Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price.

The Company actively monitors its cash flows to ensure there is sufficient cash available to meet its working capital requirements. Due to the dynamic nature of the underlying businesses, the Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's cash and cash equivalents on the basis of expected cash flow.

The table below summarises the maturity profile of the Company's financial liabilities as at March 31, 2022 based on contractual undiscounted payments:

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Carrying amount	359.73	337.33
Less than 12 months	235.15	337.16
More than 12 months	124.58	0.17

c. Capital risk management

The Board policy is to maintain a strong capital base so as to maintain shareholder, creditor and market confidence and to sustain the future development need of the business. The capital structure of the Company is based on Management's judgement of the appropriate balance of key elements in order to meet its strategic and day to day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. There were no changes to the Company's approach to capital management during the year.

Total Equity includes Capital Reserve, Securities Premium, General Reserve, Retained Earnings and Share Capital. Total Debt includes current debt plus non-current debt.

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Total debt	135.76	203.51
Total equity	7,726.52	7,749.31
Debt equity ratio	0.02	0.03

44. RATIOS

Ratio	As at March 31, 2022	As at March 31, 2021	% Variance	Reasons for variance if more than 25%
a. Current ratio	8.16	9.38	(12.96)	
b. Debt-equity ratio	0.02	0.03	(33.09)	Reduction in debts
c. Debt service coverage ratio	0.41	(6.70%)	(106.09)	Increase in earning and decrease in debt services
d. Return on equity ratio	(0.26%)	(6.67%)	6.41	Reduction in loss
e. Inventory turnover ratio	0.80	0.14	482.81	Increase in turnover and reduction in inventories
f. Trade receivables turnover ratio	41.25	46.97	(12.18)	Increase in revenue and reduction in trade receivable
g. Trade payables turnover ratio	24.83	9.82	152.89	Increase in trade payable
h. Net capital turnover ratio	0.76	0.14	457.56	Increase in revenue
i. Net profit ratio	(0.44%)	(68.98%)	68.54	Increase in revenue and reduction in loss
j. Return on capital employed	(0.13%)	(5.96%)	5.83	Reduction in net profit before tax
k. Return on investment	0.00%	0.00%	0.00	No return on investment

Definitions

- a. Earning for available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of Fixed assets etc.
- b. Debt service = Interest & Lease Payments + Principal Repayments
- c. Average inventory = (Opening inventory balance + Closing inventory balance) / 2
- d. Net credit sales = Net credit sales consist of gross credit sales minus sales return
- e. Average trade receivables = (Opening trade receivables balance + Closing trade receivables balance) / 2
- f. Net credit purchases = Net credit purchases consist of gross credit purchases - purchase return
- g. Average trade payables = (Opening trade payables balance + Closing trade payables balance) / 2
- h. Working capital = Current assets - Current liabilities.
- i. Earning before interest and taxes = Profit before exceptional items and tax + Finance costs - Other Income
- j. Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
- k. Return on Investment  

$$\frac{MV(T1) - MV(T0) - \text{Sum } [C(t)]}{MV(T0) + \text{Sum } [W(t) * C(t)]}$$
 where,  
 T1 = End of time period  
 T0 = Beginning of time period  
 t = Specific date falling between T1 and T0  
 MV(T1) = Market Value at T1  
 MV(T0) = Market Value at T0  
 C(t) = Cash inflow, cash tflow on specific date  
 W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as  $\frac{T1 - t}{T1}$

45. OTHER STATUTORY INFORMATION

- a. Company have not given any loans or advances to its promoters, directors or KMPs in the nature of loans.
- b. The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- c. The Company has not been declared wilful defaulter by any bank or financial institution or other lender during the year.
- d. The Company does not have any transactions or balances with companies struck off under section 248 of the Companies Act, 2013 or under section 560 of the Companies Act, 1956 during the year.
- e. The Company does not have any charges which are yet to be registered or satisfied with ROC, Mumbai except in respect of certain Vehicle loans which are fully repaid and no amount is outstanding, the documentation for satisfaction of the aforesaid charges is in process.
- f. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- g. UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM

- i. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
  - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

- ii. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
  - provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- h. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- i. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- j. Quarterly financial statements filed by the Company with banks or financial institutions are in agreement with the books of accounts.
46. IMPACT OF COVID-19 ON THE COMPANY
- The outbreak of the Covid pandemic caused serious disruptions in the Company's business, as did the lockdowns that took place. The Government has removed its restrictions; the lockdowns are over; business has resumed. However, the impact of the pandemic and its disruptions continue to affect the Company.
47. There are no subsequent events upto the date of issue of this financial statements.
48. Previous year figures have been regrouped/ recast/ rearranged wherever necessary in order to conform with the current year's presentation.
- Short term maturity of long term borrowings disclosed in 'Borrowings' (Note 19) which was included in under the head 'Other financial liabilities' (Note 21)

As per our report of even date attached

For BD Jokhakar & Co.  
Chartered Accountants

Pramod Prabhudesai  
Partner  
Membership number 032992

Mumbai, May 6, 2022

For and on behalf of the Board of Directors

Pallab Bhattacharya  
Wholtime Director and CEO  
DIN 00008277

Raghu Palat  
Director  
DIN 00311994

Kishor Palkar  
Chief Financial Officer  
Mumbai, May 6, 2022

Santosh Gharat  
Company Secretary

## INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO  
THE MEMBERS OF  
PRITISH NANDY COMMUNICATIONS LIMITED

Report on the Audit of Consolidated Financial Statements

## Opinion

We have audited the accompanying consolidated financial statements of PRITISH NANDY COMMUNICATIONS LIMITED (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance sheet as at March 31, 2022, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the Consolidated Cash Flows statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, of consolidated loss (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

## Basis for Opinion

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

## Emphasis of Matter

We draw attention to note 35(a) on the consolidated financial statements which describe the facts related to the legal proceedings initiated by the Company for the recovery of an advance of ₹ 150 lakh. The management considers the same as good and fully recoverable. The legal opinion obtained by the Company supports this. We have relied on the opinion and consequently the Company has not made provision of any amount there against.

We further draw attention to note 35(b) on the consolidated financial statements which describes that the Company has received an award of ₹ 352 lakh plus interest of ₹ 35 lakh received by the Company in its favour in the arbitration case filed against White Feather Films (Proprietor Sanjay Gupta). White Feather Films has gone in appeal against the above said award. The court has directed the proprietor not to dispose off/create any third party rights on his properties which are valued at ₹ 1,200 lakh. Proceedings are ongoing and in view of the same outstanding of ₹ 317.53 lakh is considered as fully recoverable and consequently there is no provision made of any amount there against.

Our opinion is not modified in respect of the above matters.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

- a. Valuation of Inventory – the Holding Company (as described in note 8 and 2.5 of the consolidated financial statements)

## Description of Key Audit Matter:

Inventory includes Cinematic Content and Television Content. Cinematic Content includes Incomplete Cinematic content, Abandoned cinematic content and Completed cinematic content. Television Content includes unexploited television content, unfinished television content, production property and exploited television content.

Considering the distinctiveness of each type of inventory, the industry in which the company is operating, and the peculiarity involved makes valuation a complex exercise. Additionally, the allocation of cost is done on the basis of genre, nature of the cinematic content involving significant judgments and estimates by the management. The value of the Company's Inventories as at March 31, 2022 amounts to ₹ 5,573.69 lakh, which is a significant component of the Balance Sheet. Therefore, we have considered it to be a key audit matter.

## Description of Auditor's response:

We have gained adequate understanding of the nature of Inventories and applied the prescriptions given in Ind AS 2 in their context.

We analyzed the valuation approaches adopted by management for each class of Inventories for their appropriateness. We also audited the methodology used by the Company and verified reasonableness of costs allocated and estimates applied by the Company including useful life of the content, implications of technological changes and other factors mentioned in note 39 to the consolidated financial statements. Further we have reviewed the valuation carried out on the basis of the accounting policy including realizations made in the past and expectation of future potential to earn there from. Finally, the appropriateness and adequacy of the presentation and disclosure of Inventory in the financial statements was audited. Based on the above work performed, no exceptions were noted.

Amortisation of Inventory – the Holding Company (as described in note 2.5 and note 39 of the consolidated financial statements)

## Description of Key Audit Matter:

Inventory of the Company are intangible in nature. Determination of useful life of Intangible assets involves significant estimates by the management which involves the expected usage of the asset by the Company, product life cycles, technical, technological or other types of obsolescence, and various other factors mentioned in note 39 to the consolidated financial statements. Cost of inventory is divided into components such as Global theatrical rights, Global broadcasting rights, Music right, Global streaming rights and emerging platforms, Intellectual Property Rights(IPR)/ Residual rights.. Each of these components of costs are amortised by the management over their respective estimated

useful lives as described in note 2.5 and note 39 to the consolidated financial statements.

Considering the significant estimates involved by the management and its complexity, we have considered it to be a Key audit matter.

## Description of Auditor's response:

Audit procedure included detailed review of rationale documented by the management for ascertaining useful life of intangible assets, basis of allocation of costs into different categories, basis of its amortization as per manner provided in note 2.5 and note 39 to the consolidated financial statements. In addition we also verified the industry practice, past trends, examined the transactions to ascertain that amortization is in accordance with the accounting policy. Based on the above work performed, no exceptions were noted.

- b. Revenue Recognition - the Holding Company (as described in note 2.8 and note 23 of the consolidated financial statements)

## Description of Key Audit Matter:

Revenue (as disclosed in note 23) from each stream of income is contracted uniquely based on number of factors. Costs incurred from conceptualisation onwards are typical to the industry and the company considering the uncertainty and measurability of eventual success of a project. There are often timing differences between when revenue/ cost invoice/incurred to when revenue/ cost is actually earned/ charged. The resultant bifurcation between accruals and deferrals are brought to account at each reporting date.

The accounting policies for revenue recognition are set out in note 2.8 to the consolidated financial statements. This is considered to be a key audit matter due to significance of revenue in the Statement of Profit and Loss and the complexity involved in the revenue cycle for determination of existence, accuracy and timing of revenue recognition.

## Description of Auditor's response:

Audit procedure relating to existence, accuracy and timing of revenue recognition included reading the terms and conditions of contracts relating to different classes of contracts, including but not limited to variation in the terms of the contracts, examination of transactions, cut off procedures to check that revenue is accrued in the correct accounting period, review of controls and analytical procedures covering revenue, direct costs and margins for different revenue streams were audited amongst other considerations. Based on the above work performed, no exceptions were noted.

- c. Advance for Content – the Holding Company (as described in note 7 and note 37(a) of advance written off of the consolidated financial statements)

## Description of Key Audit Matter:

Company carries out number of long term in-house content development projects for which it incurs costs for title registration, advances to writers/ actors and for finalizing cast, preshoot expenses, professional fees etc. These amounts have different ageing depending on the progress of each project. These costs are classified under a broad head as 'Advance for Content' amounting to ₹ 2,008.1 lakh as at March 31, 2022 which is a significant component of the Balance Sheet. Therefore, we have considered it to be a key audit matter.

## Description of Auditor's response:

Audit procedure included understanding from the technical team about its realizable value, its future viability and management contention to continue with the project including considerations for write off/ impairment based on future plans of the Company, considerations of trends in the country as well Global trends. Several considerations enter into evaluation as to continuance and viability of the various projects referred to above. We verify the existence of title in the name of the Company, the agreements, and the approval of management with respect to the amount written off based on future plans of the Company, obtaining confirmation for material amounts. Finally, the appropriateness and adequacy of the presentation and disclosure of Advance for Content in the financial statements was audited. Based on the above work performed, no exceptions were noted.

## Other Information

The Holding Company's Board of Directors is responsible for the other information. The Other information comprises the information included in the Chairman's Statement, Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Corporate Governance but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting

unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of the Group.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act based on the consideration of the Order reports issued till date by us, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.
2. As required by Section 143(3) of the Act, we report to the extent applicable 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 of the aforesaid consolidated financial statements.

- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of Group companies is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer note 35 to the consolidated financial statements.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
  - iv. I. To the best of our knowledge and belief, as disclosed in the note 45(g) (i) to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of its subsidiaries which are companies incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries, associates and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - II. To the best of our knowledge and belief, as disclosed in the note 45(g) (ii) to the accounts, no funds have been received by the Company or any of its subsidiaries which are companies incorporated in India from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries, associates and joint ventures shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - III. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations as provided under (a) and (b) above, contain any material misstatement.
- v. The group has not declared or paid any dividend during the year.

For BD Johkhar & Co.  
Chartered Accountants  
Firm Registration No: 104345W

Pramod Prabhudesai  
Partner  
Membership number 032992  
UDIN: 22032992AMDDAP4705

Place: Mumbai  
Date: May 6, 2022

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report on consolidated financial statements of even date)

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 Pritish Nandy Communications Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred as "the Group") as of March 31, 2022 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of Holding Company and its subsidiary companies 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 Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary companies which are companies incorporated in India, 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 Act, 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 judgement, including the assessment of the risks of material misstatement of the consolidated 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 internal financial controls system over financial reporting of the Holding Company and its subsidiary company's which are companies incorporated in India.

**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 consolidated 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 consolidated 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 consolidated 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 Holding Company and its subsidiaries, incorporated in India 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 March 31, 2022, 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.

For BD Jkhakar & Co.  
Chartered Accountants  
Firm Registration No: 104345W

Pramod Prabhudesai  
Partner

Place: Mumbai  
Date: May 6, 2022

Membership number 032992  
UDIN: 22032992AMDDAP4705



Particulars	Note no	(In ₹ lakh)	
		As at March 31, 2022	As at March 31, 2021
<b>I. ASSETS</b>			
Non-current assets			
a. Property, plant and equipment	3	231.68	146.24
b. Financial assets			
Other financial assets	4	543.68	881.82
c. Income tax assets (net)	5	175.61	73.44
d. Deferred tax assets	6	0.00	18.93
e. Other non-current assets	7	2,008.51	1,962.04
<b>Total non current assets</b>		<b>2,959.48</b>	<b>3,082.47</b>
Current assets			
a. Inventories	8	5,549.49	5,596.50
b. Financial assets			
i. Trade receivables	9	4.30	216.52
ii. Cash and cash equivalents	10	217.03	184.29
iii. Bank balances other than (ii) above	11	541.38	10.49
iv. Other financial assets	12	307.47	146.61
c. Current tax assets (net)	13	0.00	55.50
d. Other current assets	14	45.50	117.71
<b>Total current assets</b>		<b>6,665.17</b>	<b>6,327.62</b>
<b>TOTAL ASSETS</b>		<b>9,624.65</b>	<b>9,410.09</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a. Equity share capital	15	1,446.70	1,446.70
b. Other equity	16	6,142.89	6,179.79
Equity attributable to owners of holding company		7,589.59	7,626.49
Non controlling interest		0.11	0.10
<b>Total equity</b>		<b>7,589.70</b>	<b>7,626.59</b>
<b>LIABILITIES</b>			
Non-current liabilities			
a. Financial Liabilities			
Borrowings	17	124.58	0.17
b. Deferred tax liabilities (net)	18	1,103.12	1,117.56
<b>Total non current liabilities</b>		<b>1,227.70</b>	<b>1,117.73</b>
Current liabilities			
a. Financial liabilities			
i. Borrowings	19	11.18	203.34
ii. Trade payables	20		
Total outstanding dues of micro and small enterprises		5.67	4.25
Total outstanding dues of creditors other than micro and small enterprises		208.53	116.81
iii. Other financial liabilities	21	0.00	2.99
b. Other current liabilities	22	581.87	338.38
<b>Total current liabilities</b>		<b>807.25</b>	<b>665.77</b>
<b>Total liabilities</b>		<b>2,034.95</b>	<b>1,783.50</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>9,624.65</b>	<b>9,410.09</b>
Significant accounting policies	2		
Notes to accounts form an integral part of financial statements	1 to 49		

As per our report of even date attached  
For BD Jokhakar & Co.  
Chartered Accountants

Pramod Prabhudesai  
Partner  
Membership number 032992

Mumbai, May 6, 2022

For and on behalf of the Board of Directors

Pallab Bhattacharya  
Wholetime Director and CEO  
DIN 00008277

Kishor Palkar  
Chief Financial Officer  
Mumbai, May 6, 2022

Raghu Palat  
Director  
DIN 00311994

Santosh Gharat  
Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

 PRITISH NANDY COMMUNICATIONS LTD  
 THE 29TH ANNUAL REPORT AND ACCOUNTS 2022

**47**

Particulars	Note no	(In ₹ lakh)	
		For the year ended March 31, 2022	For the year ended March 31, 2021
<b>INCOME</b>			
I. Revenue from operations	23	4,470.58	774.96
II. Other income	24	38.98	91.85
III. Total income (I+II)		4,509.56	866.81
<b>IV. EXPENSES</b>			
Cost of content	25	3,935.14	607.01
Changes in inventories of content	26	47.01	76.39
Employee benefits expense	27	246.01	135.22
Finance costs	28	23.18	34.09
Depreciation and amortization expense	3	26.25	27.24
Advances written off	37	42.34	339.26
Other expenses	29	219.06	152.52
Total expenses (IV)		4,538.99	1,371.73
V. Profit/ (loss) before tax (III-IV)		(29.43)	(504.92)
<b>VI. Tax expense</b>			
Current tax		0.00	0.00
Deferred tax		4.49	(19.49)
Short/ (excess) provision for tax (earlier year)		0.00	(0.96)
Total tax expense (VI)		4.49	(20.45)
VII. Profit/ (Loss) for the year (V-VI)		(33.92)	(484.47)
<b>VIII. Profit/ (loss) is attributable to:</b>			
Owners of the company		(33.93)	(484.49)
Non-controlling interest		0.01	0.02
		(33.92)	(484.47)
<b>IX. Other comprehensive income</b>			
Items that will not be subsequently reclassified to profit or loss		(2.98)	3.10
Items that will be subsequently reclassified to profit or loss		-	-
Other comprehensive income, net of tax (IX)		(2.98)	3.10
<b>X. Other comprehensive income attributable to:</b>			
Owners of the company		(2.98)	3.10
Non-controlling interest		0.00	0.00
		(2.98)	3.10
XI. Total Comprehensive income for the period (VIII+IX)		(36.90)	(481.37)
<b>XII. Total Comprehensive income is attributable to :</b>			
Owners of the company		(36.91)	(481.39)
Non-controlling interest		0.01	0.02
		(36.90)	(481.37)
<b>XIII. Earnings per equity share (Face value of ₹ 10/-)</b>			
Basic and diluted	42	(0.23)	(3.35)
Significant accounting policies	2		
Notes to accounts form an integral part of financial statements	1 to 49		

 As per our report of even date attached  
 For BD Jokhakar & Co.  
 Chartered Accountants

For and on behalf of the Board of Directors

 Pramod Prabhudesai  
 Partner  
 Membership number 032992

 Pallab Bhattacharya  
 Wholetime Director and CEO  
 DIN 00008277

 Raghu Palat  
 Director  
 DIN 00311994

 Kishor Palkar  
 Chief Financial Officer  
 Mumbai, May 6, 2022

 Santosh Gharat  
 Company Secretary

Mumbai, May 6, 2022

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/ (loss) before taxes	(29.43)	(504.92)
Adjustment for		
Advances written off	42.34	339.26
Bad debts written off	23.72	0.23
Depreciation	26.25	27.24
Finance cost	23.18	34.09
Loss on sale of assets	11.95	0.33
Expected credit loss	3.19	5.25
Trade payable balances written back	(0.28)	(1.29)
Interest on fixed deposit	(34.10)	(62.18)
Operating profit before working capital changes	66.82	(161.99)
Adjusted for		
Other financial assets non current	292.61	(77.14)
Other non current assets	(46.47)	(61.77)
Trade receivables non current	0.00	(150.94)
Cinematic and television content	47.01	76.39
Trade receivables current	188.50	(197.51)
Other financial assets current	(160.86)	(99.14)
Bank balance other than cash and cash equivalent	(530.90)	460.21
Movement in tax assets	(46.67)	23.55
Other current assets	69.23	(91.76)
Trade payables current	93.42	76.27
Other financial liabilities current	(2.90)	(20.75)
Other financial liabilities non current	0.00	(31.62)
Other current liabilities current	243.51	(386.02)
Cash generated from operations before taxes paid	213.30	(642.22)
Direct taxes paid	0.00	0.00
Net cash from/ (used in) operating activities	213.30	(642.22)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment to acquire property, plant and equipment	(223.14)	(0.66)
Proceeds from sale of property, plant and equipment	99.50	0.13
Interest on fixed deposit	34.10	62.18
Net cash from/ (used in) investing activities	(89.54)	61.65
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from non current borrowings	135.83	
Repayment of non current borrowing	(0.84)	0.00
Repayment of current borrowing	(202.83)	(32.61)
Finance and other charges paid	(23.18)	(34.09)
Net cash from/ (used in) financing activities	(91.02)	(66.70)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	32.74	(647.27)
Cash and cash equivalents at the beginning of the financial year	184.29	831.56
Cash and cash equivalents at the end of the financial year	217.03	184.29
Significant accounting policies	2	
Notes to accounts form an integral part of financial statements	1 to 49	

## Notes:

- i. The above Consolidated Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Indian Accounting Standards) Rules, 2015 as amended.
- ii. Refer note 17.2 for a reconciliation of changes in liabilities arising from financing activities
- iii. Figures in brackets represents deductions/ outflows.
- iv. Previous year's figures have been regrouped wherever necessary.

As per our report of even date attached  
For BD Johkhar & Co.  
Chartered Accountants

Pramod Prabhudesai  
Partner  
Membership number 032992

Mumbai, May 6, 2022

For and on behalf of the Board of Directors

Pallab Bhattacharya  
Wholetime Director and CEO  
DIN 00008277

Kishor Palkar  
Chief Financial Officer  
Mumbai, May 6, 2022

Raghu Palat  
Director  
DIN 00311994

Santosh Gharat  
Company Secretary

A. EQUITY SHARE CAPITAL

Equity shares of face value of ₹ 10 each

(In ₹ lakh)

Year	Note no	Balance at the beginning of the reporting period	Prior period errors - restated figures	Changes in equity share capital during the period	Balance at the end of the reporting period
Financial Year 2020-21	15	1,446.70	0.00	0.00	1,446.70
Financial Year 2021-22	15	1,446.70	0.00	0.00	1,446.70

B. OTHER EQUITY

(In ₹ lakh)

Particulars	Reserves and surplus				Total other equity
	Capital reserve	Securities premium	General reserves	Retained earnings	
As at March 31, 2020*	0.37	6,719.59	220.98	(279.74)	6,661.20
Profit/ (loss) for the year ended March 31, 2020	0.00	0.00	0.00	(484.49)	(484.49)
Other comprehensive income	0.00	0.00	0.00	3.10	3.10
Non-controlling interest	0.00	0.00	0.00	0.02	0.02
Total comprehensive income for the year	0.00	0.00	0.00	(481.41)	(481.41)
As at March 31, 2021*	0.37	6,719.59	220.98	(761.15)	6,179.79
Profit/ (loss) for the year ended March 31, 2022	0.00	0.00	0.00	(33.93)	(33.93)
Other comprehensive income	0.00	0.00	0.00	(2.98)	(2.98)
Non-controlling interest	0.00	0.00	0.00	(0.01)	(0.01)
Total comprehensive income for the year	0.00	0.00	0.00	(36.90)	(36.90)
As at March 31, 2022	0.37	6,719.59	220.98	(798.05)	6,142.89

\* There are no changes in other equity due to prior period errors

Significant accounting policies

2

Notes to accounts form an integral part of financial statements

1 to 49

As per our report of even date attached  
For BD Jekhakar & Co.  
Chartered Accountants

For and on behalf of the Board of Directors

Pramod Prabhudesai  
Partner  
Membership number 032992

Pallab Bhattacharya  
Wholtime Director and CEO  
DIN 00008277

Raghu Palat  
Director  
DIN 00311994

Mumbai, May 6, 2022

Kishor Palkar  
Chief Financial Officer  
Mumbai, May 6, 2022

Santosh Gharat  
Company Secretary

## Corporate information

British Nandy Communications Limited ("the Holding Company") is a public Company incorporated and domiciled in India. The Holding Company has its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group").

It was one of the first media and entertainment Company to go public in the year 2000, when it was listed on India's two best known stock exchanges, Bombay Stock Exchange and National Stock Exchange. The registered office of the Company is situated at 87/88 Mittal Chambers, Nariman Point, Mumbai 400021.

The Company is engaged in the business of production and exploitation of content including cinematographic films, TV serials and Digital Series etc. for worldwide exploitation in all formats.

These consolidated financial statements for the year ended March 31, 2022 were approved for issue by the Board of Directors on May 6, 2022.

## 1. Basis of preparation

The principal accounting policies applied in the preparation of these Consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

## 1.1 Compliance with Ind AS

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as 'the Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The consolidated financial statements have been prepared on accrual and going concern basis.

## 1.2 Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis except for the following:

- i. Certain financial assets and liabilities that are measured at fair value
- ii. Defined benefit plans: plan assets measured at fair value

## 1.3 Rounding of amounts

The consolidated financial statements are presented in INR and all values are rounded to the nearest lakh, except when otherwise indicated.

## 1.4 Principles of Consolidation and equity accounting:

## i. Subsidiary companies

Subsidiary companies are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the Financial Statements of the parent and its subsidiary companies line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting Policies of subsidiary companies have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiary companies are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of changes in equity and Consolidated Balance Sheet respectively.

## ii. Changes in ownership interest

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interest in the subsidiary companies. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity. When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount for the purpose of subsequently accounting for the retained interest as an or financial asset. In addition, any amount previously recognised in Other Comprehensive Income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in Other Comprehensive Income are reclassified to the statement of consolidated profit and loss.

## 1.5 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies (Indian Accounting Standard) Amendment Rules, 2021 vide notification No. G.S.R. 419(E) dated June 18, 2021, which are applicable for annual period beginning on or after April 1, 2021.

## 1.6 Significant estimates, judgments and assumptions

The preparation of consolidated financial statements in conformity with Ind AS requires the management to make estimates, assumptions and exercise judgment in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the end of the consolidated financial statements and reported amounts of income and expenses during the year.

The management believes that these estimates are prudent and reasonable and are based on management's best knowledge of current events and actions. Actual results could differ from these estimates and difference between actual results and estimates are recognised in the period in which results are known or materialised.

Information about critical judgements in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- i. Measurement of defined benefit obligations
- ii. Measurement and likelihood of occurrence of contingencies
- iii. Recognition of deferred tax assets
- iv. Inventory valuation/ useful life of cinematic content

## 1.7 Current and non-current classification

Operating cycle of the Company is ascertained as twelve months as per the criteria set out in Division II of Schedule III of the Act. Accordingly, all assets and liabilities have been classified as current or non-current.

## 2. Significant accounting policies

## 2.1 Property, plant and equipment

All items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the carrying amount of asset or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance expenses are charged to the Statement of Consolidated Profit and Loss during the period in which they are incurred.

Spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment, if they are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes and are expected to be used during more than one period.

## Depreciation on property, plant and equipment

Depreciable amount for property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on property, plant and equipment is provided on the straight line method over the useful lives of assets as prescribed under para C of Schedule II of the Act.

Depreciation is calculated on a pro-rata basis from the date of acquisition/ installation till the date, the assets are sold or disposed off. Depreciation on improvement to leave and license premises is calculated over the period of leave and license.

The useful life is for the whole of the asset, except where cost of the part of the asset is significant to the total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part ("Component") is determined separately and the depreciable amount of the said Component is allocated on systematic basis to each accounting period during the useful life of the asset.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted if appropriate.

The carrying amount of an item of property, plant and equipment is de-recognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an item of property, plant and equipment on disposal is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the statement of profit and loss when the item is de-recognised.

## 2.2 Impairment of property, plant and equipment and intangible assets

The carrying amounts of the Group's property, plant and equipment and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If there are indicators of impairment, an assessment is made to determine whether the asset's carrying value exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Impairment is recognised in consolidated statement of profit and loss whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The recoverable amount is the higher of net selling price i.e. fair value less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current assessment of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the reversal of the previously recognised impairment loss is recognised in profit or loss section of the consolidated statement of profit and loss.

## 2.3 Leases

The Company has adopted Ind AS 116-Leases effective April 1, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognized on the date of initial application (April 1, 2019).

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease, if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

## As a lessee:

The Company's lease asset classes primarily consist of leases for premises. The Company, at the inception of a contract, assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- i. the contract involves the use of an identified asset
- ii. the Company has substantially all the economic benefits from use of the asset through the period of the lease and
- iii. the Company has the right to direct the use of the asset

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company shall use the incremental borrowing rate.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense over the lease term.

In the comparative period,

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments are recognised on straight line basis over the lease period in the consolidated statement of profit and loss account unless increase is on account of inflation.

There is no impact due to change in accounting standard as all leases entered by the Company are short-term leases that have a lease term of 12 months or less and leases of low-value assets. Accordingly, no additional disclosures are made.

#### 2.4 Cash and cash equivalents

Cash and cash equivalents in the consolidated balance sheet comprise cash at bank, cash in hand and short term deposit with original maturity up to three months, which are subject to insignificant risk of changes in value.

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above.

#### 2.5 Inventory

##### a. Cinematic content

The cinematic content has been valued on the following basis

- i. Incomplete cinematic content : at lower of allocated/ identified cost or net realizable value.
- ii. Abandoned cinematic content : at lower of cost or net realizable value.
- iii. Completed cinematic content : at lower of unamortized allocated cost as estimated by the management depending on the genre, nature and contents of the cinematic content or net realizable value.

The Company allocates cost of production amongst Global Theatrical Rights, Global Broadcasting Rights, Music Rights, Global Streaming Rights and Emerging Rights and IPR/ Residual Rights on an equitable basis.

Basis of amortisation of allocated costs:

##### i. Global theatrical rights:

1 <sup>st</sup> release	2 <sup>nd</sup> release	3 <sup>rd</sup> release
80%	10%	10%

##### ii. Global broadcasting rights:

1 <sup>st</sup> broadcast	2 <sup>nd</sup> broadcast	3 <sup>rd</sup> broadcast	4 <sup>th</sup> broadcast	5 <sup>th</sup> broadcast
50%	20%	10%	10%	10%

##### iii. Music rights: @ 100% on release.

##### iv. Global streaming rights and emerging platforms:

Amortized on the basis of percentage of revenue earned against the total expected revenue over the period of useful economic life.

##### v. IPR/ Residual rights: Carried forward till IPR survives and remains with the Company and has a remaining useful life as per management evaluation with a ceiling capped at 40 years.

Notes

- i. The production/ acquiring costs are amortised on the above basis by the Company. The production costs are revenue costs and are treated as such for the purposes of taxation.
- ii. No unamortized costs are retained once the entire rights in respect of the cinematic content are sold out on an outright basis.

##### b. Television content

The television content has been valued on the following basis

- i. Unexploited television content : at lower of average of allocated cost or net realizable value.
- ii. Unfinished television content : at lower of average of allocated cost or net realizable value.
- iii. Production property : at lower of allocated cost or net realizable value.

- iv. Exploited television content is amortised at lower of unamortized cost as estimated by the management on the following basis or net realizable value

Particulars	1 <sup>st</sup> Telecast	2 <sup>nd</sup> Telecast	3 <sup>rd</sup> Telecast	Residual Value
Entertainment content	50%	30%	15%	5%
Current affairs and news based content	95%	-	-	5%
Commissioned content	100%	-	-	-

No unamortised costs shall be carried forward beyond a period of 10 years.

Notes

- i. The Company amortises production costs in respect of television content once telecast and further retelecastable on the basis of the nature and contents of the television content and the expected number of telecast as per the chart depicted above.
- ii. The production costs are amortised as per the above referred policy followed by the Company.
- iii. The Company retains one copy of its own television content for record purpose.

#### 2.6 Financial instruments:

##### a. Financial Assets: Classification

The Group classifies its financial assets in the following measurement categories:

- i. Those to be measured subsequently at fair value (either through Other Comprehensive Income, or through profit or loss)
- ii. Those measured at amortised cost.

The classification depends on the business model of the Group for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Other Comprehensive Income or profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, method of recognition will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income.

##### b. Recognition and measurement

##### i. Initial recognition

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument. In the case of financial assets not recorded at fair value through profit or loss, financial assets are recognised initially at fair value plus, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the consolidated statement of profit and loss.

##### ii. Subsequent measurement

After initial recognition, financial assets are measured at

- i. Financial assets carried at amortized cost
- ii. Financial assets at fair value through other comprehensive income
- iii. Financial assets at fair value through profit and loss;

##### c. Debt instrument

Subsequent measurement of debt instruments depends on the Group's business model for managing the assets and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments

##### i. Measured at amortized cost

Financial assets that are held for collection of contractual cash flow where those cashflows represent solely payment of principal and interest are measured at amortised cost. Interest income from these financial assets is included in interest income using the Effective Interest Rate (EIR) method. The amortisation of EIR and loss arising from impairment, if any is recognised in the consolidated statement of profit and loss.

##### ii. Measured at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income (FVTOCI).

Fair value movements are recognised in the OCI. Interest income measured using the EIR method and impairment losses, if any, are recognised in the consolidated statement of profit and loss.

On de-recognition, cumulative gain/ (loss) previously recognised in OCI is reclassified from the equity to other income in the consolidated statement of profit and loss.

##### iii. Measured at Fair Value Through Profit or Loss (FVTPL).

A financial asset not classified as either amortised cost or FVTOCI, is classified as Fair Value through Profit or Loss (FVTPL). Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as other income in the consolidated statement of profit and loss.

## d. Equity instruments

The Group subsequently measures all investments in equity instruments at fair value. The management of the Group has elected to present fair value gains and losses on such equity investments in other comprehensive income, and there is no subsequent reclassification of these fair value gains and losses to the Consolidated Statement of Profit and Loss.

Dividends from such investments continue to be recognized in the consolidated statement profit or loss as other income when the right to receive payment is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the Consolidated Statement of Profit and Loss.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

## e. Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses (ECL) associated with its financial assets carried at amortised cost and FVTOCI. Note 44 details how the Group assesses the impairment losses.

For trade and lease receivable only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of such receivables.

## f. De-recognition of financial assets

A financial asset is de-recognised only when the Group

- i. has transferred the rights to receive cash flows from the financial asset or
- ii. retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised through statement of Profit and loss and other comprehensive income as applicable.

Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

## g. Financial liabilities

## i. Classification as debt or equity:

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

## ii. Initial recognition and measurement:

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value.

## iii. Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Consolidated Statement of Profit and Loss.

## iv. De-recognition:

A financial liability is de-recognised when the obligation specified in the contracts discharged, cancelled or expires.

## h. Off-setting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## 2.7 Borrowings and borrowing costs

## Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Consolidated Profit and Loss over the period of borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contracts discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and consideration paid, including non cash asset transferred or liabilities assumed, is recognised in the consolidated statement of profit or loss as other income/ (expense).

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

## Borrowing costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

## 2.8 Revenue recognition

The Company derives revenues primarily from sale of owned content and commissioned content/ web series.

Effective April 1, 2018, The Companies (Indian Accounting Standards) Amendment Rules, 2018 issued by the Ministry of Corporate Affairs (MCA) notified Ind AS 115 "Revenue from Contracts with Customers" related to revenue recognition which replaces all existing revenue recognition standards and provides a single, comprehensive model for all contracts with customers. The revised standard contains principles to determine the measurement of revenue and timing of when it is recognised.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised content to customers in an amount that reflects the consideration the Company expects to receive in exchange for those contents.

Performance obligation may be satisfied over time or at a point in time. Performance obligations satisfied over time if any one of the following criteria is met. In such cases, revenue is recognised over time:

- i. The customer simultaneously receives and consumes the benefits provided by the Company's performance; or
- ii. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- iii. The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

The following criteria are applied by the Company in respect of various components of revenue:

Content produced/ acquired	Criteria for revenue recognition
a. Commissioned content/ Web series	On the date of delivery of contracted deliverables/ on completion of performance obligation
b. Sponsored content	When the relevant content is delivered.
c. Cinematic content	
i. Under production	No income is recognised.
ii. Complete but not released	To the extent of so much of the estimated income on release as bears to the whole of the estimated income in the same proportion as the actual recoveries/ realisations/ confirmed contracts bear to the total expected realisations.
iii. Completed and released during the year	On release/ delivery of release prints except income, if any, already recognised as c (ii) above
iv. Complete but not released other than theatrical release	On the basis of contracts/ deal memo and delivery of deliverables.
d. Music rights	On its release or exploitation contract.
Other income	Revenue recognition
Interest income	On accrual basis, using the effective interest method for financial assets measured at amortized cost and at FVTOCI.

## 2.9 Income tax

Tax expense comprises of current and deferred tax.

## a. Current tax

Current tax is the amount of income tax payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current tax is recognized in the consolidated statement of profit and loss except to the extent that the tax relates to items recognized directly in other comprehensive income or directly in equity.

## b. Deferred tax

Deferred tax assets and liabilities are recognized using the balance sheet approach for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Consolidated financial statements except when the deferred tax arises from the initial recognition of an asset or liability that affects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable Company and the same taxation authority.

Deferred tax liabilities are not recognized for temporary differences between the carrying and tax bases of investment in subsidiary companies where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between carrying amount and tax bases of investments in subsidiary companies where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

c. Minimum alternate tax (MAT)

MAT paid in a year is charged to the consolidated statement of profit and loss as current tax. MAT credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, which is the period for which MAT credit is allowed to be carried forward. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.10 Earnings per share

Earnings per share (EPS) is calculated by dividing the net profit or loss attributable to the owners of Holding Company (excluding other comprehensive income) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the EPS is the net profit for the period and any attributed tax thereto for the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to owners of Holding Company is adjusted for after income tax effect of interest and other finance costs associated with dilutive potential equity shares and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.11 Foreign currency transactions

a. Functional and presentation currency

Items included in the consolidated financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('functional currency'). The consolidated financial statements of the Company are presented in Indian currency (INR), which is also the functional and presentation currency of the Company.

b. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Monetary items denominated in foreign currencies at the year-end are restated at closing rates.

Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain/ (loss).

Foreign exchange gain/ (loss) resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the consolidated statement of profit and loss, within finance costs. All other foreign exchange gain/ (loss) are presented in the consolidated statement of profit and loss on a net basis within other income/ (expense).

c. Group Companies:

The results and financial position of foreign operations none of which has the currency of hyper inflationary economy that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- i. assets and liabilities are translated at the closing rate at the date of that Balance Sheet
- ii. income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative)
- iii. all resulting exchange differences are recognised in other comprehensive income.

When a foreign operation is disposed, the associated exchange differences are reclassified to the Consolidated Statement of Profit or loss, as a part of gain/(loss) on sale. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.12 Employee benefits: Retirement and other employee benefits

a. Short-term employee benefits

All employee benefits are payable within 12 months of service such as salaries, wages, bonus, medical benefits etc. are recognised in the year in which the employees render the related service and are presented as current employee benefit obligations, termination benefits are recognised as and when expense is incurred. Short term employee benefits are provided at undiscounted amount during the accounting period based on service rendered by the employees. Compensation payable under voluntary retirement scheme is charged to the consolidated statement of profit and loss in the year of settlement.

b. Defined contribution plan

The Group's contributions paid or payable during the year to the provident fund are charged to the consolidated statement of profit and loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services.

c. Defined benefit plans

The Group contributes to Employees Group Saving Linked Insurance Scheme with Life Insurance Corporation of India to cover its liability towards employee gratuity. The expense is recognised at the present value of the amount payable determined using actuarial gratuity report.

Gratuity liability is a defined benefit obligation and is computed on the basis of present value of amount payable determined using actuarial valuation techniques as per projected unit credit method at the end of each financial year.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

It is recognized as an expense in the consolidated statement of profit and loss for the year in which the employee has rendered services.

d. Other long term employment benefits

Re-measurement cost of net defined benefit liability, which comprises of actuarial gain and losses, return on plan assets (excluding interest), and the effect of the asset ceiling (if any, excluding interest) are recognized in other comprehensive income in the period in which they occur. The Group does not have any policy for leave encashment.

2.13 Provisions, and contingent liabilities

The Group recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. Provisions are not recognized for future operating losses.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

2.14 Segment Reporting

Operating segments are reported in a manner consistent with the reporting provided to the chief operating decision maker. The chief operating decision maker of the Group consists of the Wholetime Director who assesses the financial performance and position of the Group, and makes strategic decisions. Refer note 40 for segment information presented.



## 3. PROPERTY, PLANT AND EQUIPMENT

(In ₹ lakh)

Particulars	Furniture and fixtures	Vehicles	Office equipment	Computer, printer and software	Total
Gross carrying value, at cost					
As at March 31, 2020	2.18	189.06	13.02	17.76	222.02
Additions during the year 2020-21	0.00	0.00	0.66	0.00	0.66
Disposal/ transfer during the year 2020-21	0.00	0.00	0.00	9.19	9.19
As at March 31, 2021	2.18	189.06	13.68	8.57	213.49
Additions during the year 2021-22	0.00	208.06	11.85	3.23	223.14
Disposal/ transfer during the year 2021-22	0.00	171.15	1.28	0.00	172.43
As at March 31, 2022	2.18	225.97	24.25	11.80	264.20
Accumulated depreciation/ amortisation					
As at March 31, 2020	1.17	29.36	5.49	12.72	48.74
Charges for the year 2020-21	0.21	22.45	2.31	2.27	27.24
Disposal/ transfer during 2020-21	0.00	0.00	0.00	8.73	8.73
As at March 31, 2021	1.38	51.81	7.80	6.26	67.25
Charges for the year 2021-22	0.21	20.88	3.29	1.87	26.25
Disposal/ transfer during 2021-22	0.00	60.77	0.21	0.00	60.98
As at March 31, 2022	1.59	119.92	10.88	8.13	32.52
Net book value					
As at March 31, 2021	0.80	137.25	5.88	2.31	146.24
As at March 31, 2022	0.59	214.05	13.37	3.67	231.68

## 4. OTHER FINANCIAL ASSETS

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
a. Investment in term deposit with bank (with remaining maturity of more than twelve months)	207.00	516.00
b. Security deposits for utilities and premises	1.05	27.00
c. Others (Refer note 35(b))	338.82	338.82
Provision for expected credit loss	(3.19)	0.00
Total	543.68	881.82

## 5. INCOME TAX ASSETS (NET)

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Income tax	175.61	73.44
Total	175.61	73.44

## 6. DEFERRED TAX ASSETS

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Unabsorbed business loss	0.00	3.42
Unabsorbed depreciation	0.00	15.51
Total	0.00	18.93

\*Refer note 38(c) of financial statement and 2.9 (b) of accounting policies for method of valuation

## 7. OTHER NON-CURRENT ASSETS

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Advances other than capital advances		
Other advances		
a. Balance with government authority	0.40	0.40
Total(a)	0.40	0.40
b. Advance for content (refer note 37(a))	2,008.11	1,961.64
Total(b)	2,008.11	1,961.64
Total (a + b)	2,008.51	1,962.04

## 8. INVENTORIES

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Cinematic and television content		
Unamortised content	3,921.98	4,058.69
Unexploited content	1,597.51	1,507.81
Unfinished content	30.00	30.00
Total	5,549.49	5,596.50

Refer note 39 of financial statement and 2.5(a) and (b) of accounting policies for method of valuation

## 9. TRADE RECEIVABLES

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good	4.30	216.52
Unsecured, considered credit impaired	0.00	5.25
Less: Provision of expected credit loss	0.00	(5.25)
Total	4.30	216.52

9.1 For F.Y. 2021-22

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	
i. Undisputed trade receivables – considered good	0.00	4.30	0.00	0.00	0.00	0.00	4.30
ii. Undisputed trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iii. Undisputed trade receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iv. Disputed trade receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00
v. Disputed trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
vi. Disputed trade receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	4.30	0.00	0.00	0.00	0.00	4.30

There are no unbilled receivable as at year ended March 31, 2022.

9.2 For F.Y. 2020-21

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	
i. Undisputed trade receivables – considered good	0.00	195.52	0.00	0.00	0.00	21.00	216.52
ii. Undisputed trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iii. Undisputed trade receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	5.25	5.25
iv. Disputed trade receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00
v. Disputed trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
vi. Disputed trade receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Less: provision for expected credit loss	0.00	0.00	0.00	0.00	0.00	(5.25)	(5.25)
Total	0.00	195.52	0.00	0.00	0.00	21.00	216.52

There are no unbilled receivable as at year ended March 31, 2021.

## 10. CASH AND CASH EQUIVALENTS

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
a. Balances with banks		
Fixed deposits with maturity less than three months	4.51	97.75
In current accounts	212.41	86.50
b. Cash on hand	0.11	0.04
Total	217.03	184.29

## 11. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
a. Bank deposits with original maturity of more than three months but less than twelve months	541.38	10.39
b. Balances with banks (non-operative)	0.00	0.10
Total	541.38	10.49

12. OTHER FINANCIAL ASSETS

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
a. Bank deposits with original maturity of more than three months but remaining maturity less than twelve months	0.00	95.30
b. Security deposits for utilities and premises	27.96	0.96
c. Income accrued	216.72	7.72
d. Others advances	62.79	42.63
<b>Total</b>	<b>307.47</b>	<b>146.61</b>

13. CURRENT TAX ASSETS (NET)

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Income tax	0.00	55.50
<b>Total</b>	<b>0.00</b>	<b>55.50</b>

14. OTHER CURRENT ASSETS

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Advances other than capital advances		
a. Other advances	0.16	3.54
b. Balances with government authorities	5.31	25.50
c. Prepaid expense	10.63	6.61
d. Advances for ongoing projects	29.40	82.06
<b>Total</b>	<b>45.50</b>	<b>117.71</b>

15. EQUITY SHARE CAPITAL

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Authorised shares		
20,000,000 (PY: 20,000,000) Equity shares of ₹10 each	2,000.00	2,000.00
<b>Total</b>	<b>2,000.00</b>	<b>2,000.00</b>
Issued, subscribed and fully paid		
14,467,000 (PY: 14,467,000) Equity shares of ₹10 each	1,446.70	1,446.70
<b>Total</b>	<b>1,446.70</b>	<b>1,446.70</b>

15.1 Reconciliation of shares

Reconciliation of number of shares (Equity)	(In ₹ lakh, except number of shares data)			
	As at March 31, 2022		As at March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
Number of shares outstanding as at the beginning of the year	14,467,000	1,446.70	14,467,000	1,446.70
Number of shares outstanding as at the end of the year	14,467,000	1,446.70	14,467,000	1,446.70

15.2 Rights, preferences, restrictions of equity shares

The Company has only one class of equity shares having a face value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. The equity shares are entitled to dividend proposed by Board of Directors subject to approval of the share holders in the Annual General Meeting except in case of interim dividend. In the event of liquidation of the Company, holder of equity shares are entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to their share holding.

15.3 Shareholders holding more than 5 per cent of total equity shares of company

Name of the shareholders	As at March 31, 2022		As at March 31, 2021	
	Number of shares	% held	Number of shares	% held
Pritish Nandy	3,043,638	21.04	3,043,638	21.04
Ideas.com India Pvt Ltd	2,337,475	16.16	2,337,475	16.16
Artinvest India Pvt Ltd	1,608,978	11.12	1,608,978	11.12
Bharati K Morarka	1,495,659	10.34	0	0.00
Kamal M Morarka	0	0.00	1,495,659	10.34

15.4 As per the records of the Company, including its register of shareholders/ members & other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Promoter's shareholdings

Promoter name	Shares held by Promoters at the end of the year		Shares held by Promoters at the beginning of the year		% change during the year
	Number of shares	% of total shares	Number of shares	% of total shares	
Pritish Nandy	3,043,638	21.04	3,043,638	21.04	0.00
Rina Nandy	625,000	4.32	625,000	4.32	0.00
Rangita Nandy	193,500	1.34	193,500	1.34	0.00
Ishita Nandy	125,610	0.87	125,610	0.87	0.00
Ideas.com India Pvt Ltd	2,337,415	16.16	2,337,415	16.16	0.00
Artinvest India Pvt Ltd	1,608,978	11.12	1,608,978	11.12	0.00
	7,934,141	54.84	7,934,141	54.84	-

16. OTHER EQUITY

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Capital reserve		
Balance at beginning of the year	0.37	0.37
Balance at the end of the year	0.37	0.37
Securities premium		
Balance at beginning of the year	6,719.59	6,719.59
Balance at the end of the year	6,719.59	6,719.59
General reserves		
Balance at beginning of the year	220.98	220.98
Balance at the end of the year	220.98	220.98
Retained earnings		
Balance at the beginning of the year	(761.15)	(279.74)
Add: profit/ (loss) for the year	(33.93)	(484.49)
Add: other comprehensive income	(2.98)	3.10
Add:- share of non-controlling interest	0.01	0.02
Balance at the end of the year	(798.05)	(761.15)
<b>Total</b>	<b>6,142.89</b>	<b>6,179.79</b>

Nature and purpose:

- Capital reserve  
This represents profit earned by the Company before receipt of incorporation certificate.
- Securities premium  
Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- General reserve  
General reserve represents the amount appropriated out of retained earnings pursuant to the earlier provisions of Companies Act, 1956.
- Retained earnings  
Retained earnings are the profits/ losses that company has earned/ incurred till date, as reduced by transfer to reserves, dividend or other distribution paid to the share holders and transfer from/ to OCI.

17. BORROWINGS

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Term loans		
From other than banks		
a. Loan from Kotak Mahindra Prime Ltd	0.00	0.17
Secured against the hypothecation of vehicles		
b. Loan from BMW Financial Services	35.81	0.00
Secured against the hypothecation of vehicles.		
b. Loan from Daimler Financial Services	88.77	0.00
Secured against the hypothecation of vehicles.		
<b>Total</b>	<b>124.58</b>	<b>0.17</b>

## 17.1 Terms of repayment in respect of borrowings as referred in Note 17 and 19

Particulars	No. of Instalments	Rate of Interest	EMI (in ₹ lakh)	Amount outstanding as on March 31, 2022 (in ₹ lakh)	Payable Upto
a. Kotak Mahindra Prime Ltd					
Loan 1	36	9.22%	0.18	0.52	June-2022
Loan 2	36	9.22%	0.13	0.26	May-2022
b. BMW Financial Services	36	8.99%	0.73	41.16	January-2025
c. Daimler Financial Services					
Loan 1	36	7.91%	0.57	52.07	April-2025
Loan 2	36	7.72%	0.49	41.76	April-2025

## 17.2 Amendment to Ind AS 7

Amendment to Ind AS 7 effective from April 1, 2017 require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet disclosure requirement. Accordingly, the company has given the said disclosure as below:

(In ₹ lakh)

Particulars	Note number	Opening balance as on April 1, 2021	Financing Cash flow changes	Non Cash flow changes		Closing balance as on March 31, 2022
				Effect of changes in foreign exchange rates	Effect of effective interest rate and others	
Non-current liabilities						
Borrowings	17	0.17	124.41	0.00	0.00	124.58
Current liabilities						
Borrowings	19	203.34	(192.16)	0.00	0.00	11.18
Interest expense and other borrowing costs	28		23.18	0.00	0.00	23.18
Interest expense and other borrowing costs paid			(23.18)	0.00	0.00	(23.18)
Total		203.51	(67.75)	0.00	0.00	135.76

## 18. DEFERRED TAX LIABILITIES (NET)

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred tax liabilities		
Depreciation on property, plant and equipment	(9.89)	(7.67)
Total (A)	(9.89)	(7.67)
Reversal of deferred tax (assets)/ liabilities		
Unamortised content	1,113.01	1,125.23
Total (B)	1,113.01	1,125.23
Total (A+B)	1,103.12	1,117.56

## 19. BORROWINGS

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Secured		
Loans repayable on demand		
From banks*	0.00	104.99
(Exclusive charge on all current assets and movable fixed assets, both present and future)		
From Non Banking Finance Company	11.18	98.35
(Secured against the hypothecation of vehicles)		
Total	11.18	203.34

\*Refer note 17.1 and 17.2 of notes to the consolidated financial statements

## 20. TRADE PAYABLES

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Total outstanding dues to micro and small enterprises*	5.67	4.25
Total outstanding dues to creditors other than micro and small enterprises	208.53	116.81
Total	214.20	121.06

\*Refer note 33 of notes to the consolidated financial statements for Micro, Small and Medium Enterprises disclosures

## 20.1 For F.Y. 2021-22

(In ₹ lakh)

Particulars	Unbilled dues	Outstanding for following periods from due date of payment					Total
		Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues to micro enterprises and small enterprises	5.43	5.67	0.00	0.00	0.00	0.00	5.67
Total outstanding dues to creditors other than micro enterprises and small enterprises	98.08	194.28	4.72	4.03	4.93	0.57	208.53
Total	103.51	199.95	4.72	4.03	4.93	0.57	214.20

## 20.2 For F.Y. 2020-21

(In ₹ lakh)

Particulars	Unbilled dues	Outstanding for following periods from due date of payment					Total
		Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues to micro enterprises and small enterprises	4.03	4.25	0.00	0.00	0.00	0.00	4.25
Total outstanding dues to creditors other than micro enterprises and small enterprises	109.33	105.93	8.48	2.10	0.00	0.30	116.81
Total	113.36	110.18	8.48	2.10	0.00	0.30	121.06

## 21. OTHER FINANCIAL LIABILITIES

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured		
Others	0.00	2.99
Total	0.00	2.99

## 22. OTHER CURRENT LIABILITIES

(In ₹ lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
a. Revenue received in advance	195.00	0.00
b. Other advances	11.54	11.25
c. Others		
i. Statutory dues	42.77	36.12
ii. Gratuity liability	1.95	0.00
iii. Amount payable for projects and assignments	330.61	291.01
Total	581.87	338.38

## 23. REVENUE FROM OPERATION

(In ₹ lakh)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Sale of owned content	156.86	100.22
Commission	3.75	0.00
Income from commissioned content/ web series	4,309.97	674.74
Total	4,470.58	774.96

## 23.1 Revenue from contract with customer disaggregated based on geography.

(In ₹ lakh)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Domestic	4,463.22	750.24
Export	7.36	24.72
Total	4,470.58	774.96

## 23.2 Revenue recognised from Contract liability (advances from customers)

(In ₹ lakh)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Closing contract liability	0.00	328.45
Total	0.00	328.45

## 24. OTHER INCOME

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
a. Interest income	38.32	72.58
b. Miscellaneous income	0.66	19.27
<b>Total</b>	<b>38.98</b>	<b>91.85</b>

## 25. COST OF CONTENT

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Cost of the content	3,935.14	607.01
<b>Total</b>	<b>3,935.14</b>	<b>607.01</b>

## 26. CHANGES IN INVENTORIES OF CONTENT

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening balance		
Unamortised content	4,058.69	4,138.03
Unexploited content	1,507.81	1,504.86
Unfinished content	30.00	30.00
<b>Total opening balance (A)</b>	<b>5,596.50</b>	<b>5,672.89</b>
Closing balance		
Unamortised content	3,921.98	4,058.69
Unexploited content	1,597.51	1,507.81
Unfinished content	30.00	30.00
<b>Total closing balance (B)</b>	<b>5,549.49</b>	<b>5,596.50</b>
<b>Net (increase)/ decrease (A-B)</b>	<b>47.01</b>	<b>76.39</b>

## 27. EMPLOYEE BENEFITS EXPENSE

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries	242.89	132.84
Contribution to gratuity fund	3.12	2.38
<b>Total</b>	<b>246.01</b>	<b>135.22</b>

## 28. FINANCE COSTS

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expense	16.38	26.54
Other borrowing costs	6.80	7.55
<b>Total</b>	<b>23.18</b>	<b>34.09</b>

## 29. OTHER EXPENSES

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Auditor's remuneration (refer note 43)	7.48	5.45
Bad debts written off	23.72	0.23
Business promotion expenses	5.95	12.14
Communications expenses	0.96	1.09
Contract service expenses	14.27	19.35
Conveyance and motor car expenses	36.39	13.94
Directors' sitting fees	12.40	12.00
Insurance	3.62	4.17
Interest on statutory dues	0.00	3.00
Legal and professional expenses	9.50	13.83
Loss on sale of assets	11.95	0.33
Rent	51.89	39.66
Traveling expenses	0.86	0.69
Establishment and administrative expenses	40.07	26.64
<b>Total</b>	<b>219.06</b>	<b>152.52</b>

## 30. CONTINGENT LIABILITIES

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Contingent liabilities		
Claims against the Company not acknowledged as debts in respects of:		
a. VAT liability*	2.85	2.85
b. GST liability*	35.22	0.00
<b>Total</b>	<b>38.07</b>	<b>2.85</b>

\*The above matters are currently being considered by the tax authorities and the Company expects the outcome will be in its favour and has therefore, not recognised the provision in relation to these claims. Future cash outflow in respect of above will be determined only on receipt of judgement/ decision pending with tax authorities.

## 31. EMPLOYEE BENEFITS

## Defined Benefit Plan

Group gratuity liability is recognised on the basis of gratuity report provided by Actuary.

The disclosures as required under the Indian Accounting Standard (Ind AS 19) in respect of gratuity, is as follows:-

Every employee is entitled to a benefit equivalent to 15 days salary drawn for each completed year of service in line with the Payment of Gratuity Act, 1972 or Company scheme, whichever is beneficial. The same is payable at the time of separation from the company or retirement, whichever is earlier. The benefits vest after five years of continuous service

## a. Expenses recognised in statement of profit or loss

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Current service cost	3.34	2.53
Net interest cost	(0.22)	(0.15)
<b>Total</b>	<b>3.12</b>	<b>2.38</b>

## b. Expenses recognised in other comprehensive income (OCI)

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Actuarial (gains)/ losses on obligation for the period	3.44	(3.24)
Return on plan assets excluding interest income	(0.46)	0.14
<b>Total</b>	<b>2.98</b>	<b>(3.10)</b>

## c. Reconciliation of defined benefit obligation

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Defined benefit obligation at the beginning of the year	84.01	79.30
Current service cost	3.34	2.53
Interest cost	5.71	5.42
Actuarial (gain)/ loss due to change in demographic assumption	(0.09)	0.00
Actuarial (gain)/ loss due to change in financial assumptions	(2.42)	0.19
Actuarial (gain)/ loss on obligation - Due to experience adjustments	5.95	(3.43)
<b>Defined benefit obligation at the end of year</b>	<b>96.50</b>	<b>84.01</b>

## d. Reconciliation of plan assets:

Particulars	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Fair value of plan assets at the beginning of the year	87.23	81.50
Interest income	5.93	5.57
Employers contribution	0.93	0.30
Return on plan assets, excluding interest income	0.46	(0.14)
<b>Fair value of plan assets at the end of the year</b>	<b>94.55</b>	<b>87.23</b>

## e. Net asset/ (liability) recognised in the Balance Sheet

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Present value of defined benefit obligation (DBO)	(96.50)	(84.01)
Fair value of plan assets	94.55	87.23
Net asset/ (liability)	(1.95)	3.22

## f. The significant actuarial assumptions were as follows:

Actuarial assumption	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Discount rate	6.80%	6.80%
Attrition rate	2%	2%
Salary escalation rate	7%	7%
Rate of return on plan assets	6.80%	6.80%

## Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined benefit obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

Sensitivity analysis	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Defined benefit obligation on current assumptions	96.50	84.01
Delta effect of +1% change in rate of discounting	(4.88)	(4.47)
Delta effect of -1% change in rate of discounting	5.58	5.12
Delta effect of +1% change in rate of salary increase	2.12	1.55
Delta effect of -1% change in rate of salary increase	(1.89)	(2.01)
Delta effect of +1% change in rate of employee turnover	1.86	1.50
Delta effect of -1% change in rate of employee turnover	(2.03)	(1.65)

## Note

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There were no changes in the methods and assumptions used in preparing the sensitivity analysis from prior year.

## Maturity analysis of the benefit payments: from the fund

Projected benefits payable in future years from the date of reporting	(In ₹ lakh)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
1 <sup>st</sup> following year	40.32	35.36
2 <sup>nd</sup> following year	2.05	1.67
3 <sup>rd</sup> following year	2.98	1.74
4 <sup>th</sup> following year	2.14	2.39
5 <sup>th</sup> following year	2.20	1.83
Sum of years 6 To 10	33.61	29.88
Sum of years 11 and above	81.27	67.01

## Notes

Gratuity is payable as per entity's scheme as detailed in the report.

Actuarial gains/ losses are recognized in the period of occurrence under Other Comprehensive Income (OCI). All above reported figures of OCI are gross of taxation.

Salary escalation and attrition rate are considered as advised by the entity; they appear to be in line with the industry practice considering promotion and demand & supply of the employees.

Maturity Analysis of Benefit Payments is undiscounted cashflows considering future salary, attrition and death in respective year for members as mentioned above.

Average Expected Future Service represents Estimated Term of Post - Employment Benefit Obligation.

Where weights are derived from the present value of each cash flow to the total present value.

Any benefit payment and contribution to plan assets is considered to occur end of the year to depict liability and fund movement in the disclosures.

Value of asset provided by the entity is not audited by us and the same is considered as unaudited fair value of plan asset as on the reporting date.

In absence of specific communication as regards contribution by the entity, expected contribution in the next year is considered as the sum of net liability/ assets at the end of the current year and current service cost for next year, subject to maximum allowable contribution to the Plan Assets over the next year as per the Income Tax Rules.

## QUALITATIVE DISCLOSURE

## Para 139(a) Characteristics of defined benefit plan

The entity has a defined benefit gratuity plan in India (funded). The entity's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund.

The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

## Para 139(b) Risks associated with defined benefit plan

Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

**Interest rate risk:** A fall in the discount rate which is linked to the Government Securities Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

**Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

**Investment risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

**Asset Liability Matching (ALM) risk:** The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

**Mortality risk:** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**Concentration risk:** Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

## Para 139(c) Characteristics of defined benefit plans.

During the year, there were no plan amendments, curtailments and settlements.

## Para 147(a) Trust fund and contribution thereto

A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962.

## 32. RELATED PARTY DISCLOSURES

Details relating to related parties/ persons and description of relationship are as under

Name of the related party	Description of relationship
a. Key Management Personnel	
i. Pallab Bhattacharya	Wholtime Director and CEO
ii. Rangita Pritish Nandy	Wholtime and Creative Director
iii. Kishor Palkar	Chief Financial Officer
iv. Santosh Gharat	Company secretary
b. Non-executive Directors and their relatives	
i. Pritish Nandy	Non Executive Chairman
ii. Rina Pritish Nandy	Non Executive Director
iii. Udayan Bose	Non Executive, Independent Director (till January 7, 2021)
iv. Raghu Palat	Non Executive, Independent Director
v. Neerja Shah	Non Executive, Independent Director (from February 23, 2022)
vi. Hema Malini	Non Executive, Independent Director (till June 30, 2021)
vii. Pradeep Guha	Non Executive, Independent Director (till August 21, 2021)
viii. Sunil Alagh	Non Executive, Independent Director (from April 6, 2021)
ix. Karan Ahluwalia	Non Executive, Independent Director (from April 6, 2021)
x. Ishita Pritish Nandy	Daughter of Non Executive Chairman
c. Close family members of Key Management Personnel	
Rina Pritish Nandy	Mother of Rangita Nandy
Pritish Nandy	Father of Rangita Nandy
Ishita Pritish Nandy	Sister of Rangita Nandy

Details of transactions between the company and other related parties as disclosed below

Nature of Relation	Nature of transaction	(In ₹ lakh)	
		For the year ended March 31, 2022	For the year ended March 31, 2021
Key management personnel and Directors	Remuneration/ reimbursement	100.73	65.48
	Balance outstanding as at year end receivable/ (payable)	(10.07)	(8.71)
Non-executive directors and their relatives	Remuneration/ reimbursement/ sitting fees	54.15	36.50
	Professional fees	84.00	61.60
	Balance outstanding at year end receivable/ (payable)	(334.09)	(293.94)

Transactions with related parties have been done at arm's length and are in the ordinary course of business.

33. Micro, Small and Medium Enterprises

The details given below are based on the information received from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. This information has been relied upon by the auditor.

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
a. The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	5.67	4.25
b. The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	NIL	NIL
c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
d. The amount of interest accrued and remaining unpaid at the end of each accounting year;	NIL	NIL
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL

34. Operating Leases:(Lessee)

- The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. All leases of the Company are short-term in nature and therefore no additional disclosure is provided as per Ind AS – 116.
- The total of future minimum sublease payment expected to be received under non – cancellable subleases at the end of reporting period is nil.
- Lease payments recognised as an expense in the period in which it is incurred.

35. Legal Proceedings

- The legal proceedings initiated by the Company for the recovery of an advance of ₹ 150 lakh which was given against the Music, Asian and Indian Satellite rights of a film, where the Company has lien over the exploitation of the said rights. The management of the Company considers the same as good and fully recoverable. Legal opinion obtained by the Company supports this. Auditors have relied on the opinion and consequently no provision has been made in the accounts at this stage.
- The Company had received an award of ₹ 3.52 crore plus interest of ₹ 35 lakh in its favour in the arbitration filed against White Feather Films (Proprietor Sanjay Gupta). White Feather Films has gone in appeal against the award and was directed to deposit an amount of ₹ 3 crore by the Bombay High Court, which they failed to do. The Company has filed a petition for execution of the arbitration award. The Bombay High Court has restrained Sanjay Gupta from disposing of, encumbering, alienating, transferring, and parting with the possession of or creating any third party rights or interest in his 3 properties in Pune and Khandala valued at ₹ 12 crore. The advance of ₹ 3.17 crore is therefore considered as fully recoverable.

36. All known liabilities have been provided in the books of account. Legal proceeding related to dispute in respect of compliance and performance of the conditions of the license for the use of the premises from where Moksh zip was operating are ongoing between the company (PNC Wellness Limited) and the licensor of the premises. The licensor is claiming ₹ 90.25 lakhs being compensation from April 1, 2012 till November 10, 2013 in a suit filed with the small causes court, Mumbai. The company has filed a suit in the Bombay High Court for compensation for an amount of ₹ 170.53 lakhs on the grounds that the leave and license agreement stands vitiated by fraud by the licensor and be declared void ab initio and that the same is not enforceable against or binding upon the company. Pending the outcome of the aforesaid legal proceedings the impact on the financial statements of the company cannot be ascertained.

- The Company has written off an amount of ₹ 42.34 lakh (included under advance for content in note 7) incurred on developing content that is not viable in post pandemic scenario.
- It has also written off an amount of ₹ 23.72 lakh on account of unpaid debtors who has discontinued its operation.

c. The long-standing disputes with Prasar Bharati which have been in arbitration, was settled in last financial year and the Company had received the settlement amount in January 2021. After adjusting what the Company has received and what was due to Prasar Bharati on account of past telecast fees, ₹ 3.39 crore has been written off during financial year 2020-2021.

38. a Reconciliation of tax expense

Particulars	(In ₹ lakh)	
	For year ended March 31, 2022	For year ended March 31, 2021
i. Income tax expenses		
Current tax- In respect of the current year	0.00	0.00
Adjustments for current tax of prior periods	0.00	(0.96)
Deferred tax- In respect of the current year	4.49	(19.49)
<b>Total</b>	<b>4.49</b>	<b>(20.45)</b>
ii. Income tax recognised in other comprehensive income		
Remeasurements of the defined benefit plans	0.00	0.00
<b>Total income tax expense recognised in the year (i + ii)</b>	<b>4.49</b>	<b>(20.45)</b>

b. A reconciliation between statutory income tax rate applicable to the Company and the effective income tax rate is as follows

Particulars	(In ₹ lakh)	
	For year ended March 31, 2022	For year ended March 31, 2021
Current tax as per regular working		
Net profit before tax	(29.43)	(504.92)
Effective tax rate applicable to the Company	26%	26%
Tax amount as per the enacted income tax rate	0.00	0.00
Add: income tax on expenses not deductible in determining taxable profits	0.00	0.00
Less: income tax of allowances/ deductibles	0.00	0.00
Less: income tax of setoff of brought forward losses	0.00	0.00
<b>Net current tax</b>	<b>0.00</b>	<b>0.00</b>
Current tax as per Minimum Alternative Tax		
Net profit after tax	(33.92)	(484.48)
Effective tax rate applicable to the Company	15.60%	15.60%
Tax amount as per the enacted income tax rate	0.00	0.00
Add: income tax on expenses not deductible in determining taxable profits	0.00	0.00
Less: income tax of allowances/ deductibles	0.00	0.00
Add: Excess provision of current year	0.00	0.00
<b>Net current tax</b>	<b>0.00</b>	<b>0.00</b>
Incremental deferred tax liabilities on account of change in property, plant and equipment	(2.22)	1.14
Reversible of deferred tax liabilities on account of change in inventories	(12.22)	(20.63)
Deferred tax written off	18.93	0.00
Less: Excess provision of tax (earlier year)	0.00	(0.96)
<b>Total tax expense</b>	<b>4.49</b>	<b>(20.45)</b>

c. Deferred tax assets.

"PNC Wellness Ltd" (wellness segment).

Considering there is no revenue in current financial year and unlikely to generate revenue in near future, deferred tax asset of ₹ 18.93 lakh is written off.

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Unabsorbed depreciation and business loss	0.00	18.93
<b>Total</b>	<b>0.00</b>	<b>18.93</b>

d. Deferred tax liability

Deferred tax liability as at March 31, 2022.

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Depreciation on property, plant, and equipment	(9.89)	(7.67)
Unamortised content	1,113.01	1,125.23
<b>Total</b>	<b>1,103.12</b>	<b>1,117.56</b>

e. Reconciliation of deferred tax assets/ (liabilities) net

Particulars	(₹ In lakhs)	
	As at March 31, 2022	As at March 31, 2021
Opening balance	(1,117.56)	(1,137.05)
Adjustment	0.00	0.00
Deferred tax (charge)/ credit recognised in:		
Deferred tax assets written off	18.93	0.00
Statement of profit and loss	(4.49)	19.49
<b>Total</b>	<b>(1,103.12)</b>	<b>(1,117.56)</b>

## 39. INVENTORIES

- a. During the year, Company has reviewed its accounting estimate in respect of cost of content and amortization and revised it.

The Company has revised the accounting estimate and taken the useful life of its audio-visual entertainment content as 40 years considering the following:

- The economic useful life of content post digitisation.
- New avenues of content exploitation with the emergence of new technologies.
- Long tail realisations from the library of produced content.
- Increased reach of Indian content in new and existing global markets.
- Increased scope of content exploitation in many new ways and languages as well as through multiple exploitation of content IPRs.
- The continuing exploitation of the PNC library on existing platforms.

News-based content as well as content being produced currently for international streaming platform on commissioned basis will continue to be 100% written off on exploitation as per the current practice.

During the year the Company has amortised ₹ 47.01 lakh against the revenue earned from exploitation of streaming rights of its existing library.

- b. The details of cinematic and television content is as under

(In ₹ lakh)			
	Cinematic content	Television content	Total
Gross carrying amount as at April 1, 2021	20,825.86	11,127.60	31,953.46
Add: Additions during the year 2021-22	0.00	0.00	0.00
Total	20,825.86	11,127.60	31,953.46
Less: Amortised up to March 31, 2021	15,520.76	10,836.20	26,356.96
Amortised during the year 2021-22	47.01	0.00	47.01
Total amortised	15,567.77	10,836.20	26,403.97
Net carrying amount as at March 31, 2022	5,258.09	291.40	5,549.49

There is no individual content that is material to the financial statements of the Company as a whole.

There is no content whose title is restricted. The content is pledged to Yes Bank Ltd as security for working capital overdraft facility of ₹ 200.00 lakh as at March 31, 2022.

The total cost of content as at March 31, 2022 is ₹ 5,549.49 lakh. Based on a review of estimates of future realisations taken as a whole, the management is of the view that future recoverable amount from content rights to be more than its carrying unamortised cost of content. Hence, no impairment/ write down is considered necessary on this account.

## 40. SEGMENT REVENUE AND RESULTS

The Parent company and one subsidiary 'PNC Digital Ltd' operates only in one segment i.e. 'Content' but other subsidiary 'PNC Wellness Ltd' is operates in 'Wellness' segment. The groups reportable segments under Ind AS 108 are 'content' and 'wellness'.

## Segment revenue and results

The following is an analysis of the Company's revenue and results from continuing operations by reportable segments.

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
<b>Segment revenue</b>		
Content	4,470.58	774.96
Wellness	0.00	0.00
Revenue from operation	4,470.58	774.96
<b>Segment results</b>		
Profit/ (loss) before tax from each segment		
Content	(44.93)	(562.33)
Wellness	(0.30)	(0.35)
Profit before finance cost and tax	(45.23)	(562.68)
Add: other income	38.98	91.85
Less: finance cost	(23.18)	(34.09)
Profit before tax	(29.43)	(504.92)
Less: current tax	0.00	0.00
Less: deferred tax	4.49	(19.49)
Less: short/ (excess) provision of tax (earlier year)	0.00	(0.96)
Profit after tax	(33.92)	(484.47)

## Segment assets and liabilities

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
<b>Segment assets</b>		
Content	9,590.88	9,357.44
Wellness	33.77	52.65
Consolidated total assets	9,624.65	9,410.09
<b>Segment liabilities</b>		
Content	2,034.80	1,783.27
Wellness	0.26	0.33
Consolidated total liabilities	2,035.06	1,783.60
<b>Segment capital employed</b>		
Content	7,556.08	7,574.17
Wellness	33.51	52.32
Consolidated total capital employed	7,589.59	7,626.49

## 41. RATIOS

Ratio	As at March 31, 2022	As at March 31, 2021	% Variance	Reasons for variance
a. Current ratio	8.26	9.50	(13.13)	
b. Debt-equity ratio	0.02	0.003	582.64	Reduction in debts
c. Debt service coverage ratio	0.34	(5.86)	(105.78)	Increase in earning and decrease in debt services
d. Return on equity ratio	(0.00)	(0.06)	(92.76)	Reduction in loss
e. Inventory turnover ratio	0.80	0.14	483.27	increase in turnover and reduction in inventories
f. Trade receivables turnover ratio	40.49	6.43	529.62	Increase in revenue and reduction in trade receivable
g. Trade payables turnover ratio	24.78	4.78	418.92	Increase in trade payable and increase in other expenses
h. Net capital turnover ratio	0.76	0.14	457.57	Increase in revenue
i. Net profit ratio	(0.01)	(0.63)	(98.79)	Increase in revenue and reduction in loss
j. Return on capital employed	(0.00)	(0.05)	(97.24)	Reduction in net profit before tax
k. Return on investment	0.00	0.00	0.0	During the year Company does not have any investment or return on investment as on March 31, 2022 so Return on investment is not calculated.

## Definitions

- Earning for available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of Fixed assets etc.
- Debt service = Interest & Lease Payments + Principal Repayments
- Average inventory = (Opening inventory balance + Closing inventory balance) / 2
- Net credit sales = Net credit sales consist of gross credit sales minus sales return
- Average trade receivables = (Opening trade receivables balance + Closing trade receivables balance) / 2
- Net credit purchases = Net credit purchases consist of gross credit purchases - purchase return
- Average trade payables = (Opening trade payables balance + Closing trade payables balance) / 2
- Working capital = Current assets - Current liabilities.
- Earning before interest and taxes = Profit before exceptional items and tax + Finance costs - Other Income
- Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
- Return on Investment  

$$\frac{MV(T1) - MV(T0) - \text{Sum } [C(t)]}{MV(T0) + \text{Sum } [W(t) * C(t)]}$$
 where,  
 T1 = End of time period  
 T0 = Beginning of time period  
 t = Specific date falling between T1 and T0  
 MV(T1) = Market Value at T1  
 MV(T0) = Market Value at T0  
 C(t) = Cash inflow, cash flow on specific date  
 W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as  $[T1 - t] / T1$

## 42. EARNING PER SHARE

Particulars	(In ₹ lakh or otherwise stated)	
	For year ended March 31, 2022	For year ended March 31, 2021
a. Profit after tax attributable to equity shareholders of the company	(33.92)	(484.47)
b. Weighted average number of equity shares (numbers in lakh)	144.67	144.67
c. Basic and diluted earning per share (a/ b)	(0.23)	(3.35)
d. Face value per equity share (Amount in ₹)	10.00	10.00

## 43. AUDITOR'S REMUNERATION

(In ₹ lakh or otherwise stated)

Particulars	(In ₹ lakh or otherwise stated)	
	For year ended March 31, 2022	For year ended March 31, 2021
As auditor		
Statutory audit	5.13	4.20
Tax audit	1.00	0.50
For limited review report	0.75	0.75
Taxation services	0.60	0.00
Total	7.48	5.45

## 44. FINANCIAL INSTRUMENT

## a. Methods and assumptions used to estimate the fair values

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- The carrying amounts of receivables and payables which are short term in nature such as trade receivables, other bank balances, deposits, loans to employees, trade payables, demand loans from banks and cash and cash equivalents are considered to be the same as their fair values.
- The fair values for long term security deposits given were calculated based on cash flows discounted using a current bank rate applicable to Company's deposits with the bankers. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.

## Categories of financial instruments

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique :

Level 1: unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: inputs which are not based on observable market data

Particulars	(In ₹ lakh)			
	As at March 31, 2022		As at March 31, 2021	
	Carrying Values	Fair Value	Carrying Values	Fair Value
<b>Financial assets</b>				
Measured at amortised cost				
Trade receivables	4.30	4.30	216.52	216.52
Cash and Bank Balances	758.41	758.41	194.78	194.78
Other financial assets	851.15	851.15	1,028.43	1,028.43
Measured at FVTPL	0.00	0.00	0.00	0.00
Measured at FVTOCI	0.00	0.00	0.00	0.00
Total Financial assets	1,613.86	1,613.86	1,439.73	1,439.73
<b>Financial liabilities</b>				
Measured at amortised cost				
Borrowings	135.76	135.76	203.51	203.51
Trade Payable	214.20	214.20	121.06	121.06
Other Financial Liabilities	0.00	0.00	2.99	2.99
Total Financial liabilities	349.96	349.96	327.56	327.56

## b. Financial risk management objective and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations including acquiring of PPE. The Company's principal financial assets include investments, trade and other receivables, and cash and bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Board provides guidance for overall risk management. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

## i. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and other financial instruments.

## Interest rate risk

The interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company borrows at variable as well as fixed interest rates and the same is managed by the Company by constantly monitoring the trends and expectations. In order to reduce the overall interest cost, the Company has borrowed in a mix of short term and long term loans.

As variations in interest rate are not expected to have a significant impact on the results of operations, a sensitivity analysis is not presented.

## Currency risk

Currency risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of the change in foreign currency exchange rates.

The Majority of the Company's revenue and expenses are in Indian Rupees. Company also operates internationally with miniscule business transacted in foreign currency namely US Dollar and Singapore Dollar. Management considers currency risk to be low and hence does not hedge its currency risk. As variations in foreign currency exchange rates are not expected to have a significant impact on the results of operations, a sensitivity analysis is not presented.

## ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, deposits given, investments and balances at bank.

The Company has used expected credit loss (ECL) model for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers.

Outstanding customer receivables are regularly monitored. The Company considers the concentration of risk with respect to trade receivables as low, as its customers are well established companies besides in few cases Company receives advances from customers.

The risk of default is assessed as low.

## iii. Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price.

The Company actively monitors its cash flows to ensure there is sufficient cash available to meet its working capital requirements. Due to the dynamic nature of the underlying businesses, the Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's cash and cash equivalents on the basis of expected cash flow.

The table below summarises the maturity profile of the Company's financial liabilities as at March 31, 2022 based on contractual undiscounted payments:

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Carrying amount	349.96	327.56
Less than 12 months	225.38	327.39
More than 12 months	124.58	0.17

## c. Capital risk management

The Board policy is to maintain a strong capital base so as to maintain shareholder, creditor and market confidence and to sustain the future development need of the business. The capital structure of the Company is based on Management's judgement of the appropriate balance of key elements in order to meet its strategic and day to day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. There were no changes to the Company's approach to capital management during the year.

Total Equity includes Capital Reserve, Securities Premium, General Reserve, Retained Earnings and Share Capital. Total Debt includes current debt plus non-current debt.

Particulars	(In ₹ lakh)	
	As at March 31, 2022	As at March 31, 2021
Total debt	135.76	203.51
Equity attributable to owners	7,589.59	7,626.49
Debt equity ratio	0.02	0.03

## 45. OTHER STATUTORY INFORMATION

- Company have not given any loans or advances to its promoters, directors or KMPs in the nature of loans.
- The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- The Company has not been declared wilful defaulter by any bank or financial institution or other lender during the year.
- The Company does not have any transactions or balances with companies struck off under section 248 of the Companies Act, 2013 or under section 560 of the Companies Act, 1956 during the year.
- The Company does not have any charges which are yet to be registered or satisfied with ROC, Mumbai except in respect of certain Vehicle loans which are fully repaid and no amount is outstanding, the documentation for satisfaction of the aforesaid charges is in process.
- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.



## g. UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM

- i. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- ii. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
  - provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- h. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- i. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- j. Quarterly financial statements filed by the Company with banks or financial institutions are in agreement with the books of accounts.

## 46 IMPACT OF COVID-19 ON THE COMPANY

The outbreak of the Covid pandemic caused serious disruptions in the Company's business, as did the lockdowns that took place. The Government has removed its restrictions; the lockdowns are over; business has resumed. However, the impact of the pandemic and its disruptions continue to affect the Company.

## 47. a. SUBSIDIARIES

Name of the Company	Country of incorporation	Principal activities	Proportion (%) of equity interest	
			As at March 31, 2022	As at March 31, 2021
i. PNC Wellness Ltd	India	Health fitness activities	100%	100%
ii. PNC Digital Ltd	India	Sourcing content, setting up delivery systems for digital streaming using the internet as its primary delivery platform	99.78%	99.78%

- b. Disclosure of Additional Information on the entities which are included in the Consolidated Financial Statements.

Name of the entity in the Group	Net assets, i.e, total assets minus total liabilities		Share in profit or loss (before tax)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidate	Amount in ₹ lakh	As % of consolidate	Amount in ₹ lakh	As % of consolidate	Amount in ₹ lakh	As % of consolidate	Amount in ₹ lakh
Parent Company:								
Pritish Nandy Communications Ltd	99.58	7,557.54	111.42	(32.79)	100	(2.98)	57.80	(21.33)
Subsidiaries Indian:								
i. PNC Digital Ltd	0.25	18.95	(12.44)	3.66	0	0	(9.92)	3.66
ii. PNC Wellness Ltd	0.17	13.21	1.02	(0.30)	0	0	52.11	(19.23)
Total	100.00	7,589.70	100.00	(29.43)	100.00	(2.98)	100.00	(36.90)

48. There are no subsequent events upto the date of issue of this financial statements.

49. Previous year figures have been regrouped/ recast/ rearranged wherever necessary in order to conform with the current year's presentation

Short term maturity of long term borrowings disclosed in 'Borrowings' (Note 19) which was included in under the head 'Other financial liabilities' (Note 21)

As per our report of even date attached  
For BD Jokhakar & Co.  
Chartered Accountants

Pramod Prabhudesai  
Partner  
Membership number 032992

Mumbai, May 6, 2022

For and on behalf of the Board of Directors

Pallab Bhattacharya  
Wholetime Director and CEO  
DIN 00008277

Kishor Palkar  
Chief Financial Officer  
Mumbai, May 6, 2022

Raghu Palat  
Director  
DIN 00311994

Santosh Gharat  
Company Secretary

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of PRITISH NANDY COMMUNICATIONS LTD (CIN L22120MH1993PLC074214) will be held on August 26, 2022 at 3 pm through video conference or other audio visual means organized by the Company, to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at 87/88, Mittal Chambers, Nariman Point, Mumbai 400021.

**ORDINARY BUSINESS**

- 1 To receive, consider and adopt:
  - a. the audited financial statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon; and
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2022, together with the report of the Auditors thereon.
- 2 To appoint a Director in place of Rangita Pritish Nandy (DIN: 00005690) who retires by rotation and being eligible, offers herself for re-appointment.

3 To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:  
 "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the audit committee, BD Johkhar & Co., Chartered Accountants (FRN 104345W), be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five years, from the conclusion of this 29<sup>th</sup> Annual General Meeting until the conclusion of 34<sup>th</sup> Annual General Meeting for the financial year 2026-27, at such remuneration plus applicable taxes and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

**SPECIAL BUSINESS**

- 4 To consider and if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder, read with Schedule IV of the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), Raghu Palat (DIN 00311994), be re-appointed as an Independent Director, for a another term of five year, who is eligible for re-appointment and who meets the criteria for independence as provided in section 149(6) of the Act and regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years."

FURTHER RESOLVED that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Act and Rules framed thereunder, consent of Members be and is hereby accorded to Raghu Palat, to continue to hold office of Independent Director of the Company till completion of his term ending in this year notwithstanding that Mr Palat would have attained 75 years of age earlier.

- 5 To consider and if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded to Pritish Nandy, Non-Executive Director of the Company to continue to hold office after attaining 75 years of age during the year.

By Order of the Board  
 Sd/-  
 Santosh Gharat  
 Company Secretary and Compliance Officer  
 Mumbai, July 28, 2022

Registered Office: 87/88 Mittal Chambers, Nariman Point, Mumbai 400021

Explanatory Statement as required under Section 102(1) and other applicable provisions of Companies Act, 2013 annexed to and forming part of Notice dated July 28, 2022

**Item No. 2**

Pursuant to Section 52 of Companies Act, 2013, Rangita Pritish Nandy is retiring by rotation and being eligible, offers herself for re-appointment.

Following is a brief profile of Rangita Pritish Nandy:

Ms Nandy is an Executive Director on the Board of the Company. As the Company's Creative Director, she looks after the Company's core creative functions and has now been with PNC for 23 years. Prior to that, she interned at Percept Advertising and Ogilvy & Mather. She leads the creative team that has produced and shown many of PNC's successful and award-winning films and Original series for streaming networks. She is the Creator of PNC's International Emmy-nominated show Four More Shots Please! for Amazon Prime Video.

**Item No. 3**

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the 25<sup>th</sup> Annual General Meeting ('AGM') of the Company held on September 24, 2018, had approved appointment of BD Johkhar and Co, Chartered Accountants (FRN 104345W), as the Statutory Auditors of the Company to hold office from the conclusion of the 25<sup>th</sup> AGM till the conclusion of the 29<sup>th</sup> AGM of the Company to be held in the year 2022.

After evaluating various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the reappointment of BD Johkhar and Co, Chartered Accountants, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of the 29<sup>th</sup> AGM till the conclusion of the 34<sup>th</sup> AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

None of the Directors of the Company and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item No. 3.

The resolution as set out in item No. 3 of this notice is accordingly commended for your approval.

**Item No. 4**

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Raghu Palat, being eligible for re-appointment as Independent Director has offered himself for appointment for another term of five years.

Mr Palat has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act. In the opinion of the Board, Mr Palat fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company in non-executive capacity.

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Independent Director who has attained the age of 75 years during his tenure to be approved by the shareholders by way of a special resolution in terms of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended. During his term, Mr Palat will attain 75 years of age on October 1, 2023. Pursuant to this resolution, Mr Palat shall continue to hold the office of Independent Director for his entire term, after attaining the age of 75 years.

The Board is of the opinion that Mr Palat's experience is a valuable asset to the Company which adds an enriched point of view during Board discussions and decision making. Accordingly, the Board recommends the special resolution for his re-appointment as an Independent Director for another term of five years.

Other than Mr Palat, none of the Directors, Key Managerial Personnel of the Company and his relatives, are concerned or interested, in the above Resolution. Mr Palat is not related to any of the Key Managerial Personnel of the Company.

Your Directors recommend the above resolution set out in Item No. 4 as a special resolution for your approval.

**Item No. 5**

Based on recommendation of Nomination and Remuneration Committee and in the terms of the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, Pritish Nandy, being eligible for continuance of office as Non-executive Director of the Company after attaining age of 75 years of his life.

The Board is of the opinion that Mr Nandy's vast experience as the founder of the Company, his creative expertise widely recognized, and his deep insight into the world of media and entertainment over many decades is an invaluable asset to the Company and offers an enriched point of view during Board discussions and helps to mentor the creative talent that works on the Company's multiple products. Accordingly, the Board recommends the special resolution for his continuance as Non-Executive Director on the Board of the Company.

Your Directors recommend the above resolution set out in Item No. 5 as a special resolution for your approval.

**NOTES:**

1. The Annual General Meeting will be held on August 26, 2022 at 3 pm through video conferencing (VC)/other audiovisual means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 20/2020 dated 5<sup>th</sup> May, 2020.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as MCA Circulars) permitted the holding of the Annual General Meeting (AGM) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the AGM through VC/OAVM are requested to send to the Company on the email ID [companysecretary@prishnandy.com](mailto:companysecretary@prishnandy.com) a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
5. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:
  - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
  - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent, Link Intime India Private Limited on their email ID [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in) or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email ID [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note No. 22.
8. As the AGM is being held through VC/OAVM, we therefore request the Members to submit questions if any at least 10 days in advance relating to the business specified in this Notice of AGM on the E-mail ID [companysecretary@prishnandy.com](mailto:companysecretary@prishnandy.com)
9. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in

electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

11. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can e-mail to [companysecretary@prishnandycom.com](mailto:companysecretary@prishnandycom.com)
12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21.
13. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 19, 2022 to Friday, August 26, 2022 (both days inclusive).
14. 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.
15. The Annual Report along with the Notice of AGM will be placed on the Company's website on [www.pritishnandycom.com](http://www.pritishnandycom.com)
16. Members desiring any information as regards to Accounts or any other matter to be placed at the AGM are requested to write ten days in advance to the Company through email on [companysecretary@prishnandycom.com](mailto:companysecretary@prishnandycom.com) The same will be replied to by the Company suitably.
17. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent: Link Intime India Pvt. Ltd., C 101, 247 Park, LBS Rd, Vikhroli West, Mumbai Mumbai – 400083.
18. Members are requested to quote their Folio No. or DP ID/Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company/Registrar and Share Transfer Agent.
19. Shareholders of the Company holding shares either in physical form or in dematerialized forms as on Benpos date i.e. July 29, 2022 will receive the Annual Report for financial year 2021-22 in electronic mode only.
20. As per the MCA General Circular 20/2020 dated 5th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose e-mail IDs are registered with the Registrar and Share Transfer Agent of the Company/Depository Participant.
21. Information and other instructions relating to e-voting are as under:
  - a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is pleased to provide to its members' facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system. (remote e-voting) or e-voting on the date of the AGM that will be provided by CDSL.
  - b. The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
  - c. The Board of Directors of the Company has appointed VN Deodhar & Co., Practicing Company Secretaries (C.P. No. 898), as the Scrutinizer, to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
  - d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 19, 2022.
  - e. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 19, 2022 only shall be entitled to avail the facility of remote e-voting OR e-voting at the AGM.
  - f. The Scrutinizer, after scrutinizing e-voting at the AGM and remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's report shall be placed on the Company's website [www.pritishnandycom.com](http://www.pritishnandycom.com). The results shall simultaneously be communicated to the Stock Exchange.
  - g. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 26, 2022.
  - h. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on August 23, 2022 at 9 am and ends on August 25, 2022 at 5 pm. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 19, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on "Shareholders" tab.
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for "PRITISH NANDY COMMUNICATIONS LIMITED" on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's Mobile App M-Voting available for Android based Mobiles. The M-Voting App can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the Mobile App while voting on your mobile.
- xix. Note for Non-Individual Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Manager, Central Depository Services (India) Limited (CDSL), A-Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N.M. Joshi Marg, Lower Parel, (East) Mumbai 400 013 or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) OR call 1800225533

The Instructions for Members for e-Voting on the day of the AGM are as under:

- i. The procedure for E-Voting is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM

facility and have not cast their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- iii. Members who have voted through Remote E-Voting will be eligible to attend the AGM and participate there at. However, they will not be eligible to vote at the AGM. In case any Member, who had voted through Remote E-Voting, casts his vote again at the E-Voting provided during the AGM, then the Votes cast during the AGM through E-Voting shall be considered as invalid.
- iv. Members are requested to follow the instructions, if any, provided during the currency of the AGM for E-Voting.
- v. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same person mentioned for Remote e-voting.

Process for those shareholders whose e-mail addresses are not registered with the depositories for obtaining login credentials for E-voting for the Resolutions proposed in this Notice:

- (i) For Physical Shareholders: Please provide necessary details like Folio No., Name of Shareholder, Scanned copy of the share certificate (front & back), PAN (self-attested scanned copy of PAN Card), Aadhaar (self-attested scanned copy of Aadhaar Card) by e-mail to our RTA Link Intime India Private Limited on their e-mail ID [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)
- (ii) For Demat Shareholders: Please provide Demat Account details (CDSL-16 digit beneficiary ID or NSDL -16 digit DPID + CLID), Name, Client Master or Copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN Card), Aadhaar (self-attested scanned copy of Aadhaar Card) by e-mail to our RTA Link Intime India Private Limited on their e-mail ID [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)
- (iii) The RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders or Shareholders.

## 22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Members whose email IDs are already registered with the Depository Participant/Registrar and Share Transfer Agent of the Company and desire to attend the AGM through VC/OAVM can apply at [investorgrievance@prishnandycom.com](mailto:investorgrievance@prishnandycom.com) or [companysecretary@prishnandycom.com](mailto:companysecretary@prishnandycom.com) requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.
- b. Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 5 of this Notice.
- c. Members who are desirous of attending the AGM may send their request by August 19, 2022. On successful registration with the company, the invitation to join the AGM will be sent to the Members on their registered email IDs latest by August 24, 2022. This will be done on first come first served basis, limited to 1000 members only. Due to security reason the invitation link to participate in the AGM will be shared on the registered email id of the member only after successful registration with the Company.

d. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting ID/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.

- e. In case of Android/iPhone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/App Store.
- f. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
- g. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- h. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
- i. Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote there at.

23. Any person who acquires shares of the Company and becomes member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

24. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling AGM has been uploaded on the website of the Company at [www.pritishnandycom.com](http://www.pritishnandycom.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

25. Investor Grievance Redressal: The Company has designated an e-mail ID [investorgrievance@prishnandycom.com](mailto:investorgrievance@prishnandycom.com) and [companysecretary@prishnandycom.com](mailto:companysecretary@prishnandycom.com) to enable investors to register their complaints, if any.

By Order of the Board

Santosh Gharat  
Company Secretary and Compliance Officer  
Mumbai, July 28, 2022

Registered Office: 87/88 Mittal Chambers, Nariman Point, Mumbai 400021

### Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ◆ Select the “Company” and ‘Event Date’ and register with your following details: -
  - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
  - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.: Enter your mobile number.
  - D. Email ID: Enter your email id, as recorded with your DP/Company.
- ◆ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting. i.e. [companysecretary@prishnandycom.com](mailto:companysecretary@prishnandycom.com)
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

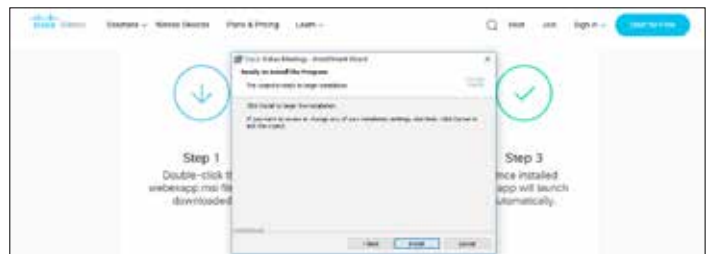
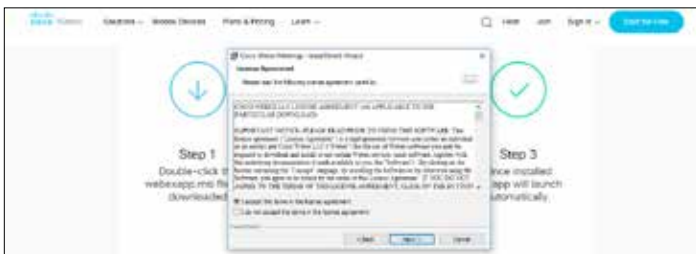
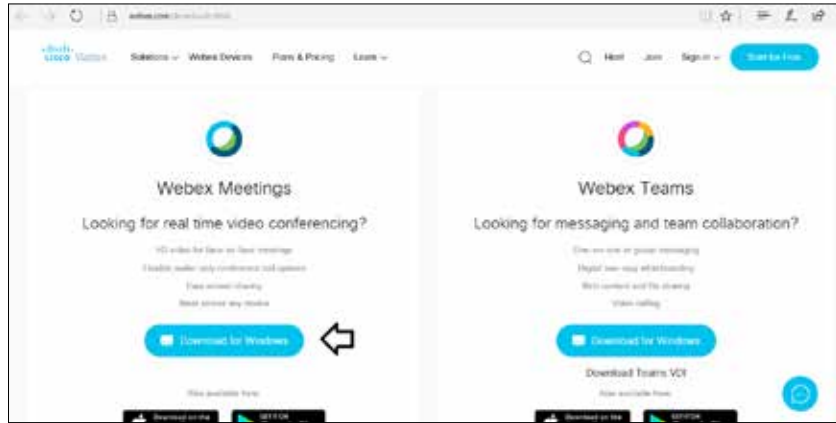
InstaMeet Support Desk  
Link Intime India Private Limited

Annexure

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



- or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

- Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.
- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now





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